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VONEX LIMITED
(ACN 063 074 635)

SECOND SUPPLEMENTARY PROSPECTUS

IMPORTANT NOTICE

This is a Second Supplementary Prospectus **("Second Supplementary Prospectus")** intended to be read with the Replacement Prospectus dated 26 March 2018 **("Replacement Prospectus")** and Supplementary Prospectus dated 12 April 2018 **("First Supplementary Prospectus")** issued by Vonex Limited (ACN 063 074 635) **("Company")**. The Replacement Prospectus replaced the Prospectus ("**Original Prospectus"**) dated 13 March 2018.

This Second Supplementary Prospectus is dated 24 April 2018 and was lodged with the Australian Securities and Investments Commission **("ASIC")** on that day. Neither ASIC nor the Australian Securities Exchange **("ASX")** nor their respective officers, take any responsibility for the contents of this Second Supplementary Prospectus or for the merits of the investment to which this Second Supplementary Prospectus relates.

Other than as set out below, all details in relation to the Replacement Prospectus remain unchanged. If there is a conflict between the Replacement Prospectus and this Second Supplementary Prospectus, this Second Supplementary Prospectus will prevail to the extent of the inconsistency. Terms and abbreviations defined in the Replacement Prospectus have the same meaning in this Second Supplementary Prospectus, unless otherwise defined.

The Company has issued both a printed and electronic version of this Second Supplementary Prospectus. Electronic versions may be accessed at https://investors.vonex.com.au/offer/ The Company will send a copy of this Second Supplementary Prospectus to all Applicants who have subscribed for shares prior to the date of the Second Supplementary Prospectus under the Replacement Prospectus.

This Second Supplementary Prospectus contains particulars of changes to the Replacement Prospectus. Other than the changes set out below, all other details in the Replacement Prospectus remain unchanged.

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

1. BACKGROUND TO AND REASONS FOR THIS SECOND SUPPLEMENTARY PROSPECTUS

The Offers under the Replacement Prospectus opened on 27 March 2018.

The Offers include a Priority Offer to existing shareholders of the Company (as at the Priority Offer Record Date) to subscribe for up to $1 million worth of New Shares available under the Offers in priority to other investors.

In accordance with the Indicative Timetable set out in the Supplementary Prospectus:

- the Priority Offer is scheduled to close at 5pm on 24 April 2018; and
- the Public Officer is scheduled to close at 5pm on 24 April 2018 ("Offers"),

and the Company reserves the right to extend the Closing Date (or close the Offers early without notice) in its absolute discretion.

1.1 As advised in the Supplementary Prospectus, on 6 April 2018 the Company sent to Noteholders a Notice of Meeting of Noteholders to convene a meeting of Noteholders on 30 April 2018 for the sole purpose of passing a resolution to extend the Term of the Convertible Notes to 12 June 2018. If the extension of the Term is granted by Noteholders on 30 April 2018, the Noteholders will be entitled to further interest accruing on their principal at the rate of 25% per annum from 1 May 2018 to the date of the Company's securities being listed on the ASX.

If the Company's securities are listed on the ASX after 1 May 2018, the Company will use part of the proceeds from the Offers to pay the additional applicable interest to the Noteholders. Assuming the Company's securities are quoted by ASX on 12 June 2018, being the last date to meet the Quotation Condition under the Replacement Prospectus, an additional $76,125.03 in interest will be payable to the Noteholders from the working capital of the Company. Refer to Section 5 for details of the revised use of funds.

For the avoidance of doubt, there will be no change to the number of Shares (and attaching Options) to be issued to Noteholders on conversion of the Convertible Notes and therefore no change to the capital structure of the Company prior to and following the listing on the ASX.

As a result of the facts and circumstances referred to above, and if the Term of the Convertible Notes is extended to 12 June 2018 following the meeting of Noteholders convened on 30 April 2018, some consequential changes need to be made to the Indicative Timetable referred to in the Supplementary Prospectus.

