

ASX Announcement | 12 June 2019
Visioneering Technologies (ASX:VTI)

Notice given under Section 708A(5)(e) of the Corporations Act

Atlanta, Georgia, USA June 12, 2019: US-based medical device company and producer of the NaturalVue® (etafilcon A) Multifocal 1 Day Contact Lenses **Visioneering Technologies, Inc (ASX: VTI) (Visioneering or Company)**, gives this notice under section 708A(5)(e) of the *Corporations Act 2001* (Cth) (**Corporations Act**) (as modified by ASIC Class Order 14/827 (**Class Order**)).

Background

Visioneering announced on 6 June 2019 a private placement of 22,222,222 CHES Depository Interests (**CDIs**) (representing the same number of shares of Class A common stock (**Shares**)) at A\$0.045 per CDI to Thorney Technologies Limited (A\$200,000) and TIGA Trading Pty Ltd, a member of the Thorney Investment Group (A\$800,000) to raise A\$1 million before costs and expenses (**Placement**).

The Company has today issued 22,222,222 CDIs (representing the same number of Shares) to complete the Placement (**Placement CDIs**). The Placement CDIs rank equally with the existing CDIs on issue.

The Placement was within Visioneering's 15% placement capacity under ASX Listing Rule 7.1 and did not require stockholder approval.

Statements by Visioneering

Visioneering relies on section 708A(5) of the Corporations Act (as modified by the Class Order) and gives notice that it has issued the Placement CDIs without disclosure to investors under Part 6D.2 of the Corporations Act.

As at the date of this notice, Visioneering:

- 1 has complied with sections 601CK and 674 of the Corporations Act; and
- 2 confirms that there is no information:
 - (a) that has been excluded from a continuous disclosure notice required to be given to ASX in accordance with the ASX Listing Rules; and
 - (b) that investors and their professional advisers would reasonably require for the purpose of making an informed assessment of:
 - (i) the assets and liabilities, financial position and performance, profits and losses and prospects of Visioneering; and
 - (ii) the rights and liabilities attaching to the securities of Visioneering, to the extent to which it would be reasonable to investors and their professional advisers to expect to find such information in a disclosure document.

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About Visioneering Technologies

Visioneering Technologies Inc. (ASX:VTI) is an innovative eye care company committed to redefining vision. Since its founding in 2008, Visioneering has brought together clinical, marketing, engineering, manufacturing and regulatory leaders from top vision care businesses to provide new solutions for presbyopia, myopia and astigmatism.

Headquartered in the US, Visioneering designs, manufactures, sells and distributes contact lenses. Its flagship product is the NaturalVue® Multifocal contact lens, and VTI has expanded its portfolio of technologies to address a range of eye care issues. The company has grown operations across the United States, Australia and Europe and is expanding into Asia with a focus on markets with high rates of myopia.

Foreign Ownership Restrictions

VTI's CHESS Depository Interests (**CDIs**) are issued in reliance on the exemption from registration contained in Regulation S of the US Securities Act of 1933 (**Securities Act**) for offers which are made outside the US. Accordingly, the CDIs have not been, and will not be, registered under the Securities Act or the laws of any state or other jurisdiction in the US. As a result of relying on the Regulation S exemption, the CDIs are 'restricted securities' under Rule 144 of the Securities Act. This means that you are unable to sell the CDIs into the US or to a US person for the foreseeable future except in very limited circumstances after the expiration of a restricted period, unless the re-sale of the CDIs is registered under the Securities Act or an exemption is available. To enforce the above transfer restrictions, all CDIs issued bear a 'FOR US' designation on the Australian Securities Exchange (**ASX**). This designation restricts any CDIs from being sold on ASX to US persons. However, you are still able to freely transfer your CDIs on ASX to any person other than a US person. In addition, hedging transactions with regard to the CDIs may only be conducted in accordance with the Securities Act.

Forward-Looking Statements

This announcement contains or may contain forward-looking statements that are based on management's beliefs, assumptions and expectations and on information currently available to management.

All statements that address operating performance, events or developments that we expect or anticipate will occur in the future are forward-looking statements. These include, without limitation, U.S. commercial market acceptance and U.S. sales of our product as well as our expectations with respect to our ability to develop and commercialize new products.

Management believes that these forward-looking statements are reasonable when made. You should not place undue reliance on forward-looking statements because they speak only as of the date when made. VTI does not assume any obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. VTI may not actually achieve the plans, projections or expectations disclosed in forward-looking statements. Actual results, developments or events could differ materially from those disclosed in the forward-looking statements.

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