

VOLTAGE IP LIMITED

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Company Announcements Platform
(ASX: VIP)

ADDITIONAL CONVERTIBLE NOTE AGREEMENT AND ASX WAIVERS

Convertible Note Agreement

Voltage IP Limited (**VIP**) is pleased to announce that it has raised further funds of \$50,000 under a Loan and Convertible Note Agreement (**November Convertible Note Agreement**) entered into on 5 November 2015 with Asenna Wealth Solutions Pty Ltd (**Asenna**).

The November Convertible Note Agreement has substantially the same terms as the convertible note agreement entered into with Asenna on 29 September 2015, details of which are set out in VIP's announcement of the same date.

ASX Waivers

VIP is also progressing with the activities required to complete VIP's proposed acquisition of all of the issued shares in KLE Products Sdn Bhd (**Acquisition**) and the planned contemporaneous capital raising intended to raise between \$3 million and \$5 million (**Capital Raising**) (as referred to in VIP's announcement dated 3 September 2015). As part of this process, VIP has applied to the ASX for a number of waivers from the requirements of the ASX Listing Rules.

The following waivers have now been granted by the ASX for the benefit of VIP:

Listing Rule 1.1 (condition 11)

Listing Rule 1.1 (condition 11) requires that all options have an exercise price of at least \$0.20 for each underlying security. The ASX has granted a waiver from Listing Rule 1.1 (condition 11) to the extent necessary to permit:

- 20,000,000 unquote options forming part of the consideration for the Acquisition (**Consideration Options**); and
- 3,500,000 unquoted options to be allotted to Sanston Securities Australia Pty Ltd (**Sanston**) as part of the consideration for the services to be provided by Sanston in connection with the Acquisition and the Capital Raising (**Sanston Options**),

to be issued with an exercise price of \$0.10 per option.

The granting of this waiver is conditional on each of the following:

- The exercise price of these options being not less than \$0.02 per option;
- The option terms and conditions being clearly disclosed in the notice of meeting (**Notice of Meeting**) relating to the general meeting required to approve the Acquisition, and also in the prospectus relating to the Capital Raising (**Prospectus**); and
- VIP's shareholders approving the exercise price of these options in conjunction with the other approvals to be obtained under Listing Rule 11.1.2 in connection with the Acquisition.

Listing Rule 2.1 (condition 2)

The ASX has granted a waiver from Listing Rule 2.1 (condition 2) to the extent necessary to permit up to 100,000,000 fully paid ordinary shares in VIP to be issued under the Prospectus for less than \$0.20 per share. This waiver is required because it is proposed that the Capital Raising will be conducted with an offer price of \$0.05 per share.

The granting of this waiver is conditional on each of the following:

- The issue price for these shares being not less than \$0.02 each;
- The terms and conditions relating to these shares being clearly disclosed in the Notice of Meeting and the Prospectus; and
- VIP's shareholders approving the issue price of these shares in conjunction with the other approvals to be obtained under Listing Rule 11.1.2 in respect of the Acquisition and Capital Raising.

Listing Rule 10.13.3

It is currently proposed that the Notice of Meeting will seek approval from shareholders to (among other things) issue the following securities to related parties of VIP (**Related Party Securities**):

- 210,526,300 shares as consideration to the vendors under the Acquisition;
- 24,365,549 shares under the debt to equity conversions referred to in VIP's announcement dated 3 September 2015;
- the Consideration Options; and
- the Sanston Options.

Listing Rule 10.13.3 would ordinarily require the Notice of Meeting to specify a date by which the Related Party Securities will be issued, which must not be more than 1 month after the date of the meeting.

The ASX has granted a waiver from Listing Rule 10.13.3 to the extent necessary to permit the Notice of Meeting to specify a date by which the Related Party Securities will be issued (if the requisite shareholder approvals are obtained) which is more than 1 month after the date of the meeting.

The granting of this waiver is conditional on each of the following:

- VIP's shareholders approving the issue of the Related Party Securities at the meeting;
- the Related Party Securities being issued no later than 3 months after the date of the meeting; and
- VIP releasing the terms of this waiver to the market immediately.

For further details please contact:

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