



VOLTAGE IP LIMITED

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28 January 2016

ASX Listing Compliance
Level 4, North Tower, Rialto
525 Collins Street
Melbourne VIC 3000

Voltage IP Limited – Pre-Quotation Disclosure

On 22 December 2015, Voltage IP Limited ACN 057 884 876 issued a replacement prospectus (**Prospectus**) relating to offers for Shares to be made in conjunction with the acquisition by the Company of all the issued share capital in KLE Products Sdn Bhd and the Company's application for the recommencement of the official quotation of its Shares as part of the official list of the ASX.

Capitalised terms which have not otherwise been defined in this document have the same meaning as given in the Prospectus.

Completion of the Acquisition

The Company confirms that all of the conditions precedent under the Share Sale Agreement have been satisfied or waived in accordance with the terms of the Share Sale Agreement, and that completion of the Acquisition occurred on 28 January 2016. With effect from completion, the Company issued:

- 210,526,300 Shares to the Vendors; and
- 20,000,000 unlisted Options to the Vendors (exercisable at \$0.10 per Option at any time within 36 months from the date of issue of the Options).

Allotment of other Securities by the Company

The Company confirms that it has closed the Offers under the Prospectus and that the Conditions of the Offers have been satisfied. As a result, the Company has issued:

- 70,532,000 Shares to investors under the Public Offer;
- 24,365,549 Shares to the Creditors under the Debt to Equity Offer; and
- 15,000,000 Shares to the Noteholders under the Noteholder Offer.

The Company confirms that it has also issued 3,500,000 unlisted Options to Sanston (exercisable at \$0.10 per Option at any time within 36 months from the date of issue of the Options) as part of the consideration for Sanston's role as the lead manager in relation to the Offers and the Acquisition.

The allotment of these Shares and Options occurred simultaneously with the allotment of Shares and Options to the Vendors under the Share Sale Agreement.

All new investors under the Offers with holdings on the CHESS sub-register have received the required notifications from the Company in accordance with the ASX Operating Rules and all other new investors have been sent issuer sponsored holding statements.

All Application Moneys received by the Company have resulted in the allotment of Shares, so no Application Moneys have needed to be refunded to any investors.

Changes in capital structure

Before the close of the Offers, the Company completed the Share Consolidation contemplated by the Prospectus and issued new holding statements to Shareholders that held Shares at the time of the Share Consolidation.

The Company also confirms that on issuing the Shares to the Noteholders under the Noteholder Offer, all of the Convertible Notes were immediately cancelled.

The capital structure of the Company following completion of the Acquisition and the Offers is as set out below:

	Shares	Options
Securities that were held by Shareholders before completion of the Acquisition and the Offers (but after the Share Consolidation and Share Cancellation)	967,747	Nil
Securities issued to the Vendors in respect of the Acquisition	210,526,300	20,000,000
Securities issued under the Public Offer	70,532,000	Nil
Securities issued under the Debt to Equity Offer	24,365,549	Nil
Securities issued under the Noteholder Offer	15,000,000	Nil
Securities issued to Sanston	Nil	3,500,000
Total	321,391,596	23,500,000

All outstanding Appendix 3B forms relating to the allotment of any Securities by the Company were provided to the ASX on or around the date of this letter.

Voluntary Escrow

For a period of 24 months on and from the date of completion of the Acquisition (**Escrow Period**), the Vendors have agreed that they will not sell, transfer, dispose of, encumber or create any security interest in, or do anything else that would have the effect of transferring effective ownership or control of the Consideration Shares, Consideration Options or any other Securities issued by the Company to the Vendors during the Escrow Period. Further details relating to these escrow arrangements are set out below.

Class of Securities	Number	Escrow Period
Shares	210,526,300	24 month period expiring on 28 January 2018
Options	20,000,000	24 month period expiring on 28 January 2018

There are presently no other Securities that are subject to any escrow arrangements.

Additional confirmations

The Company confirms that:

- there have been no material subsequent events to alter the Company's consolidated statement of financial position as detailed in section 4 of the Prospectus;
- there are no legal, regulatory or contractual impediments to the Company undertaking the activities that are the subject of the commitments disclosed in the Prospectus;
- the Company is in compliance with the Listing Rules (and in particular Listing Rule 3.1); and
- the Company has lodged with the ASX all outstanding financial reports since the Company's Securities were suspended.

Yours faithfully,



Frank Licciardello
Chairman