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As at the date of this Second Supplementary Prospectus, 75 applications have been received for a total of $957,933 raised under the Offers. Additionally the Company has received firm commitments for an additional $1,002,000].

1.2 The Company has entered into an underwriting agreement dated 9 March 2018, whereby the Company has agreed to pay to State One Equities Pty Ltd ("**State One**") an aggregate lead manager and underwriting fee of **7%** of the total amount raised under the Offers. State One has subsequently agreed to pay a commission of **5%** (exclusive of GST) of amounts subscribed through any other licensed securities dealers or Australian financial services licensee in respect of any valid applications under the Offers lodged and accepted by the Company and bearing the stamp of the licensed securities dealer or Australian financial services licensee. In addition, licensed securities dealers or Australian financial services licensee in respect of any valid applications accepted under the Offers will also receive 1 Broker Option for every $1.00 applied for. Any Broker Options issued to any other licensed securities dealers or Australian financial services licensee will be deducted from the 17,000,000 Broker Options to be issued to State One (based on the Maximum Subscription).

For the avoidance of doubt, the total capital raising costs to be paid by the Company, and the number of Broker Options to be issued, remains unchanged.

Section 8.14 of the Replacement Prospectus is therefore amended to read as follows:

"8.14 Commissions Payable

The Underwriter agreed to pay a commission of 5% (exclusive of goods and services tax) of amounts subscribed through any licensed securities dealers or Australian financial services licensee in respect of any valid applications under the Offer lodged and accepted by the Company and bearing the stamp of the licensed securities dealer or Australian financial services licensee. Licensed securities dealers or Australian financial services licensees will also be issued 1 Broker Option for every $1.00 accepted by the Company. Payment of commission will be subject to the receipt of a proper tax invoice from the licensed securities dealer or Australian financial services licensee."

2. EXTENSION OF OFFER PERIOD

Taking into account the key objective of listing the Company on the ASX, the Board has concluded it is in the best interests of the Company to extend the Offers to now close on 4 June 2018 as set out in the Revised Timetable in section 3 below.

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The Board has considered the background to and reasons for this Second Supplementary Prospectus and the proposed changes to the Indicative Timetable set out on page 7 of the Replacement Prospectus, and in its opinion, it does not believe they are materially adverse from the point of view of a prospective investor. Notwithstanding, to the extent that these new circumstances are considered materially adverse, the Board has provided withdrawal rights to Applicants under the Supplementary Prospectus and the Replacement Prospectus as at the Second Supplementary Prospectus Date. Existing Applicants should refer to Section 6 of this Second Supplementary Prospectus for further information on these withdrawal rights.

3. REVISED TIMETABLE

As a result of the closing date of the Offers having been extended to 24 April 2018, the dates in the Indicative Timetable set out on page 7 of the Replacement Prospectus are amended as follows:

Closing date of the Priority Offer	5pm WST 4th June 2018
Closing date of the Public Offer	5pm WST 4th June 2018
Issue of Shares under the Replacement Prospectus	6th June 2018
Quotation of Shares on the ASX	12th June 2018

Dates may change

The above dates are indicative only and may be subject to change. Unless indicated, all dates are Perth, Australia time. The Company reserves the right to vary the dates and times of the Offers, including to extend the Offers, close the Offers early or to accept late Applications, without notifying any recipient of the Supplementary Prospectus, the Replacement Prospectus or this Second Supplementary Prospectus or any Applicants. Commencement to trading on the ASX is subject to the ASX's discretion.

4. APPLICATIONS

Applications by Applicants must be made by using the Application Forms that are attached to this Second Supplementary Prospectus.

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Subject to the Company receiving prior to the Closing Date a minimum of $6,000,000 under the Offers, the Company intends to proceed to list on the ASX subject to ASX final listing committee approval and satisfying any conditions imposed by ASX.

On 20 April 2018, the Company received a letter from ASX advising the Company that its application for admission to the official list of ASX Limited has been approved subject to the satisfaction of certain conditions precedent usual in such applications.

