



333D Limited
ACN 118 159 881

Notice of 2022 General Meeting And Explanatory Statement

**General Meeting of Shareholders to be held virtually
at 10:00am (AEDT) on 28 February 2022**

**The Company has arranged for virtual attendance at the Meeting via Zoom Webinar.
To attend the Meeting please log in via:**

<https://us02web.zoom.us/j/89056715369?pwd=NEpHcVJvcWhuek5OcEhiOW9renF1dz09>

Q&A

Shareholders will be able to view the meeting presentations and listen to the meeting live & submit questions to the Chairman in real time.

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 a General Meeting of Shareholders of 333D Limited ACN 118 159 881 (**Company**) will be held virtually commencing at 10:00am (AEDT) on 28 February 2022.

Business

Resolution 1 – Ratification of issue of Shares under December Placement

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

“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders approve the issue of 363,333,333 fully paid ordinary Shares to Exempt Investors under the December Placement on the terms and conditions set out in the Explanatory Statement.”

Voting exclusion statement

The Company will disregard any votes cast in favour of the Resolution by or on behalf of:

- (a) MGL Corp Pty Ltd, Philip John Cawood, Ms Chunyan Niu, R J & A Investments Pty Ltd, and all other persons who participated in the December Placement; and
- (b) any associate of the persons described in sub-paragraph (a).

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:
 - (i) 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
 - (ii) The holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 2 – 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 Listing Rule 10.11, and for all other purposes, approval is given for the issue of 68,444,454 fully paid ordinary Shares to Mr John Conidi (and/or his nominee(s)) as set out in the Explanatory Statement.”

Voting exclusion statement

The Company will disregard any votes cast:

- (a) in favour of this Resolution by or on behalf of:
 - (i) Mr John Conidi, and any other person who will obtain a material benefit as a result of the issue of securities (except a benefit solely by reason of being a holder of ordinary securities in the entity); or
 - (ii) any associates of that person or those persons; and
- (b) on this Resolution as a proxy by a member of the KMP at the date of the meeting, or that KMP’s Closely Related Party.

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:
 - (i) 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
 - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 3 – 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 36,666,667 fully paid ordinary Shares to Dr Nigel Finch (and/or his nominee(s)) as set out in the Explanatory Statement.”

Voting exclusion statement

The Company will disregard any votes cast:

- (a) in favour of this Resolution by or on behalf of:
 - (i) Dr Nigel Finch, and any other person who will obtain a material benefit as a result of the issue of securities (except a benefit solely by reason of being a holder of ordinary securities in the entity); or
 - (ii) any associates of that person or those persons; and
- (b) on this Resolution as a proxy by a member of the KMP at the date of the meeting, or that KMP’s Closely Related Party.

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:
 - (i) 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
 - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 4 – 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 33,333,334 fully paid ordinary Shares to Dr Richard Petty (and/or his nominee(s)) as set out in the Explanatory Statement.”

Voting exclusion statement

The Company will disregard any votes cast:

- (a) in favour of this Resolution by or on behalf of:
 - (i) Dr Richard Petty and any other person who will obtain a material benefit as a result of the issue of securities (except a benefit solely by reason of being a holder of ordinary securities in the entity); or
 - (ii) any associates of that person or those persons; and
- (b) on this Resolution as a proxy by a member of the KMP at the date of the meeting, or that KMP’s Closely Related Party.

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:
 - (i) 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
 - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 5 – 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 24,666,667 fully paid ordinary Shares to Saki Partners (Services) Pty Ltd (and/or their nominee(s)) as set out in the Explanatory Statement.”

Voting exclusion statement

The Company will disregard any votes cast:

- (a) in favour of this Resolution by or on behalf of:
 - (i) Saki Partners (Services) Pty Ltd, and any other person who will obtain a material benefit as a result of the issue of securities (except a benefit solely by reason of being a holder of ordinary securities in the entity); or
 - (ii) any associates of that person or those persons; and
- (b) on this Resolution as a proxy by a member of the KMP at the date of the meeting, or that KMP's Closely Related Party.

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:
 - (i) 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
 - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 6 – Granting of 30,000,000 Options to Cumulus Wealth Pty Ltd

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 30,000,000 unlisted options to Cumulus Wealth Pty Ltd (and/or their nominee(s)) at an exercise price of \$0.002 and these options will have an expiry date of 2 years from the date of issue on the terms and conditions described in the Explanatory Memorandum.”

Voting exclusion statement

The Company will disregard any votes cast in favour of this Resolution by or on behalf of:

- (a) Cumulus Wealth Pty Ltd, or any person who will obtain a material benefit as a result of the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (b) any associates of that person or those persons.

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:
 - (i) 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
 - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 7 – Granting of 50,000,000 Options to Philip John Cawood

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 50,000,000 unlisted options to Philip John Cawood (and/or their nominee(s)) at an exercise price of \$0.002 and these options will have an expiry date of 2 years from the date of issue on the terms and conditions described in the Explanatory Memorandum.”

Voting exclusion statement

The Company will disregard any votes cast in favour of this Resolution by or on behalf of:

- (a) Philip John Cawood, or any person who will obtain a material benefit as a result of the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (b) any associates of that person or those persons.

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:
 - (i) 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
 - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 8 – Approval for the issue of performance rights to Mr Conidi

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

“That, for the purposes Listing Rule 10.14 and for all other purposes, Shareholder approval is given for the Company to grant 75,000,000 performance rights, each to acquire 1 Share in the Company, to Mr John Conidi (or his nominee(s)), and the issue of underlying Shares in respect of those performance rights, pursuant to the Long Term Incentive Plan and on the terms and conditions described in the Explanatory Memorandum.”

Voting exclusion statement

The Company will disregard any votes cast:

- (a) in favour of the resolution by or on behalf of Mr John Conidi, Dr Nigel Finch, Dr Richard Petty, and their respective associates; and
- (b) on this Resolution as a proxy by a member of the KMP at the date of the meeting, or that KMP's Closely Related Party.

