

**ASX Announcement | 19 October 2023
Visioneering Technologies (ASX:VTI)**

Notice of dispatch of rights offering documents

Visioneering Technologies, Inc. (ASX: VTI) (**'Visioneering'** or **'the Company'**), producer of the NaturalVue® Multifocal 1 Day Contact Lenses, today confirms that it has dispatched a letter to eligible CDI holders in relation to the pro rata non-renounceable rights offering announced to ASX on 10 October 2023 (**Rights Offering**). The letter advises eligible holders how to access the Offer Booklet and a personalised entitlement and acceptance form. In addition, Visioneering has dispatched a letter to ineligible stockholders and CDI holders. Copies of these documents are attached.

The Rights Offering is now open for acceptance via the offer website: www.computersharecas.com.au/vtirightsoffer. The Rights Offering is currently scheduled to close at 5.00pm (Sydney time) on Monday, 30 October 2023.

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.

Ends

This release was authorised by the CEO, Dr. Juan Carlos Aragón.

For more information, please contact:

Company	Investor and media relations
Brian Lane COO and CFO, Visioneering Technologies, Inc. Email: blane@vtivision.com	Haley Chartres H^CK Tel: +61 423 139 163 Email: haley@hck.digital

About Visioneering Technologies

Visioneering Technologies Inc. (ASX:VTI) is an innovative eye care company committed to redefining vision. A pioneer in presbyopia and myopia management, VTI merges advanced engineering with a relentless drive to achieve superior results for patients and practitioners. VTI's flagship product is the NaturalVue® (etafilcon A) Enhanced Multifocal 1-Day Contact Lens, an extended depth of focus lens that the Company believes is one of the most significant innovations in the eye care industry in more than 20 years. For more information, please visit www.vtivision.com or call +1 844-884-5367, ext. 104.

Foreign ownership restrictions

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

Forward-Looking Statements

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

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

Given the current uncertainties regarding the on-going impact of COVID-19 on the trading conditions impacting VTI, the financial markets and the health services world-wide, there can be no assurance that future developments will be in accordance with VTI's expectations or that the effect of future developments on VTI will be those anticipated.

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



Visioneering Technologies, Inc
ARBN 616 156 248

For all enquiries:



Phone:

(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000



Web:

www.investorcentre.com/contact

VTI
MR SAM SAMPLE
123 SAMPLE STREET
SAMPLETOWN VIC 3000

19 October 2023

Dear Securityholder

Rights Offering – notice to Eligible Holders

On 10 October 2023, Visioneering Technologies, Inc. (ARBN 616 156 248) (ASX:VTI) (**VTI**) announced:

- a pro-rata, non-renounceable Rights Offering of approximately 17.62 million new CHESSE Depository Interests (**New CDIs**) (representing approximately 17.62 million new fully paid shares of Class A common stock in VTI), at an issue price of A\$0.22 per New CDI, to raise a maximum of approximately A\$3.9 million (approximately US\$2.5 million¹) before costs and expenses (**Rights Offering**),

and, subject to stockholder approval:

- a share placement by the non-executive Directors to raise US\$120,000 (approximately A\$187,500¹) at a price of A\$0.22 (US\$0.142) per CDI (**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**).

Together, the Rights Offering and the Director Placement will raise a maximum of approximately US\$2.6 million (A\$4.1 million)¹ before costs and expenses.

An Offer Booklet relating to the Rights Offering was lodged with ASX on 10 October 2023. A copy of the Offer Booklet (along with information with respect to applying for your pro rata entitlement under the Rights Offering including a personalised Entitlement and Acceptance Form) is accessible at www.computersharecas.com.au/vtirightsoffer. A hard copy of the Offer Booklet and a personalised Entitlement and Acceptance Form are also available by calling the Rights Offering Information Line on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia).

Key information about the Rights Offering

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

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

Under the Rights Offering, Eligible Holders will have the opportunity to subscribe for 5 New CDIs for every 9 CDIs held on the Record Date at an offer price of A\$0.22 per New CDI. You may take up your entitlement in full or part. In addition, you may apply for additional New CDIs in excess of your pro rata entitlement under a Top-Up Facility (refer to section 1.5 of the Offer Booklet for further details).

The Rights Offering is non-renounceable, which means that entitlements will not be tradeable on the ASX or otherwise transferable.

The Rights Offering is being made in accordance with Section 708AA of the *Corporations Act 2001* (Cth) (as modified by ASIC Class Order [CO 14/827] and ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84), meaning that no prospectus is required to be prepared in relation to the Rights Offering. Stockholder approval is not required for VTI to make the offer under the Rights Offering.

