



**333D Limited**  
**ACN 118 159 881**

## **Notice of General Meeting And Explanatory Statement**

**General Meeting of Shareholders to be held at  
Level 5, 126 Phillip Street, Sydney, 2000  
at 8:30am (AEST) on 30 June 2021**

### **Important**

This Notice should be read in its entirety. If Shareholders are in doubt as to how to vote, they should seek advice from their professional adviser prior to voting. For all enquiries regarding your holding of Shares, change of address or other registry matters, please contact Automic Group, Level 5, 126 Phillip Street, Sydney, NSW 2000.

## Notice of General Meeting

Notice is given that the General Meeting Level 5, 126 Phillip Street, Sydney, 2000 commencing at 8:30am (AEST) on 30 June 2021.

### Business

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#### Resolution 1 – Convertible Note Revision of Terms

To consider and, if thought fit, pass the following resolution as an **ordinary resolution**:

*That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given to vary the terms of the 300,000 Convertible Notes issued to Mr John Conidi (and/or his nominee) on the terms and conditions set out in the Explanatory Statement"*

##### Voting exclusion statement

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Mr John Conidi, and any associate of that person (**excluded person**).

However, this does not apply to a vote cast in favour of the Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair of the meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - a. the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
  - b. the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

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#### Resolution 2 – Approval of Convertible Note Conversion

To consider and, if thought fit, pass the following resolution as an **ordinary resolution**:

*"That, for the purposes Listing Rule 10.11, and for all other purposes, approval is given for the issue of 104,895,105 fully paid ordinary Shares to Mr John Conidi (and/or his nominee) as set out in the Explanatory Statement."*

##### Voting exclusion statement

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Mr John Conidi, and any associate of that person (**excluded person**).

However, this does not apply to a vote cast in favour of the Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair of the meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - a. the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
  - b. the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

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#### Resolution 3 – Approval of issue of Shares to Mr Conidi for Convertible Note Interest

To consider and, if thought fit, pass the following resolution as an **ordinary resolution**:

*"That, for the purposes Listing Rule 10.11, and for all other purposes, approval is given for the issue of 38,811,189 fully paid ordinary Shares to Mr John Conidi (and/or his nominee) as set out in the Explanatory Statement."*

##### Voting exclusion statement

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Mr John Conidi, and any associate of that person (**excluded person**).

However, this does not apply to a vote cast in favour of the Resolution by:

- (d) a person as proxy or attorney for a person who is entitled to vote on the Resolution in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (e) the Chair of the meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (f) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - a. the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
  - b. the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

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#### **Resolution 4 – Approval of issue of Shares to Mr Conidi for Interest on Loan**

To consider and, if thought fit, pass the following resolution as an **ordinary resolution**:

*“That, for the purposes Listing Rule10.11, and for all other purposes, approval is given for the issue of 40,428,800 fully paid ordinary Shares to Mr John Conidi (and/or his nominee) as set out in the Explanatory Statement.”*

##### **Voting exclusion statement**

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Mr John Conidi, and any associate of that person (**excluded person**).

However, this does not apply to a vote cast in favour of the Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair of the meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - a. the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
  - b. the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

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#### **Resolution 5 – Approval of issue of Shares to Mr Conidi for Repayment of Loan**

To consider and, if thought fit, pass the following resolution as an **ordinary resolution**:

*“That, for the purposes Listing Rule10.11, and for all other purposes, approval is given for the issue of 122,000,000 fully paid ordinary Shares to Mr John Conidi (and/or his nominee) as set out in the Explanatory Statement.”*

##### **Voting exclusion statement**

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Mr John Conidi, and any associate of that person (**excluded person**).

However, this does not apply to a vote cast in favour of the Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair of the meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - a. the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
  - b. the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

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#### **Resolution 6 – Approval of issue of Shares to Dr Finch for Director’s fees**

To consider and, if thought fit, pass the following resolution as an **ordinary resolution**:

*“That, for the purposes Listing Rule 10.11, and for all other purposes, approval is given for the issue of 13,200,000 fully paid ordinary Shares to Dr Nigel Finch (and/or his nominee) as set out in the Explanatory Statement.”*

**Voting exclusion statement**

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Dr Nigel Finch, and any associate of that person (**excluded person**).

However, this does not apply to a vote cast in favour of the Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair of the meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - a. the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
  - b. the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

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**Resolution 7 – Approval of issue of Shares to Dr Petty for Director’s fees**

To consider and, if thought fit, pass the following resolution as an **ordinary resolution**:

*“That, for the purposes of Listing Rule 10.11, and for all other purposes, approval is given for the issue of 12,000,000 fully paid ordinary Shares to Dr Richard Petty (and/or his nominee) as set out in the Explanatory Statement.”*

**Voting exclusion statement**

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Dr Richard Petty, and any associate of that person (**excluded person**).

However, this does not apply to a vote cast in favour of the Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair of the meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - a. the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
  - b. the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

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**Resolution 8 – Approval of issue of Shares to Mr Conidi for Director’s fees**

To consider and, if thought fit, pass the following resolution as an **ordinary resolution**:

*“That, for the purposes of Listing Rule 10.11, and for all other purposes, approval is given for the issue of 13,200,000 fully paid ordinary Shares to Mr John Conidi (and/or his nominee) as set out in the Explanatory Statement.”*

**Voting exclusion statement**

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Mr John Conidi, and any associate of that person (**excluded person**).

However, this does not apply to a vote cast in favour of the Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair of the meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - a. the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
  - b. the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

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## **Resolution 9 – Approval of issue of Shares to Saki Partners (Services) Pty Ltd for Services Provided**

To consider and, if thought fit, pass the following resolution as an **ordinary resolution**:

*“That, for the purposes Listing Rule 10.11, and for all other purposes, approval is given for the issue of 10,536,000 fully paid ordinary Shares to Saki Partners (Services) Pty Ltd (and/or their nominee) as set out in the Explanatory Statement.”*

### **Voting exclusion statement**

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Saki Partners (Services) Pty Ltd, and any associate of that entity (**excluded person**).

However, this does not apply to a vote cast in favour of the Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair of the meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - a. the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
  - b. the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

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## **Resolution 10 – Approval of issue of Shares to Nick and Jan Conidi Superannuation Fund for Repayment of Loan**

To consider and, if thought fit, pass the following resolution as an **ordinary resolution**:

*“That, for the purposes Listing Rule 10.11, and for all other purposes, approval is given for the issue 40,000,000 fully paid ordinary Shares to Nick and Jan Conidi Superannuation Fund (and/or their nominee) as set out in the Explanatory Statement.”*

### **Voting exclusion statement**

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Nick and Jan Conidi Superannuation Fund, and any associate of that entity (**excluded person**).

However, this does not apply to a vote cast in favour of the Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair of the meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - a. the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
  - b. the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

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## **Resolution 11 – Approval of issue of Shares to LAX Consulting Pte Ltd for Services Provided**

To consider and, if thought fit, pass the following resolution as an **ordinary resolution**:

*“That, for the purposes Listing Rule 7.1, and for all other purposes, approval is given for the issue of 121,840,000 fully paid ordinary Shares to LAX Consulting Pte Ltd (and/or their nominee) as set out in the Explanatory Statement.”*

**Voting exclusion statement**

The Company will disregard any votes cast in favour of this Resolution by or on behalf of LAX Consulting Pte Ltd, and any associate of that entity (**excluded person**).

However, this does not apply to a vote cast in favour of the Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair of the meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - a. the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
  - b. the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

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**Resolution 12 – Approval of issue of Shares to LAX Consulting Pte Ltd for Interest on Loan**

To consider and, if thought fit, pass the following resolution as an **ordinary resolution**:

*“That, for the purposes Listing Rule 7.1, and for all other purposes, approval is given for the issue of 12,000,000 fully paid ordinary Shares to LAX Consulting Pte Ltd (and/or their nominee) as set out in the Explanatory Statement.”*

**Voting exclusion statement**

The Company will disregard any votes cast in favour of this Resolution by or on behalf of LAX Consulting Pte Ltd, and any associate of that entity (**excluded person**).

However, this does not apply to a vote cast in favour of the Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair of the meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - a. the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
  - b. the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

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**Resolution 13 – Approval of issue of Shares to LAX Consulting Pte Ltd for Repayment of Loan**

To consider and, if thought fit, pass the following resolution as an **ordinary resolution**:

*“That, for the purposes Listing Rule 7.1, and for all other purposes, approval is given for the issue of 120,000,000 fully paid ordinary Shares to LAX Consulting Pte Ltd (and/or their nominee) as set out in the Explanatory Statement.”*

**Voting exclusion statement**

The Company will disregard any votes cast in favour of this Resolution by or on behalf of LAX Consulting Pte Ltd, and any associate of that entity (**excluded person**).

However, this does not apply to a vote cast in favour of the Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair of the meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - a. the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
  - b. the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

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## **Resolution 14 – Approval of issue of Shares to Seventh Avenue Investments Pty Ltd for Services Provided**

To consider and, if thought fit, pass the following resolution as an **ordinary resolution**:

*“That, for the purposes Listing Rule 7.1, and for all other purposes, approval is given for the issue of 8,000,000 fully paid ordinary Shares to Seventh Avenue Investments Pty Ltd (and/or their nominee) as set out in the Explanatory Statement.”*

### **Voting exclusion statement**

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Seventh Avenue Investments Pty Ltd, and any associate of that entity (**excluded person**).