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:
 - (i) 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
 - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 9 – Approval for the issue of performance rights to Dr Finch

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

“That, for the purposes Listing Rule 10.14 and for all other purposes, Shareholder approval is given for the Company to grant 75,000,000 performance rights, each to acquire 1 Share in the Company, to Dr Nigel Finch (or his nominee(s)), and the issue of underlying Shares in respect of those performance rights, pursuant to the Long Term Incentive Plan and on the terms and conditions described in the Explanatory Memorandum.”

Voting exclusion statement

The Company will disregard any votes cast:

- (a) in favour of the resolution by or on behalf of Mr John Conidi, Dr Nigel Finch, Dr Richard Petty, and their respective associates; and
- (b) on this Resolution as a proxy by a member of the KMP at the date of the meeting, or that KMP's Closely Related Party.

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:
 - (i) 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
 - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 10 – Approval for the issue of performance rights to Dr Petty

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

“That, for the purposes Listing Rule 10.14 and for all other purposes, Shareholder approval is given for the Company to grant 50,000,000 performance rights, each to acquire 1 Share in the Company, to Dr Richard Petty (or his nominee(s)), and the issue of underlying Shares in respect of those performance rights, pursuant to the Long Term Incentive Plan and on the terms and conditions described in the Explanatory Memorandum.”

Voting exclusion statement

The Company will disregard any votes cast:

- (a) in favour of the resolution by or on behalf of Mr John Conidi, Dr Nigel Finch, Dr Richard Petty, and their respective associates; and
- (b) on this Resolution as a proxy by a member of the KMP at the date of the meeting, or that KMP's Closely Related Party.

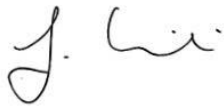
However, this does not apply to a vote cast in favour of the Resolution by:

- (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:
 - (i) 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
 - (ii) 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 the General Meeting.

By Order of the Board



John Conidi
Executive Chairman
333D Limited
28 January 2022

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

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 Annual 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
- (d) Online by visiting <https://investor.automic.com.au/#/loginsah> and following the instructions and information provided on the enclosed Proxy Form.

so that it is received by no later than 10.00am (AEDT) 26 February 2022. Proxy Forms received later than this time will be invalid.

B. Voting entitlements

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 Annual General Meeting will be the entitlement of that person set out in the register of Shareholders as at 10.00am (AEDT) on

26 February 2022. Accordingly, transactions registered after that time will be regarded in determining Shareholders' entitlements to attend and vote at the General Meeting.

1. Resolution 1 – Ratification of issue of Shares under December Placement

On 16 December 2021, the Company announced that it had completed a placement raising \$545,000 through the issue of 363,333,333 Shares at \$0.0015 per share (**December Placement**) utilising the Company's available capacity under *Listing Rule 7.1* (which allowed for the issue of up to 366,127,832 Shares). The total number of Shares issued in the December Placement is within the Company's available 15% placement capacity under *Listing Rule 7.1*.

As announced on 16 December 2021, the Company was advised by ALT Partners Pty Ltd, a licensed advisory firm associated with Directors Mr John Conidi and Dr Nigel Finch. ALT Partners Pty Ltd will receive an advisory fee of 6% plus GST of the gross proceeds of the December Placement.

Shareholder approval is sought to ratify the 363,333,333 Shares previously issued under the December Placement.

Listing Rules

Listing Rule 7.1 provides that (subject to certain exceptions, none of which are relevant here) prior approval of shareholders is required for an issue of securities by a company if the securities will, when aggregated with the securities issued by the company during the previous 12 months, exceed 15% of the number of the ordinary securities on issue at the commencement of that 12-month period.

Listing Rule 7.1A provides that eligible entities may, subject to shareholder approval by special resolution, issue equity securities up to 10% of its issued capital over a period of 12 months after the annual general meeting. Shareholder approval was obtained pursuant to *Listing Rule 7.1A* on 8 November 2021. No Shares were issued under *Listing Rule 7.1A* in the December Placement and accordingly there is no requirement to refresh the existing additional 10% placement capacity provided under *Listing Rule 7.1A*.

Listing Rule 7.4 sets out the procedure and effect of Shareholder approval of a prior issue of securities and provides that where shareholders in a general meeting ratify a previous issue of securities made without approval under *Listing Rule 7.1*, provided that the previous issue of securities did not breach *ASX Listing Rule 7.1*, those securities shall be deemed to have been made with shareholder approval for the purposes of *Listing Rule 7.1*.

By ratifying the Share issues, the Company will retain the flexibility to issue equity securities in the future up to the 15% placement capacity set out in *ASX Listing Rule 7.1* (and an additional 10% under *Listing Rule 7.1A*) without the requirement to obtain prior Shareholder approval.

Listing Rule 7.5 requires that the following information be provided to the Shareholders in relation to obtaining approval of Resolution 1 for the purposes of *Listing Rule 7.4*:

- (a) A total of 363,333,333 Shares were issued.
- (b) The Shares had an issue price of \$0.0015 per Share.
- (c) The Shares issued were fully paid ordinary shares in the capital of the Company and rank equally in all respects with the existing fully paid ordinary shares on issue.

- (d) The Shares under the Placement were issued to a number of Exempt Investors, including the following investors who are classified as “material investors” under the ASX Listing Rules:
- (i) MGL Corp Pty Ltd;
 - (ii) Philip John Cawood;
 - (iii) Ms Chunyan Niu; and
 - (iv) R J & A Investments Pty Ltd.

None of the December Placement investors are related parties of the Company.

- (e) The below table sets out the proposed use of funds raised from the December Placement. The figures are intended to serve as estimates only.

