OFFER BOOKLET

VISIONEERING TECHNOLOGIES, INC.

ARBN 616 156 248

5 FOR 9 NON-RENOUNCEABLE PRO RATA RIGHTS OFFERING OF NEW CDIS AT AN ISSUE PRICE OF A$0.22 PER NEW CDI

The Rights Offering closes at 5:00pm (Sydney time) on Monday, 30 October 2023

THIS IS AN IMPORTANT DOCUMENT AND REQUIRES YOUR IMMEDIATE ATTENTION.

IF YOU ARE AN ELIGIBLE HOLDER YOU SHOULD READ THIS OFFER BOOKLET IN ITS ENTIRETY BEFORE DECIDING WHETHER TO APPLY FOR NEW CDIS.

IF YOU DO NOT UNDERSTAND ANY PART OF THIS OFFER BOOKLET, OR ARE IN ANY DOUBT AS TO HOW TO DEAL WITH IT OR YOUR ENTITLEMENT, YOU SHOULD CONSULT YOUR FINANCIAL OR OTHER PROFESSIONAL ADVISER.

Important Information

About this document

This Offer Booklet contains information relating to a proposed Rights Offering to be undertaken by Visioneering Technologies, Inc. ARBN 616 156 248 (**VTI**). This Offer Booklet is important and requires your immediate attention.

The Rights Offering is being made in accordance with Section 708AA of the Corporations Act. A reference to Section 708AA in this Offer Booklet means Section 708AA of the Corporations Act as modified by ASIC Class Order CO 14/827 and ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84. Accordingly, this Offer Booklet is not a prospectus and does not contain all information which an investor may require to make an informed investment decision.

Forward-looking statements

This Offer Booklet 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, including without limitation our expectations with respect to our ability to commercialise our products including our estimates of potential revenues, costs, profitability and financial performance; our ability to develop and commercialise new products including our ability to obtain reimbursement for our products; our expectations with respect to our clinical trials, including enrolment in or completion of our clinical trials and our associated regulatory submissions and approvals; our expectations with respect to the integrity or capabilities of our intellectual property position. Management believes that these forward-looking statements are reasonable as and when made. Eligible Holders 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, and actual results, developments or events could differ materially from those disclosed in the forward-looking statements.

Foreign jurisdictions

The Rights Offering is not being extended to Eligible Holders in jurisdictions outside Australia and New Zealand and no action has been taken to register, or otherwise permit, the offer of New CDIs to be made under the laws of any jurisdiction outside of Australia and, New Zealand. In particular, the New CDIs offered under the Rights Offering have not been, and will not be registered under the US Securities Act or the securities laws of any state or other jurisdiction in the United States. It is your responsibility to ensure that you comply with any laws of your jurisdiction which are applicable to you and which are relevant to your applying for New CDIs under the Rights Offering.

The distribution by you of this Offer Booklet (including an electronic copy) outside Australia and New Zealand, may be restricted by law. You should observe such restrictions and should seek your own advice on such restrictions. Any non-compliance with these restrictions may contravene applicable securities law.

This Offer Booklet has been prepared for publication in Australia and New Zealand and may not be released or distributed in the United States. This Offer Booklet does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States or any other jurisdiction. Any securities described in this Offer Booklet have not been, and will not be, registered under the US Securities Act, or any state securities laws, and until so registered, may not be offered or sold in the United States except pursuant to an exemption from the registration requirements of the US Securities Act and applicable state securities laws. Hedging transactions involving any securities described in this Offer Booklet may not be conducted unless in compliance with the US Securities Act.

In order to enforce the above transfer restrictions whilst ensuring that Eligible Holders can still trade their CDIs on ASX, the CDIs will bear a "FOR US" designation on ASX. As a result of the imposition of the "FOR US" designation, all holders of CDIs in VTI will be restricted from selling their CDIs on ASX to United States persons.

No recommendation

The Rights Offering is not a recommendation to acquire CDIs. This Offer Booklet does not constitute financial product advice and does not take into account the individual investment objectives, financial situation or particular needs of each Eligible Holder. Eligible Holders wanting to participate in the Rights Offering should obtain independent advice in relation to the taxation and other consequences of an investment under the Rights Offering before making a decision as to whether to participate in the Rights Offering. A cooling-off regime does not apply in relation to the acquisition of CDIs under the Rights Offering.

Disclaimer of representations

No person is authorised to give any information, or to make any representation, in connection with the Rights Offering that is not contained in this Offer Booklet or the associated offer announcements. Any information or representation that is not contained in this Offer Booklet or the associated offer announcements may not be relied on as having been authorised by VTI in connection with the Rights Offering. Except as required by law, and only to the extent so required, none of VTI, or any other person, warrants or guarantees the future performance of VTI or any return on any investment made pursuant to the Rights Offering.

No financial product advice

This Offer Booklet is not financial product advice, does not purport to contain all the information that you may require to make an investment decision, and has been prepared without taking into account your personal investment objectives, financial situation or needs.

Before deciding whether to apply for New CDIs under the Rights Offering, you should consider whether they are a suitable investment for you in light of your own investment objectives and financial circumstances and having regard to the merits or risks involved. If after reading this booklet, you have any questions about the Rights Offering, you should contact your financial or other professional adviser.

Definitions and references to time

Capitalised words and expressions in this Offer Booklet have the meanings given in Section 7.

A reference to time in this Offer Booklet is to Sydney time, unless otherwise stated.

All financial amounts in this Offer Booklet are references to Australian currency, unless otherwise stated.

Date of this document

This Offer Booklet is dated 10 October 2023.

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Chair's Letter

10 October 2023

Dear stockholders and holders of CHESS Depositary Interests

On behalf of the Board, I am pleased to invite you to participate in a pro rata, non-renounceable Rights Offering of CHESS Depositary Interests (**CDIs**), representing new fully paid shares of Class A common stock in VTI (**New CDIs**), at a price of A$0.22 per CDI (**Rights Offering**).

On 10 October 2023 (**Announcement Date**), VTI announced the Rights Offering, along with, subject to stockholder approval:

- a share placement by the non-executive Directors to raise US$120,000 (approximately A$187,500) at a price of A$0.22 per share (**Director Placement**); and
- the conversion of the outstanding 1,120,000 convertible notes (with a face value of US$1.00 each) held by Thorney and other investors at A$0.22 per CDI (**Convertible Note Conversion**),

in each case, the same price that the New CDIs are being offered under the Rights Offering.

Together, the Rights Offering and (if approved by stockholders) the Director Placement will raise a maximum of approximately US$2.6 million (A$4.1 million) before costs and expenses.

The net proceeds from the Rights Offering and the Director Placement, together with other available funds, including cash on hand, will be used for:

(a) funding the PROTECT clinical trial through to approximately December 2024;

(b) continuing to expand domestic and international markets and corresponding sales;

(c) expanding business development activities in key target markets;

(d) increasing marketing and lead generation activities;

(e) funding inorganic growth opportunities including product expansion; and

(f) general working capital needs, including critical R&D to support new and existing products.

Overview of Rights Offering

The Rights Offering is being made to all security holders who are registered as holders of VTI's CDIs as at 7.00pm (Sydney time) on Monday, 16 October 2023 (**Record Date**) with a registered address in Australia and New Zealand (**Eligible Holders**). CDI holders and stockholders with a registered address outside Australia and New Zealand are considered ineligible security holders and cannot participate in the Rights Offering.

Under the Rights Offering, Eligible Holders have the opportunity to subscribe for 5 New CDIs for every 9 CDIs of which they are the registered holder at 7.00pm (Sydney time) on the Record Date at an issue price of A$0.22 per New CDI (**Issue Price**). The Rights Offering is non-renounceable.

The Issue Price represents a 34% discount to the 30-day VWAP of VTI's CDIs ending on Friday, 6 October 2023 (the last trading day prior to the Announcement Date).

The Rights Offering is not underwritten.

The Company's two largest CDI holders, Thorney and Regal Funds Management Pty Ltd, have each advised VTI that they currently intend to take up their pro rata entitlement under the Rights Offering, subject in Thorney's case to ensuring its holding in VTI remains below 50%.

Top Up Facility

The Rights Offering incorporates a top up facility under which Eligible Holders can apply to take up New CDIs in excess of their pro-rata entitlement (**Top Up Facility**). Applications under the Top Up Facility will only be considered to the extent that there is a shortfall under the Rights Offering and will be subject to the terms set out in Section 1.5 of this Offer Booklet.

Shortfall Offer

The Board has also reserved the right to place any CDIs forming part of any shortfall from the Rights Offering (**Shortfall CDIs**) at their discretion within 3 months after the closing date of the Rights Offering at an issue price of no less than A$0.22 per Shortfall CDI. Further details are set out in Section 4.

Action you should take

The Rights Offering is currently scheduled to close at 5.00pm (Sydney time) on Monday, 30 October 2023.

If you wish to subscribe for New CDIs, you must ensure that your application and payment is received by this time in accordance with the instructions set out in Section 3.2.

This Offer Booklet contains important information regarding the Rights Offering, and I encourage you to read it carefully before making any investment decision. If you have any questions, you should consult your financial or other professional adviser.

For further information regarding the Rights Offering, please call the Rights Offering Information Line on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia) between 8.30am and 5.00pm (Sydney time) on Business Days during the offer period for the Rights Offering.