However, this does not apply to a vote cast in favour of the Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair of the meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - a. the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
  - b. the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

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## **Resolution 15 – Approval of issue of Shares to Baker 4 Pty Ltd for Services Provided**

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

*“That, for the purposes Listing Rule 7.1, and for all other purposes, approval is given for the issue of 59,000,000 fully paid ordinary Shares to Baker 4 Pty Ltd (and/or their nominee) as set out in the Explanatory Statement.”*

### **Voting exclusion statement**

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Baker 4 Pty Ltd, and any associate of that entity (**excluded person**).

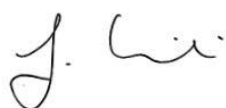
However, this does not apply to a vote cast in favour of the Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair of the meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - a. the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
  - b. the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

## **Other business**

In accordance with section 250S(1) of the *Corporations Act*, Shareholders are invited to ask questions about or make comments on the management of the Company and to raise any other business which may lawfully be brought before a General Meeting.

## **By Order of the Board**



John Conidi  
Chairman  
333D Limited  
25 May 2021

## Explanatory Statement

This Explanatory Statement has been prepared for the information of Shareholders in relation to the business to be conducted at the Company's General Meeting.

The purpose of this Explanatory Statement is to provide Shareholders with all information known to the Company which is material to a decision on how to vote on the Resolutions in the accompanying Notice.

This Explanatory Statement should be read in conjunction with the Notice. Capitalised terms used in this Notice and Explanatory Statement are defined in the Glossary.

### A. Proxies

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Please note that:

- (a) a Shareholder entitled to attend and vote at the General Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company;
- (c) a Shareholder may appoint a body corporate or an individual as its proxy;
- (d) a body corporate appointed as a Shareholder's proxy may appoint an individual as its representative to exercise any of the powers that the body may exercise as the Shareholder's proxy; and
- (e) Shareholders entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

The enclosed Proxy Form provides further details on appointing proxies and lodging Proxy Forms. If a Shareholder appoints a body corporate as its proxy and the body corporate wishes to appoint an individual as its representative, the body corporate should provide that person with a certificate or letter executed in accordance with the *Corporations Act* authorising him or her to act as that company's representative. The authority may be sent to the Company or its share registry in advance of the General Meeting.

To vote by proxy, please complete and sign the enclosed Proxy Form and send by:

- (a) post to Automic Group, Level 5, 126 Phillip Street, Sydney, NSW 2000
- (b) Hand Deliver to Automic Group, Level 5, 126 Phillip Street, Sydney, NSW 2000
- (c) Email to the share registry at [hello@automicgroup.com.au](mailto:hello@automicgroup.com.au)
- (d) Online by visiting <https://investor.automic.com.au/#/loginsah> by following the below instructions: Login to the Automic website using the holding details as shown on the Proxy Form. Click on 'Meetings' –'Vote' so that it is received by no later than 8:30am (AEST) on 28 May 2021. Proxy Forms received later than this time will be invalid.

### B. Voting entitlements

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In accordance with Regulations 7.11.37 and 7.11.38 of the *Corporations Regulations 2001* (Cth), the Board has determined that a person's entitlement to vote at the General Meeting will be the entitlement of that person set out in the register of Shareholders as at 8.30am on 28 May 2021. Accordingly, transactions registered after that time will be regarded in determining Shareholders' entitlements to attend and vote at the General Meeting.

## **1. Resolution 1 – Convertible Note Revision of Terms**

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As announced to ASX on 19 January 2018, 01 June 2018, and approved by Shareholders at the Extraordinary General Meeting of Shareholders on 25 May 2018, the Company issued 300,000 Convertible Notes (**Notes**) to the Company's Chairman, Mr John Conidi (and/or his nominee).

As previously announced on 1 June 2020, the Company is now seeking to vary the terms of the Notes by extending the expiry date of the Notes such that the Notes will expire on 01 July 2021. All other terms will remain unchanged.

At the Extraordinary General Meeting of Shareholders on 25 May 2018, and in the Explanatory Statement accompanying the Notice of Meeting pertaining to that meeting, the Company noted that it was not seeking Shareholder approval under section 208 of the *Corporations Act* on the basis that, having considered all of the circumstances, the Board believed that the issue of Notes to be at arm's length and on commercial terms pursuant to section 210 of the *Corporations Act*, further noting that the Notes were to be issued on the same terms to non-related parties in accordance with a separate resolution put to Shareholders at that meeting.

The Board continues to maintain this view and therefore Shareholder approval under section 208 of the *Corporations Act* is not being sought.

### **a. ASX Listing Rule 10.11**

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue equity securities to:

- A related party;
- A person who is, or was at any time in the six months before the issue or agreement, a substantial (30%+) holder in the company;
- a person who is, or was at any time in the six months before the issue or agreement, a substantial (10%+) holder in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so;
- an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or
- a person whose relationship with the company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders,

unless it obtains the approval of its shareholders.

Further, Listing Rule 7.1 (Exception 14) states that approval pursuant to Listing Rule 7.1 is not required if shareholder approval is obtained under Listing Rule 10.11. Mr. John Conidi is a related party as he is the Chairman of the Company (Listing Rule 10.11.1)

The Directors have determined to seek Shareholder approval to the variation to the terms of the Convertible Notes previously issued under Listing Rule 10.11.

Approval of this Resolution will mean that the Company will be able to vary the terms of the Notes as stated and that the issue of the Notes and any securities issued as a result of conversion of the Notes will not affect the capacity of the Company to issue securities in accordance with Listing Rule 7.1.

If Resolution 1 is not passed, the Company will not be able to proceed with varying the terms of the Notes. The original Notes would have expired on 30 June 2020 without shares having been issued to Mr Conidi or an equivalent cash payment being made.

### **b. ASX Listing Rule 10.13**

The following information is provided to Shareholders in accordance with Listing Rule 10.11:

(a) Name of the allottee of the securities

Mr John Conidi (and/or his nominees) (Listing Rule 10.11.1)

(b) Number of securities to be allotted

300,000 Notes were issued by the Company on 1 June 2018.

Previously the Notes could be converted into Shares at any time at the Noteholder's discretion. The price will be determined by applying a 15% discount to the Volume Weighted Average Price (**VWAP**) over the 30 days before the first Note was issued. The VWAP calculated in accordance with this provision was \$0.00286. As a result, a maximum of 104,895,105 Shares could be issued on conversion of the Notes.

The Company also has the option to elect to pay interest by issue of Shares by applying the dividing the amount of the relevant interest payment by the Conversion Price. To date, the Company has not paid any interest and the amount of interest accrued for the period 1 June 2018 to 30 June 2021 is \$111,000.

The issue is not intended to remunerate Mr Conidi as Director.

(c) Date by which the entity will issue the securities

The Notes were issued by the Company on 1 June 2018.

(d) Terms of the securities

The material terms of the notes are set out in the ASX announcement of 19 January 2018. See Annexure A for details of the Notes including revision of the terms.

(e) Issue price of the securities

The Notes were issued at \$1.00 per Note.

(f) Intended use of the funds raised

Funds raised by the issue of the Notes were applied to working capital and the continuation of sales initiatives and development of the Bobbled 3D photo system. No new funds are being raised as a result of the variation to the Note terms the subject of this Resolution.

**c. Directors Recommendation**

Mr John Conidi expresses no opinion and makes no recommendation in respect of the issue of the Director Options to him (and/or his nominee) as he has a material personal interest in the outcome of Resolution 1.

Each of the other Directors recommend that Shareholders vote in favour of the Resolution for the reasons set out in this Explanatory Statement.

## **2. Resolution 2 – Approval of Convertible Note Conversion**

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**a. Background**

As announced to ASX on 19 January 2018, 01 June 2018, and approved by Shareholders at the Extraordinary General Meeting of Shareholders on 25 May 2018, the Company issued 300,000 Convertible Notes (**Notes**) to the Company's Chairman, Mr John Conidi (and/or his nominee).

The Company is now proposing to convert the Notes to equity by applying the conversion price of the Notes of \$0.00286 per share. The conversion was determined by applying a 15% discount to the Volume Weighted Average Price (**VWAP**) over the 30 days before the first Note was issued.

The number of Shares being issued to convert all of the 300,000 Notes is 104,895,105 Shares.

At the Extraordinary General Meeting of Shareholders on 25 May 2018, and in the Explanatory Statement accompanying the Notice of Meeting pertaining to that meeting, the Company noted that it was not seeking Shareholder approval under section 208 of the Corporations Act on the basis that, having considered all of the circumstances, the Board believed that the issue of Notes to be at arm's length and on commercial terms pursuant to section 210 of the *Corporations Act*, further noting that the Notes were to be issued on the same terms to non-related parties in accordance with a separate resolution put to Shareholders at that meeting.

The Board continues to maintain this view and therefore Shareholder approval under section 208 of the *Corporations Act* is not being sought.

#### **b. ASX Listing Rule 10.11**

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue equity securities to:

- A related party;
- A person who is, or was at any time in the six months before the issue or agreement, a substantial (30%+) holder in the company;
- a person who is, or was at any time in the six months before the issue or agreement, a substantial (10%+) holder in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so;
- an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or
- a person whose relationship with the company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders,

unless it obtains the approval of its shareholders.