Increase 3D printing capabilities	\$75,000
Curation of the digital asset library and transition to blockchain & NFTs	\$50,000
Adopt emerging technologies	\$150,000
Marketing to the cryptoarts community	\$50,000
Working capital for existing 3D printing operations	\$187,300
Costs of the Placement	\$32,700
Total	\$545,000

Technical information required by Listing Rule 14.1A

If Resolution 1 is passed, the 363,333,333 December Placement Shares will be deemed to have been issued with shareholder approval for the purposes of *Listing Rule 7.1*, and will no longer be deducted from the Company’s placement capacity.

If Resolution 1 is NOT passed, then the 363,333,333 December Placement Shares will continue to be deducted from the Company’s 15% placement capacity under *Listing Rule 7.1*. This decreases the number of equity securities the Company can issue without shareholder approval over the 12-month period following the date of issue of the Shares.

Directors’ recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 1.

2. Resolutions 2, 3 & 4 – Proposed issue of Shares to Directors (or nominees)

Resolutions 2, 3 & 4 seek the approval of Shareholders to issue a total of 138,444,455 Shares to three Directors, being Mr John Conidi, Dr Nigel Finch and Dr Richard Petty (and/or their nominees). Shareholder approval is sought pursuant to Listing Rule 10.11.

Background

The Company proposes to issue 138,444,455 Shares as payment for Directors’ fees. The Shares will be issued at \$0.0015 each. The total dollar amount of the Director’s fees is \$207,666.68 (including GST) and covers the period 1 July 2021 to 30 June 2022 for Mr Conidi and 1 January 2022 to 30 June 2022 for Dr Finch and Dr Petty, respectively. 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.

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 2, 3 & 4 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 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*.

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* (an issue of securities to a related party) 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 2, 3 & 4 seek the required shareholder approval to issue Shares under and for the purposes of *Listing Rule 10.11*.

If Resolutions 2, 3 & 4 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 2, 3 & 4 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 2, 3 & 4:

(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 Executive 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 68,444,454 Shares in lieu of Director's fees, equivalent to \$102,666.68 (including GST) for accrued director's fees for the period 1 July 2021 to 30 June 2022.

Dr Nigel Finch (or his nominee) will be issued 36,666,667 Shares in lieu of Director's fees, equivalent to \$55,000 (including GST) for accrued director's fees for the period 1 January 2022 to 30 June 2022.

Dr Richard Petty (or his nominee) will be issued 24,666,667 Shares in lieu of Director's fees equivalent to \$37,000 (GST free) for accrued director's fees for the period 1 January 2022 to 30 June 2022.

Date of issue of Shares

If Shareholder approval is obtained for Resolutions 2, 3 & 4, 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.

(d) **Issue price**

Shares will be issued at \$0.0015 each.

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

The Shares to be issued under Resolutions 2, 3 & 4 are fully paid ordinary shares in the Company and rank equally with all other Shares.

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

As the Shares will be issued in lieu of Director's fees for the period 1 July 2021 to 30 June 2022 for Mr Conidi and 1 January 2022 to 30 June 2022 for Dr Finch and Dr Petty, respectively, no funds will be raised from the issue of Shares the subject of Resolutions 2, 3 & 4.

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

	Consultant fees & salary (\$)	Share based payments (\$)
Mr John Conidi	NIL	\$100,000 per annum + GST
Dr Nigel Finch	NIL	\$100,000 per annum + GST
Dr Richard Petty	NIL	\$100,000 per annum (GST excluded)

(h) **Other information**

Material Terms of Executive Chairman Remuneration for Mr John Conidi:

Commencement date: 1 September 2021

Parties: Dizzy Hogan Pty Ltd for the appointment of Mr John Conidi

Service type: Executive Director (Chairman)

Service description: Executive director role.

Director's fees: \$60,000 per annum to 31 August 2021 and \$100,000 per annum from 1 September 2021.

Payment: Payable to Dizzy Hogan Pty Ltd by cash, shares and/or options

Term: 3 years from 1 September 2021

Review: The Company will review the remuneration package annually.

Termination without cause by either party: Three (3) months' notice (or payment in lieu) plus the maximum amounts payable under section 200F and 200G of the *Corporations Act*.

Material Terms of Non-Executive Director Remuneration for Dr Richard Petty:

Commencement date: 3 August 2019

Parties: Ever Wise Ventures Ltd for the appointment of Dr Richard Petty

Service type: Non-Executive Director

Service description: A non-executive director role.

Director's fees: \$60,000 per annum to August 2021 and \$100,000 per annum from 1 September 2021.

Payment: Payable to Ever Wise Ventures Ltd by cash, shares and/or options

Material Terms of Non-Executive Director Remuneration for Dr Nigel Finch:

Commencement date: 3 September 2018

Parties: Saki Partners (Services) Pty Ltd for the appointment of Dr Nigel Finch

Service type: Non-Executive Director

Service description: A non-executive director role. However, in addition to duties as non-executive director, the Company may engage Dr Finch to provide consultancy services from time to time.

Director's fees: \$60,000 + GST per annum to 31 August 2021 and \$100,000 per annum + GST from 1 September 2021.

Payment: Payable Saki Partners (Services) Pty Ltd by cash, shares and/or options

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 2, 3 & 4.

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 2, 3 & 4 other than in respect of the proposed issue of Shares to him or his nominee.

Resolution 2

Mr John Conidi expresses no opinion and makes no recommendation in respect of the issue of the Shares 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 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,
- (iii) recognises the contribution Mr Conidi 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.

Resolution 3

Dr Nigel Finch expresses no opinion and makes no recommendation in respect of the issue of the Shares 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 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:

- (v) provides an incentive to Dr Finch linked to the future success of the Company,
- (vi) is a fair and reasonable alternative to additional cash payment of Director's fees,
- (vii) recognises the contribution Dr Finch has and will continue to make to the Company, and

- (viii) is in line with the remuneration benefits paid to directors of other companies operating in the Company's industry.

Resolution 4

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 4.

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 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.