The New CDIs will rank equally with the CDIs currently on issue. Fractional entitlements to CDIs will be rounded up to the nearest whole number of New CDIs.

Purpose and use of funds

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.

Key dates for CDI holders

VTI expects the Rights Offering to be conducted according to the following timetable:



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 (Sydney time) on 16 October 2023
Dispatch Offer documents to Eligible Holders	19 October 2023
Rights Offering opens	9.00am (Sydney time) 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 (Sydney time) 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	8 November 2023
Last day to issue shortfall under Rights Offering	30 January 2024

Dates and times are indicative only and subject to change. All dates and times are references to Sydney time, which is Australian Eastern Daylight time.

Capital structure

The following table sets out the number of issued CDIs on the date that the Rights Offering and Director Placement was announced (10 October 2023) 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, Director Placement and the Convertible Note Conversion:

CDIs	Number
CDIs on issue at 10 October 2023 (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 Right Offering, Director Placement and the Convertible Notes Conversion	58,137,512

*Assuming all issued Shares are held as CDIs

Action you should take

The Rights Offering is currently scheduled to close at 5:00pm (Australian Eastern Daylight time) on 30 October 2023.

If you are an Eligible Holder and wish to take up all or 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, in accordance with the instructions set out in the Entitlement and Acceptance Form. If you wish to apply for New CDIs in addition to your pro-rata entitlement under the Top Up Facility, please follow the instructions set out on the Entitlement and Acceptance Form.

Payments must be received by 5.00pm (Sydney time) on 30 October 2023 and must be in Australian currency and made by BPAY® or EFT (only available to Eligible Holders in New Zealand).

If you do not wish to participate in the Rights Offering, no action is required.

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) at any time between 8.30am and 5.00pm (Sydney time) on business days during the offer period for the Rights Offering.

Yours sincerely

A handwritten signature in black ink, appearing to read 'L. Ralph', with a stylized flourish at the end.

Leanne Ralph
Company Secretary
Visioneering Technologies, Inc

VTI
MR SAM SAMPLE
123 SAMPLE STREET
SAMPLETOWN VIC 3000

19 October 2023

Dear Securityholder

Rights Offering – notice to Ineligible Holders

This letter is to notify you that Visioneering Technologies, Inc. (ARBN 616 156 248) (ASX:VTI) (**VTI**) has announced a non-renounceable pro rata rights offering of up to approximately 17.62 million new CHESSE Depository Interests (CDIs) (**New CDIs**) (representing approximately 17.62 million new fully paid shares of Class A common stock in VTI), at an issue price of A\$0.22 per New CDI, to raise a maximum of approximately A\$3.9 million (approximately US\$2.5 million¹) before costs and expenses (**Rights Offering**).

Under the Rights Offering, holders of CDIs who are eligible to participate in the Rights Offering (described below) will have the opportunity to subscribe for 5 New CDIs for every 9 CDIs held as at 7.00pm (Sydney time) on Monday, 16 October 2023 (**Record Date**). The Rights Offering is non-renounceable, which means that rights will not be tradeable on the ASX or otherwise transferable.

Who are Eligible Holders?	Eligible Holders are those securityholders who are registered as holders of VTI CDIs as at 7.00pm (Sydney time) on the Record Date, with a registered address in Australia or New Zealand.
Do you meet the eligibility criteria?	Unfortunately, as you do not satisfy the eligibility criteria for an Eligible Holder, you are not eligible to subscribe for New CDIs and you will not be sent a copy of the Offer Booklet. VTI wishes to advise you that it will not be extending the Rights Offering to you.
Why are there restrictions on eligibility?	There are restrictions on eligibility because of: <ul style="list-style-type: none"> the legal limitations in some countries; the relatively small number of CDI holders in some countries; the small number of CDIs those CDI holders hold; and the potential cost of complying with regulatory requirements in those countries. VTI has determined, pursuant to Listing Rule 7.7.1(a) of the ASX Listing Rules and section 9A(3)(a) of the <i>Corporations Act 2001</i> (Cth), that it would be unreasonable to make offers under the Rights Offering to CDI Holders and stockholders in all countries other than Australia or New Zealand.

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

Do you need to do anything?	You are not required to do anything in response to this letter. This letter is to inform you about the Rights Offering, the details of which are provided above and is not an offer to issue New CDIs to you, nor an invitation for you to apply for New CDIs.
Questions	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) at any time between 8.30am and 5.00pm (Sydney time) on business days during the offer period for the Rights Offering.

Yours faithfully



Leanne Ralph
Company Secretary
Visioneering Technologies, Inc.