Yours sincerely

Dr David J. Mazzo
Chair

Key Dates

Event	Date
Announcement of Rights Offering	10 October 2023
Ex-date	13 October 2023
Record Date to determine entitlement to participate in the Rights Offering	7.00pm on 16 October 2023
Dispatch Offer documents to Eligible Holders	19 October 2023
Rights Offering opens	9.00am on 19 October 2023
Special meeting of stockholders to approve Director Placement and Convertible Note Conversion	8.00am on 26 October 2023
Rights Offering closes	5.00pm on 30 October 2023
Announce results to ASX	6 November 2023
Issue of New CDIs	6 November 2023
New CDIs under Rights Offering commence trading on ASX on a normal basis	7 November 2023
Dispatch of holding statements	9 November 2023
Last day to issue shortfall under Rights Offering	30 January 2024

Dates and times in this Offer Booklet are indicative only and subject to change. All dates and times are references to Sydney time.

VTI reserves the right to amend any or all of these dates and times, subject to the Corporations Act, the ASX Listing Rules and other applicable laws and regulations. In particular, VTI reserves the right to extend the Closing Date, to accept late Applications under the Rights Offering (either generally or in particular cases) and to withdraw the Rights Offering without prior notice. Any extension of the Closing Date may have a consequential impact on the date that New CDIs are issued and commence trading on the ASX. Applicants are encouraged to submit their personalised Entitlement and Acceptance Forms as soon as possible after the Rights Offering opens.

VTI also reserves the right not to proceed with the whole or part of the Rights Offering at any time prior to the issue of the New CDIs. In that event, application monies (without interest) would be returned to applicants.

1 Investment Summary

1.1 Overview of Rights Offering

The Rights Offering is a pro rata offer of approximately 17.62 million New CDIs, representing new fully paid Shares, at A$0.22 per New CDI to raise a maximum of approximately A$3.9 million (approximately US$2.5 million)[1] before costs and expenses.

Eligible Holders are entitled to subscribe for 5 New CDIs for every 9 CDIs held by them at 7.00pm (Sydney time) on the Record Date. Fractional entitlements to New CDIs have been rounded up to the nearest whole number of New CDIs.

The Rights Offering is non-renounceable.

The choices available to Eligible Holders in respect of the Rights Offering are described in Section 3. The Rights Offering also incorporates a Top Up Facility under which Eligible Holders can apply for New CDIs in excess of the pro-rata entitlement. Eligible Holders should refer to Section 1.5 for a description of the terms and conditions of the Top Up Facility.

Eligible Holders who do not take up their rights in full will not receive any value in respect of that part of their rights that they do not take up.

The Rights Offering opens at 9.00am (Sydney time) on Thursday, 19 October 2023 and is currently scheduled to close at 5.00pm (Sydney time) on Monday, 30 October 2023.

The purpose of the Rights Offering and the use of funds raised are set out in Section 2 of this Offer Booklet.

1.2 Eligible Holders

The Rights Offering will be made to all persons who are registered as holders of VTI's CDIs as at 7.00pm (Sydney time) on Monday, 16 October 2023 (**Record Date**) with a registered address in Australia and New Zealand (**Eligible Holders**). Stockholders and CDI holders with a registered address outside Australia and New Zealand, or who are acting for the account or benefit of such persons, are considered ineligible and cannot participate in the Rights Offering.

1.3 No trading of rights

Rights under the Rights Offering are non-renounceable and will not be tradeable on the ASX or otherwise transferable. Eligible Holders who do not take up their rights in full will not receive any value in respect of that part of their rights that they do not take up.

1.4 What is the entitlement of an Eligible Holder?

The number of New CDIs to which an Eligible Holder is entitled under the Rights Offering is shown in the personalised Entitlement and Acceptance Form which is available on the Offer Website at www.computersharecas.com.au/vtirightsoffer. In calculating each Eligible Holder's entitlement, fractional entitlements to New CDIs have been rounded up to the nearest whole number of New CDIs. Eligible Holders can subscribe for all, or part, of their pro rata entitlement under the Rights Offering. Detailed

[1] Assumes a foreign exchange rate of A$1.00 being equivalent to US$0.64.

instructions on how to accept all, or part of, your pro rata entitlement are set out in Section 3.2.

Please note that if an Eligible Holder chooses not to take up their pro rata entitlement, their percentage holding in VTI will be diluted to the extent that the Rights Offering is taken up by other Eligible Holders.

VTI reserves the right to reduce the number of New CDIs allocated to Eligible Holders, or persons claiming to be Eligible Holders, if their claims as to the extent of their entitlements prove to be overstated or they fail to provide information to substantiate their claims.

1.5 Top Up Facility

The Rights Offering incorporates a Top Up Facility under which Eligible Holders can apply for New CDIs in excess of their pro rata entitlement (**Additional New CDIs**). The Additional New CDIs under the Top Up Facility will be dependent on there being a shortfall in the take up of pro rata entitlements under the Rights Offering.

Eligible Holders who wish to apply for Additional New CDIs under the Top Up Facility can do so by specifying the number of Additional New CDIs they wish to apply for in the space provided on their Entitlement and Acceptance Form.

1.5.1 Allocation of shortfall amongst applicants under the Top Up Facility

If Eligible Holders submit applications under the Top Up Facility, any allocation of a shortfall under the Rights Offering amongst those applicants will be considered and determined by VTI's Board, at its discretion, including whether to:

(a) issue Additional New CDIs by applying a policy of allocating Additional New CDIs in a manner that is in VTI's best interests; or

(b) reject any application for Additional New CDIs or to issue a lesser number of Additional New CDIs than applied for.

Notwithstanding the above, it is proposed that Additional New CDIs subscribed for pursuant to the Top Up Facility will be allocated to those Eligible Holders who have applied for Additional New CDIs through the Top Up Facility unless there is an oversubscription for Additional New CDIs, in which case such Eligible Holders will be scaled back on a pro-rata basis in proportion of their holding of CDIs.

Related parties of VTI and Thorney (on the basis that it is a substantial (+30%) holder of VTI) will not be entitled to participate in the Top Up Facility. For this purpose, 'related parties' has the meaning given in the ASX Listing Rules and includes Directors and certain persons connected with them.

If any shortfall remains after the allocation to the Eligible Holders who participate in the Top Up Facility as provided above, the resulting shortfall may be allotted pursuant to the Shortfall Offer at the discretion of the Directors within 3 months of the Closing Date pursuant to ASX Listing Rule 7.2 (exception 3) (see Section 4).

The Directors reserve their right to alter the allocation policy and to allocate and issue Additional New CDIs under the Top Up Facility at their discretion.

1.5.2 No certainty regarding allocations

As a consequence of the arrangements described above, there can be no guarantee of the number of Additional New CDIs available to Eligible Holders under the Top Up

Facility. Eligible Holders who apply for Additional New CDIs under the Top Up Facility will be bound to accept any lesser number of Additional New CDIs allocated to them in accordance with the allocation procedure described above. If you do not receive all of the Additional New CDIs you applied for, any excess application monies will be returned to you without interest.

1.6 Issue of New CDIs

VTI currently expects that New CDIs will be issued by Monday, 6 November 2023 and that holding statements will be dispatched on Thursday, 9 November 2023.

1.7 Ranking of New CDIs

When issued, the New CDIs will be fully paid and will rank equally with existing CDIs.

1.8 Withdrawal of the Rights Offering

VTI reserves the right to withdraw all or part of the Rights Offering, and this Offer Booklet, at any time, subject to applicable laws. In that case, VTI will refund application monies in relation to New CDIs not already issued in accordance with the Corporations Act and without payment of interest.

To the fullest extent permitted by law, you agree that any application monies paid by you to VTI will not entitle you to receive any interest and that any interest earned in respect of application monies will belong to VTI.

2 Effect of the Rights Offering on VTI

2.1 Purpose and use of funds

VTI is raising capital for the following purposes:

(a) funding the PROTECT clinical trial through approximately December 2024;

(b) continuing to expand domestic and international markets and corresponding sales;

(c) expanding business development activities in key target markets;

(d) increasing marketing and lead generation activities;

(e) funding inorganic growth opportunities including product expansion; and

(f) general working capital needs, including critical R&D to support new and existing products.

The maximum gross proceeds of the Rights Offering and Director Placement will be approximately US$2.6 million (A$4.1 million), assuming the Director Placement is approved by stockholders.

Regardless of whether the Company obtains approval for the Director Placement, the proceeds of the Rights Offering will be applied towards the same uses set out above.

2.2 Financial Impact

The Rights Offering will increase VTI's net assets by an amount equal to the net proceeds of the Rights Offering.

The table below shows on a pro forma basis VTI's financial position following completion of the Rights Offering, the Director Placement and the Convertible Note Conversion (assuming the Director Placement and the Convertible Note Conversion are both approved by stockholders). This information is pro forma in nature and provides an illustrative indication of the effect of the Rights Offering, the Director Placement and the Convertible Note Conversion had they occurred as at 30 June 2023. It is presented in abbreviated form and does not include all the disclosures that are ordinarily provided in financial statements prepared in accordance with the Corporations Act. It should be read in conjunction with the other disclosures in this Offer Booklet, including in Section 5.

