

VONEX LIMITED
(PREVIOUSLY NAMED "ALEATOR ENERGY LIMITED")
ACN 063 074 635

SUPPLEMENTARY PROSPECTUS

IMPORTANT INFORMATION

This is a supplementary prospectus (**Supplementary Prospectus**) intended to be read with the prospectus dated 3 December 2015 (**Prospectus**), issued by Vonex Limited (previously named "Aleator Energy Limited") (ACN 063 074 635) (**Company**).

This Supplementary Prospectus is dated 4 March 2016 and was lodged with the Australian Securities and Investments Commission (**ASIC**) on that date. The ASIC and its officers take no responsibility for the contents of this Supplementary Prospectus.

This Supplementary Prospectus should be read together with the Prospectus. Other than as set out below, all details in relation to the Prospectus remain unchanged. Terms and abbreviations defined in the Prospectus have the same meaning in this Supplementary Prospectus. If there is a conflict between the Prospectus and this Supplementary Prospectus, this Supplementary Prospectus will prevail. This Supplementary Prospectus will be issued with the Prospectus as an electronic prospectus and may be accessed on the Company's website at www.aleatorenergy.com.au/. The Company will send a copy of this Supplementary Prospectus to all Applicants who have subscribed for Shares pursuant to the Prospectus prior to the date of this Supplementary Prospectus.

This is an important document and should be read in its entirety. If you do not understand it you should consult your professional advisers without delay.

1. REASONS FOR THIS SUPPLEMENTARY PROSPECTUS

The effect of this Supplementary Prospectus is that the Company must give subscribers to the Prospectus who have lodged Applications prior to the date of this Supplementary Prospectus, a copy of this Supplementary Prospectus and the right, for a period of one month from the date of this Supplementary Prospectus, to withdraw their Application and be repaid their Application money.

As stated in the Prospectus, the Board expects that the Company's securities will be requoted on ASX.

On 9 December 2015, the Company applied to ASX for the re-admission to quotation of its securities.

The Company received a letter from ASX on 22 January 2016 granting the Company conditional approval for re-admission to the Official List of ASX which set out the conditions that would need to be satisfied prior to re-listing.

On 8 February 2016, on achieving all conditions precedent to the Acquisition Agreement, including that the Company had received conditional approval for re-admission to the Official List and in the Company's discretion all the conditions were achievable prior to 3 March 2016, the Acquisition settled and the Securities under the Offers were issued.

The Company's issue of Securities (including those Shares under the Public Offer) was a condition precedent, required by ASX for re-admission of its Shares to quotation on ASX.

As at the date of this Supplementary Prospectus, the Company confirms it has received Application money totalling \$5,000,000, closed the Public Offer, and issued 111,111,111 Shares under the Public Offer.

A requirement of the ASX Listing Rules, and an ASX condition precedent for re-admission of its securities to quotation on ASX, is that the Company can demonstrate to ASX that it has received cleared funds for the complete amount of the issue price of every security issued to every successful applicant for securities under the Public Offer.

On 26 February 2016, ASX raised queries in relation to whether the Company:

- (a) failed to make the offer of the securities the subject of the Prospectus in or accompanied by the Prospectus, in accordance with section 721(1) of the Corporations Act; and

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- (b) failed to hold the Application money and all other money paid to the Company on account of securities the subject of the Prospectus on trust for the applicant until the securities were issued on 8 February 2016, in accordance with section 722 of the Corporations Act.

The Company has yet to satisfy ASX in relation to these queries.

The Corporations Act 2001 (Cth) (Corporations Act) provides that if the Company's securities are not admitted to quotation within three months after the date of the disclosure document (ie the Prospectus), then an issue of securities in response to an application made under the disclosure document is void and the persons offering securities must return the money received by the person from the applicants as soon as practicable.

On 26 February 2016, the Company applied to ASIC for relief to modify section 723(3) of the Corporations Act pursuant to section 741 of the Corporations Act, so the Company may extend the period for which to obtain quotation for an additional period of three months commencing the date of the Supplementary Prospectus (4 March 2015).