3. Resolution 5 – Proposed Issue of Shares to Saki Partners (Services) Pty Ltd for Services Provided

Background

The Company proposes to issue 24,666,667 Shares to Saki Partners (Services) Pty Ltd in lieu of accounting service fees. The Shares will be issued at \$0.0015 each. The total dollar amount of the accounting service fees is \$37,000 (including GST) and covers the period 1 November 2021 to 30 April 2022. 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 originally entered into a Consulting Services Agreement on 1 January 2021 and revised on 1 September 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.

Shareholder approval is sought pursuant *Listing Rule 10.11*.

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 5 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 5 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 5.

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 November 2021 to 30 April 2022.

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*.

Resolution 5 seeks the required Shareholder approval to the Issue under and for the purposes of *Listing Rule 10.11*.

If Resolution 5 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. The Issue of Shares to Saki Partners (Services) Pty Ltd for accounting services is a separate matter that does not relate to director services performed by Dr Nigel Finch.

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 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 5:

(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 24,666,667 Shares equivalent to \$37,000 (including GST) for accrued accounting service fees for the period 1 November 2021 to 30 April 2022. The issue is not intended to remunerate Dr Finch 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 one month after the Meeting.

(d) Issue price

Shares will be issued at \$0.0015 each.

(e) Consulting Service Agreement

The Company originally entered into a Consulting Services Agreement on 1 January 2021 and revised on 1 September 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.

(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 accounting service fees for the period 1 November 2021 to 30 April 2022.

(g) Terms of the securities

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

(h) 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 5.

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 5.

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.

4. Resolutions 6 & 7 – Granting of 80,000,000 Adviser Options

As detailed in Resolution 1, on 16 December 2021 the Company announced that it had completed a placement raising \$545,000 through the issue of 363,333,333 Shares at \$0.0015 per Share (**December Placement**).

The Company engaged Cumulus Wealth Pty Ltd and Philip John Cawood (together, the **Advisers**) to act as advisers in connection with the December Placement. The Advisers provided the Company with capital markets consulting and advisory services in relation to the December Placement, including introducing a number of sophisticated and professional investors to the Company, and marketing the placement to investors.

As consideration for the advisory services provided by the Advisers, the Company agreed to issue an aggregate of 80,000,000 unlisted options to the Advisers (and/or their nominees) (**Adviser Options**), with a 24-month expiry from the date of issue and an exercise price \$0.002 (0.2 cents per share) per option to independent advisers as part of the placement. The Adviser Options will be issued subject to shareholder approval of Resolutions 6 and 7. The exercise price of \$0.002 represents a 9.09% discount to the 15-day VWAP as at the date of the December Placement. The Adviser Options have no vesting conditions, and upon exercise, each Option will convert to one new fully paid ordinary share in the Company.

The Company proposes to issue 30,000,000 unlisted Adviser Options to Cumulus Wealth Pty Ltd (and/or its nominee) and 50,000,000 unlisted Adviser Options to Philip John Cawood for the reasons set out in this Explanatory Statement.

The Company considers that the grant of the Adviser Options to the Advisers (and/or their nominees) in connection with capital markets advisory services for the December Placement is a cost effective and efficient method of payment for these services, and is consistent with the strategic goals of the Company.

Neither of the Advisers are related parties of the Company.

Listing Rules

Listing Rule 7.1 provides that (subject to certain exceptions, none of which are relevant here) prior approval of shareholders is required for an issue of securities by a company if the securities will, when aggregated with the securities issued by the company during the previous 12 months, exceed 15% of the number of the ordinary securities on issue at the commencement of that 12-month period.

Listing Rule 7.1A provides that eligible entities may, subject to shareholder approval by special resolution, issue equity securities up to 10% of its issued capital over a period of 12 months after the annual general meeting. Shareholder approval was obtained pursuant to *Listing Rule 7.1A* on 8 November 2021. No Shares were issued under *Listing Rule 7.1A* in the December Placement and accordingly there is no requirement to refresh the existing additional 10% placement capacity provided under *Listing Rule 7.1A*.

Listing Rule 7.4 sets out the procedure and effect of Shareholder approval of a prior issue of securities and provides that where shareholders in a general meeting ratify a previous issue of securities made without approval under *Listing Rule 7.1*, provided that the previous issue of securities did not breach *ASX Listing Rule 7.1*, those securities shall be deemed to have been made with shareholder approval for the purposes of *Listing Rule 7.1*.

By approving the Adviser Options issues, the Company will retain the flexibility to issue equity securities in the future up to the 15% placement capacity set out in *ASX Listing Rule 7.1* (and an additional 10% under *Listing Rule 7.1A*) without the requirement to obtain prior Shareholder approval.

Purpose

The purpose of Resolutions 6 & 7 is to seek shareholder approval for the unlisted options to be issued to Cumulus Wealth Pty Ltd (30 million) and Philip John Cawood (50 million), so that both or individually, these issues will not use the Company's placement capacity under *Listing Rule 7.1*.

These unlisted options will not expire until two (2) years from their issue date, therefore the Board has not determined how funds from their exercise would be used, except for general working capital and help to fund the Company's strategic priorities at the relevant time if that occurs.

Technical Information required by Listing Rule 14.1A

Resolution 6

If Resolution 6 is passed, then the Company will be able to issue the 30,000,000 unlisted Adviser Options to Cumulus Wealth Pty Ltd (and/or its nominee(s)) without adversely impacting its placement capacity under *Listing Rule 7.1*.

If Resolution 6 is NOT passed, then the Company may either:

- (a) To the extent that it has available placement capacity under *Listing Rule 7.1*, issue the options using this placement capacity; or
- (b) Make an equivalent cash payment to Cumulus Wealth Pty Ltd in lieu of the issue of options. The amount of the cash payment would be \$60,000, being the deemed value of the options as determined by the Company.

Should the Company issue the options in accordance with sub-paragraph (a) above, its placement capacity under *Listing Rule 7.1* will be reduced by the corresponding number of options. This will decrease the number of equity securities the Company can issue without shareholder approval over the 12-month period following the date of issue of the options.