Further, Listing Rule 7.1 (Exception 14) states that approval pursuant to Listing Rule 7.1 is not required if shareholder approval is obtained under Listing Rule 10.11. Mr. John Conidi is a related party as he is the Chairman of the Company (Listing Rule 10.11.1)

The Directors have determined to seek Shareholder approval to the variation to the terms of the Convertible Notes previously issued under Listing Rule 10.11.

Approval of this Resolution will mean that the Company will be able to vary the terms of the Notes as stated and that the issue of the Notes and any securities issued as a result of conversion of the Notes will not affect the capacity of the Company to issue securities in accordance with Listing Rule 7.1.

If Resolution 2 is not passed, the Company will not be able to proceed with the Issue and a cash payment equivalent to the value of the shares will be paid to Mr Conidi.

#### **c. ASX Listing Rule 10.13**

The following information is provided to Shareholders in accordance with Listing Rule 10.11:

(a) Name of the allottee of the securities

Mr John Conidi (and/or his nominees) (Listing Rule 10.11.1)

(b) Number of securities to be allotted

300,000 Notes were issued by the Company on 01 June 2018. The number of Shares being issued to convert all of the 300,000 Notes is 104,895,105 Shares

The issue is not intended to remunerate Mr Conidi as Director.

(c) Date by which the entity will issue the securities

. The Shares under Resolution 2 will be issued as soon as possible after the Meeting and in any event, no later than 1 month after the Meeting

(d ) Terms of the securities

(e ) Issue price of the securities

. The conversion price of the Notes is \$0.00286 per share. The conversion was determined by applying a 15% discount to the Volume Weighted Average Price (VWAP) over the 30 days before the first Note was issued.

(f ) Intended use of the funds raised

Funds raised by the issue of the Notes were applied to working capital and the continuation of sales initiatives and development of the Bobbled 3D photo system. No new funds are being raised as a result of the variation to the Note terms the subject of this Resolution.

**d. Directors Recommendation**

Mr John Conidi expresses no opinion and makes no recommendation in respect of the issue of the Director Options to him (and/or his nominee) as he has a material personal interest in the outcome of Resolution 2.

Each of the other Directors recommend that Shareholders vote in favour of the Resolution for the reasons set out in this Explanatory Statement.

### **3. Resolution 3 – Approval of issue of Shares to Mr John Conidi for Convertible Note Interest**

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**a. Background**

As announced to ASX on 19 January 2018, 01 June 2018, and approved by Shareholders at the Extraordinary General Meeting of Shareholders on 25 May 2018, the Company issued 300,000 Convertible Notes (**Notes**) to the Company's Chairman, Mr John Conidi (and/or his nominee).

The Company is now proposing to issue shares to Mr Conidi for accrued interest on Notes over the period from 1 June 2018 to 30 June 2021. The interest accrued on the Notes over this period totals \$111,000.

The Company is now proposing to convert the accrued interest on the Notes to equity by applying the conversion price of the Notes of \$0.00286 per share. The conversion was determined by applying a 15% discount to the Volume Weighted Average Price (**VWAP**) over the 30 days before the first Note was issued.

At the Extraordinary General Meeting of Shareholders on 25 May 2018, and in the Explanatory Statement accompanying the Notice of Meeting pertaining to that meeting, the Company noted that it was not seeking Shareholder approval under section 208 of the Corporations Act on the basis that, having considered all of the circumstances, the Board believed that the issue of Notes to be at arm's length and on commercial terms pursuant to section 210 of the *Corporations Act*, further noting that the Notes were to be issued on the same terms to non-related parties in accordance with a separate resolution put to Shareholders at that meeting.

The Board continues to maintain this view and therefore Shareholder approval under section 208 of the *Corporations Act* is not being sought.

## **b. ASX Listing Rule 10.11**

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue equity securities to:

- A related party;
- A person who is, or was at any time in the six months before the issue or agreement, a substantial (30%+) holder in the company;
- a person who is, or was at any time in the six months before the issue or agreement, a substantial (10%+) holder in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so;
- an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or
- a person whose relationship with the company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders,

unless it obtains the approval of its shareholders.

Further, Listing Rule 7.1 (Exception 14) states that approval pursuant to Listing Rule 7.1 is not required if shareholder approval is obtained under Listing Rule 10.11. Mr. John Conidi is a related party as he is the Chairman of the Company (Listing Rule 10.11.1)

The Directors have determined to seek Shareholder approval to the variation to the terms of the Convertible Notes previously issued under Listing Rule 10.11.

Approval of this Resolution will mean that the Company will be able to vary the terms of the Notes as stated and that the issue of the Notes and any securities issued as a result of conversion of the Notes will not affect the capacity of the Company to issue securities in accordance with Listing Rule 7.1. If Resolution 3 is not passed, the Company will not be able to proceed with the Issue and a cash payment equivalent to the value of the shares will be paid to Mr Conidi.

## **c. ASX Listing Rule 10.13**

The following information is provided to Shareholders in accordance with Listing Rule 10.11:

### (a) Name of the allottee of the securities

Mr John Conidi (and/or his nominees) (Listing Rule 10.11.1)

### (b) Number of securities to be allotted

The total number of Shares proposed to be issued to Mr John Conidi (and/or his nominees) is 38,811,189 Shares. The issue is not intended to remunerate Mr Conidi as Director.

### (c) Date by which the entity will issue the securities

The Shares under Resolution 3 will be issued as soon as possible after the Meeting and in any event, no later than 1 month after the Meeting.

### (d) Terms of the securities

The material terms of the notes are set out in the ASX announcement of 19 January 2018. See Annexure A for details of the Notes including revision of the terms.

### (e) Issue price of the securities

Shares will be issued at \$0.00286 each.

### (f) Intended use of the funds raised

No funds will be raised from the issue of the Shares and represent a share-based payment in full consideration for accrued interest on Notes for the period 1 June 2018 to 30 June 2021.

#### **d. Directors Recommendation**

Mr John Conidi expresses no opinion and makes no recommendation in respect of the issue of the Director Options to him (and/or his nominee) as he has a material personal interest in the outcome of Resolution 3.

Each of the other Directors recommend that Shareholders vote in favour of the Resolution for the reasons set out in this Explanatory Statement.

### **4. Resolution 4 – Approval of issue of Shares to Mr John Conidi for Interest on Loan**

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#### **a. Background**

As announced to the ASX on 22 February 2019 and throughout the 2019 financial year, Company secured access to a debt facility initially for \$100,000 on 20 February 2019. Over the period to 30 June 2019 further drawdowns were made to a total loan balance of \$305,000 from Mr John Conidi. The initial term of the loan was 12 months with interest payable at 12% per annum. As announced to the ASX on 20 May 2019 the Company agreed to extend the term of the loan agreement to be at call by the lender, and the terms were altered so that the Company was required to pay 15% interest per annum and no longer had the option to secure the loan over the Company's assets.

Interest accrues monthly in arrears at a rate of 15% per annum based on the balance drawn. The balance of the loan is \$305,000 plus accrued interest of \$101,072 covering the period 12 June 2018 to 30 June 2021.

Company proposes to issue 40,428,800 Shares to Mr John Conidi in lieu of the outstanding interest on loan of \$101,072.

The Company seeks Shareholder approval pursuant to ASX Listing Rule 10.11 for an issue of 40,428,800 Shares at an issue price of \$0.0025 per Share to Mr John Conidi. The Directors consider that the issue of Shares is a cost effective and efficient way to repay the interest on the loan. The Company is not seeking Shareholder approval under section 208 of the Corporations Act on the basis that, having considered all of the circumstances, the Board believes the repayment of the loan to be at arm's length and on commercial terms pursuant to section 210 of the *Corporations Act*. The Board continues to maintain this view and therefore Shareholder approval under section 208 of the *Corporations Act* is not being sought.

## **b. ASX Listing Rule 10.11**

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue equity securities to:

- A related party;
- A person who is, or was at any time in the six months before the issue or agreement, a substantial (30%+) holder in the company;
- a person who is, or was at any time in the six months before the issue or agreement, a substantial (10%+) holder in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so;
- an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or
- a person whose relationship with the company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders,

unless it obtains the approval of its shareholders.

Further, Listing Rule 7.1 (Exception 14) states that approval pursuant to Listing Rule 7.1 is not required if shareholder approval is obtained under Listing Rule 10.11. Mr. John Conidi is a related party as he is the Chairman of the Company (Listing Rule 10.11.1)

The Directors have determined to seek Shareholder approval to issue shares to Mr Conidi to repay the interest on the loan.

Approval of this Resolution will mean that the Company will be able to issue the securities issued as a result of repayment of the interest on the loan and will not affect the capacity of the Company to issue securities in accordance with Listing Rule 7.1.

If Resolution 4 is not passed, the Company will not be able to proceed with the Issue and a cash payment equivalent to the value of the shares will be paid to Mr Conidi.

## **c. ASX Listing Rule 10.13**

The following information is provided to Shareholders in accordance with Listing Rule 10.11:

**(a) Name of the allottee of the securities**

Mr John Conidi (and/or his nominees) (Listing Rule 10.11.1)

**(b) Number of securities to be allotted**

The total number of Shares proposed to be issued to Mr John Conidi (and/or his nominees) 40,428,800. The issue is not intended to remunerate Mr Conidi as Director.

**(c) Date by which the entity will issue the securities**

The Shares under Resolution 4 will be issued as possible after the Meeting and in any event, no later than 1 month after the Meeting.

**(d) Terms of the securities**

The Shares are fully paid ordinary shares in the Company and rank equally with all other Shares.

