

16 March 2016

Ms Anjuli Sinniah
ASX Limited
Advisor, Listings Compliance (Perth)
Level 40 Central Park
152 – 158 St Georges Terrace
PERTH WA 6000

Dear Ms Sinniah,

VONEX LIMITED

I refer to your letter dated 8 March 2016 in regard to the ASX aware query in respect of Vonex Limited (**Entity**).

Using the numbering outlined in your letter, the Entity responds to the questions outlined in your correspondence as follows:

4.1. Who on behalf of MOH negotiated and approved the terms of the Facility on or about September 1 2015?

Mr Stephen Lee

4.2. Who on behalf of VNX negotiated and approved the terms of the Facility on or about September 1 2015?

Mr Mark Rowbottam

4.3. How much was originally available to VNX under the Facility (noting that, according to the Supplementary Prospectus, it was “increased” in early January 2016 to \$1,000,000)?

The Facility was always for the amount of up to A\$1,000,000. It was not increased in early January. This drafting error in the Supplementary Prospectus was written under severe time constraints (2-3 hours) and with little time to circulate broadly for additional input and hence this is an accidental oversight due to time constraints. This error will be corrected in a proposed 2nd supplementary prospectus which is intended to be lodged by the Company with ASIC shortly.

4.4. Any evidence VNX can provide to corroborate the fact that the Facility was agreed on or about September 1 2015 and the amount of the Facility agreed to be made available at that time. This should include any emails, telephone records or other evidence confirming the communications between the persons mentioned in 4.1 and 4.2 leading up to the agreement by MOH to provide the Facility to VNX.

Mr Rowbottam was introduced to Mr Lee by third parties (Mr Kase Plug and Mr Denis Soloshenko) around mid July 2015 in relation to matters separate to Aleator. Mr Rowbottam asked that Mr Plug raise the potential of the Facility with Mr Lee at a

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meeting that they attended on Cambodia in late July/early August. Mr Lee was responsive to the proposal due to the relationship that existed between the parties and he provided the undertaking in early September via a phone call, and requested to meet Mr Rowbottam in Hong Kong when he was next in Hong Kong.

This meeting took place on the morning of Monday 12 October 2015 at which time Mr Lee confirmed to Mr Rowbottam that he was holding the funds for Aleator on the following terms:

- Facility of up to A\$1,000,000 to be used as required by Aleator until it had access to capital raised under the prospectus;
- At call for whenever Aleator wanted to draw it.
- Unsecured;
- Non-interest bearing.

4.5. If there is no evidence to corroborate the fact that the Facility was agreed on or about September 1 2015 or the amount of the Facility, an explanation of why that is so.

N/A.

4.6. How was the Facility “formalised” in early January 2016? If it was formalised in a written agreement, please provide a copy of the agreement.

During the meeting on 12 October 2015 Mr Lee and Mr Rowbottam revisited the terms of the Facility and again Mr Lee confirmed that he had A\$1,000,000 in one of his accounts that he was holding for and on behalf of Aleator. The following additional term was agreed:

- Repayable within 30 days of the Company being reinstated to the ASX.

These terms are reflected in the signed Facility dated 29 February 2016, and supported by the Facility being drawn for \$755,000.

4.7. By how much was the Facility “increased” in early January 2016?

As stated in 4.3 above the Facility was always for the amount of up to A\$1,000,000.

4.8. Who on behalf of MOH negotiated and approved the increase and formalisation of the Facility in early January 2016?

Mr Stephen Lee

4.9. Who on behalf of VNX negotiated and approved the increase and formalisation of the Facility in early January 2016?

Mr Mark Rowbottam

4.10. Any evidence VNX can provide to corroborate the fact that the Facility was increased and formalised in early January 2016. This should include any emails, telephone records or other evidence confirming the communications between the persons mentioned in 4.8 and 4.9 leading up to the agreement by MOH to increase the Facility to VNX.

Please see the attached confirmation of travel for Mark Rowbottam. Mr Rowbottam travelled to Hong Kong on 11 January 2016 specifically to meet with Mr Lee regarding this matter and further formalise the terms surrounding the funds held for Aleator.

Mr Lee and Mr Rowbottam then travelled to China together for three days for various meetings including some with potential channel marketing partners for Vonex and the oper8tor app.

4.11. If there is no evidence to corroborate the fact that the Facility was increased and formalised in early January 2016, an explanation why that is so.