ASIC granted relief from sections 723(3) and 724 of the Corporations Act and the Company has an additional three months from 4 March 2016 within which its securities must be re-admitted to quotation on ASX. A condition of this relief is that, for a period of one month from the date of this Supplementary Prospectus, Applicants must be given the opportunity to withdraw their Application and be repaid their Application money.

Although ASIC has granted the relief, ASIC and their respective officers take no responsibility for the contents of the Supplementary Prospectus or the merits of the investment to which the Prospectus or Supplementary Prospectus relates. Further, by giving the relief ASIC do not condone the actions of the Company or take an opinion on whether the Company have been in compliance with Sections 721(a) and 722 of the Corporations Act.

In accordance with the relief from ASIC, the Company must give each Applicant one month to withdraw their Application and be repaid their Application money.

The Company has responded to ASX queries and the Company is committed to continue working with ASX in order to satisfy the requirements for the Company to be listed on ASX.

2. BACKGROUND ON THE COMPANY'S ACTIONS

The Company provides the following information in respect of its compliance with section 721(1) and 722 of the Corporations Act.

SECTION 721(1)

Section 7.6(d) of the Prospectus makes it clear that the Company may, in its discretion, treat an Application Form as valid even if the accompanying payment is the wrong amount. Specifically, "the Company's decision to treat an Application as valid, or how to construe, amend or complete it, will be final".

The Company confirmed that subscribers under the Public Offer fall into 3 categories based on the timing of receipt of subscription monies by the Company, as detailed below:

1. Subscribers who provided funds prior to lodgement of the prospectus - these subscribers simply provided funds to the Company on trust in advance of providing their Application Forms. There was no written agreement recording this trust arrangement. Invariably during capital raisings under a prospectus there may be timing differences between a company receiving an Application Form and the funds accompanying the Application Form. As required by the Prospectus, their Application for Shares only became effective when the Company received a completed Application Form from each of these subscribers. The Company received Application Forms from these subscribers between the 4 December 2015 and 16 December 2015.
2. Subscribers who provided both their funds and Application Forms whilst the prospectus was open; and

3. Subscribers who provided their Application Forms whilst the prospectus was open but whose cleared funds were not received in the Company's bank account prior to the closing date. We are instructed that, in all cases, Application Forms were received prior to 16 December 2015 but some of the accompanying cheques were not banked until early January 2016. In addition, the Company, in accordance with Section 7.6(d) of the Prospectus, accepted several Applications in which the Application monies were the wrong amount and then pursued these applicants for the additional funds which were received by early February.

The Company confirms all amounts were raised pursuant to the Prospectus and accompanied by Application Forms received on or before 16 December 2015.

SECTION 722

The Company's confirms that its account for receipt of Application monies was also being used as the transactional account and hence contains all normal expenditure related to the operation of the Company. The Company has maintained at all times a running spreadsheet balance of the funds which were held in the account on trust for applicants as part of the Public Offer and maintained those funds in either the Company's online saver account or via a working capital draw down facility that the Company had informally initiated in late September 2015 (**Facility**). This Facility was increased and formalised in early January due to the Company's application for relisting being delayed on three separate occasions before being presented to the ASX national listing committee, the terms of the Facility are summarised below.

During the period from the receipt of the \$5,000,000 of Application monies and issue of the Shares under the Public Offer, the Company used \$725,000 of funds on the items as follows:

- (a) working capital - \$175,000 including share registry fees, ASX fees, wages and taxes;
- (b) technology and development - \$185,000;
- (c) marketing - \$95,000; and
- (d) expenses associated with the Acquisition - \$270,000.

This expenditure was consistent with the use of funds contained in the Prospectus.

The Facility was used to offset any funds used and maintain the total of the funds held under trust from the Applications received under the Prospectus.

The key terms of the Facility are as follows:

- (a) the lender agrees to provide a short term working capital loan facility to the Company in the amount of \$1,000,000 (**Facility Amount**) to be used by the Company for any working capital purposes;
- (b) the Facility Amount is held in trust for the Company since September 2015;
- (c) the Facility Amount will be provided to the Company in the manner requested on request of the Company; and
- (d) the Company agrees to repay the Facility Amount in full to the lender within 30 days following re-admission of the Company to the Official List.