**(e) Issue price of the securities**

Shares will be issued at \$0.0025 per Share.

**(f) Intended use of the funds raised**

No funds will be raised from the issue of the Shares and represent a share-based payment in full consideration in lieu of interest on the loan covering the period 12 June 2018 to 30 June 2021.

#### **d. Directors Recommendation**

Mr John Conidi expresses no opinion and makes no recommendation in respect of the issue of the Director Options to him (and/or his nominee) as he has a material personal interest in the outcome of Resolution 4.

Each of the other Directors recommend that Shareholders vote in favour of the Resolution for the reasons set out in this Explanatory Statement.

### **5. Resolution 5 – Approval of issue of Shares to Mr John Conidi for Repayment of Loan**

#### **a. Background**

Throughout the 2019 financial year, Company secured access to a debt facility of \$305,000 from Mr John Conidi. Interest accrues monthly in arrears at a rate of 15% per annum based on the balance drawn. The balance of the loan is \$305,000 on 30 June 2021 plus accrued interest of \$91,500. The term of the loan has been extended to 1 July 2021.

Company proposes to issue 122,000,000 Shares to Mr John Conidi in lieu of the loan of \$305,000.

The Company seeks Shareholder approval pursuant to ASX Listing Rule 10.11 for an issue of 122,000,000 Shares at an issue price of \$0.0025 per Share to Mr John Conidi. The Directors consider that the issue of Shares is a cost effective and efficient way to repay the loan. The Company is not seeking Shareholder approval under section 208 of the Corporations Act on the basis that, having considered all of the circumstances, the Board believes the repayment of the loan to be at arm's length and on commercial terms pursuant to section 210 of the Corporations Act. The Board continues to maintain this view and therefore Shareholder approval under section 208 of the Corporations Act is not being sought.

#### **b. ASX Listing Rule 10.11**

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue equity securities to:

- A related party;
- A person who is, or was at any time in the six months before the issue or agreement, a substantial (30%+) holder in the company;
- a person who is, or was at any time in the six months before the issue or agreement, a substantial (10%+) holder in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so;
- an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or
- a person whose relationship with the company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders,

unless it obtains the approval of its shareholders.

Further, Listing Rule 7.1 (Exception 14) states that approval pursuant to Listing Rule 7.1 is not required if shareholder approval is obtained under Listing Rule 10.11. Mr. John Conidi is a related party as he is the Chairman of the Company (Listing Rule 10.11.1)

The Directors have determined to seek Shareholder approval to issue shares to Mr Conidi to repay the loan.

Approval of this Resolution will mean that the Company will be able to issue the securities issued as a result of repayment of the loan and will not affect the capacity of the Company to issue securities in accordance with Listing Rule 7.1.

If Resolution 5 is not passed, the Company will not be able to proceed with the Issue and a cash payment equivalent to the value of the shares will be paid to Mr Conidi.

**c. ASX Listing Rule 10.13**

The following information is provided to Shareholders in accordance with Listing Rule 10.11:

**a) Recipient**

Mr John Conidi (and/or his nominees).

**b) Total number of securities to be issued**

The total number of Shares proposed to be issued to Mr John Conidi (and/or his nominees) is 122,000,000 Shares. The issue is not intended to remunerate Mr Conidi as Director.

**c) Date of issue of the Shares**

The Shares under Resolution 5 will be issued as soon as possible after the Meeting and in any event, no later than 1 month after the Meeting.

**d) Issue price**

Shares will be issued at \$0.0025 each.

**e) Terms of the securities**

The Shares are fully paid ordinary shares in the Company and rank equally with all other Shares

**f) Intended use of funds**

No funds will be raised from the issue of the Shares and represent a share-based payment in full consideration for the loan.

**d. Directors Recommendations**

Mr John Conidi expresses no opinion and makes no recommendation in respect of the issue of Shares to him (and/or his nominee) as he has a material personal interest in the outcome of Resolution 5.

Each of the other Directors recommend that Shareholders vote in favour of the issue of Shares to Mr John Conidi (and/or his nominee) for the reasons set out in this Explanatory Statement.

## **6. Resolutions 6 to 8 – Proposed issue of Shares to Directors (or nominees)**

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Resolutions 6 to 8 seek the approval of Shareholders to issue a total of 38,400,000 Shares to the Directors, being Mr John Conidi, Dr Nigel Finch and Dr Richard Petty (and/or their nominees). Approval is sought pursuant to Listing Rule 10.11.

### **a. Background**

The Company proposes to issue 38,400,000 Shares as payment for accrued Directors' fees. The Shares will be issued at \$0.0025 each. The total dollar amount of the Director's fees is \$96,000 (including GST) and covers the period 1 January 2021 to 30 June 2021. Under the Company's current circumstances, the Directors consider that the issue of Shares is a cost effective and efficient reward and incentive to provide the Directors as opposed to alternative forms of incentive such as the payment of cash compensation only. In addition, the Directors consider it prudent to remunerate the Directors by way of Shares to preserve the cash reserves of the Company.

### **b. Corporations Act**

Chapter 2E of the *Corporations Act* regulates the provision of financial benefits to related parties by a public company. The issue of Shares contemplated by Resolutions 6 to 8 constitutes the provision of a financial benefit to a related party.

An exception to the required to obtain Shareholder approval in accordance with Chapter 2E of the *Corporations Act* applies where the financial benefit constitutes part of the reasonable remuneration of the related party.

The Board has considered the application of Chapter 2E of the *Corporations Act* and has resolved that the reasonable remuneration exception provided by section 211 of the *Corporations Act* is relevant in the circumstances and accordingly, the Company will not also seek approval for the issue of Shares pursuant to section 208 of the *Corporations Act*.

### **c. ASX Listing Rules**

ASX Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue equity securities to:

- a) A related party;
- b) A person who is, or was at any time in the six months before the issue or agreement, a substantial (30%+) holder in the company;
- c) a person who is, or was at any time in the six months before the issue or agreement, a substantial (10%+) holder in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so;
- d) an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or
- e) a person whose relationship with the company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders,

unless it obtains the approval of its shareholders.

The issue of Shares to the Directors falls within Listing Rule 10.11.1 applies and does not fall within any of the exceptions in Listing Rule 10.12. The issue of Shares therefore requires the approval of Company's Shareholders under Listing Rule 10.11.

Resolutions 6, 7 and 8 seek the required shareholder approval to the Issue under and for the purposes of Listing Rule 10.11.

If Resolutions 6, 7 and 8 are passed, the Company will be able to proceed with the issue of Shares to Directors in lieu of Director's fees within one month of the date of the Meeting.

If Resolutions 6, 7 and 8 are not passed, the Company will not be able to proceed with the Issue and a cash payment equivalent to the value of the Shares will be paid to Mr John Conidi, Dr Nigel Finch and Dr Richard Petty.

Approval pursuant to ASX Listing Rule 7.1 is not required in order to issue the Shares as approval is being obtained under ASX Listing Rule 10.11. The issue of the Shares in lieu of Director's fees will not be included in the 15% calculation for the purposes of ASX Listing Rule 7.1.

In accordance with ASX Listing Rule 10.13, which contains requirements as to the contents of a notice sent to Shareholders for the purposes of ASX Listing Rule 10.11, the following information is provided in relation to Resolutions 6, 7 and 8:

#### **(a) Recipients**

Mr John Conidi (and/or his nominees)

Dr Nigel Finch (and/or his nominees)

Dr Richard Petty (and/or his nominees)

**(b) Category under ASX Listing Rule 10.11**

Mr John Conidi is the Chairman of the Company (Listing Rule 10.11.1)

Dr Nigel Finch is a Non-Executive Director of the Company (Listing Rule 10.11.1)

Dr Richard Petty is a Non-Executive Director of the Company (Listing Rule 10.11.1)

**(c) Total number of Shares to be issued to each Director**

Mr John Conidi (or his nominee) will be issued 13,200,000 Shares in lieu of Director's fees, equivalent to \$33,000 (including GST) for accrued directors fees for the period 1 January 2021 to 30 June 2021.

Dr Nigel Finch (or his nominee) will be issued 13,200,000 Shares in lieu of Director's fees, equivalent to \$33,000 (including GST) for accrued directors fees for the period 1 January 2021 to 30 June 2021.

Dr Richard Petty (or his nominee) will be issued 12,000,000 Shares in lieu of Director's fees equivalent to \$30,000.00 (GST free) for accrued directors fees for the period 1 January 2021 to 30 June 2021.

**(d) Date of issue of Shares**

If Shareholder approval is obtained for Resolutions 6, 7 and 8, the Company intends to issue the Shares in lieu of Director's fees as soon as reasonably practicable after the Meeting, or in any event within one month after the date of the Meeting.

**(e) Issue price**

Shares will be issued at \$0.0025 each.

**(f) Terms of the Share Issue**

The Shares to be issued under Resolutions 6, 7 and 8 are fully paid ordinary shares in the Company and rank equally with all other Shares.