(US$000)	Actual 30 June 2023 (Unaudited)	Costs of the Offers	Rights Offering and Director Placement	Convertible Note Conversion	Unaudited Pro Forma 30 June 2023
Cash and cash	3,267	(120)	2,601	-	5,748
Other current assets	4,319	-	-	-	4,319
Total Current Assets	7,586	(120)	2,601	-	10,067
Total Non-Current Assets	555	-	-	-	555
Total Assets	8,141	(120)	2,601	-	10,622
Current portion of convertible notes	1,158	-	-	(1,158)	-
Other current liabilities	2,209	-	-	-	2,209
Total Current Liabilities	3,367	-	-	(1,158)	2,209
Total Non-Current Liabilities	173	-	-	-	173
Total Liabilities	3,540	-	-	(1,158)	2,382
Net Assets	4,601	(120)	2,601	1,158	8,240
Total Equity	4,601	(120)	2,601	1,158	8,240

Notes:

1. For the purpose of this pro forma balance sheet, it has been assumed that the full amount of (i) the Rights Offering will be subscribed and issued, and (ii) the Director Placement is approved by stockholders and completes (i.e. a total of US$2.6 million).
2. Assumes a foreign exchange rate of A$1.00 being equivalent to US$0.64 (exchange rate published by the Reserve Bank of Australia on 6 October 2023, rounded to the nearest whole cent).
3. Assumes that the total costs and expenses of the Rights Offering and Director Placement will amount to approximately US$120,000.
4. The pro forma balance sheet is illustrative as of 30 June 2023 and reflects the actual balance of cash and cash equivalents of US$3.267 million as of that date. On a pro forma basis as of 30 June 2023, VTI's cash balance subsequent to the transactions would be US$5.7 million (assuming the full amount of the Rights Offering is subscribed for). It is presently anticipated by the management team that this funding will be sufficient to fund VTI's growth through to Q1 FY25.

2.3 Effect on Capital Structure

The principal effect of the Rights Offering on VTI's issued CDIs will be to increase the total number of issued CDIs. The following table sets out the number of issued CDIs on the Announcement Date (assuming all issued Shares are held as CDIs) and, subject to the rounding of fractional entitlements under the Rights Offering, the total number of issued CDIs at the completion of the Rights Offering, the Director Placement and the Convertible Note Conversion (assuming all issued Shares are held as CDIs).

CDIs	Number
CDIs on issue at the Announcement Date	31,717,219
Shares to be issued under the Director Placement	845,071
CDIs to be issued under the Convertible Note Conversion	7,954,545
CDIs offered under the Rights Offering	17,620,677
Total CDIs* on issue on completion of the Rights Offering, Director Placement and Convertible Note Conversion	58,137,512

**Assuming all issued Shares are held as CDIs*

2.4 Effect on CDI holdings

Subject to obtaining stockholder approval, the issue of Shares under the Director Placement and CDIs under the Convertible Note Conversion will have the effect of diluting the percentage holdings of stockholders and CDI holders in VTI. The extent to which the Rights Offering will have any further effect on the percentage holdings of stockholders and CDI holders will be dependent on the extent to which Eligible Holders participate in the Rights Offering (including under the Top Up Facility). In particular:

(a) Eligible Holders who do not take up their full pro rata entitlement under the Rights Offering and Ineligible Holders will have their percentage holding in VTI further diluted relative to those Eligible Holders who subscribe for some or all of their pro rata entitlement.

(b) If all Eligible Holders take up their full pro rata entitlement under the Rights Offering then the percentage holding of Eligible Holders will be unchanged (subject to changes resulting from, as noted above, completion of the Director Placement and the Convertible Note Conversion).

(c) Eligible Holders who take up their full pro rata Entitlement under the Rights Offering and receive Additional New CDIs under the Top Up Facility, may increase their percentage holding in VTI to the extent they receive Additional New CDIs under the Top Up Facility (subject to the effect of the Director Placement and the Convertible Note Conversion).

(d) Any shortfall remaining after any allocations of New CDIs to Eligible Holders who apply Additional New CDIs under the Top Up Facility will not be underwritten. Such shortfall may be issued by VTI for up to 3 months after the close of the Rights Offering at a price which is no less than A$0.22 per CDI, being the price at which CDIs are being offered under the Rights Offering.

2.5 Effect of the Offer on the Control of VTI

If all Eligible Holders participate in the Rights Offering, the Board does not anticipate that the Rights Offering will have any material effect on the control of VTI. However, given that Thorney has advised VTI that it currently intends to take up its pro rata entitlement under the Rights Offering and Thorney will also be issued CDIs under the Convertible Note Conversion, the percentage holding of Thorney is expected to increase. Thorney has advised VTI that it intends for its percentage holding to stay below 50% and therefore any take up of its pro rata entitlement under the Rights Offering is subject to this limitation. A scale back may be required to ensure Thorney's voting power does not exceed 50%.

Regal (a substantial holder of VTI) has also advised VTI that it currently intends to take up its pro rata entitlement under the Rights Offering. Regal's percentage holding however is expected to decrease as a result of the Convertible Note Conversion (from 13.65% as at the date of this Offer Booklet to between approximately 11.88% to

13.59% depending on the level of take-up by other Eligible Holders under the Rights Offering). This assumes that Regal does not apply for Additional New CDIs under the Top-Up Facility.

The implications of Thorney's increased holding for VTI are considered in further detail below.

2.6 Potential increases in Thorney holdings

Thorney currently holds 11,958,626 CDIs (approximately 37.70% of all CDIs on issue, not including any CDIs to be issued under the Convertible Note Conversion, Director Placement and Rights Offering). On completion of the Director Placement, Convertible Note Conversion and Rights Offering, it is expected that Thorney will own no less than 44.33% and no more than 49.99% of the issued CDIs.

The table below shows the effect on Thorney entities' percentage holding depending on the level of take-up by other Eligible Holders.

	Impact on Thorney's CDI holding
CDIs held by Thorney prior to Rights Offering, Director Placement and Convertible Note Conversion	11,958,626
% holding prior to Rights Offering, Director Placement and Convertible Note Conversion	37.70%
% holding following the Rights Offering, Director Placement and Convertible Note Conversion assuming minimum shortfall of 1,437,158 CDIs[#]	Approximately 44.33%
% holding following the Rights Offering, Director Placement and Convertible Note Conversion assuming 50% shortfall (other than Thorney and Regal's entitlements)	Approximately 47.31%
% holding following the Rights Offering, Director Placement and Convertible Note Conversion assuming 75% shortfall (other than Thorney and Regal's entitlements)	Approximately 48.95%
Maximum % holding following the Rights Offering, Director Placement and Convertible Note Conversion assuming 100% shortfall (other than Thorney's proposed take up which is limited to ensuring that its holding remains below 50% and Regal's entitlement)	Approximately 49.99%

[#] Comprising Ineligible Holders' CDIs.

2.7 Information regarding Thorney

Thorney is a private investment group with investments across various classes including equities, property and debt instruments and across various geographies. While Thorney is not a related party of VTI, it is a substantial holder (and substantial (30%+) holder) for the purposes of ASX Listing Rules as it holds more than 5% and more than 30% respectively, of the total votes attaching to voting securities of VTI.

The support of Thorney has facilitated VTI's ability to progress this capital raising initiative. Thorney is supportive of VTI's current strategy. VTI understands that Thorney does not have any current intention to seek any material changes to VTI's operations or its financial or dividend policies, alter the composition of the Board (including by seeking additional representation on the Board) or to increase its holdings in VTI other than as set out in this Offer Booklet. It is noted however that this is VTI's current understanding and the intentions of Thorney may differ or change in response to changing circumstances or the passage of time.

2.8 Certain provisions of Corporations Act do not apply

VTI is not subject to Chapters 6, 6A, 6B and 6C of the Corporations Act dealing with the acquisition of shares, including provisions that relate to substantial holdings and takeovers. Rather, the acquisition of securities in VTI is subject to Delaware law and applicable US securities laws.

2.9 Transfer restrictions

The Rights Offering is being made available to Eligible Holders in reliance on the exemption from registration contained in Regulation S of the US Securities Act for offers which are made outside the United States. This means that the CDIs issued in the Rights Offering are subject to restrictions under Regulation S.

In order to comply with the requirements of Regulation S, investors may not re-sell any CDIs (or underlying securities) into the United States to a United States person or for the account or benefit of a United States person for a period of one year after the date of issue of the securities unless the re-sale of the securities is registered under the US Securities Act or an exemption from registration is available.

Accordingly, in order to enforce the above transfer restrictions whilst ensuring that Eligible Holders can still trade their CDIs on ASX, the CDIs will bear a “FOR US” designation on ASX. As a result of the imposition of the “FOR US” designation, all holders of CDIs in VTI will be restricted from selling their CDIs on ASX to United States persons.

3 Choices available to Eligible Holders

3.1 Your choices

Before taking any action, you should read this Offer Booklet in its entirety and, if you have any questions, consult your financial or other professional adviser.

If you are an Eligible Holder, the following choices are available to you:

Option	See Section
Take up your pro rata entitlement in full	3.2.1
Take up part of your pro rata entitlement	3.2.2
Take up your pro rata entitlement in full and apply for Additional New CDIs	3.2.3
Take no action	3.7

3.2 How to participate in the Rights Offering

3.2.1 Take up pro rata entitlement in full

If you are an Eligible Holder and wish to take up all of your pro rata entitlement under the Rights Offering, please complete the Entitlement and Acceptance Form, which is available on the Offer Website at www.computersharecas.com.au/vtirightsoffer, in accordance with the instructions set out on the form for all of your pro rata entitlement.

3.2.2 Taking up part of your pro rata entitlement

If you are an Eligible Holder and wish to take up part of your pro rata entitlement under the Rights Offering, please complete the Entitlement and Acceptance Form, which is available on the Offer Website at www.computersharecas.com.au/vtirightsoffer, by applying for the number of New CDIs for which you wish to accept under the Rights Offering in accordance with the instructions set out on the form.

3.2.3 Applying for Additional New CDIs under the Top Up Facility

Please refer to Section 1.5 for details regarding the Top Up Facility.

