



15 May 2019

Ms Lisa Banh
Senior Adviser, Listings Compliance (Sydney)
ASX Compliance Pty Ltd
20 Bridge Street
SYDNEY NSW 2000

BY EMAIL: ListingsComplianceSydney@asx.com.au

Dear Ms Banh:

Response to ASX Appendix 4C Query

We refer to the ASX's letter to Visioneering Technologies, Inc. (ASX: VTI) (**Company**) dated 10 May 2019 concerning the Company's Appendix 4C lodged with the ASX Market Announcements Platform and released on 9 April 2019 (**Appendix 4C**).

The Company responds to each of the questions set out in the ASX letter below.

- 1. Does VTI expect that it will continue to have negative operating cash flows for the time being and, if not, why not?**

Yes, the Company expects that it will have negative operating cash flows for the time being, resulting from the Company's continued investment in inventory, product research and development, sales and marketing growth, and global expansion.

- 2. Has VTI taken any steps, or does it propose to take any steps, to raise further cash to fund its operations and, if so, what are those steps and how likely does it believe that they will be successful?**

The Company is actively seeking funding through a number of channels and believes it will be successful in securing additional capital in Q2 FY19.

The Company will make any necessary announcements, in this regard, as and when required by the ASX Listing Rules.

- 3. Does VTI expect to be able to continue its operations and to meet its business objectives and, if so, on what basis?**

The Company expects its current cash to be sufficient to fund operations and until July 2019 if no changes are made to its operational scale, and until the end of 2019 if Company were to scale back its operations and expansion by the beginning of June 2019. The Company plans that with additional capital in place, expected in Q2 FY19, the Company will continue to fund its operations and objectives without scaling down its operations.



4. **Please confirm that VTI is complying with Listing Rule 3.1 and that there is no information that should be given to ASX about its financial condition under that rule that has not already been released to the market.**

The Company confirms that it is in compliance with Listing Rule 3.1 and that there is no information about its financial condition that should be given to ASX under that rule that has not already been released to the market.

5. **Please confirm that VTI's responses to the questions above have been authorised and approved in accordance with its published continuous disclosure policy or otherwise by its board or an officer of VTI with delegated authority from the board to respond to ASX on disclosure matters.**

The Company confirms that these responses have been authorised and approved in accordance with its published Continuous Disclosure Policy and by its Board.

Yours sincerely

A handwritten signature in blue ink, appearing to read 'Julian Rockett', is written over a faint, light blue circular watermark or background.

Julian Rockett
Company Secretary



10 May 2019

Mr Julian Rockett
Company Secretary
Visioneering Technologies, Inc.

By email:

Dear Mr Rockett

Visioneering Technologies, Inc. ('VTI'): Appendix 4C Query

ASX refers to VTI's Appendix 4C quarterly report for the period ended 31 March 2019 lodged with the ASX Market Announcements Platform and released on 9 April 2019 (the 'Appendix 4C').

ASX notes that VTI has reported:

- negative net operating cash flows for the quarter of \$3,774,000;
- cash at the end of the quarter of \$3,491,000; and
- estimated cash outflows for the next quarter of \$4,361,000.

It is possible to conclude, based on the information in the Appendix 4C, that if VTI were to continue to expend cash at the rate indicated by the Appendix 4C, VTI may not have sufficient cash to continue funding its operations.

Request for Information

In view of that, ASX asks VTI to answer separately each of the following questions and provide the following confirmations in a format suitable for release to the market under Listing Rule 18.7A:

1. Does VTI expect that it will continue to have negative operating cash flows for the time being and, if not, why not?
2. Has VTI taken any steps, or does it propose to take any steps, to raise further cash to fund its operations and, if so, what are those steps and how likely does it believe that they will be successful?
3. Does VTI expect to be able to continue its operations and to meet its business objectives and, if so, on what basis?
4. Please confirm that VTI is complying with Listing Rule 3.1 and that there is no information that should be given to ASX about its financial condition under that rule that has not already been released to the market.
5. Please confirm that VTI's responses to the questions above have been authorised and approved in accordance with its published continuous disclosure policy or otherwise by its board or an officer of VTI with delegated authority from the board to respond to ASX on disclosure matters.

Please also provide any other information that VTI considers may be relevant to ASX forming an opinion on whether VTI is complying with Listing Rule 12.2 that a listed entity's financial condition must, in ASX's opinion, be adequate to warrant the continued quotation of its securities and its continued listing.

When and where to send your response

This request is made under Listing Rule 18.7. Your response is required as soon as reasonably possible and, in any event, by no later than **9.30 AM AEST Wednesday, 15 May 2019**.

If we do not have your response by then, ASX will have no choice but to consider suspending trading in VTI's securities under Listing Rule 17.3. You should note that if the information requested by this letter is information required to be given to ASX under Listing Rule 3.1 and it does not fall within the exceptions mentioned in Listing Rule 3.1A, VTI's obligation is to disclose the information "immediately". This may require the information to be disclosed before the deadline set out in the previous paragraph.

ASX reserves the right to release a copy of this letter and your response on the ASX Market Announcements Platform under Listing Rule 18.7A. Accordingly, your response should be in a form suitable for release to the market. Your response should be sent to me by e-mail at ListingsComplianceSydney@asx.com.au. It should not be sent directly to the ASX Market Announcements Office. This is to allow me to review your response to confirm that it is in a form appropriate for release to the market, before it is published on the ASX Market Announcements Platform.

Listing Rule 3.1 and 3.1A

Listing Rule 3.1 requires a listed entity to give ASX immediately any information concerning it that a reasonable person would expect to have a material effect on the price or value of the entity's securities. Exceptions to this requirement are set out in Listing Rule 3.1A. In responding to this letter, you should have regard to VTI's obligations under Listing Rules 3.1 and 3.1A and also to Guidance Note 8 *Continuous Disclosure: Listing Rules 3.1 – 3.1B*. It should be noted that VTI's obligation to disclose information under Listing Rule 3.1 is not confined to, nor is it necessarily satisfied by, answering the questions set out in this letter.

Trading halt

If you are unable to respond to this letter by the time specified above, you should discuss with us whether it is appropriate to request a trading halt in VTI's securities under Listing Rule 17.1. If you wish to request a trading halt, you must tell us:

- the reasons for the trading halt;
- how long you want the trading halt to last;
- the event you expect to happen that will end the trading halt;
- that you are not aware of any reason why the trading halt should not be granted; and
- any other information necessary to inform the market about the trading halt, or that we ask for.

We may require the request for a trading halt to be in writing. The trading halt cannot extend past the commencement of normal trading on the second day after the day on which it is granted.

You can find further information about trading halts in Guidance Note 16 *Trading Halts & Voluntary Suspensions*.

Enquiries

If you have any queries or concerns about any of the above, please contact me immediately.

Regards

Lisa Banh
Senior Adviser, Listings Compliance (Sydney)