The source of the Facility is unrelated to the Company.

Although the Company did not maintain the full amount of funds in its account, when accumulated with the money on trust in the Facility, the Company at all times had sufficient funds in excess of the total Application money.

An amount of \$725,000 of the Facility Amount is currently being deposited in the Company's accountant's trust account prior to transfer into a new trust account being established by the Company.

Since Settlement of the Acquisition and the issue of Shares under the Public Offer, the Company has spent additional funds in line with the use of funds disclosed in the Prospectus amounting to \$800,000. These funds have been used as follows:

(a) technology and development - \$550,000; and

(b) expenses associated with the Offer - \$250,000.

Currently, the Company has \$4,200,000 in its bank accounts, which is inclusive of the \$725,000. The Company is in discussions to make arrangements to obtain the additional \$800,000 in order to hold the full \$5,000,000 throughout the withdrawal period. The Company will keep the market informed of its progress.

3. ACTION REQUIRED BY INVESTORS

The Company has decided give each Applicant one month from the date of this Supplementary Prospectus to withdraw their Application and be repaid their Application money.

All Applicants that do this will be taken to have returned the Shares issued to them under the public Offer and in accordance with Section 258E of the Corporations Act those Shares will be cancelled.

Please refer to Section 5 of this Supplementary Prospectus for further details on the withdrawal rights.

If you do not wish to withdraw your Application, you do not need to take any action.

4. CONTENT SUPPLEMENTED

The Prospectus is supplemented by making the following amendments to the Prospectus:

4.1 Section 3 of the Prospectus be replaced as follows

INDICATIVE TIMETABLE*

Despatch of Notice of General Meeting	30 October 2015
General Meeting held to approve the Acquisition	30 November 2015
Lodgement of Prospectus with the ASIC	3 December 2015
Opening Date of the Public Offer	4 December 2015
Opening Date of the Vendor Consideration Offer	10 December 2015
Closing Date of Offers	16 December 2015
Issue of Securities under the Offers	8 February 2016
Settlement of the Acquisition [^]	8 February 2016
Lodgement of Supplementary Prospectus	4 March 2016
Withdrawal Period Opens	4 March 2016
Withdrawal Period Closes	4 April 2016
Expected Date for Re-compliance with Chapters 1 and 2 of the ASX Listing Rules Re-quotation of Shares (including Shares issued under the Offers) on ASX	10 April 2016
Deadline for Re-quotation of Shares (including Shares issued under the Offers) on ASX	4 June 2015

** The above dates are indicative only and may change without notice.*

4.2 Key Risks Under Section 5D(a) and Section 9.1(a)(i) of the Prospectus be replaced as follows

Re-Quotation of Shares on ASX

The Acquisition of Vonex constituted a significant change in the nature and scale of the Company's activities and the Company needs to re-comply with Chapters 1 and 2 of the ASX Listing Rules as if it were seeking admission to the official list of ASX.

Although conditional approval for re-admission to the Official List has been received, there is still a risk that the Company may not be able to meet the requirements of ASX for re-quotation of its Shares on ASX. Should this occur, the Shares will not be able to be traded on ASX until such time as those requirements can be met, if at all. Shareholders may be prevented from trading their Shares should the Company be suspended until such time as it does re-comply with the ASX Listing Rules.

If the Shares are not admitted to Official Quotation by ASX before the expiration of 3 months after the date of the Supplementary Prospectus, or such period as varied by the ASIC, or if ASX otherwise rejects the Company's application for re-admission to the Official List, all Shares that have been issued under the Public Offer will be void and the Company will repay all Application monies for the Shares within the time prescribed under the Corporations Act, without interest.

Potential failure to comply with Section 722(1)

There is a risk that the Company may be found to have failed to comply with Section 722(1) of the Corporations Act. This is a strict liability offence and such findings may potentially have a negative impact on the Company and its Directors. Such impacts on the Company include increased costs and adverse affects on the Company's reputation with its customers, other business contacts and the market generally. This could have a material adverse effect on the Company's results of operations, management team, financial conditions and share price.