Resolution 7

If Resolution 7 is passed, then the Company will be able to issue the 50,000,000 unlisted Adviser Options to Philip John Cawood without adversely impacting its placement capacity under *Listing Rule 7.1*.

If Resolution 7 is NOT passed, then the Company may either:

- (a) To the extent that it has available placement capacity under *Listing Rule 7.1*, issue the options using this placement capacity; or
- (b) Make an equivalent cash payment to Philip John Cawood in lieu of the issue of options. The amount of the cash payment would be \$100,000, being the deemed value of the options as determined by the Company.

Should the Company issue the options in accordance with sub-paragraph (a) above, its placement capacity under *Listing Rule 7.1* will be reduced by the corresponding number of options. This will decrease the number of equity securities the Company can issue without shareholder approval over the 12-month period following the date of issue of the options.

Technical information required by ASX Listing Rule 7.3

For the purposes of *ASX Listing Rule 7.3*, the following information is provided:

Allottees: 30,000,000 unlisted Adviser Options to be issued to Cumulus Wealth Pty Ltd (and/or its nominee) and 50,000,000 unlisted Adviser Options to be issued to Philip John Cawood.

Cost: unlisted Adviser Options to be granted for nil consideration for services provided as independent advisers to the December Placement.

Timing: The Company intends to issue the Adviser Options as soon as reasonably practicable after the Meeting, or in any event within three months after the date of the Meeting. The unlisted Adviser Options are intended to be issued in a single batch.

No funds raised: nil additional funds are to be raised as the result of the issue of the unlisted Adviser Options.

Conversion Right: One unlisted Adviser Option entitles its holder to subscribe for one fully paid ordinary Share upon exercise.

Exercise Price: amount payable upon exercise of each unlisted Adviser Option will be \$0.002 (0.2 cents per share).

Expiration Period: The Adviser Options expire at 5.00pm (AEDT) on 28 February 2024.

Other T&Cs: Several rules and conditions that apply to the grant of the unlisted Adviser Options are more general in nature. These are included have been included in the terms and conditions in Annexure A of this Notice of Meeting.

Directors Recommendations

Each of the Directors recommend that Shareholders vote in favour of the issue of unlisted Adviser Options to Cumulus Wealth Pty Ltd (and/or its nominee) and Philip John Cawood for the reasons set out in this Explanatory Statement.

5. Resolutions 8, 9 & 10 – Issue of performance rights to Directors

Background

As announced to the market on 24 November 2021, the Company is proposing to issue a total of 200,000,000 performance rights (**Director Performance Rights**) to its Directors John Conidi, Nigel Finch and Richard Petty (**Eligible Directors**) under the Company's Long Term Incentive Plan (**LTIP**) (the **Performance Rights Issue**).

Listing Rule 10.14 provides that a listed company must not permit any of the following persons to acquire equity securities under an employee incentive scheme:

- 10.14.1 a director of the company;
- 10.14.2 an associate of a director of the company; or
- 10.14.3 a person whose relationship with the company or a person referred to in Listing Rule 10.14.1 or 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by its shareholders,

unless it obtains the approval of its shareholders.

The Performance Rights Issue falls within *Listing Rule 10.14.1* above, and therefore requires the approval of the Company's Shareholders under *Listing Rule 10.14*. Resolutions 8, 9 and 10 seek the required Shareholder approval for the Performance Rights Issue under and for the purposes of *Listing Rule 10.14*.

If Resolutions 8, 9 and 10 are passed, the Company will be able to proceed with the Performance Rights Issue, and the Shares will be issued to the Eligible Directors as soon as practicable after the meeting (or in any event, within three years from the date of the Meeting).

If Resolutions 8, 9 and 10 are NOT passed, the Company will not be able to proceed with the Performance Rights Issue, in accordance with *Listing Rule 10.14*.

Approval pursuant to *ASX Listing Rule 7.1* is not required in order to issue the Director Performance Rights, as approval is being obtained under *ASX Listing Rule 10.14*. As such, if Shareholder approval is received for Resolutions 8, 9 and 10, the issue of the Director Performance Rights will not be deducted from the Company's 15% placement capacity for the purposes of *ASX Listing Rule 7.1*.

Corporations Act

For the purposes of Chapter 2E of the *Corporations Act*, the Eligible Directors are related parties of the Company, and the issue of performance rights to them constitutes the provision of a "financial benefit" by Company.

The giving of a financial benefit to a related party of a public company is prohibited by Chapter 2E of the *Corporations Act*, unless the benefit is given with the approval of shareholders or where an exception applies. One exception to the general rule is where the benefit constitutes "reasonable remuneration" in respect of the duties and responsibilities of the related party in the management of the public company.

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*.

Long Term Incentive Plan

The LTIP was approved by the Board of the Company on 18 January 2022. A summary of the key provisions of the Company's LTIP is set out in Annexure B of this Notice.

ASX Listing Rule 7.2 Exception 13 states that an entity can issue securities under its employee incentive scheme (i.e. the LTIP) without using its 15% placement capacity if, within 3 years before the issue date, the entity's LTIP was approved by its ordinary Shareholders.

The Company has determined that, at present, only its Directors (Mr John Conidi, Dr Nigel Finch and Dr Richard Petty) are eligible to participate in the LTIP. Accordingly, any grant of securities under the LTIP must be approved by Shareholders under *Listing Rule 10.14*. This means that any issue of securities under the LTIP will not be deducted from the Company's *Listing Rule 7.1* placement capacity, as they will have received shareholder approval. As such, the Company does not intend to rely on *Listing Rule 7.2 Exception 13* when issuing securities under the LTIP.

In light of the above, at this time the Company is not seeking Shareholder approval of the LTIP, for the purposes of *ASX Listing Rule 7.2 Exception 13*.

Terms of performance rights

Number of performance rights

The Company proposes to issue a total aggregate number of 200,000,000 performance rights to the Eligible Directors, as follows:

- Mr John Conidi: 75,000,000 performance rights;
- Dr Nigel Finch: 75,000,000 performance rights; and
- Dr Richard Petty: 50,000,000 performance rights

Vesting conditions

The performance rights will vest in tranches, subject to the Eligible Directors' achievement of certain performance hurdles, as well as their continuing directorship at the time of the relevant performance hurdle being met (**Vesting Conditions**).