N/A

Yours Faithfully



Ranko Matic
Company Secretary



8 March 2016

Mr Mark Rowbottam
Director
Vonex Limited
Ground Floor Unit 5, 1 Centro Avenue
SUBIACO WA 6008

By email: Mark@aleatorenergy.com.au

Dear Mr Rowbottam

VONEX LIMITED ("VNX")

1. ASX Limited ("ASX") refers to:
 - 1.1. The letter from Matrix One Holdings Limited ("MOH") to VNX dated 29 February 2015 ("Matrix One Letter") included in Annexure 5 of Steinepreis Paganin's email to ASX dated 2 March 2015; and
 - 1.2. The supplementary prospectus dated 4 March 2016 ("Supplementary Prospectus").
2. The Matrix One Letter states the following:

"We confirm, as agreed on or about September 1st 2015, that the Lender will provide a short term working capital loan facility to the Borrower in the amount of up to \$1,000,000 to be used by the Borrower for any working capital requirements (Facility) and confirm that \$1,000,000 has been held in trust for the Borrower since this early September 2015 and has been available for draw down since that date."
3. The Supplementary Prospectus refers to the Facility (as defined in the Matrix One Letter) and states the following:

"The Company has maintained at all times a running spreadsheet balance of the funds which were held in the account on trust for applicant 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. ...

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 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."*

4. Pursuant to listing rules 1.17 and 18.7, ASX requires VNX to provide the following:

- 4.1. Who on behalf of MOH negotiated and approved the terms of the Facility on or about September 1 2015?
- 4.2. Who on behalf of VNX negotiated and approved the terms of the Facility on or about September 1 2015?
- 4.3. How much was originally available to VNX under the Facility (noting that, according to the Supplementary Prospectus, it was "increased" in early January 2016 to \$1,000,000)?
- 4.4. Any evidence VNX can provide to corroborate the fact that the Facility was agreed on or about September 1 2015 and the amount of the Facility agreed to be made available at that time. This should include any emails, telephone records or other evidence confirming the communications between the persons mentioned in 4.1 and 4.2 leading up to the agreement by MOH to provide the Facility to VNX.
- 4.5. If there is no evidence to corroborate the fact that the Facility was agreed on or about September 1 2015 or the amount of the Facility, an explanation of why that is so.
- 4.6. How was the Facility "formalised" in early January 2016? If it was formalised in a written agreement, please provide a copy of the agreement.
- 4.7. By how much was the Facility "increased" in early January 2016?
- 4.8. Who on behalf of MOH negotiated and approved the increase and formalisation of the Facility in early January 2016?
- 4.9. Who on behalf of VNX negotiated and approved the increase and formalisation of the Facility in early January 2016?
- 4.10. Any evidence VNX can provide to corroborate the fact that the Facility was increased and formalised in early January 2016. This should include any emails, telephone records or other evidence confirming the communications between the persons mentioned in 4.8 and 4.9 leading up to the agreement by MOH to increase the Facility to VNX.
- 4.11. If there is no evidence to corroborate the fact that the Facility was increased and formalised in early January 2016, an explanation why that is so.

When and where to send your response

This request is made under, and in accordance with, Listing Rule 18.7. Your response is required as soon as reasonably possible and, in any event, by not later than **5pm WST on Friday 11 March 2016**.



You should note that if the information requested by this letter is information required to be given to ASX under Listing Rule 3.1 and it does not fall within the exceptions mentioned in Listing Rule 3.1A, the Entity's obligation is to disclose the information "immediately". This may require the information to be disclosed before the deadline set out in the previous paragraph.

ASX reserves the right to release a copy of this letter and your response on the ASX Market Announcements Platform under Listing Rule 18.7A. Accordingly, your response should be in a form suitable for release to the market.

Your response should be sent to me by e-mail at anjuli.sinniah@asx.com.au.

Listing Rule 3.1

Listing Rule 3.1 requires a listed entity to give ASX immediately any information concerning it that a reasonable person would expect to have a material effect on the price or value of the entity's securities. Exceptions to this requirement are set out in Listing Rule 3.1A.

The obligation of the Entity to disclose information under Listing Rules 3.1 and 3.1A is not confined to, nor is it necessarily satisfied by, answering the questions set out in this letter.

In responding to this letter, you should have regard to the Entity's obligations under Listing Rules 3.1 and 3.1A and also to Guidance Note 8 Continuous Disclosure: Listing Rules 3.1 – 3.1B.

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

Yours sincerely,

[sent electronically without signature]

Anjuli Sinniah
Adviser, Listings Compliance (Perth)