**(g) Intended use of funds raised**

As the Shares will be issued in lieu of Director's fees for the period 1 January 2021 to 30 June 2021 accrued to the Directors, no funds will be raised from the issue of Shares the subject of Resolutions 6, 7 and 8

**(h) Remuneration Package of each Director**

|                  | <b>Consultant fees &amp; salary (\$)</b> | <b>Share based payments (\$)</b> |
|------------------|------------------------------------------|----------------------------------|
| John Conidi      | NIL                                      | 60,000 per annum + GST           |
| Dr Nigel Finch   | NIL                                      | 60,000 per annum + GST           |
| Dr Richard Petty | NIL                                      | 60,000 per annum (GST excluded)  |

**(i) Other information**

Other than as set out in this Explanatory Statement, there is no further information which the Shareholders would reasonably require in order to decide whether or not it is in the Company's best interests to pass Resolutions 6 to 8.

**d. Directors Recommendations**

Each Director, as a recipient of the Shares, has a material personal interest in the outcome of the Resolution that applies specifically to him.

No Director has a material personal interest in the outcome of Resolutions 6 to 8 other than in respect of the proposed issue of Shares to him or his nominee.

## **Resolution 6**

Mr John Conidi expresses no opinion and makes no recommendation in respect of the issue of the Director Options to him (and/or his nominee) as he has a material personal interest in the outcome of Resolution 6.

Each of the other Directors recommend that Shareholders vote in favour of the issue of Shares to Mr John Conidi (and/or his nominee) for the reasons set out in this Explanatory Statement and on the basis that, in their opinion, the proposed issue of Shares:

- (i) provides an incentive to Mr Conidi linked to the future success of the Company;
- (ii) is a fair and reasonable alternative to additional cash payment of Director's fees; and
- (iii) recognises the contribution Mr Conidi has and will continue to make to the Company.

## **Resolution 7**

Dr Nigel Finch expresses no opinion and makes no recommendation in respect of the issue of Shares to him (and/or his nominee) as he has a material personal interest in the outcome of Resolution 7.

Each of the other Directors recommend that Shareholders vote in favour of the issue of Shares to Dr Nigel Finch (and/or his nominee) for the reasons set out in this Explanatory Statement and on the basis that, in their opinion, the proposed issue of Shares:

- (i) provides an incentive to Dr Finch linked to the future success of the Company;
- (ii) is a fair and reasonable alternative to additional cash payment of Director's fees; and
- (iii) recognises the contribution Dr Finch has and will continue to make to the Company.
- (iv) is in line with the remuneration benefits paid to directors of other companies operating in the Company's industry.

## **Resolution 8**

Dr Richard Petty expresses no opinion and makes no recommendation in respect of the issue of Shares to him (and/or his nominee) as he has a material personal interest in the outcome of Resolution 8.

Each of the other Directors recommend that Shareholders vote in favour of the issue of Shares to Dr Richard Petty (and/or his nominee) for the reasons set out in this Explanatory Statement and on the basis that, in their opinion, the proposed issue of Shares:

- (i) provides an incentive to the Dr Petty linked to the future success of the Company;
- (ii) is a fair and reasonable alternative to additional cash payment of Director's fees;
- (iii) recognises the contribution Dr Petty has and will continue to make to the Company; and
- (iv) is in line with the remuneration benefits paid to directors of other companies operating in the Company's industry.

## 7. Resolution 9 – Proposed Issue of Shares to Saki Partners (Services) Pty Ltd for Services Provided

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### a. Background

The Company proposes to issue 10,536,000 Shares to Saki Partners (Services) Pty Ltd in lieu of accounting service fees. The Shares will be issued at \$0.0025 each. The total dollar amount of the accounting service fees is \$26,340 (including GST) and covers the period 1 January 2021 to 30 June 2021. Under the Company's current circumstances, the Directors consider that the issue of Shares is a cost effective and efficient way to pay the accounting service fees owed to Saki Partners (Services) Pty Ltd. Dr Nigel Finch is Managing Director of Saki Partners (Services) Pty Ltd and a Director of 333D Limited. As Saki Partners (Services) Pty Ltd is an entity controlled by a Director of the Company, it is considered to be a related party of the Company.

The Company entered into a Consulting Services Agreement on 1 January 2021 with Saki Partners (Services) Pty Ltd for the provision of the following services: (a) Deliver the company's financial functions, including AP, AR, Payroll, BAS, monthly management accounts and reports; (b) Complete monthly bank reconciliations and general ledger account reconciliations; (c) Act as the Company's ASIC Agent as required; (d) Act as the Company's BAS Agent as required; (e) Assist the Company with preparing financial budgets and forecasts; (f) Provide general support and commercial advice (excluding taxation and legal advice) to the Company as required. Fees are calculated on an hourly basis ranging from \$155 per hour to \$185 per hour plus GST. The Consulting Services Agreement is on an ongoing basis and can be terminated by 30 days notice by the Company.

Approval is sought pursuant Listing Rule 10.11.

### b. Corporations Act

Chapter 2E of the *Corporations Act* regulates the provision of financial benefits to related parties by a public company. The issue of Shares contemplated by Resolution 9 constitutes the provision of a financial benefit to a related party.

An exception to the requirement to obtain Shareholder approval in accordance with Chapter 2E of the *Corporations Act* applies where the provision of the financial benefit is on terms that would be reasonable in the circumstance if the Company and the related party were dealing at arm's length terms (or on terms more favourable to the Company than arm's length).

The Directors, excluding Dr Nigel Finch, have determined that the proposed issue of Shares to Saki Partners (Services) Pty Ltd under Resolution 9 is reasonable in the circumstances if the Company and Dr Nigel Finch (a Director) are dealing on arm's length terms. In making this determination, the Directors considered that the issue of Shares is less favourable to Saki Partners (Services) Pty Ltd than a cash payment for its accounting service fee. On this basis, as the provision of such benefits is expressly permitted by the arm's length exception under the *Corporations Act*, the Board Does not consider the Company is required to seek Shareholder approval under Chapter 2E for the proposed issues of Shares under Resolution 9.

### **c. ASX Listing Rules**

The Company is proposing to issue Shares to Saki Partners (Services) Pty Ltd in lieu of accounting Service fees (the "Issue"). The Issue is not subject to a services agreement, rather it is calculated for work completed or expected to be completed over the period 1 January 2021 to 30 June 2021.

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue equity securities to:

- a) A related party;
- b) A person who is, or was at any time in the six months before the issue or agreement, a substantial (30%+) holder in the company;
- c) a person who is, or was at any time in the six months before the issue or agreement, a substantial (10%+) holder in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so;
- d) an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or
- e) a person whose relationship with the company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders,

unless it obtains the approval of its shareholders.

Dr Finch is the sole director and sole shareholder of Saki Partners (Services) Pty Ltd and is a related party of the Company within the definition specified in ASX Listing Rule 10.11.1. Accordingly, Shareholder approval is sought under ASX Listing Rule 10.11 to permit the issue of Shares to Saki Partners (Services) Pty Ltd (and/or their nominees) as related parties of the Company on the terms set out in this Explanatory Statement.

The Issue falls within Listing Rule 10.11.4 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of Company's Shareholders under Listing Rule 10.11.

Resolutions 9 seeks the required Shareholder approval to the Issue under and for the purposes of Listing Rule 10.11.

If Resolution 9 is passed, the Company will be able to proceed with the Issue and the Shares will be issued to Saki Partners (Services) Pty Ltd in lieu of accounting Service fees within one month of the date of the Meeting.

If Resolution 9 is not passed, the Company will not be able to proceed with the Issue and a cash payment equivalent to the value of the Shares will be paid to Saki Partner (Services) Pty Ltd for the accounting services.

Approval pursuant to ASX Listing Rule 7.1 is not required in order to issue the Shares as approval is being obtained under ASX Listing Rule 10.11. The issue of the Shares in lieu of Director's fees will not be included in the 15% calculation for the purposes of ASX Listing Rule 7.1.

In accordance with ASX Listing Rule 10.13, which contains requirements as to the contents of a notice sent to Shareholders for the purposes of ASX Listing Rule 10.11, the following information is provided in relation to Resolution 9:

**(a) Recipients**

Saki Partners (Services) Pty Ltd (and/or their nominees).

**(b) Total number of securities to be issued**

The total number of Shares proposed to be issued to Saki Partners (Services) Pty Ltd (and/or its nominees) is 10,536,000 Shares equivalent to \$26,340 (including GST) for accrued accounting service fees for the period 1 January 2021 to 30 June 2021. The issue is not intended to remunerate Mr Finch as Director.

**(c) Date of issue of the Shares**

The Shares under Resolution 9 will be issued as soon as possible after the Meeting and in any event, no later than 1 month after the Meeting.

**(d) Issue price**

Shares will be issued at \$0.0025 each.

**(e) Terms of the securities**

The Company entered into a Consulting Services Agreement on 1 January 2021 with Saki Partners (Services) Pty Ltd for the provision of services. Fees are calculated on an hourly basis ranging from \$155 per hour to \$185 per hours plus GST. The Consulting Services Agreement is on an ongoing basis and can be terminated by 30 days notice by the Company..The Shares are fully paid ordinary shares in the Company and rank equally with all other Shares.

**(f) Intended use of funds**

No funds will be raised from the issue of the Shares and represents a share-based payment in full consideration for the accrued accounting service fees for the period 1 January 2021 to 30 June 2021.

**(g) Other information**

Other than as set out in this Explanatory Statement, there is no further information which the Shareholders would reasonably require in order to decide whether or not it is in the Company's best interests to pass Resolution 9.

**d. Directors Recommendations**

Dr Nigel Finch expresses no opinion and makes no recommendation in respect of the issue of Shares to him (and/or his nominee) as he has a material personal interest in the outcome of Resolution 9.