The performance hurdles relate to the growth of the Company, which will be measured by reference to the Company's market capitalisation. A summary of the performance hurdles, and the number of performance rights attaching to each one, is as follows:

Performance hurdle	Number of performance rights to vest upon satisfaction of the performance hurdle		
T3D market capitalisation	Mr John Conidi	Dr Nigel Finch	Dr Richard Petty
\$20 million	15 million	15 million	10 million
\$40 million	15 million	15 million	10 million
\$60 million	15 million	15 million	10 million
\$80 million	15 million	15 million	10 million
\$100 million	15 million	15 million	10 million

The vesting of each of tranche of performance rights will also be conditional on each Eligible Director being a Director of the Company at the time of the relevant performance hurdle is met.

Exercise of performance rights

Upon satisfaction of the Vesting Conditions, the Eligible Directors will gain the right to receive one Share in the Company for each vested performance right.

Once a particular performance hurdle has been satisfied (this date being the **Vesting Date**), the relevant performance rights attaching to this hurdle will vest. In accordance with the LTIP, the Eligible Directors will have 15 years from the Vesting Date to exercise the Performance Right, following which the Performance Right will lapse.

Following the valid exercise of a vested performance right, the Company must procure the transfer of existing Shares or the issue of new Shares to each Eligible Director.

No cash consideration will be payable for the issue of the performance rights, or on the issue of the underlying Shares upon the vesting of the performance rights.

Other performance rights terms

Subject to the LTIP, the Director Performance Rights:

- (a) will not be quoted on ASX;

- (b) will not be transferable;
- (c) will not carry any voting rights or rights to dividends declared or determined by the Company;
- (d) will have no right to a return of capital on winding of the Company or in the event that the Company undertakes a reduction in capital or otherwise; and
- (e) have no right to participate in any new issues of securities undertaken by the Company.

Technical information required by ASX Listing Rule 10.15

(a) Name of recipients:

Mr John Conidi, Dr Nigel Finch, and Dr Richard Petty (or their nominee(s)), all of whom are Directors of the Company and therefore fall within *Listing Rule 10.14.1*.

(b) Number and class of securities to be issued

A total of 200,000,000 performance rights, as follows:

- Mr John Conidi: 75,000,000 performance rights;
- Dr Nigel Finch: 75,000,000 performance rights; and
- Dr Richard Petty: 50,000,000 performance rights

(c) Details of the Eligible Directors' current remuneration packages

	Consultant fees & salary (\$)	Share based payments (\$)
Mr John Conidi	NIL	\$100,000 per annum + GST
Dr Nigel Finch	NIL	\$100,000 per annum + GST
Dr Richard Petty	NIL	\$100,000 per annum (GST excluded)

(d) Number of securities previously issued to the Eligible Directors under the LTIP

No securities have previously been issued to the Eligible Directors under the LTIP.

(e) Terms of performance rights

The terms of the performance rights are set out above, under “**Terms of performance rights**”.

(f) Reason why performance rights have been selected for the issue

The Company has determined to utilise performance rights as a mechanism to provide long term incentives to the Eligible Directors, on the basis that performance rights (as compared to other types of equity securities) motivate Directors to take a long-term view of the Company's performance, and link reward to investors' experience.

(g) Value attributed to the performance rights

The face value attributed to each performance right is \$0.0040, which is based on the current market price of Company's shares.

Based on this, the deemed total value of the performance rights being issued to each Director is as follows:

- Mr John Conidi - \$300,000
- Dr Nigel Finch - \$300,000
- Dr Richard Petty - \$200,000

(h) Date of issue

Subject to Shareholder approval, the performance rights will be issued to the Eligible Directors as soon as practicable after the Meeting, or in any event within 3 years from the date of the meeting.

(i) Price

No consideration will be payable for the grant of performance rights under the LTIP to the Eligible Directors, or for the issue of underlying Shares upon vesting of the performance rights.

(j) No loans

No loans are proposed to be provided in relation to the acquisition of performance rights under Resolutions 8, 9 and 10.

(k) Summary of LTIP

A summary of the LTIP is set out in Annexure B of this Notice.

(l) Voting exclusion

A voting exclusion statement applies to each of Resolutions 8, 9 and 10, as set out in the Notice.

Details of any securities issued under the LTIP will be published in the Company's annual report relating to the period in which they were issued, along with a statement that their approval for the issue was obtained under ASX Listing Rule 10.14.

Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of securities under the LTIP after the resolution is approved, and who were not named in the notice of meeting, will not participate until approval is obtained under that Listing Rule.

Directors Recommendations

Each Director, as a recipient of the Director Performance Rights, 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 8, 9 and 10 other than in respect of the proposed issue of performance rights to him or his nominee(s).

Resolution 8

Mr John Conidi expresses no opinion and makes no recommendation in respect of the issue of the performance rights to him (and/or his nominee(s)) 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 Resolution 8.

Resolution 9

Dr Nigel Finch expresses no opinion and makes no recommendation in respect of the issue of the performance rights to him (and/or his nominee(s)) 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 Resolution 9.

Resolution 10

Dr Richard Petty expresses no opinion and makes no recommendation in respect of the issue of performance rights to him (and/or his nominee(s)) as he has a material personal interest in the outcome of Resolution 10.

Each of the other Directors recommend that Shareholders vote in favour of Resolution 10.