If you have already lodged an Application under the Supplementary Prospectus or the Replacement Prospectus YOU ARE NOT REQUIRED TO TAKE ANY ACTION and do not need to complete the Application Form accompanying this Supplementary Prospectus. However, Applicants must use the Application Form accompanying this Supplementary Prospectus if they wish to apply for additional new Shares.

5. USE OF FUNDS

Funds available	Minimum Subscription ($6 million)	Percentage of Funds (%)	Maximum Subscription ($7 million)	Percentage of Funds (%)
Existing cash reserves of the Company	$ 747,000	11.07%	$ 747,000	9.64%
Funds raised from the Capital Raising	$ 6,000,000	88.93%	$ 7,000,000	90.36%
Total	$ 6,747,000	100.00%	$ 7,747,000	100.00%
Allocation of funds	**Minimum Subscription**	**Percentage of Funds (%)**	**Over-Subscriptions**	**Percentage of Funds (%)**
Creditors and Debt Repayment[1]	$ 1,271,125	18.84%	$ 1,271,125	17.01%
IP and Patent Protections	$ 100,000	1.48%	$ 100,000	1.29%
Oper8tor Development	$ 1,734,000	26%	$ 1,734,000	22.38%
Retail & Wholesale Business Development	$ 2,000,000	29.64%	$ 2,000,000	25.82%
Expenses associated with the Offer	$ 630,900	9.35%	$ 708,600	9.15%
Working capital[2]	$ 1,010,975	14.98%	$ 1,933,275	24.95%
TOTAL	**$ 6,747,000**	**100.00%**	**$ 7,747,000**	**100.00%**

[1&2] The sole difference between the Use of Funds table shown above and that of Section 2.9 within the Replacement Prospectus, is the increase in the amount of the Creditors and Debt Repayment by $76,125.03 and a decrease in the Working Capital by the corresponding amount, due to the additional interest potentially payable under the Convertible Notes.

6. WITHDRAWAL RIGHTS

All Investors who have applied for Shares under the Supplementary Prospectus or the Replacement Prospectus before the date of this Second Supplementary Prospectus

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("Existing Applicant") are being offered a right to withdraw their Application 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 with written notice, to the address set out below, of your wish to do so no later than 5.00pm (WST) on 24 May 2018.

Vonex Limited
C/- Ground Floor
Unit 5
1 Centro Avenue
Subiaco WA 6008

7. DIRECTORS' AUTHORISATION

This Second 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 has consented to the lodgement of this Supplementary Prospectus with ASIC.

Dated: 24 April 2018

Nicholas Ong
Non-Executive Chairman
On behalf of Vonex Limited

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Vonex Limited
ABN 39 063 074 635

Enquiries:

All queries regarding should be directed to the Company Secretary on +61 8 9486 4036.

General Application Form - Second Supplementary Prospectus

This Application Form is important. If you are in doubt as to how to deal with it, please contact your stockbroker, accountant or other professional advisor without delay.
You should read the Vonex Limited Replacement Prospectus dated 26 March 2018 (Replacement Prospectus) and supplementary prospectus dated 11 April 2018 (Supplementary Prospectus) and Second Supplementary Prospectus dated 24 April 2018 **(Second Supplementary Prospectus)** (together, the Prospectus) carefully before completing this Application Form. The Corporations Act prohibits any person from passing on this Application Form (whether in paper or electronic form) unless it is attached to or accompanies a complete and unaltered copy of the Second Supplementary Prospectus (whether in paper or electronic form).

A **I/we apply for**

☐☐☐☐☐☐☐☐ Shares at $0.20 per Share

or such lesser number of Shares which may be allocated to me/us.