Each of the other Directors recommend that Shareholders vote in favour of the issue of Shares to Saki Partners (Services) Pty Ltd (and/or its nominee) for the reasons set out in this Explanatory Statement.

**8. Resolution 10 – Approval of issue of Shares to Nick and Jan Conidi Superannuation Fund for Repayment of Loan**

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**a. Background**

As announced to the ASX on 31 October 2018, on 12 July 2018, the Company secured access to a debt facility of \$100,000 from Nick and Jan Conidi Superannuation Fund and entered into a

written Loan Agreement. The term of the loan has been extended to 1 July 2021 with an interest rate of 12% p.a. Mr. John Conidi is a related party as he is the Chairman of the Company (Listing Rule 10.11.1)

Interest on the loan has been paid by the Company each month, and as such, there is no accrued interest payable.

The Company proposes to Issue 40,000,000 Shares to Nick and Jan Conidi Superannuation Fund in lieu of the repayment of the loan of \$100,000. Interest payments on the loan have been made monthly by the Company.

The Company seeks Shareholder approval pursuant to ASX Listing Rule 10.11 for an Issue of 40,000,000 Shares at an Issue price of \$0.0025 per Share to Nick and Jan Conidi Superannuation Fund. The Directors consider that the Issue of Shares is a cost effective and efficient way to repay the loan. The Company is not seeking Shareholder approval under section 208 of the Corporations Act on the basis that, having considered all of the circumstances, the Board believes the repayment of the loan to be at arm's length and on commercial terms pursuant to section 210 of the Corporations Act. The Board continues to maintain this view and therefore Shareholder approval under section 208 of the Corporations Act is not being sought.

#### **b. ASX Listing Rule 10.11**

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue equity securities to:

- A related party;
- A person who is, or was at any time in the six months before the issue or agreement, a substantial (30%+) holder in the company;
- a person who is, or was at any time in the six months before the issue or agreement, a substantial (10%+) holder in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so;
- an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or
- a person whose relationship with the company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders,

unless it obtains the approval of its shareholders.

Further, Listing Rule 7.1 (Exception 14) states that approval pursuant to Listing Rule 7.1 is not required if shareholder approval is obtained under Listing Rule 10.11. Mr. John Conidi is a related party as he is the Chairman of the Company (Listing Rule 10.11.1)

The Directors have determined to seek Shareholder approval to issue shares to Nick and Jan Conidi Superannuation Fund to repay the loan.

Approval of this Resolution will mean that the Company will be able to issue the securities issued as a result of repayment of the loan and will not affect the capacity of the Company to issue securities in accordance with Listing Rule 7.1.

If Resolution 10 is not passed, the Company will not be able to proceed with the Issue and a cash payment equivalent to the value of the shares will be paid to Nick and Jan Conidi Superannuation Fund.

#### **c. ASX Listing Rule 10.13**

The following information is provided to Shareholders in accordance with Listing Rule 10.11:

**a) Recipient**

Nick and Jan Conidi Superannuation Fund (and/or their nominees).

**b) Total number of securities to be Issued**

The total number of Shares proposed to be Issued to Nick and Jan Conidi Superannuation Fund (and/or its nominees) is 40,000,000 Shares. The issue is not intended to remunerate Mr Conidi as Director.

**c) Date of Issue of the Shares**

The Shares under Resolution 10 will be Issued as soon as possible after the Meeting and in any event, no later than 1 month after the Meeting.

**d) Issue price**

Shares will be Issued at \$0.0025 each.

**e) Terms of the securities**

As announced to the ASX on 31 October 2018, on 12 July 2018, the Company secured access to a debt facility of \$100,000 from Nick and Jan Conidi Superannuation Fund and entered into a written Loan Agreement. The term of the loan has been extended to 1 July 2021 with an interest rate of 12% p.a. The Shares are fully paid ordinary shares in the Company and rank equally with all other Shares

**f) Intended use of funds**

No funds will be raised from the Issue of the Shares and represent a share-based payment in full consideration for the loan withdrawn on 12 July 2018.

**d. Directors Recommendations**

Mr John Conidi expresses no opinion and makes no recommendation in respect of the issue of Shares to Nick and Jan Conidi Superannuation Fund (and/or his nominee) as he has a material personal interest in the outcome of Resolution 10.

Each of the Directors recommend that Shareholders vote in favour of the Issue of Shares to Nick and Jan Conidi Superannuation Fund (and/or its nominee) for the reasons set out in this Explanatory Statement.

**9. Resolution 11 – Approval of issue of Shares to LAX Consulting Pte Ltd for Services Provided**

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The Company proposes to issue 121,840,000 Shares to LAX Consulting Pte Ltd in lieu of professional fees. The Shares will be issued at \$0.0025 each. The total dollar amount of the professional fees was \$304,600. Under the Company's current circumstances, the Directors consider that the issue of Shares is a cost effective and efficient way to pay the professional fees owed to LAX Consulting Pte Ltd.

The professional fees individually comprise the following: (i) \$84,600 incurred in November 2016 for capital raising fees and recognised as a creditor; (ii) \$120,000 incurred in June 2020 for research and development in 3D printing and recognised as a creditor, and (iii) \$100,000 incurred in April 2021 for image capture and creation across digital platforms and recognised as a creditor.

#### **a. ASX Listing Rule 7.1**

The Company is proposing to issue Shares to LAX Consulting Pte Ltd in lieu of professional fees (the "Issue"). The Issue is not subject to a services agreement, rather it is calculated for work completed or will be completed.

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

The LAX Issue does not fit within any of these exceptions. While the LAX Issue does not exceed the 15% limit in Listing Rule 7.1 and can therefore be made without breaching that rule, the Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain Shareholder approval under Listing Rule 7.1. To do this, the Company is asking Shareholders to approve the LAX Issue under Listing Rule 7.1 so that it does not use up any of the 15% limit on issuing equity securities without Shareholder approval set out in Listing Rule 7.1.

To this end, Resolution 11 seeks Shareholder approval to the LAX Issue under and for the purposes of Listing Rule 7.1. If Resolution 7 is passed, the Issue can proceed without using up any of the Company's 15% limit on issuing equity securities without Shareholder approval set out in Listing Rule 7.1.

If Resolution 11 is not passed, the LAX Issue can still proceed but it will reduce, to that extent, the Company's capacity to issue equity securities without Shareholder approval under Listing Rule 7.1 for 12 months following the Issue.

In accordance with ASX Listing Rule 7.3, which contains requirements as to the contents of a notice sent to Shareholders for the purposes of ASX Listing Rule 7.1, the following information is provided in relation to Resolution 11:

##### **(a) Recipients**

LAX Consulting Pte Ltd (and/or their nominees). LAX Consulting Pte Ltd is not a related party.

##### **(b) Total number of securities to be issued**

The total number of Shares proposed to be issued to LAX Consulting Pte Ltd (and/or its nominees) is 121,840,000 Shares equivalent to \$304,600 in lieu of professional fees.

##### **(c) Date of issue of the Shares**

- (d)** The Shares under Resolution 11 will be issued as soon as possible after the Meeting and in any event, no later than 3 months after the Meeting **Issue price**

Shares will be issued at \$0.0025 each.

##### **(e) Terms of the securities**

The Shares are fully paid ordinary shares in the Company and rank equally with all other Shares.

##### **(f) Intended use of funds**

No funds will be raised from the issue of the Shares and represents a share-based payment in full consideration for the accrued professional fees.

##### **(g) Other information**

Other than as set out in this Explanatory Statement, there is no further information which the Shareholders would reasonably require in order to decide whether or not it is in the Company's best interests to pass Resolution 11.

#### **b. Directors Recommendations**

Each of the Directors recommend that Shareholders vote in favour of the issue of Shares to LAX Consulting Pte Ltd (and/or its nominee) for the reasons set out in this Explanatory Statement.

### **10. Resolution 12 – Proposed Issue of Shares LAX Consulting Pte Ltd for Interest on Loan**

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As announced to the ASX on 12 June 2020 the Company entered into an agreement with LAX Consulting Pte Ltd for a reduction and extension to the existing \$600,000 debt funding facility. The loan was extended to 30 June 2021 with interest at the rate of 10% and included a 6-month interest free period.

The Company proposes to issue 12,000,000 Shares to LAX Consulting Pte Ltd in lieu of accrued interest on loan. The Shares will be issued at \$0.0025 each. The total dollar amount of the accrued interest on loan is \$30,000 and covers the period 1 January 2021 to 30 June 2021. Under the Company's current circumstances, the Directors consider that the issue of Shares is a cost effective and efficient way to pay the interest on loan owed to LAX Consulting Pte Ltd.

#### **a. ASX Listing Rule 7.1**

The Company is proposing to issue Shares to LAX Consulting Pte Ltd in lieu of interest on loan (the "Issue").

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

The LAX Issue does not fit within any of these exceptions. While the LAX Issue does not exceed the 15% limit in Listing Rule 7.1 and can therefore be made without breaching that rule, the Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain Shareholder approval under Listing Rule 7.1. To do this, the Company is asking Shareholders to approve the LAX Issue under Listing Rule 7.1 so that it does not use up any of the 15% limit on issuing equity securities without Shareholder approval set out in Listing Rule 7.1.

To this end, Resolution 12 seeks Shareholder approval to the LAX Issue under and for the purposes of Listing Rule 7.1. If Resolution 12 is passed, the Issue can proceed without using up any of the Company's 15% limit on issuing equity securities without Shareholder approval set out in Listing Rule 7.1.