Glossary

In this Notice and Explanatory Statement, the following terms have the following meanings:

AEDT	Australian Eastern Daylight Time.
Annual General Meeting	the annual general meeting convened by this Notice.
ASX	ASX Limited (ACN 008 624 691) trading as the Australian Securities Exchange.
ASX Listing Rules	the ASX Listing Rules of the ASX.
Board	the board of Directors.
Chairman	the chair of the Annual General Meeting.
Closely Related Party	has the definition given to it by section 9 of the Corporations Act, and means: (a) a spouse or child of the member; (b) a child of the member's spouse; or (c) a dependant of the member or of the member's spouse; or (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the entity; or (e) a company the member controls; or (f) a person prescribed by the regulations for the purposes of this definition.
Company	333D Limited ACN 118 159 881.
Corporations Act	<i>Corporations Act 2001</i> (Cth).
Director	a director of the Company.
Exempt Investor	an investor who is exempt from disclosure requirements under s708 of the <i>Corporations Act</i> .
Explanatory Statement	the explanatory statement incorporating this Notice.
Key Management Personnel or KMP	those persons having authority and responsibility for planning, directing, and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company.
Long Term Incentive Plan or LTIP	the Company's Long Term Incentive Plan, as summarised in Annexure B.
Notice	the notice of annual general meeting accompanying the Explanatory Statement.
Proxy Form	the proxy form attached to this Notice.
Resolution	a resolution to be considered at the Annual General Meeting or contained in the Notice.
Share	a fully paid ordinary share in the capital of the Company.
Shareholder	a holder of a Share.

ANNEXURE A

Additional Terms & Conditions for the unlisted Adviser Options described in the 2022 Notice of Meeting and Explanatory Memorandum

The terms of unlisted Adviser Options (**Options**) are described broadly in the Explanatory Memorandum attached to Annexure A. These are subject to the following terms and conditions (T&Cs):

Nil Consideration: No amount is payable on the issue of an Option, and they vest immediately upon being issued.

Exercise of an Option: Unlisted options described in this Notice of Meeting are all convertible on a 1:1 basis of unlisted options in return for one (1) fully paid ordinary Share.

Exercise price: \$0.002 (0.2 cents per share).

Expiration date: The Adviser Options expire at 5.00pm (AEDT) on 28 February 2024.

Exercise Period and last exercise date: The exercise date for each option is 2-years from the date of issue. Any Options that are not exercised on or before 5.00 pm (AEDT) on the expiration date shall lapse with immediate effect.

The registered Manner of Exercise: holder of the option may only exercise each option by delivering an Exercise Notice to the Company's share registry at the time that specifies the number of Options being exercised. An Exercise Notice is permitted to be delivered at any time during the applicable Exercise Period, including by email, post, by hand, or by any other method to the Company's Share Registry or registered office. Once delivered, the Exercise Notice is not permitted to be withdrawn. Optionholders must exercise Options in blocks of no less than 100,000 unlisted options per conversion notice. If the optionholder owns less, then that number must be converted. For an Exercise Notice to be valid, the Company must receive cleared funds before the end of the applicable Exercise Period. This payment must equal the Exercise Price multiplied by the options that are subject to that Exercise Notice. If the amount of money paid is less than the Exercise Price for the number of Options to which the Exercise Notice relates, the Company may, in its discretion, elect to treat the Exercise Notice as to an Exercise of such a lower number of options as it considers lawful and practical.

Issue of Shares on exercise: On or about the 5 Trading Day after the last day of the Exercise Period, the Company must issue the number of Shares equal to the number of Options the subject of valid Exercise Notices. The new Shares issued upon the exercise of an Option will be issued fully paid. These will rank equally in all respects with the other fully paid shares from their issue date.

Constitution: Each Option holder that exercises Options is consenting to be a member of the Company and bound to its constitution.

Non-Transfer: The Options are non-transferrable.

Distributions: An Option does not confer any right to dividends or other distributions.

ANNEXURE B

Summary of the Company's Long Term Incentive Plan

General	The LTIP is intended to retain and motivate the Company's employees and directors. Under the LTIP, the Board has the discretion to offer shares or grant options or performance rights to eligible employees (which includes Directors) of the Company or a related body corporate. Both options and performance rights give a participant in the LTIP a right to acquire shares in the Company subject to the achievement of time based and/or performance based vesting conditions, with options requiring the payment of an exercise price to acquire the shares and a performance right not requiring the payment of an exercise price. The Board has the discretion to amend the rules of the LTIP (including in respect of previous awards of shares, options or performance rights) but not so as to reduce the rights of participants, except where necessary to correct obvious errors or mistakes or to comply with legal requirements or where agreed by the participant. Awards under the LTIP are made at the Board's discretion.
Eligibility	The rules allow for offers under the LTIP to be made to any employee of the Company or a related body corporate, including Directors, or such other person as the Board determines.
Issue of shares and grant of options and performance rights	Shares, options and performance rights may be issued under the LTIP subject to vesting conditions, including time and performance based hurdles. The Board determines the details of the vesting conditions attaching to shares, options and performance rights under the LTIP prior to offers of participation being made. Shares, options or performance rights will only vest (under normal circumstances) upon satisfaction of the time and performance based vesting conditions. If those conditions are not met, shares will be bought back or the options or performance rights will generally expire and not be capable of exercise. No amount is payable on the grant of options or performance rights offered under the LTIP.
Delivery of shares	Shares in the Company will be delivered to participants upon exercise of vested options or performance rights. On exercise, the Company may deliver shares by new issue or by purchasing shares for transfer to participants. No exercise price is payable on the exercise of performance rights unless otherwise determined by the Board at the date of grant.
Change of control	On a change of control of the Company, unless the Board determines otherwise, all unvested performance rights and unvested options will vest on a pro rata basis based on the proportion of the performance period in respect of those unvested performance rights and unvested options which has elapsed at the date of the change of control. The Board has discretion as to how to treat remaining unvested performance rights and unvested options.