If you wish to apply for Additional New CDIs under the Top Up Facility, please complete the Entitlement and Acceptance Form, which is available on the Offer Website at www.computersharecas.com.au/vtirightsoffer, by applying for the number of New CDIs equal to your pro rata entitlement plus the number of Additional New CDIs you wish to apply for in accordance with the instructions set out on the form.

To determine the total application monies required to apply for Additional New CDIs under the Top Up Facility, add the number of New CDIs equal to your pro rata entitlement under the Rights Offering to the number of Additional New CDIs you wish to apply for, multiply the aggregate amount by the Issue Price and pay that amount using the BPAY® payment reference details provided.

Your application monies will be taken to apply for as many New CDIs and Additional New CDIs as your application monies pays for.

3.2.4 Payment

The Issue Price of A$0.22 per New CDI is payable in full on application.

Payments must be received by 5.00pm (Sydney time) on the Closing Date and must be in Australian currency and made by:

(a) BPAY®; or

(b) EFT (only available to Eligible Holders in New Zealand).

Eligible Holders in New Zealand who wish to pay by EFT should call the Rights Offering Information Line on +61 3 9415 4000 between 8.30am and 5.00pm (Sydney time) on Business Days during the offer period for the Rights Offering or log on to the investor centre, available at www.investorcentre.com/au, to obtain their Entitlement and Acceptance Form which contains instructions regarding payment by EFT. It is your responsibility to ensure that funds submitted through EFT are received by no later than 5.00pm (Sydney time) on the Closing Date.

If you are paying by BPAY®, you simply need to follow the instructions on the Entitlement and Acceptance Form. Different financial institutions may implement earlier cut-off times with regards to electronic payment, so please take this into consideration when making payment by BPAY®. It is your responsibility to ensure that funds submitted through BPAY® are received by no later than 5.00pm (Sydney time) on the Closing Date.

VTI will treat you as applying for as many New CDIs as your payment will pay for in full subject to any scale-back VTI may implement in respect of Additional New CDIs under the Top Up Facility. Amounts received by VTI in excess of your pro rata entitlement (**Excess Amount**) will be treated as an application under the Top Up Facility to apply for as many Additional New CDIs as your Excess Amount will pay for in full.

VTI will not be responsible for any delay in the receipt of your BPAY® payment.

Application monies will be held in trust in a subscription account until New CDIs are issued. Any interest earned on application monies will be for the benefit of VTI and will be retained by VTI irrespective of whether any issue of New CDIs takes place.

Payments by cheque or cash will not be accepted.

3.3 Representations you will be taken to make by acceptance

By completing and returning your Entitlement and Acceptance Form or making a payment by BPAY® or EFT (if applicable), you will be deemed to have:

(a) represented and warranted that that there has been no breach by you of the laws of the country which apply to you and are relevant to you applying for New CDIs under the Rights Offering;

(b) acknowledged that you have fully read and understood this Offer Booklet and the Entitlement and Acceptance Form in their entirety and you acknowledge the matters and make the warranties and representations and agreements contained in this Offer Booklet and the Entitlement and Acceptance Form;

(c) agreed to be bound by the terms of the Rights Offering, the provisions of this Offer Booklet and VTI's bylaws and certificate of incorporation;

(d) authorised VTI to register you as the holder of the New CDIs allotted to you;

(e) declared that you are over 18 years of age and have full legal capacity and power to perform all your rights and obligations under the Rights Offering;

(f) acknowledged that once VTI receives your Entitlement and Acceptance Form or any payment of application monies via BPAY® or EFT (if applicable), you may not withdraw your application or funds provided except as allowed by law;

(g) agreed to apply for and be issued up to the number of New CDIs specified in the Entitlement and Acceptance Form, or for which you have submitted payment of any application monies via BPAY® or EFT (if applicable), at the Issue Price per New CDI;

(h) if you have applied for or are deemed to have applied for Additional New CDIs under the Top Up Facility, agreed to accept any lesser number of Additional New CDIs allocated to you in accordance with the allocation procedure described in Section 1.5.1;

(i) authorised VTI, the CDI Registry and their respective officers, employees or agents to do anything on your behalf necessary for New CDIs to be issued to you;

(j) declared that you were the registered holder at the Record Date of the CDIs indicated in the Entitlement and Acceptance Form as being held by you on the Record Date;

(k) acknowledged that the information contained in this Offer Booklet and your Entitlement and Acceptance Form is not investment advice nor a recommendation that the New CDIs are suitable for you given your investment objectives, financial situation or particular needs;

(l) acknowledged that this Offer Booklet is not a prospectus, does not contain all of the information that you may require in order to assess an investment in VTI and is given in the context of VTI's past and ongoing continuous disclosure announcements to the ASX;

(m) acknowledged the statement of risks in the 'Risk Factors' section of this Offer Booklet and that investments in VTI are subject to risk;

(n) acknowledged that none of VTI or its related bodies corporate, affiliates and none of its or their respective directors, officers, partners, employees, representatives, agents, consultants or advisers, guarantees the performance of VTI, nor do they guarantee the repayment of capital;

(o) agreed to provide any requested substantiation of your eligibility to participate in the Rights Offering and your holding of CDIs on the Record Date; and

(p) authorised VTI to correct any errors in your Entitlement and Acceptance Form.

3.4 No minimum subscription

There is no minimum subscription for the Rights Offering.

3.5 No cooling off rights

Cooling off rights do not apply to an investment in New CDIs. You cannot withdraw your application once it has been made.

3.6 Refunds of excess application monies

Any application monies received for more than the number of New CDIs issued to you (but only where the excess amount is A$5.00 or greater) will be refunded as soon as reasonably practicable following the close of the Rights Offering. No interest will be paid on any application monies.

Payment of any refund will be made either by:

(a) cheque mailed to your address as last recorded in VTI's register of members; or

(b) direct credit, but only where you have previously nominated to receive payment of dividends by direct credit and have not withdrawn that nomination.

In all cases, the payment method will be at VTI's election.

3.7 If you do nothing

If you do not apply for New CDIs pursuant to the Rights Offering, your entitlement under the Rights Offering will lapse.

If you do not apply for CDIs pursuant to the Rights Offering, your percentage ownership in VTI will be diluted because the issue of New CDIs under the Rights Offering will increase the total number of CDIs on issue.

4 Shortfall Offer

Any New CDIs that are not purchased under the Rights Offering or Top-Up Facility, will form the Shortfall CDIs. The Board reserves the right to issue Shortfall CDIs at its discretion to third parties (which may include Eligible Holders, other securityholders or new Investors) within 3 months after the Closing Date. In exercising its discretion to issue the Shortfall CDIs, the Board intends to apply the allocation policy in Section 1.5.1 to the extent applicable, and will take into consideration a number of factors including the possible dilution to existing securityholders, the financial needs of VTI, the issue price (which will be no less than the issue price under the Rights Offering) and the proposed use of funds.

Related parties of VTI and Thorney (on the basis that it is a substantial (+30%) holder of VTI) will not be entitled to participate in the Shortfall Offer. For this purpose, 'related parties' has the meaning given in the ASX Listing Rules and includes Directors and certain persons connected with them.

Pursuant to exception 3 of ASX Listing Rule 7.2, any allocation of the Shortfall CDIs will not count towards VTI's 15% placement capacity under ASX Listing Rule 7.1.

5 Risk Factors

5.1 Company Specific Risks

In addition to the general risks noted in Section 5.3, investors should be aware of the specific risks of an investment in VTI. These specific risks include, but are not limited to, those risks referred to below.

5.1.1 Business risks

VTI has incurred substantial losses and negative cash flow from operations in the past and expects to continue to incur losses and negative cash flow in the near future. VTI's ability to achieve profitability and positive cash flow will depend upon its ability to increase revenue and contain expenses. Additionally, VTI anticipates that it will need additional financing to continue its operations. If VTI is unable to raise additional capital, VTI may be forced to reduce its expenses to a level that could harm its business, or potentially VTI could cease to be a going concern.

In assessing VTI's business, Eligible Holders and Investors should consider the various risks and difficulties frequently encountered by companies early in their commercialisation, specifically companies that develop and sell medical devices. These risks include VTI's ability to:

(a) implement and execute its business strategy;

(b) grow the productivity of its sales team and marketing programs;

(c) increase awareness of its brand and products, and of the conditions that its products are intended to treat;

(d) endure global economic disruptions, such as those arising from pandemics (e.g. COVID-19) and other worldwide health crises, political instability (e.g. armed conflicts, political instability/tensions, acts of terrorism including cyberattacks, etc.) and/or natural disasters (e.g. typhoons, wild fires, volcanic disruptions, etc.) and the resulting impact on global supply chains, patient and/or service provider accessibility, financial markets and/or business continuity;

(e) manage the domestic and international expansion of operations; and

(f) respond effectively to competitive pressures and developments.

5.1.2 Revenue source

VTI generates the majority of its revenue from the sale of NaturalVue MF contact lenses in the US, and it expects that it will continue to generate a substantial part of its revenues from this product for the foreseeable future. Patients may decide not to purchase NaturalVue MF contact lenses, or Eye Care Professionals (**ECPs**) may decide not to stock and prescribe NaturalVue MF contact lenses. Furthermore, demand for the NaturalVue MF contact lenses in the US and international markets may not increase as quickly as VTI anticipates or may decline. Even if VTI increases the use of NaturalVue MF contact lenses by ECPs and patients, VTI may not be able to generate sufficient revenues or product margins to achieve profitability.