If Resolution 12 is not passed, the LAX Issue can still proceed but it will reduce, to that extent, the Company's capacity to issue equity securities without Shareholder approval under Listing Rule 7.1 for 12 months following the Issue.

In accordance with ASX Listing Rule 7.3, which contains requirements as to the contents of a notice sent to Shareholders for the purposes of ASX Listing Rule 7.1, the following information is provided in relation to Resolution 12:

#### **(a) Recipients**

LAX Consulting Pte Ltd (and/or their nominees). LAX Consulting Pte Ltd is not a related party.

**(b) Total number of securities to be issued**

The total number of Shares proposed to be issued to LAX Consulting Pte Ltd (and/or its nominees) is 12,000,000 Shares equivalent to \$30,000 in lieu of interests on loan for the period 1 January 2021 to 30 June 2021.

**(c) Date of issue of the Shares**

The Shares under Resolution 12 will be issued as soon as possible after the Meeting and in any event, no later than 3 months after the Meeting.

**(d) Issue price**

Shares will be issued at \$0.0025 each.

**(e) Terms of the securities**

As announced to the ASX on 12 June 2020, the Company entered into an agreement with LAX Consulting Pte Ltd for a reduction and extension to the existing \$600,000 debt funding facility. The loan was extended to 30 June 2021 with interest at the rate of 10% and included a 6-month interest free period. The Shares are fully paid ordinary shares in the Company and rank equally with all other Shares.

**(f) Intended use of funds**

No funds will be raised from the issue of the Shares and represents a share-based payment in full consideration for the accrued interest on loan for the period 1 January 2021 to 30 June 2021.

**(g) Other information**

Other than as set out in this Explanatory Statement, there is no further information which the Shareholders would reasonably require in order to decide whether or not it is in the Company's best interests to pass Resolution 12.

**b. Directors Recommendations**

Each of the Directors recommend that Shareholders vote in favour of the issue of Shares to LAX Consulting Pte Ltd (and/or its nominee) for the reasons set out in this Explanatory Statement.

**11. Resolution 13 – Approval of issue of Shares to LAX Consulting Pte Ltd for Repayment of Loan**

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Throughout the 2019 financial year, Company secured access to a debt facility of \$600,000 from Lax Consulting Pte Ltd. Interest accrues monthly in arrears at a rate of 10% per annum based on the balance drawn. The balance of the loan is \$600,000 on 30 June 2021. The term of the loan has been extended to 1 July 2021.

Company proposes to issue 120,000,000 Shares to Lax Consulting Pte Ltd as payment of \$300,000 of the outstanding loan balance. The remaining \$300,000 loan balance will continue to attract interest monthly in arrears at a rate of 10% per annum based on the balance draw.

The Company seeks Shareholder approval pursuant to ASX Listing Rule 7.1 for an issue of 120,000,000 Shares at an issue price of \$0.0025 per Share to Lax Consulting Pte Ltd. The

Directors consider that the issue of Shares is a cost effective and efficient way to repay part of the loan.

**a. ASX Listing Rule 7.1**

The Company is proposing to issue Shares to Lax Consulting Pte Ltd in lieu of a cash payment due as a partial loan repayment (the “Issue”).

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

The LAX Consulting issue does not fit within any of these exceptions. While the LAX Consulting issue does not exceed the 15% limit in Listing Rule 7.1 and can therefore be made without breaching that rule, the Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain Shareholder approval under Listing Rule 7.1. To do this, the Company is asking Shareholders to approve the John Conidi issue under Listing Rule 7.1 so that it does not use up any of the 15% limit on issuing equity securities without Shareholder approval set out in Listing Rule 7.1.

To this end, Resolution 13 seeks Shareholder approval to the John Conidi issue under and for the purposes of Listing Rule 7.1. If Resolution 13 is passed, the Issue can proceed without using up any of the Company’s 15% limit on issuing equity securities without Shareholder approval set out in Listing Rule 7.1.

If Resolution 13 is not passed, the LAX Consulting issue can still proceed but it will reduce, to that extent, the Company’s capacity to issue equity securities without Shareholder approval under Listing Rule 7.1 for 12 months following the Issue.

In accordance with ASX Listing Rule 7.3, which contains requirements as to the contents of a notice sent to Shareholders for the purposes of ASX Listing Rule 7.1, the following information is provided in relation to Resolution 13:

**a) Recipient**

Lax Consulting Pte Ltd (and/or its nominees).

**b) Total number of securities to be issued**

The total number of Shares proposed to be issued to Lax Consulting Pte Ltd (and/or his nominees) is 120,000,000 Shares.

**c) Date of issue of the Shares**

The Shares under Resolution 13 will be issued as soon as possible after the Meeting and in any event, no later than 3 months after the Meeting.

**d) Issue price**

Shares will be issued at \$0.0025 each.

**e) Terms of the securities**

The Shares are fully paid ordinary shares in the Company and rank equally with all other Shares

**f) Intended use of funds**

No funds will be raised from the issue of the Shares and represent a share-based payment as part consideration for the loan to the amount of \$300,000.

**g) Other information**

Other than as set out in this Explanatory Statement, there is no further information which the Shareholders would reasonably require in order to decide whether or not it is in the Company's best interests to pass Resolution 13.

**b. Directors Recommendations**

Each of the Directors recommend that Shareholders vote in favour of the issue of Shares to Lax Consulting Pte Ltd (and/or his nominee) for the reasons set out in this Explanatory Statement.

## **12. Resolution 14 – Proposed Issue of Shares to Seventh Avenue Investments Pty Ltd for Services Provided**

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The Company proposes to issue 8,000,000 Shares to Seventh Avenue Investments Pty Ltd in lieu of professional services fee. The Shares will be issued at \$0.0025 each. The total dollar amount of the professional services fee is \$20,000. Under the Company's current circumstances, the Directors consider that the issue of Shares is a cost effective and efficient way to pay the capital raising fees owed to Seventh Avenue Investments Pty Ltd.

The professional service comprises \$20,000 incurred in November 2016 and due on 28 February 2017 for capital raising fees and recognised as a creditor. The fees comprise part of the capital raising fees disclosed in the Company's prospectus dated 3 March 2016 as varied by the first supplementary prospectus dated 27 May 2016 and second supplementary prospectus dated 22 June 2016 for services relating to the relisting in 2016 and assistance in completion of the capital raise and prospective shareholder instructions. As announced to the ASX on 19 August 2016, a total of \$3,525,000 was raised in the capital raise. Since November 2016, Seventh Avenue Investments Pty Ltd had agreed with the Company to a deferred settlement of the outstanding balance and has subsequently agreed to settlement of the outstanding balance by way of a share issue. ASX Listing Rule 7.1

The Company is proposing to issue Shares to Seventh Avenue Investments Pty Ltd in lieu of capital raising fees (the "Issue"). The Issue is not subject to a services agreement, rather it is calculated for work completed during the capital raising in July 2016.

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

The Seventh Avenue Investments Pty Ltd Issue does not fit within any of these exceptions. While the Seventh Avenue Investments Pty Ltd Issue does not exceed the 15% limit in Listing Rule 7.1 and can therefore be made without breaching that rule, the Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain Shareholder approval under Listing Rule 7.1. To do this, the Company is asking Shareholders to approve the Seventh Avenue Investments Pty Ltd Issue under Listing Rule 7.1 so that it does not use up any of the 15% limit on issuing equity securities without Shareholder approval set out in Listing Rule 7.1.

To this end, Resolution 14 seeks Shareholder approval to the Seventh Avenue Investments Pty Ltd Issue under and for the purposes of Listing Rule 7.1. If Resolution 7 is passed, the Issue can proceed without using up any of the Company's 15% limit on issuing equity securities without Shareholder approval set out in Listing Rule 7.1.

If Resolution 14 is not passed, the Seventh Avenue Investments Pty Ltd Issue can still proceed but it will reduce, to that extent, the Company's capacity to issue equity securities without Shareholder approval under Listing Rule 7.1 for 12 months following the Issue.

In accordance with ASX Listing Rule 7.3, which contains requirements as to the contents of a notice sent to Shareholders for the purposes of ASX Listing Rule 7.1, the following information is provided in relation to Resolution 14:

**(h) Recipients**

Seventh Avenue Investments Pty Ltd (and/or their nominees). Seventh Avenue Investments Pty Ltd is not a related party.

**(i) Total number of securities to be issued**

The total number of Shares proposed to be issued to Seventh Avenue Investments Pty Ltd (and/or its nominees) is 8,000,000 Shares equivalent to \$20,000 in lieu of professional services fee due on 28 February 2017.

**(j) Date of issue of the Shares**

The Shares under Resolution 12 will be issued as soon as possible after the Meeting and in any event, no later than 3 months after the Meeting.

**(k) Issue price**

Shares will be issued at \$0.0025 each.

**(l) Terms of the securities**

The Shares are fully paid ordinary shares in the Company and rank equally with all other Shares.

**(m) Intended use of funds**

No funds will be raised from the issue of the Shares and represents a share-based payment in full consideration for the accrued professional services fee due on 28 February 2017.

**(n) Other information**

Other than as set out in this Explanatory Statement, there is no further information which the Shareholders would reasonably require in order to decide whether or not it is in the Company's best interests to pass Resolution 12.