B **I/we lodge full Application Money**

$ ☐☐☐☐☐☐☐.☐☐

C **Individual/Joint applications - refer to naming standards overleaf for correct forms of registrable title(s)**

Title or Company Name | Given Name(s) | Surname

Joint Applicant 2 or Account Designation

Joint Applicant 3 or Account Designation

D **Enter the postal address - include State and Postcode**

Unit | Street Number | Street Name or PO Box/Other information

City/Suburb/Town | State | Postcode

E **Enter your contact details**

Contact Name

Telephone Number - Business Hours

(☐☐) ☐☐☐☐☐☐☐☐

F **CHESS Participant**

Holder Identification Number (HIN)

X ☐☐☐☐☐☐☐☐☐☐

Please note that if you supply a CHESS HIN but the name and address details on your form do not correspond exactly with the registration details held at CHESS, your Application will be deemed to be made without the CHESS HIN, and any Shares issued as a result of the Offer will be held on the issuer sponsored subregister.

G **Cheque Payment details**

Drawer	Cheque Number	BSB Number	Account Number	Amount of cheque
				$

Make your cheque, bank draft or money order payable to 'Vonex Limited' and crossed 'Not Negotiable'.

By submitting this Application Form:

- I/we declare that this Application is complete and lodged according to the Second Supplementary Prospectus, and the declarations/statements on the reverse of this Application Form,
- I/we declare that all details and statements made by me/us (including the declaration on the reverse of this Application Form) are complete and accurate, and
- I/we agree to be bound by the Constitution of Vonex Limited.

See overleaf for completion guidelines ➔

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How to complete this Application Form

A **Number of Shares applied for**
Enter the number of Shares you wish to apply for. The Application must be for a minimum of 10,000 Shares and thereafter in multiples of 1,000 Shares or $200.

B **Application Monies**
Enter the amount of Application Monies. To calculate the amount, multiply the number of Shares applied for in Step A by the issue price $0.20.

C **Applicant Name(s)**
Enter the full name you wish to appear on the statement of shareholding. This must be either your own name or the name of a company. Up to 3 joint Applicants may register. You should refer to the table below for the correct forms of registrable title. Applications using the wrong form of names may be rejected. Clearing House Electronic Subregister System (CHESS) participants should complete their name identically to that presently registered in the CHESS system.

D **Postal Address**
Enter your postal address for all correspondence. All communications to you from the Registry will be mailed to the person(s) and address as shown. For joint Applicants, only one address can be entered.

E **Contact Details**
Enter your contact details. These are not compulsory but will assist us if we need to contact you regarding this Application.

F **CHESS**
Vonex Limited will apply to the NSX to participate in CHESS, operated by ASX Settlement Pty Limited, a wholly owned subsidiary of ASX Limited. If you are a CHESS participant (or are sponsored by a CHESS participant) and you wish to hold Shares issued to you under this Application on the CHESS Subregister, enter your CHESS HIN. Otherwise, leave this section blank and on issue, you will be sponsored by Vonex Limited and allocated a Securityholder Reference Number (SRN).

G **Payment**
Make your **cheque, bank draft or money order** payable in Australian dollars to **'Vonex Limited'** and crossed '**Not Negotiable**'. Cheques must be drawn from an Australian bank. Cash will not be accepted. The total payment amount must agree with the amount shown in Step B. Complete the cheque details in the boxes provided. Cheques will be processed on the day of receipt and as such, sufficient cleared funds must be held in your account as dishonoured cheques may not be represented and may result in your Application being rejected. Paperclip (do not staple) your cheque to the Application Form. Receipts will not be forwarded. Funds **cannot** be directly debited from your bank account.

Before completing the Application Form the Applicant(s) should read the Second Supplementary Prospectus to which this Application relates. By lodging the Application Form, the Applicant agrees that this Application for Shares in Vonex Limited is upon and subject to the terms of the Second Supplementary Prospectus and the Constitution of Vonex Limited, agrees to take any number of Shares that may be issued to the Applicant(s) pursuant to the Second Supplementary Prospectus and declares that all details and statements made are complete and accurate. It is not necessary to sign the Application Form.

Lodgement of Application

Application Forms must be received by Computershare Investor Services Pty Limited (**CIS**) by no later than 5:00pm WST on the Closing Date. You should allow sufficient time for this to occur. Return the Application Form with cheque, bank draft or money order attached to:

Computershare Investor Services Pty Limited, GPO Box 52, MELBOURNE VIC 3001

Neither CIS nor Vonex Limited accepts any responsibility if you lodge the Application Form at any other address or by any other means.