VTI is planning in the future to broaden its product offerings with new products that VTI or its partners develop. Development of medical products is a complex process, and not always successful. Even if these contemplated products are successfully developed, their commercial success will depend on many factors, including VTI's ability to:

(a) demonstrate the efficacy and safety of the products (which will involve collecting data from clinical studies); and

(b) successfully position the new products against competitive products, and market the new products to practitioners and/or patients; and

(c) establish competitive pricing for the new products allowing them successful market penetration.

If VTI is unsuccessful in developing and commercialising new products, its ability to increase its revenues in the future may be impaired. Failure to develop new product offerings could have a material adverse effect on VTI's business and financial condition.

Some of VTI's products may be developed in conjunction with development partners. Products developed with partners may result in shared intellectual property, and the sharing of intellectual property may prevent VTI from switching partners for a particular product, or from internalising a particular product. Additionally, VTI may be required to pay royalties on co-developed products, thus potentially reducing the profitability of products for which intellectual property is shared.

5.1.3 Sufficiency of funding

VTI is not currently profitable and does not expect to become profitable until it grows its revenue to a level sufficient to fund on-going company operations. Slower than anticipated market adoption, lower than expected product margins or factors that impact revenue, such as the COVID-19 pandemic, could affect whether VTI achieves break-even cash flow according to current projections. VTI anticipates that additional capital will need to be raised to reach break-even cash flow.

VTI will need to finance its future cash needs through equity offerings, debt financing or corporate collaboration. Any additional funds that it obtains may not be on terms favourable to its stockholders and may dilute their ownership or require VTI to relinquish valuable rights. There is no assurance that additional funding would be available in the future or would be secured on acceptable terms.

5.1.4 Competition

The contact lens market is competitive. Globally, four companies control over 95% of the soft contact lens market; Johnson & Johnson Vision Care, Inc., Alcon (recently spun off from Novartis AG), CooperVision, and Bausch Health Companies, Inc. These companies have largely undifferentiated products and may engage in aggressive pricing competition, which may affect demand for VTI's products. These competitors have substantially greater financial resources, research and development budgets, sales forces, market penetration and manufacturing volumes than VTI. They also have broader product ranges and offer complementary eye care products that VTI does not currently offer, examples of which include contact lens care products and ophthalmic pharmaceuticals. This broader product offering may give them a competitive advantage in marketing their contact lenses. If VTI is unable to successfully respond to these competitive pressures and secure market share for its NaturalVue MF contact lenses, this could have a material adverse effect on its business, financial condition and results of operations.

CooperVision, one of the four companies noted above, received approval from the US Food and Drug Administration (**FDA**) in 2019 for its myopia progression control contact lens, MiSight. This approval cleared MiSight as the first FDA-approved product to slow the progression of myopia in children. MiSight’s approval is limited to certain ages and optical powers. NaturalVue MF is approved specifically for slowing myopia progression in Europe and several other markets but is cleared in the US only for the correction of myopia (i.e. not specifically for the control of myopia progression). Despite the restricted approval for MiSight and the lack of approval for NaturalVue MF specifically for myopia progression control, ECPs may use medical devices such as contact lenses in an "off-label" manner under certain conditions, meaning they use the product for a purpose not in the approved labelling. ECPs in the US currently prescribe NaturalVue MF for myopia progression control, and some ECPs will prescribe MiSight to children who are outside of the specific approval parameters. MiSight's entry into the US market has increased the competition that NaturalVue MF faces in the US market for paediatric use.

CooperVision has invested heavily in marketing to and educating practitioners, parents, and patients in the importance of slowing the progression of myopia in children. As a result, CooperVision has generated significant growth in MiSight sales globally. These investments should benefit NaturalVue MF as well due to the expanded focus on myopia as a disease. However, practitioners may choose to use MiSight exclusively. There can be no guarantee that the rise in awareness that has accompanied CooperVision's entry into the US market will outweigh the potential loss of VTI's current and future wearers to MiSight.

5.1.5 Research and clinical studies (including PROTECT)

Some ECPs have published data on the effectiveness of NaturalVue MF in peer-reviewed medical literature. Although the published data and other data gathered to date by ECPs using VTI's contact lenses on children is positive, this data may not necessarily be predictive of future patient outcomes. In addition, there is no guarantee that a sufficient number of ECPs will compile their new data, or later seek to publish it. If VTI is unable to drive awareness of the efficacy of NaturalVue MF contact lenses through these means, the broader adoption of NaturalVue MF contact lenses for the correction of paediatric myopia may be slower than VTI expects, which could have a material adverse effect on VTI's business model and potential revenues.

ECPs and potential partners have differing views on what type of clinical trial data are most meaningful. VTI's current clinical data does not satisfy all users of the data, and VTI is in the process of generating additional clinical data through the execution of the PROTECT Clinical Trial. PROTECT is a multi-centre, randomised, double-masked clinical trial with participating investigators in centres in Canada, the United States, Hong Kong, and Singapore. The trial enrolment includes 144 healthy nearsighted children (myopes) from 7 to <13 years of age whose prescription on entry to the study is between -0.75D and -5.00D. Primary outcomes will be determined by the respective changes over time in refractive error progression and eye length, both important markers of myopia progression.

The PROTECT Clinical Trial reached full enrolment in December 2022. The Company has released one-year follow-up data from PROTECT, with longer-term data expected in late 2024 and final results in late 2025. If the Company is unable to complete the PROTECT Clinical Trial or the final data does not indicate that NaturalVue MF is effective in slowing the progression of myopia, the appeal of NaturalVue MF to some users or potential partners could be diminished. Despite positive results, ECPs may still not change their prescribing habits relative to NaturalVue MF.

Certain of VTI's future products or improvements to current products require additional development and testing. There is no guarantee in product research and development that the technical and clinical goals will be achieved. Failure of research and development to result in new products or to continually improve existing products could negatively impact VTI's future sales.

5.1.6 Limited sales, marketing and distribution resources

VTI has a small direct sales team in the United States (<10 representatives), which also serves Canada. The limited sales resources may impede VTI's ability to compete for increased market share and grow its revenue streams in the US. To support future growth, VTI may need to add significant resources to further develop its sales, marketing and distribution network in the United States and Canada.

In all other markets outside of the US and Canada, VTI is using or plans to use third party distributors or strategic partnerships to market and sell its products. To improve its success in these markets, VTI may need to employ a direct sales team in some or all of these markets. The availability of a direct sales team may not generate the expected increase in sales and the associated increased costs may negatively impact profitability.

If VTI is unable to expand its sales, marketing and distribution resources effectively or at all, its ability to grow its business, be competitive and generate sales of its contact lenses could be adversely affected. In addition, if VTI is not successful in entering and maintaining profitable partnerships outside the US, VTI's revenue could be adversely affected.

5.1.7 Key personnel

VTI’s long term growth and performance is dependent on attracting and retaining highly skilled staff. The contact lens industry has strong competition for highly skilled workers. There is a risk that VTI will be unable to attract and retain the necessary staff to pursue its business model.

Dr. Juan Carlos Aragón was appointed as CEO of the Company effective 1 October 2023 after an extended period during which VTI had no CEO. If Dr. Aragón or the Company’s Chief Financial and Operating Officer, Mr Brian Lane, were to leave VTI, it would lose significant technical and business expertise, and VTI may not be able to find a suitable replacement in the short to medium term. This would affect how efficiently VTI operates its business, and its future financial performance could be impacted. VTI has structured incentive programs for its key personnel. Despite these measures, there is no guarantee that VTI will be able to attract and retain suitable qualified personnel, which could negatively affect VTI's ability to reach its goals.

5.1.8 Business development and partnerships

VTI entered into a private-label agreement with Menicon in 2019. The agreement grants Menicon non-exclusive rights to sell NaturalVue MF within Europe and subsequently was amended to include Singapore, Australia and New Zealand. Menicon is selling NaturalVue MF under the private label name Menicon Bloom Day (**MBD**). The launch of MBD was delayed due to the COVID-19 pandemic and sales have been lower than VTI originally expected. Menicon relaunched MBD in March 2022, and sales have begun to increase in recent months. However, there are no assurances that MBD will contribute significantly to VTI's revenues, or that MBD's sales will be ongoing.

China represents the largest potential market for NaturalVue MF, though China is a very complex market. Entering China would most likely require a clinical trial and establishing partnerships for sales, marketing, and distribution. While VTI has made progress in the planning of and preparation for a clinical trial and establishing these partnerships, the trade tensions between the US and China and the capital requirements associated with conducting these activities remain significant obstacles. Consequently, there is no certainty that VTI will successfully overcome these issues and enter the Chinese market. Additionally, there is no guarantee that entry into the Chinese market will be successful.

5.1.9 Market adoption risk

ECPs play a significant role in influencing the type of contact lenses used by patients. To achieve commercial success, VTI is reliant on ECPs accepting and recommending its lead product, NaturalVue MF contact lenses, and its other current and future product lines. ECPs may be slow to adopt and recommend NaturalVue MF contact lenses to their patients for the following reasons (without limitation):

(a) preference for the products of competitors due to familiarity with those products coupled with the belief that those products are sufficient for the patient's needs;

(b) discounts offered by competitors to ECPs for volume purchases that may influence an ECP to limit purchases from VTI;

(c) lack of randomised prospective clinical data illustrating the benefits of NaturalVue MF contact lenses;

(d) adoption of competitive products recently introduced to the market or to be introduced in the future; and

(e) lack of willingness to invest the time required to learn the fitting process for NaturalVue MF contact lenses.