Company is unable to obtain access to the additional \$800,000

There is an additional risk that the Company will not be able to raise the further \$800,000 in order to hold the full amount of \$5,000,000 in its bank accounts and keep it available for Applicants who withdraw their Applications. Any debt financing, if available, may involve restrictions on financing and operating activities. If the Company is unable to obtain such financing as needed, it may be required to reduce the scope of its operations and or sell assets.

4.3 Replace the last paragraph of Section 6.5 as follows:

Applicants should be aware that ASX will not re-admit or admit any Shares to Official Quotation until the Company re-complies with Chapters 1 and 2 of the Listing Rules and is re-admitted by ASX to the Official List. Although conditional approval for re-admission to the Official List has been received, this does not guarantee that the Shares will be admitted to the Official List. If the Shares are not admitted to Official Quotation by ASX before the expiration of 3 months after the date of the Supplementary Prospectus, or such period as varied by the ASIC, or if ASX otherwise rejects the Company's application for re-admission to the Official List, all Shares that have been issued under the Public Offer will be void and the Company will repay all Application monies for the Shares within the time prescribed under the Corporations Act, without interest.

4.4 Section 7.1 (e) be replaced as follows:

Quotation and trading

Application for quotation of all Shares issued under the Public Offer was made to ASX within 7 days of the date of this Prospectus. See Section 4.5 for further details.

No Shares issued pursuant to the Public Offer will be subject to any escrow requirement by ASX.

4.5 Section 7.7 -Quotation of Securities be replaced as follows

The Company applied for Official Quotation of all Shares issued under this Prospectus within 7 days after the date of this Prospectus. However, Applicants should be aware that ASX will not commence Official Quotation of any Shares until the Company has re-complied with Chapters 1 and 2 of the ASX Listing Rules and has received the approval of ASX to be re-admitted to the Official List (see Section 6.5).

Re-admission to the Official List is at the discretion of ASX and will be subject to compliance by the Company with the Listing Rules and the Corporations Act.

If the Shares are not admitted to Official Quotation by ASX before the expiration of 3 months after the date of the Supplementary Prospectus, or such period as varied by the ASIC, or if ASX otherwise rejects the Company's application for re-admission to the Official List, all Shares that have been issued under the Public Offer will be void and the Company will repay all Application monies for the Shares within the time prescribed under the Corporations Act, without interest.

The fact that ASX may grant Official Quotation to the Shares is not to be taken in any way as an indication of the merits of the Company or the Shares now offered for subscription.

The Company have not applied for quotation of the Performance Shares to be issued under the Vendor Consideration Offer.

5. WITHDRAWAL RIGHTS

5.1 Withdrawal of Previous Applications

All investors who applied for Shares under the Prospectus before the date of this Supplementary Prospectus (**Existing Applicants**) are being offered a right to withdraw their Applications for Shares and be repaid their Application monies.

If you are an Existing Applicant and want to exercise your right to withdraw your Application for Shares and be repaid your Application monies, you must provide the Company written notice, to the address set out below, of your wish to do so **no later than 5:00pm (WST) on 4 April 2016**.

**VONEX LIMITED
UNIT 18
40 ST QUENTIN AVENUE
CLAREMONT, WA 6010**

The details for the payment of the refund cheque and address to which it should be sent as set out in your written request must correspond to the details contained in the Application Form lodged by you.

Any repayments made by the Company pursuant to an Existing Applicant exercising their right to withdraw their Application will be made in full without interest.

If you do not wish to withdraw your Application, you do not need to take any action.

6. DIRECTORS' AUTHORISATION

This Supplementary Prospectus is issued by the Company and its issue has been authorised by a resolution of the Directors.

In accordance with Section 720 of the Corporations Act, each Director and Proposed Director has consented to the lodgement of this Supplementary Prospectus with the ASIC.

**Mark Rowbottom
Director
For and on behalf of
VONEX LIMITED**