Plan limits	Issues of shares including on exercise of options or performance rights granted under the LTIP will be subject to a cap of 5% of the issued share capital of the Company, inclusive of shares that may be issued under other employee incentive schemes of the Company for employees and Directors, but disregarding offers made outside of Australia, made under a prospectus or other disclosure document or which do not require a disclosure document.
Expiry of options and performance rights	Unless otherwise determined by the Board in its discretion, options and performance rights which have not been exercised will expire and cease to exist on the expiry date specified at the date of grant or upon the Board making a determination that the options or performance rights are to be forfeited.
Restrictions on shares forfeiture conditions	Shares, options and performance rights, and shares delivered on exercise, may be subject to forfeiture (subject to lifting at the discretion of the Board) if a participant commits any act of fraud, dishonesty or misconduct in relation to the Company or a related body corporate. In addition, the Board can decide, on the offer of shares or the grant of options or performance rights under the LTIP the circumstances under which the shares, options or performance rights are to be forfeited in additional circumstances, such as the termination or cessation of employment. Shares delivered on exercise of options or performance rights may be subject to disposal restrictions (subject to removal at the discretion of the Board).
Hedging economic exposure prohibited	Without limiting the prohibitions in Part 2D.7 of the Corporations Act (ban on hedging remuneration of key management personnel), the terms of the LTIP prohibit entering into transactions or arrangements which limit the economic risk of participating in unvested entitlements under the LTIP.



333D Limited | ABN 24 118 159 881

Proxy Voting Form

If you are attending the virtual Meeting please retain this Proxy Voting Form for online Securityholder registration.

[EntityRegistrationDetailsLine1Envelope]
[EntityRegistrationDetailsLine2Envelope]
[EntityRegistrationDetailsLine3Envelope]
[EntityRegistrationDetailsLine4Envelope]
[EntityRegistrationDetailsLine5Envelope]
[EntityRegistrationDetailsLine6Envelope]

[HolderNumber]

Holder Number:
[HolderNumber]

Your proxy voting instruction must be received by **10.00am (AEDT) on Saturday, 26th February 2022**, 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/#/login>

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

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

PHONE:

1300 288 664 (Within Australia)
+61 2 9698 5414 (Overseas)

STEP 1: Appoint Your Proxy

COMPLETE AND RETURN THIS FORM AS INSTRUCTED ONLY IF YOU DO NOT VOTE ONLINE

I/We being a Shareholder entitled to attend and vote at the Annual General Meeting of 333D Limited, to be held at **10.00am (AEDT) on Monday, 28th February 2022** hereby:

Appoint the Chairman of the Meeting (Chair) OR if you are not appointing the Chairman 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]

The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.

Unless indicated otherwise by ticking the "for","against" or "abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention.

STEP 2: Your Voting Direction

Resolutions

For Against Abstain

1.	Ratification of issue of Shares under December Placement	☐	☐	☐
2.	Approval of issue of Shares to Mr Conidi for Director's fees	☐	☐	☐
3.	Approval of issue of Shares to Dr Finch for Director's fees	☐	☐	☐
4.	Approval of issue of Shares to Dr Petty for Director's fees	☐	☐	☐
5.	Approval of issue of Shares to Saki Partners (Services) Pty Ltd for Services Provided	☐	☐	☐
6.	Granting of 30,000,000 Options to Cumulus Wealth Pty Ltd	☐	☐	☐
7.	Granting of 50,000,000 Options to Philip John Cawood	☐	☐	☐
8.	Approval for issue of Performance Rights to Mr Conidi	☐	☐	☐
9.	Approval for issue of Performance Rights to Dr Finch	☐	☐	☐
10.	Approval for issue of Performance Rights to Dr Petty	☐	☐	☐

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

STEP 3: Sign Here + Contact

SIGNATURE OF SECURITYHOLDERS – THIS MUST BE COMPLETED

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name:

[illegible]

Email Address:

[illegible]

Contact Daytime Telephone

[illegible]

Date (DD/MM/YY)

		/			/		
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By providing your email address, you elect to receive all of your communications despatched by the Company electronically (where legally permissible).

Instructions for Proxy Form

1. Your name and address

Please print your name and address as it appears on your holding statement and the Company's share register. If Shares are jointly held, please ensure the name and address of each joint shareholder is indicated. Shareholders should advise the Company of any changes. Shareholders sponsored by a broker should advise their broker of any changes. Please note you cannot change ownership of your securities using this form.

2. Appointment of a proxy

You are entitled to appoint no more than two proxies to attend and vote on a poll on your behalf. The appointment of a second proxy must be done on a separate copy of the Proxy Form. Where more than one proxy is appointed, such proxy must be allocated a proportion of your voting rights. If you appoint two proxies and the appointment does not specify this proportion, each proxy may exercise half of your votes.

If you wish to appoint the Chairman of the Annual General Meeting as your proxy, please mark the box. If you leave this section blank or your named proxy does not attend the Annual General Meeting, the Chairman will be your proxy. A proxy need not be a Shareholder.

3. Voting on Resolutions

You may direct a proxy how to vote by marking one of the boxes opposite each item of business. Where a box is not marked the proxy may vote as they choose. Where more than one box is marked on an item your vote will be invalid on that item.

4. Signing instructions

You must sign this form as follows in the spaces provided:

- **(Individual)** Where the holding is in one name, the holder must sign.
- **(Joint holding)** Where the holding is in more than one name, all of the shareholders should sign.
- **(Power of Attorney)** If you have not already lodged the Power of Attorney with the Company's share registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.
- **(Companies)** Where the company has a sole director who is also the sole company secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act) does not have a company secretary, as sole director can also sign alone. Otherwise, this form must be signed by a director jointly with either another director or a company secretary. Please indicate the office held by signing in the appropriate place.

If a representative of the corporation is to attend the meeting a "Certificate of Appointment of Corporate Representative" should be produced prior to admission.

5. Return of a Proxy Form

To vote by proxy, please complete and sign the enclosed Proxy Form (and any Power of Attorney and/or second Proxy Form) and return 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
- (d) Online by visiting <https://investor.automic.com.au/#/loginsah> and following the instructions and information provided on the enclosed Proxy Form.

so that it is received by no later than 10.00am (AEDT) on 26 February 2022. Proxy Forms received later than this time will be invalid.