VTI already has demonstrated good market adoption as evidenced by increasing its net revenue, the number of Active US Accounts and the number of international territories in which it is selling NaturalVue MF. However, these factors alone do not ensure the widespread or continued support of NaturalVue MF contact lenses among ECPs. If a significant number of ECPs in the US cease selling or do not agree to sell and recommend NaturalVue MF contact lenses to their patients, or if they promote the products of competitors, this would adversely impact VTI's ability to generate revenue and achieve profitability.

5.1.10 Single manufacturer

VTI's contact lenses are manufactured by Pegavision, an original equipment manufacturer (**OEM**) based in Taiwan. While Pegavision is a large and well-regarded OEM, reliance on a single outsourced contract manufacturer involves a number of risks. For example, should Pegavision fail to meet quality standards set by VTI or a regulatory authority, production may be interrupted while the cause is identified and rectified. If quality problems are not identified and rectified before the affected product is sold, VTI may incur recall and product liability costs as well as reputational damage. Any disruption of the OEM's operations could cause a significant business disruption to VTI, including potentially impacting upon VTI's ability to obtain saleable products and harming customer goodwill. To mitigate this risk, Pegavision is adding capacity in new locations outside of Taiwan.

If VTI needed to replace Pegavision as its contract manufacturer for any reason, VTI would require approximately nine months to identify and establish arrangements with a new OEM, partly because VTI would need to change some non-optical design elements of its contact lenses if it were to use another OEM. To limit the potential disruption to its business, VTI monitors the market for contact lens OEMs for suitable alternative suppliers in case it should need one. In addition, VTI intends to keep inventory in reserve in case of disruptions to supply. However, there is no guarantee that such reserve would be sufficient if there was a serious supply disruption.

5.1.11 Global logistics

VTI's contact lenses are manufactured in Taiwan, and then shipped to VTI's logistics and distribution partners. The COVID-19 pandemic impacted global supply chains by increasing demand for shipping space and decreasing the amount of shipping space available on ships and aircraft. A recurrence of this disruption of global shipping logistics could cause a significant business disruption to VTI by interrupting product availability and increasing costs.

5.1.12 Innovation

Although there has been little innovation in the optical design or functionality of Multifocal contact lenses over the last 20 years, new or competing contact lens products could emerge that might offer better clinical performance than NaturalVue MF contact lenses. VTI is not aware of any other multifocal contact lens products which it believes are comparable to NaturalVue MF contact lenses. However there have been, and there continues to be, a number of efforts made by competitors to offer new solutions for presbyopia, paediatric myopia, and other vision corrections.

Competitors may be able to commercialise contact lens products in the future that compete with NaturalVue MF contact lenses, even if they do not offer better vision performance or more effective myopia progression control than NaturalVue MF contact lenses. Such products could, if commercially successful, materially reduce the attractiveness of NaturalVue MF contact lenses, which could have a material adverse effect on VTI's business, financial condition and results of operations.

In addition, further research on the other soft contact lenses, hard contact lenses, and pharmaceuticals could find that such products are sufficiently effective at preventing or slowing myopia progression which would position those products as material competitive threats to NaturalVue MF contact lenses in any markets in which they and NaturalVue MF contact lenses are both sold.

5.1.13 Regulatory risk

VTI has received regulatory clearance, listing or registration to sell NaturalVue MF contact lenses in the US, Europe, Australia, New Zealand, Singapore, Hong Kong, Canada, and Malaysia. VTI's international growth strategy is dependent on obtaining clearances or approvals from regulatory bodies in other jurisdictions. Despite receiving regulatory clearance, listing or registration in several markets, VTI is not assured of receiving all necessary regulatory clearances and approvals in additional jurisdictions, and cannot predict with certainty the timelines for such clearances and approvals, or other requirements that may be imposed by regulatory authorities (e.g. further clinical trials or other requirements to prove the safety and effectiveness of its contact lenses). In addition, future changes to NaturalVue MF contact lenses that affect their safety or efficacy may require new regulatory clearances or approvals in some jurisdictions before VTI may sell the revised product. Additionally, once cleared, approved, or listed in a territory, VTI is subject to ongoing inspections and periodic submissions. While VTI makes every reasonable effort to comply with all government regulations, if VTI or one of its partners were to fail to meet a regulatory requirement, VTI's operations could be negatively impacted.

While ECPs may use VTI’s products on an off-label basis, VTI may not promote off-label uses of its products. If VTI are found to have promoted such off-label uses of its products, it may suffer significant liability. The FDA and other regulatory agencies strictly regulate the promotional claims that may be made about prescription products. In particular, while the FDA permits the dissemination of truthful and non-misleading information about an approved product, a manufacturer may not promote a product for uses that are not approved by the FDA or such other regulatory agencies as reflected in the product’s approved labelling. The federal government has levied large civil and criminal fines against companies for alleged improper promotion of off-label use and has enjoined several companies from engaging in off-label promotion. The FDA has also requested that companies enter into consent decrees, corporate integrity agreements or permanent injunctions under which specified promotional conduct must be changed or curtailed. If VTI cannot successfully manage the promotion of its products, this could materially adversely affect VTI's business and financial condition.

The European Union has established the Medical Devices Regulation (**MDR**) as a replacement to the Medical Devices Directive (**MDD**). VTI earned its regulatory clearance for NaturalVue MF contact lenses in Europe under the requirements of MDD, and VTI's current NaturalVue MF will continue to be certified under MDD until 2028. MDR is a more complex regulation than MDD and will require VTI to expend more resources to certify future products in Europe under MDR. If VTI is unable to meet the requirements under MDR, it may lose its clearance in the European Union, which would have a material adverse effect on VTI's business model and potential revenues.

5.1.14 Noncompliance with Regulatory Standards

VTI is exposed to the risk of fraud or other illegal activity by its employees, independent contractors, consultants, commercial partners and vendors. Misconduct by these parties could include intentional, reckless and/or negligent conduct that fails to:

(a) comply with the regulations of the FDA and other similar foreign regulatory authorities;

(b) provide true, complete and accurate information to the FDA and other similar foreign regulatory authorities;

(c) comply with manufacturing standards that VTI have established;

(d) comply with healthcare fraud and abuse laws in the United States and similar foreign fraudulent misconduct laws; or

(e) report financial information or data accurately or to disclose unauthorised activities to us.

If VTI obtains FDA approval of any of its product candidates and begins to commercialise those products in the United States, VTI's potential exposure under such laws and regulations will increase significantly, and its costs associated with compliance with such laws and regulations are also likely to increase. These laws may impact, among other things, VTI's current activities with principal investigators and research patients, as well as current and future sales, marketing and education programs. In particular, the promotion, sales and marketing of healthcare items and services, as well as certain business arrangements in the healthcare industry, are subject to extensive laws designed to prevent fraud, kickbacks, self-dealing and other abusive practices. These laws and regulations may restrict or prohibit a wide range of pricing, discounting, marketing and promotion, structuring and commission(s), certain customer incentive programs and other business arrangements generally. Activities subject to these laws also involve the improper use of information obtained in the course of patient recruitment for clinical trials.

5.1.15 Privacy and Security

VTI is subject to laws and regulations covering data privacy and the protection of personal information including health information. The legislative and regulatory landscape for privacy and data protection continues to evolve, and there has been an increasing focus on privacy and data protection issues which may affect VTI's business. In the United States, VTI may be subject to state security breach notification laws, state health information privacy laws and federal and state consumer protections laws which impose requirements for the collection, use, disclosure and transmission of personal information. Each of these laws are subject to varying interpretations by courts and government agencies, creating complex compliance issues for VTI. If VTI fails to comply with applicable laws and regulations, VTI could be subject to penalties or sanctions, including criminal penalties if VTI knowingly obtains individually identifiable health information from a covered entity in a manner that is not authorized or permitted by HIPAA or for aiding and abetting the violation of HIPAA.

Numerous other countries have, or are developing, laws governing the collection, use and transmission of personal information as well. EU member states and other jurisdictions have adopted data protection laws and regulations, which impose significant compliance obligations. In May 2016, the European Union formally adopted the General Data Protection Regulation (**GDPR**), which applies to all EU member states from May 25, 2018 and replaced the EU Data Protection Directive. The GDPR introduces stringent new data protection requirements in the European Union and substantial fines for breaches of the data protection rules. It has increased VTI's responsibility and liability in relation to personal data that VTI processes and VTI may be required to put in place additional mechanisms ensuring compliance with the new EU data protection rules. The GDPR is a complex law and the regulatory guidance is still evolving, including with respect to how the GDPR should be applied in the context of clinical studies. Furthermore, many of the countries within the European Union are still in the process of drafting supplementary data protection legislation in key fields where the GDPR allows for national variation, including the fields of clinical study and other health-related information. These variations in the law may raise VTI's costs of compliance and result in greater legal risks.

5.1.16 Protection and enforcement of Intellectual Property Rights

The protection of the intellectual property relied upon by VTI is critical to its business and commercial success. If VTI is unable to protect or enforce the intellectual property rights embodied in its NaturalVue MF contact lenses, there is a risk that other companies will incorporate the intellectual property into their technology, which could adversely affect VTI's ability to compete in the contact lens market.

VTI's patent portfolio contains both issued and pending patents. No assurance can be given that the pending patent applications will result in issued patents. Furthermore, there is a risk that VTI's granted patents could be found by a court to be invalid or unenforceable or revoked before their planned expiry as a result of court action. There is also the risk that the granted patents may not provide VTI with sufficient protection against competitive products and therefore VTI may be unable to prevent competitors from copying its products and technology, marketing products similar to VTI's products or designing around VTI's products.