**a. Directors Recommendations**

Each of the Directors recommend that Shareholders vote in favour of the issue of Shares to Seventh Avenue Investments Pty Ltd (and/or its nominee) for the reasons set out in this Explanatory Statement.

### **13. Resolution 15 – Approval of issue of Shares to Baker 4 Pty Ltd for Services Provided**

The Company proposes to issue 59,000,000 Shares to Baker 4 Pty Ltd in lieu of professional service fees. The Shares will be issued at \$0.0025 each. The total dollar amount of the professional service fees is \$147,500 (including GST). Under the Company's current circumstances, the Directors consider that the issue of Shares is a cost effective and efficient way to pay the professional service fees owed to Baker 4 Pty Ltd.

The professional fees individually comprise the following: (i) \$11,000 incurred in April 2018 for service fees in relation to the NRL license and recognised as a creditor; (ii) \$110,000 incurred in June 2018 for loyalty program with the AFL, and (iii) \$26,500 incurred in June 2018 for services related to image capture and creation of NRL teams.

Since April 2018, Baker 4 Pty Ltd had agreed with the Company to a deferred settlement of the outstanding balance and has subsequently agreed to settlement of the outstanding balance of \$147,500 (including GST) by way of a share issue.

#### **a. ASX Listing Rule 7.1**

The Company is proposing to issue Shares to Baker 4 Pty Ltd in lieu of professional service fee (the "Issue"). The Issue is not subject to a services agreement, rather it is calculated for work completed during 2018.

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

The Shares to Baker 4 Pty Ltd Issue does not fit within any of these exceptions. While the Shares to Baker 4 Pty Ltd Issue does not exceed the 15% limit in Listing Rule 7.1 and can therefore be made without breaching that rule, the Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain Shareholder approval under Listing Rule 7.1. To do this, the Company is asking Shareholders to approve the Shares to Baker 4 Pty Ltd Issue under Listing Rule 7.1 so that it does not use up any of the 15% limit on issuing equity securities without Shareholder approval set out in Listing Rule 7.1.

To this end, Resolution 15 seeks Shareholder approval to the Shares to Baker 4 Pty Ltd Issue under and for the purposes of Listing Rule 7.1. If Resolution 7 is passed, the Issue can proceed without using up any of the Company's 15% limit on issuing equity securities without Shareholder approval set out in Listing Rule 7.1.

If Resolution 15 is not passed, the Shares to Baker 4 Pty Ltd Issue can still proceed but it will reduce, to that extent, the Company's capacity to issue equity securities without Shareholder approval under Listing Rule 7.1 for 12 months following the Issue.

In accordance with ASX Listing Rule 7.3, which contains requirements as to the contents of a notice sent to Shareholders for the purposes of ASX Listing Rule 7.1, the following information is provided in relation to Resolution 15:

#### **(o) Recipients**

Baker 4 Pty Ltd (and/or their nominees). Baker 4 Pty Ltd is not a related party.

#### **(p) Total number of securities to be issued**

The total number of Shares proposed to be issued to Baker 4 Pty Ltd (and/or its nominees) is 59,000,000 Shares equivalent to \$147,500 (including GST) in lieu of professional services fee incurred in 2018.

**(q) Date of issue of the Shares**

The Shares under Resolution 12 will be issued as soon as possible after the Meeting and in any event, no later than 3 months after the Meeting.

**(r) Issue price**

Shares will be issued at \$0.0025 each.

**(s) Terms of the securities**

The Shares are fully paid ordinary shares in the Company and rank equally with all other Shares.

**(t) Intended use of funds**

No funds will be raised from the issue of the Shares and represents a share-based payment in full consideration for the accrued professional services fee incurred in 2018.

**(u) Other information**

Other than as set out in this Explanatory Statement, there is no further information which the Shareholders would reasonably require in order to decide whether or not it is in the Company's best interests to pass Resolution 12.

**b. Directors Recommendations**

Each of the Directors recommend that Shareholders vote in favour of the issue of Shares to Baker 4 Pty Ltd (and/or its nominee) for the reasons set out in this Explanatory Statement.

## Annexure A- Terms of Convertible Notes

| Terms of Original Convertible Notes |                                                                                                                                                                                                                                                                                   | Terms of Revised Convertible Notes |
|-------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------|
| <b>Issuer</b>                       | 333D Limited (" <b>Company</b> ")                                                                                                                                                                                                                                                 | No change                          |
| <b>Notes on Issue</b>               | 300,000 Redeemable Convertible Notes (" <b>Notes</b> ")                                                                                                                                                                                                                           | No change                          |
| <b>Price</b>                        | \$1.00 (AUD)                                                                                                                                                                                                                                                                      | No change                          |
| <b>Expiry Date</b>                  | 30 June 2020                                                                                                                                                                                                                                                                      | 1 July 2021                        |
| <b>Term</b>                         | Original term -13 months                                                                                                                                                                                                                                                          | No change                          |
| <b>Interest</b>                     | 12% p.a.<br><br>Accrues daily and paid within 10 business days upon each 6-month anniversary of the issue date<br>Conversion (in cash or fully paid ordinary shares (" <b>Shares</b> ") at the election of the Company).                                                          | No change                          |
| <b>Conversion</b>                   | Conversion at any time at Noteholders discretion.<br><br>The price will be \$0.00286 per share.<br><br>The number of Shares to be issued to each Noteholder on conversion of the Notes will be calculated by dividing the number of Notes to be converted by the price per share. | No change                          |
| <b>Compulsory Conversion</b>        | The Company may convert all outstanding Notes if the VWAP of Shares traded on the ASX is greater than \$0.01 for the 30 trading days immediately prior to the date at which the Compulsory Conversion is issued.                                                                  | No change                          |
| <b>Redemption</b>                   | The Company may provide notice to redeem with cash up to 100% of all outstanding Notes at face value inclusive of accrued interest. Note holders upon receipt of this notice may immediately convert their Notes into Shares.                                                     | No change                          |
| <b>Repayment</b>                    | At the end of Term, the Noteholder has the right to request repayment of all outstanding Principal and all accrued interest or convert the Notes into Shares.                                                                                                                     | No change                          |



333D Limited | ACN 118 159 881

# Proxy Voting Form

If you are attending the meeting in person, please bring this with you for Securityholder registration.

Holder Number:

Your proxy voting instruction must be received by **8.30am (AEST) on Monday, 28 June 2021**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

## SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

### YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

### STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

### DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

### STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

### APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

### SIGNING INSTRUCTIONS

**Individual:** Where the holding is in one name, the Shareholder must sign.

**Joint holding:** Where the holding is in more than one name, all Shareholders should sign.

**Power of attorney:** If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

**Companies:** To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

**Email Address:** Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

### CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

### Lodging your Proxy Voting Form:

#### Online:

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/loginsah> or scan the QR code below using your smartphone

**Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.**



#### BY MAIL:

Automic  
GPO Box 5193  
Sydney NSW 2001

#### IN PERSON:

Automic  
Level 5, 126 Phillip Street  
Sydney NSW 2000

#### BY EMAIL:

[meetings@automicgroup.com.au](mailto:meetings@automicgroup.com.au)

#### BY FACSIMILE:

+61 2 8583 3040

#### All enquiries to Automic:

**WEBCCHAT:** <https://automicgroup.com.au/>

**PHONE:** 1300 288 664 (Within Australia)

+61 2 9698 5414 (Overseas)



**Appoint the Chair of the Meeting (Chair)** OR if you are not appointing the Chair of the Meeting as your proxy, please write in the box provided below the name of the person or body corporate you are appointing as your proxy or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit and at any adjournment thereof.

[illegible]

Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 6 to 8 (except where I/we have indicated a different voting intention below) even though Resolutions 6 to 8 are connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

| Resolutions                                                               | For                      | Against                  | Abstain                  | Resolutions                                                                                      | For                      | Against                  | Abstain                  |
|---------------------------------------------------------------------------|--------------------------|--------------------------|--------------------------|--------------------------------------------------------------------------------------------------|--------------------------|--------------------------|--------------------------|
| 1. Convertible Note Revision of Terms                                     | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 9. Approval of issue of Shares to Saki Partners (Services) Pty Ltd                               | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2. Approval of Convertible Note Conversion                                | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 10. Approval of issue of Shares to Nick and Jan Conidi Superannuation Fund for Repayment of Loan | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. Approval of issue of Shares to Mr Conidi for Convertible Note Interest | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 11. Approval of issue of Shares to LAX Consulting Pte Ltd for Services Provided                  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4. Approval of issue of Shares to Mr Conidi for Interest on Loan          | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 12. Approval of issue of Shares to LAX Consulting Pte Ltd for Interest on Loan                   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5. Approval of issue of Shares to Mr Conidi for Repayment of Loan         | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 13. Approval of issue of Shares to LAX Consulting Pte Ltd for Repayment of Loan                  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 6. Approval of issue of Shares to Dr Finch for Director's fees            | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 14. Approval of issue of Shares to Seventh Avenue Investments Pty Ltd for Services Provided      | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 7. Approval of issue of Shares to Dr Petty for Director's fees            | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 15. Approval of issue of Shares to Baker 4 Pty Ltd for Services Provided                         | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 8. Approval of issue of Shares to Mr Conidi for Director's fees           | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |                                                                                                  |                          |                          |                          |

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| Individual or Securityholder 1           | Securityholder 2 | Securityholder 3                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         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