Privacy Notice

The personal information you provide on this form is collected by CIS, as registrar for the securities issuer (the issuer), for the purpose of maintaining registers of securityholders, facilitating distribution payments and other corporate actions and communications. In addition, the issuer may authorise us on their behalf to send you marketing material or include such material in a corporate communication. You may elect not to receive marketing material by contacting CIS using the details provided overleaf or emailing privacy@computershare.com.au. We may be required to collect your personal information under the Corporations Act 2001 (Cth) and ASX Settlement Operating Rules. We may disclose your personal information to our related bodies corporate and to other individuals or companies who assist us in supplying our services or who perform functions on our behalf, to the issuer for whom we maintain securities registers or to third parties upon direction by the issuer where related to the issuer's administration of your securityholding, or as otherwise required or authorised by law. Some of these recipients may be located outside Australia, including in the following countries: Canada, India, New Zealand, the Philippines, the United Kingdom and the United States of America. For further details, including how to access and correct your personal information, and information on our privacy complaints handling procedure, please contact our Privacy Officer at privacy@computershare.com.au or see our Privacy Policy at http://www.computershare.com/au.

Correct forms of registrable title(s)

Note that ONLY legal entities are allowed to hold Shares. Application Forms must be in the name(s) of a natural person(s), companies or other legal entities acceptable to Vonex Limited. At least one full given name and the surname is required for each natural person. Application Forms cannot be completed by persons less than 18 years of age. Examples of the correct form of registrable title are set out below.

Type of Investor	Correct Form of Registration	Incorrect Form of Registration
Individual: use given names in full, not initials	Mr John Alfred Smith	JA Smith
Company: use the company's full title, not abbreviations	ABC Pty Ltd	ABC P/L or ABC Co
Joint Holdings: use full and complete names	Mr Peter Robert Williams & Ms Louise Susan Williams	Peter Robert & Louise S Williams
Trusts: use the trustee(s) personal name(s)	Mrs Susan Jane Smith <Sue Smith Family A/C>	Sue Smith Family Trust
Deceased Estates: use the executor(s) personal name(s)	Ms Jane Mary Smith & Mr Frank William Smith <Est John Smith A/C>	Estate of late John Smith or John Smith Deceased
Minor (a person under the age of 18): use the name of a responsible adult with an appropriate designation	Mr John Alfred Smith <Peter Smith A/C>	Master Peter Smith
Partnerships: use the partners personal names	Mr John Robert Smith & Mr Michael John Smith <John Smith and Son A/C>	John Smith and Son
Long Names	Mr John William Alexander Robertson-Smith	Mr John W A Robertson-Smith
Clubs/Unincorporated Bodies/Business Names: use office bearer(s) personal name(s)	Mr Michael Peter Smith <ABC Tennis Association A/C>	ABC Tennis Association
Superannuation Funds: use the name of the trustee of the fund	Jane Smith Pty Ltd <Super Fund A/C>	Jane Smith Pty Ltd Superannuation Fund

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Vonex Limited
ABN 39 063 074 635

Enquiries:

All queries regarding should be directed to the Company Secretary on +61 8 9486 4036.

Priority Application Form - Second Supplementary Prospectus

This Application Form is important. If you are in doubt as to how to deal with it, please contact your stockbroker, accountant or other professional advisor without delay.
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☐☐☐☐☐☐☐☐ Shares at $0.20 per Share

or such lesser number of Shares which may be allocated to me/us.