5.1.17 Third party intellectual property rights disputes

VTI does not believe that its activities infringe any third party's intellectual property rights, or that its planned activities will do so. To date, no third party has made assertions to the contrary. However, in the future VTI may be subjected to infringement claims or litigation arising out of patents and pending applications of its competitors, or additional proceedings initiated by third parties or intellectual property authorities to re-examine the patentability of licensed or owned patents.

The defence and prosecution of intellectual property claims and litigation, and related legal and administrative proceedings, are costly and time consuming to pursue, and their outcome is uncertain. If VTI infringes the rights of third parties, it could be prevented from selling NaturalVue MF contact lenses or any current or future products and could be forced to defend against litigation and to pay damages.

5.1.18 Convertible notes

The Company has 1,120,000 convertible notes issued to Thorney and others currently outstanding (**Convertible Notes**). The Company is requesting that stockholders approve the reduction of the conversion price of these Convertible Notes from 60 cents to 22 cents. If the stockholders approve this variation to the Convertible Notes, the note holders will convert the notes into 7,954,545 CDIs. If converted, the Convertible Notes would have a dilutive effect on holders of VTI's securities as outlined in the notice of special meeting seeking stockholder approval. If the Convertible Notes are not converted, are not repaid, or if interest payments are not satisfied as agreed, the Convertible Notes would be in default, and Thorney could take ownership of VTI's assets.

5.1.19 Delaware company

The rights attaching to Shares are subject to Delaware General Corporation Law and in some respects differ from the rights attaching to shares in an Australian company.

Provisions of VTI's certificate of incorporation, its bylaws and Delaware General Corporation Law could make an acquisition of VTI, which may be beneficial to stockholders, more difficult and may prevent attempts by stockholders to replace or remove the current members of the Board and management.

Certain provisions of VTI's certificate of incorporation and bylaws could discourage, delay or prevent a merger, acquisition or other change of control that stockholders may consider favourable, including transactions in which stockholders might otherwise receive a premium for their CDIs. Furthermore, these provisions could prevent or frustrate attempts by stockholders to replace or remove members of the Board. These provisions could also limit the price that investors might be willing to pay in the future for the CDIs, thereby depressing the market price of the CDIs. Stockholders who wish to participate in these transactions may not have the opportunity to do so.

In addition, VTI is governed by the provisions of section 203 of the Delaware General Corporation Law, which may, unless certain criteria are met, prohibit large stockholders, in particular those owning 15% or more of the voting rights, from merger or combining with VTI for a prescribed period of time.

VTI will also incur costs and demands upon management as a result of complying with laws and regulations affecting public companies in the US as well as listing requirements on ASX, which may adversely affect its operating results, and failure to achieve and maintain effective internal control over financial reporting could cause investors to lose confidence in its operating results, potentially, having a material adverse effect on the price of VTI's CDIs.

5.1.20 Reporting requirements

VTI expects to become subject to the periodic reporting requirements of the US Exchange Act at some stage in the future which would require it to register the Shares with the US Securities and Exchange Commission (**SEC**) under the US Exchange Act. VTI will become a reporting company if, among other things, VTI has (i) assets of more than US$10 million and (ii) either 2,000 or more holders of any class of equity securities or 500 or more holders of any class of equity securities who are not `accredited investors' as defined in Rule 501 of Regulation D of the US Securities Act.

This will involve VTI filing annual, quarterly and current reports on Forms 10-K, 10-Q and 8-K. In the absence of a waiver from the ASX Listing Rules, these SEC periodic reports will be in addition to VTI's periodic filings required by the ASX Listing Rules. The legal, accounting, and filing costs and management time that is required to comply with these reporting requirements are expected to be significant.

5.1.21 *Speculative nature of investment*

Any potential investor should be aware that subscribing for CDIs involves various risks. The CDIs to be issued pursuant to the Offers carry no guarantee with respect to the payment of dividends, return of capital or market value. VTI also may fail to comply with the listing requirements of the ASX. The success of VTI is largely dependent on US, European and Asian market adoption. An investment in VTI should therefore be considered speculative in nature.

5.1.22 *Exchange rates*

VTI may be subject to exchange rate risks with the proceeds of the Offers to be received in Australian dollars, while VTI's functional currency is in US dollars.

VTI does not intend to enter into hedging transactions. The CDIs will be listed on the ASX and priced in Australian dollars. However, VTI's reporting currency is US dollars. As a result, movements in foreign exchange rates may cause the price of VTI's securities to fluctuate for reasons unrelated to VTI's financial condition or performance and may result in a discrepancy between VTI's actual results of operations and the investor's expectations of the returns of VTI's securities expressed in Australian dollars.

5.1.23 *Outbreak of COVID-19 and other health pandemics*

VTI's business was adversely impacted by the effects of the COVID-19 pandemic. Many ECPs were impacted by stay-at-home orders, and even as the orders were lifted and practitioners returned to work, patient throughput took time to recover. In addition, some practitioners implemented restrictions to limit the physical presence of non-patient visitors, such as sales representatives.

A further health pandemic or a recurrence of the COVID-19 pandemic could adversely affect the economies and financial markets of many countries, resulting in an economic downturn that could affect demand for VTI's products which may then have an adverse effect on VTI's business, operating results and financial condition.

5.2 Industry specific risks

5.2.1 *Alternatives*

The contact lens industry competes with manufacturers of eyeglasses and with refractive surgical procedures that correct visual defects, such as LASIK. VTI believes that eyeglasses and laser vision correction are not significant threats to sales of contact lenses given the advantages contact lenses offer patients. However, it is possible that the demand for contact lenses may decrease in the future if other correction procedures grow in scope or applicability, or alternative technologies or procedures are developed that provide a practical alternative to vision correction with contact lenses. A decrease in demand for contact lenses could have a material adverse effect on VTI's business and financial condition.

5.2.2 *Risks related to international operations*

As VTI's contact lenses are manufactured in Taiwan, VTI is exposed to risks of foreign regulations in Taiwan and national trade laws (including import and export laws, and customs regulations and laws), as well as potential geo-political risks.

In addition, there is uncertainty about future relationships between the United States and foreign jurisdictions, including China, Hong Kong and Taiwan, with respect to trade policies, government regulations and tariffs.

Government officials in the US have criticised certain trade agreements and the US has increased tariffs on certain goods imported into the United States from certain countries. If tariffs are added for contact lenses imported from Taiwan, this would increase VTI's cost of sourcing contact lenses from its current manufacturer. If current trade conflicts between the US and China continue, VTI's addressable markets outside the US could be reduced.

Furthermore, VTI intends to sell its products in other international markets. There can be high compliance costs associated with complying with overseas laws and regulations, and failure to comply with any applicable law or regulatory requirement could result in penalties and enforcement action.

5.3 General risks

There are risks associated with any stock market investment. Some of these risks are listed below.

5.3.1 Stock market fluctuations

Stock market fluctuations in Australia and other stock markets around the world may negatively impact the CDI price. Factors that may influence the investment climate in stocks (which may not relate to actual performance of VTI) include general economic outlook, movements in commodity prices, exchange rate movements, interest rates, inflation and political developments.

5.3.2 Liquidity and realisation risks

There can be no guarantee that an active market for CDIs will develop or that the price of CDIs will increase. There may be relatively few buyers or a relatively high number of sellers of CDIs on the ASX at any given time. This may increase the volatility of the market price of CDIs. It may also affect the prevailing market price at which a stockholder is able to sell their CDIs. This may result in stockholders receiving a market price for their CDIs that is less than the price paid for their CDIs.

5.3.3 General economic conditions

Australian and world economic conditions may negatively impact VTI's financial performance. These factors may include fluctuations in inflation, interest rates, rate of economic growth, taxation laws (and the application of existing laws by the courts or taxation authorities), consumer spending, unemployment rates, government fiscal, monetary and regulatory policies and consumer and business sentiment. Other factors include acts of terrorism, cyber hostilities, pandemics (including COVID-19), outbreaks of international hostilities, fire, floods, earthquakes, labour strikes, natural disasters, outbreaks of disease or other natural or manmade events or occurrences that may have an adverse demand for VTI's products or VTI's ability to conduct business. A prolonged deterioration in economic conditions could be expected to have a material adverse impact on VTI.

5.3.4 Taxation

Changes in tax legislation and regulation or their interpretation may adversely affect the value of an investment in CDIs and may affect stockholders differently.

5.3.5 Accounting standards

Changes in accounting standards or the interpretation of those accounting standards that occur after the date of this Booklet may adversely impact VTI's reported financial statements.

5.3.6 Absence of dividends

The ability of VTI to pay any dividend is dependent on many factors including the outcome of VTI's clinical trials and commercialisation activities. Many of the factors that will affect VTI's ability to pay dividends and the timing of those dividends will be outside the control of VTI and its Directors. The Directors cannot give any assurance regarding the payment of dividends in the future.

5.4 Other

Other risks include those normally found in conducting business, including litigation resulting from breach of agreements or in relation to employees or any other cause.

The above list of risk factors should not be taken as exhaustive of the risks faced by VTI or by investors in VTI. The above factors, and others not specifically referred to above, may in the future materially affect the financial performance of VTI and the value of the CDIs.

6 Further Information

6.1 Taxation

Taxation implications of participating in the Rights Offering will vary depending on the particular circumstances of individual Eligible Holders. Eligible Holders are advised to obtain their own professional taxation advice before making a decision in relation to the Rights Offering.

