

**ASX Announcement | 25 June 2019**  
**Visioneering Technologies, Inc. (ASX:VTI)**

**Waiver from Listing Rule 14.7**

At its upcoming special meeting of stockholders on Tuesday, 2 July 2019, Visioneering Technologies, Inc. (ASX:VTI) (**VTI** or **Company**) is asking stockholders to pass the following resolutions (amongst others):

- for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval of the issue of convertible notes with a maximum aggregate face value of US\$3,000,00 (**Convertible Note Issue**) (**Item 1**); and
- for the purposes of ASX Listing Rule 7.4 and for all other purposes, ratification and approval of the prior allotment and issue of 22,222,222 CHESS Depository Interests (**Placement**) (**Item 2**).

The Company has included voting exclusion statements in relation to Item 1 and Item 2 in its Notice of Special Meeting of Stockholders, which was sent to stockholders on 18 June 2019. The voting exclusion statements state that the Company will disregard votes cast on Item 1 and Item 2 by the persons (and their associates) who participated in the Placement or, as the case may be, will participate in the Convertible Note Issue.

The Company advises that ASX Limited has granted a waiver from ASX Listing Rule 14.7 so that the Company need not disregard votes cast on Item 1 and Item 2 by stockholders who participated in the Placement, or, as the case may be, will participate in the Convertible Note Issue, to the extent only that those holders are acting solely in a fiduciary, nominee or custodial capacity (**Nominee Holders**) on behalf of beneficiaries who, in relation to Item 2, did not participate in the Placement, or, in relation to Item 1, will not participate in the Convertible Note Issue, on the following conditions:

1. The beneficiaries provide written confirmation to the Nominee Holders that they did not participate in the Placement or will not participate in the Convertible Note Issue (as the case may be), nor are they an associate of a person who participated in the Placement or will participate in the proposed Convertible Note Issue (as the case may be);
2. The beneficiaries direct the Nominee Holders how to vote on Items 1 and 2 (as the case may be);
3. The Nominee Holders do not exercise discretion in casting a vote on behalf of the beneficiaries; and
4. The terms of the waiver are released to the market immediately.

**For more information, please contact:**

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