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Title or Company Name | Given Name(s) | Surname

Joint Applicant 2 or Account Designation

Joint Applicant 3 or Account Designation

D **Enter the postal address - include State and Postcode**

Unit | Street Number | Street Name or PO Box/Other information

City/Suburb/Town | State | Postcode

E **Enter your contact details**

Contact Name

Telephone Number - Business Hours

(☐☐) ☐☐☐☐☐☐☐☐

F **CHESS Participant**

Holder Identification Number (HIN)

X ☐☐☐☐☐☐☐☐☐☐

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Drawer	Cheque Number	BSB Number	Account Number	Amount of cheque
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By submitting this Application Form:

- I/we declare that this Application is complete and lodged according to the Second Supplementary Prospectus, and the declarations/statements on the reverse of this Application Form,
- I/we declare that all details and statements made by me/us (including the declaration on the reverse of this Application Form) are complete and accurate, and
- I/we agree to be bound by the Constitution of Vonex Limited.

See overleaf for completion guidelines ➔

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Lodgement of Application

Application Forms must be received by Computershare Investor Services Pty Limited (**CIS**) by no later than 5:00pm WST on the Closing Date. You should allow sufficient time for this to occur. Return the Application Form with cheque, bank draft or money order attached to:

Computershare Investor Services Pty Limited, GPO Box 52, MELBOURNE VIC 3001

Neither CIS nor Vonex Limited accepts any responsibility if you lodge the Application Form at any other address or by any other means.

Privacy Notice

The personal information you provide on this form is collected by CIS, as registrar for the securities issuer (the issuer), for the purpose of maintaining registers of securityholders, facilitating distribution payments and other corporate actions and communications. In addition, the issuer may authorise us on their behalf to send you marketing material or include such material in a corporate communication. You may elect not to receive marketing material by contacting CIS using the details provided overleaf or emailing privacy@computershare.com.au. We may be required to collect your personal information under the Corporations Act 2001 (Cth) and ASX Settlement Operating Rules. We may disclose your personal information to our related bodies corporate and to other individuals or companies who assist us in supplying our services or who perform functions on our behalf, to the issuer for whom we maintain securities registers or to third parties upon direction by the issuer where related to the issuer's administration of your securityholding, or as otherwise required or authorised by law. Some of these recipients may be located outside Australia, including in the following countries: Canada, India, New Zealand, the Philippines, the United Kingdom and the United States of America. For further details, including how to access and correct your personal information, and information on our privacy complaints handling procedure, please contact our Privacy Officer at privacy@computershare.com.au or see our Privacy Policy at http://www.computershare.com/au.

Correct forms of registrable title(s)

Note that ONLY legal entities are allowed to hold Shares. Application Forms must be in the name(s) of a natural person(s), companies or other legal entities acceptable to Vonex Limited. At least one full given name and the surname is required for each natural person. Application Forms cannot be completed by persons less than 18 years of age. Examples of the correct form of registrable title are set out below.

Type of Investor	Correct Form of Registration	Incorrect Form of Registration
Individual: use given names in full, not initials	Mr John Alfred Smith	JA Smith
Company: use the company's full title, not abbreviations	ABC Pty Ltd	ABC P/L or ABC Co
Joint Holdings: use full and complete names	Mr Peter Robert Williams & Ms Louise Susan Williams	Peter Robert & Louise S Williams
Trusts: use the trustee(s) personal name(s)	Mrs Susan Jane Smith <Sue Smith Family A/C>	Sue Smith Family Trust
Deceased Estates: use the executor(s) personal name(s)	Ms Jane Mary Smith & Mr Frank William Smith <Est John Smith A/C>	Estate of late John Smith or John Smith Deceased
Minor (a person under the age of 18): use the name of a responsible adult with an appropriate designation	Mr John Alfred Smith <Peter Smith A/C>	Master Peter Smith
Partnerships: use the partners personal names	Mr John Robert Smith & Mr Michael John Smith <John Smith and Son A/C>	John Smith and Son
Long Names	Mr John William Alexander Robertson-Smith	Mr John W A Robertson-Smith
Clubs/Unincorporated Bodies/Business Names: use office bearer(s) personal name(s)	Mr Michael Peter Smith <ABC Tennis Association A/C>	ABC Tennis Association
Superannuation Funds: use the name of the trustee of the fund	Jane Smith Pty Ltd <Super Fund A/C>	Jane Smith Pty Ltd Superannuation Fund

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