6.2 This Offer Booklet is not a prospectus

The Rights Offering is being conducted in accordance with Section 708AA of the Corporations Act. In general terms, Section 708AA relates to rights issues by certain companies that do not require the preparation of a prospectus or other disclosure document. Accordingly, the level of disclosure in this Offer Booklet is considerably less than the level of disclosure required in a prospectus.

As a result, in deciding whether or not to accept the Rights Offering, you should rely on your own knowledge of VTI, refer to disclosures made by VTI to the ASX, including the Investor Presentation that was released to ASX on 10 October 2023 (which is available for inspection on the ASX website at www.asx.com.au and on VTI's website at https://vtivisioninvestors.com/) and seek the advice of your professional adviser.

6.3 Information about VTI

The information included in this Offer Booklet provides certain information about VTI's activities current as at 10 October 2023. It is information in summary form and does not purport to be complete. It should be read in conjunction with VTI's other periodic and continuous disclosure announcements (including the Investor Presentation that was released to ASX on 10 October 2023).

6.4 Future performance

The words "anticipate", "believe", "expect", "project", "estimate", "likely", "intend", "should", "could", "may", "plan" and other similar expressions are intended to identify forward-looking statements. Forward-looking statements, opinions and estimates provided in this Offer Booklet are based on assumptions and contingencies which are subject to change without notice, as are statements about market and industry trends, which are based on interpretations of current market conditions. Forward-looking statements including projections, guidance on future earnings and estimates are provided as a general guide only and should not be relied upon as an indication or guarantee of future performance.

An investment in VTI is subject to investment and other known and unknown risks, some of which are beyond the control of VTI. VTI does not guarantee any particular rate of return or the performance of VTI nor does it guarantee the repayment of capital from VTI or any particular tax treatment.

6.5 Past performance

Past performance information given in this Offer Booklet is provided for illustrative purposes only and should not be relied upon as (and is not) an indication of future performance.

6.6 Foreign holders of CDIs

This Offer Booklet does not constitute an offer of CDIs in any jurisdiction in which it would be unlawful. In particular, this Offer Booklet may not be distributed to any person, and the CDIs may not be offered or sold, in any country outside Australia except to the extent permitted below.

6.6.1 *New Zealand*

The CDIs are not being offered to the public within New Zealand other than to existing CDI holders of VTI with registered addresses in New Zealand to whom the offer of these securities is being made in reliance on the Financial Markets Conduct Act 2013 and the Financial Markets Conduct (Incidental Offers) Exemption Notice 2016.

This Offer Booklet has been prepared in compliance with Australian law and has not been registered, filed with or approved by any New Zealand regulatory authority. This Offer Booklet is not a product disclosure statement under New Zealand law and is not required to, and may not, contain all the information that a product disclosure statement under New Zealand law is required to contain.

6.6.2 United States

This Offer Booklet does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States. Securities may not be offered or sold in the United States absent registration or an exemption from registration. Securities described in this Offer Booklet have not been, and will not be, registered under the US Securities Act, or under the securities laws of any state or other jurisdiction of the United States, and may not be, offered or sold in the United States, except in a transaction exempt from, or not subject to, the registration requirements of the US Securities Act and the applicable securities laws of any state or other jurisdiction in the United States. Accordingly, the New CDIs to be offered and sold to Eligible Holders will be sold only in "offshore transactions" (as defined in Rule 902(h) under the US Securities Act) in compliance with Regulation S under the US Securities Act.

6.7 Privacy

By submitting an Entitlement and Acceptance Form, you will be providing personal information to VTI (directly or through the CDI Registry). VTI collects, holds and will use that information to assess and process your application, administer your holding in VTI and to provide related services to you. VTI may disclose your personal information for purposes related to your holding in VTI, including to the CDI Registry, VTI's related bodies corporate, agents, contractors and third party service providers, including mailing houses and professional advisers, and to the ASX and regulatory bodies.

You can obtain access to personal information that VTI holds about you. To make a request for access to your personal information held by (or on behalf of) VTI, please contact VTI through the CDI Registry.

6.8 Governing law

This Offer Booklet, the Rights Offering and the contracts formed on acceptance of the Rights Offering are governed by the laws applicable in New South Wales, Australia. Each applicant for New CDIs submits to the non-exclusive jurisdiction of the courts of New South Wales.

7 Glossary and Interpretation

7.1 Definitions

In this Offer Booklet, the following words have the following meanings unless the context requires otherwise:

Term	Meaning
$ or A$	Australian dollars.
Additional New CDIs	New CDIs in excess of the pro rata entitlement of an Eligible Holder.
Announcement Date	10 October 2023.
ASIC	Australian Securities and Investments Commission.
ASX	ASX Limited ACN 008 624 691 or, as the context requires, the financial market known as the Australian Securities Exchange operated by it.
ASX Listing Rules	the official listing rules of the ASX as amended or replaced from time to time.
Board	the board of directors of VTI.
BPAY®	the electronic payment facility by that name.
Business Day	a day which is not a Saturday, Sunday or a public holiday in New South Wales.
CDI	a CHESS Depositary Interest, being a unit of beneficial ownership of shares of Common Stock (with each CDI representing a corresponding share of Common Stock).
CDI Register	the register of all holders of CDIs in VTI maintained by the CDI Registry.
CDI Registry	Computershare Investor Services Pty Limited ABN 48 078 279 277.
CHESS	Clearing House Electronic Subregister System.
Closing Date	the deadline for accepting the Rights Offering, being 5.00pm on 30 October 2023 (Sydney time) (subject to change).
Convertible Note Conversion	the conversion of the outstanding 1,120,000 convertible notes (with a face value of US$1.00 each) held by Thorney and others, as described in the Chair's Letter and which is subject to stockholder approval.
Corporations Act	*Corporations Act 2001* (Cth).

Director Placement	the share placement to the Directors described in the Chair's Letter and which is subject to stockholder approval.
Directors	the directors of VTI.
EFT	electronic funds transfer.
Eligible Holder	has the meaning given in Section 1.2.
Entitlement and Acceptance Form	the personalised form, available on the Offer Website at www.computersharecas.com.au/vtirightsoffer, which may be used to make an application for New CDIs under the Rights Offering.
Ineligible Holder	a holder of CDIs who is not an Eligible Holder.
Investor	means: (a) a person to whom an offer of New CDIs may lawfully be made in Australia without a disclosure document (as defined in the Corporations Act) on the basis that such a person is exempt from the disclosure requirements of Part 6D.2 in accordance with sections 708(8) or 708(11); or (b) a person to whom an offer of New CDIs may be made outside Australia without registration, lodgement of a formal disclosure document or other formal filing in accordance with the laws of that particular foreign jurisdiction (except to the extent which the issuer is willing to comply with such requirements).
Issue Price	the price payable for each New CDI under the Rights Offering, being A$0.22
New CDIs	the CDIs offered pursuant to the Rights Offering.
Offer Booklet	this offer booklet dated 10 October 2023.
Record Date	7.00pm (Sydney time) on 16 October 2023.
Regal	means Regal Funds Management Pty Ltd
Rights Offering	the pro rata non-renounceable Rights Offering to Eligible Holders outlined in this Offer Booklet.
Shares	fully paid shares of Class A common stock in VTI.
Shortfall or Shortfall CDIs	those New CDIs under the Rights Offering not applied for by Eligible Holders under the Rights Offering or Top Up Facility by the Closing Date.
Shortfall Offer	the offer of Shortfall CDIs.

Thorney	means Thorney Technologies Ltd, TIGA Trading Pty Ltd and Jasforce Pty Ltd (and certain of their associated entities).
Top Up Facility	the facility described in Section 1.5.
US Securities Act	US Securities Act of 1933, as amended.
US$	US dollars.
VTI or **Company**	Visioneering Technologies, Inc. ARBN 616 156 248.

7.2 Interpretation

In this Offer Booklet, unless the context otherwise requires:

(a) where fractions arise in the calculations, they will be rounded up to the nearest whole number of New CDIs;

(b) the singular includes the plural, and vice versa;

(c) words importing one gender include other genders;

(d) other parts of speech and grammatical forms of a word or phrase defined in this Offer Booklet have corresponding meanings;

(e) terms used in this Offer Booklet and defined in the Corporations Act have the meanings ascribed to them in the Corporations Act;

(f) other grammatical forms of a word or phrase defined in this Offer Booklet have a corresponding meaning; and

(g) a reference to a Section is a reference to a Section of this Offer Booklet.

Corporate Directory

DIRECTORS

Dr David J Mazzo – Chairman (Non-Executive)
Dr Juan Carlos Aragón – Chief Executive Officer
Dr Dwight Akerman – Non-Executive Director
Ms Kathleen Miller – Non-Executive Director
Dr Allan E Rubenstein – Non-Executive Director
Mr Andrew Silverberg – Non-Executive Director

COMPANY SECRETARY

Ms Leanne Ralph

HEADQUARTERS

30 Mansell Court, Suite 215,
Alpharetta, Georgia 30076,
United States

ASX CODE: VTI

CDI REGISTRY

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Yarra Falls
452 Johnston Street
Abbotsford VIC 3067
Australia

LEGAL ADVISER

Johnson Winter Slattery
Quay Quarter Tower
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Sydney NSW 2000
Australia

RIGHTS OFFERING INFORMATION LINE:

Phone (within Australia): 1300 850 505
Phone (outside Australia): +61 3 9415 4000
Open 8.30am to 5.00pm (Sydney time) on Business Days

OFFER WEBSITE:

www.computersharecas.com.au/vtirightsoffer