



**333D LIMITED
ACN 118 159 881**

PROSPECTUS

This Prospectus contains an offer of up to 100 New Shares at an issue price of \$0.10 per New Share (**Offer**).

This Prospectus has also been prepared for the purposes of section 708A(11) of the Corporations Act, to remove any trading restrictions on Shares issued or may be issued by the Company prior to the Closing Date.

There is no general offer of Shares under this Prospectus.

**THIS IS AN IMPORTANT DOCUMENT WHICH REQUIRES YOUR IMMEDIATE
ATTENTION AND SHOULD BE READ IN ITS ENTIRETY.**

**AN INVESTMENT IN THE SECURITIES OFFERED BY THIS PROSPECTUS SHOULD BE
CONSIDERED HIGHLY SPECULATIVE IN NATURE.**

**IF YOU ARE IN DOUBT ABOUT WHAT TO DO, YOU SHOULD CONSULT YOUR
STOCKBROKER, ACCOUNTANT, SOLICITOR, OR OTHER PROFESSIONAL ADVISER.**

NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES

IMPORTANT INFORMATION

General

This Prospectus is dated 13 October 2025 and was lodged with ASIC on that date. Neither ASIC nor ASX (or their respective officers) take any responsibility for the contents of this Prospectus or the merit of the investment to which this Prospectus relates.

No New Shares will be issued on the basis of this Prospectus any later than 13 months after the date of this Prospectus (being the expiry date of this Prospectus).

A copy of this Prospectus is available for inspection at the office of the Company at Level 1, 60 Martin Place, Sydney NSW 2000 during normal business hours. The Company will provide a copy of this Prospectus to an eligible person on request. The Company will also provide copies of certain documents on request (see Section 4.2).

The New Shares offered by this Prospectus should be considered highly speculative. Please refer to Section 3 for non-exhaustive details relating to investment risks.

This Prospectus will be made available in electronic form. Eligible persons having received a copy of this Prospectus in its electronic form may, subject to applicable laws, obtain an additional paper copy of this Prospectus (free of charge) from the Company's principal place of business by contacting the Company. The Offer contemplated by this Prospectus is only available in electronic form to persons receiving an electronic version of this Prospectus within Australia.

No person is authorised to give any information or to make any representation in connection with the Offer which is not contained in this Prospectus. Any information or representation not so contained may not be relied on as having been authorised by the Company in connection with the Offer.

Updates to Prospectus

Except in each case as required by law or regulation, the Company does not intend to update this Prospectus and does not accept any obligation to provide the recipient with access to information or to provide any additional information or to correct any inaccuracies that may become apparent in the Prospectus or in any other information that may be made available concerning the Company. Potential investors should conduct their own due diligence investigations regarding the Company.

Application Form

Applications for New Shares will only be accepted on an Application Form which is attached to, or provided by the Company, with a copy of this Prospectus either in paper or electronic form. The Corporations Act prohibits any person from passing on to another person an Application Form unless it is accompanied by or attached to a complete and unaltered copy of this Prospectus.

By returning an Application Form, you acknowledge that you have received and read this Prospectus and you have acted in accordance with the terms of the Offer detailed in this Prospectus.

Continuously quoted securities

In preparing this Prospectus, regard has been had to the fact that the Company is a disclosing entity for the purposes of the Corporations Act and that certain matters may reasonably be expected to be known to investors and their professional advisers. This Prospectus is a transaction specific prospectus for an offer of continuously quoted securities (as defined in the Corporations Act) and has been prepared in accordance with section 713 of the Corporations Act. This Prospectus is intended to be read in conjunction with the publicly available information in relation to the Company which has been notified to ASX (including the Company's ASX announcements) and does not include all information that would be included in a prospectus for an initial public offering.

Exposure period

No exposure period applies to the Offer.

Speculative investment

An investment in the New Shares should be considered highly speculative. There is no guarantee that, nor forecast made of whether, the New Shares offered pursuant to this Prospectus will make a return on the capital invested, whether dividends will be paid on the New Shares or whether there will be an increase in the value of the New Shares in the future.

Prospective investors should carefully consider whether the New Shares offered pursuant to this Prospectus are an appropriate investment for them in light of their personal circumstances, including their financial and taxation position.

Refer to Section 3 for details of the key (non-exhaustive) risks applicable to an investment in the Company.

This Prospectus is intended to be read in conjunction with the publicly available information in relation to the Company which has been notified to ASX (including the Company's ASX announcements), and does not include all of the information that would be included in a prospectus for an initial public offering of securities in an entity that is not already listed on a stock exchange. Investors should therefore have regard to the other publicly available information in relation to the Company before making a decision whether or not to invest.

This Prospectus does not take into account the investment objectives, financial or taxation needs or other particular needs of any Applicant. Before making any investment in the Company, each Applicant should consider (without limitation) whether such an investment is appropriate to his/her particular needs, their individual risk profile for speculative investments, investment objectives and individual financial circumstances. If persons considering applying for New Shares have any questions, they should consult their stockbroker, solicitor, accountant or other professional adviser.

Not Investment Advice

The information detailed in this Prospectus is not investment or financial product advice and does not take into account your investment objectives, financial situation or particular needs. This Prospectus should not be construed as financial, taxation, legal or other advice. The Company is not licensed to provide financial product advice in respect of its Shares or any other financial products.

No entity or person named in this Prospectus warrants or guarantees the Company's performance, the repayment of capital by the Company or any return on investment made pursuant to this Prospectus.

Forward-looking statements

This Prospectus contains forward-looking statements which may be identified by words such as 'believes', 'estimates', 'expects', 'intends', 'may', 'will', 'would', 'could', or 'should' and other similar words that involve risks and uncertainties. These statements are based on an assessment of present economic and operating conditions, and on a number of assumptions regarding future events and actions that, as at the date of this Prospectus, are expected to take place.

Such forward-looking statements are not guarantees of future performance and involve known and unknown risks, uncertainties, assumptions and other important factors, many of which are beyond the control of the Company, the Directors and management of the Company. Past performance is not a guide to future performance. Key risks associated with an investment in the Company are detailed (non-exhaustively) in Section 3. These and other factors could cause actual results to differ materially from those expressed in any forward-looking statements.

The Company has no intention to update or revise forward-looking statements, regardless of whether new information, future events or any other factors affect the information contained in this Prospectus, except where required by law.

The Company cannot and does not give assurances that the results, performance or achievements expressed or implied in the forward-looking statements contained in this Prospectus will actually occur and investors are cautioned not to place undue reliance on these forward-looking statements.

Foreign Investors

No action has been taken to permit the offer of New Shares under this Prospectus in any jurisdiction other than Australia.

The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law and therefore persons into whose possession this document comes should seek advice on and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of those laws. This Prospectus and any accompanying Application Form do not, and are not intended to, constitute an offer of New Shares in any jurisdiction where, or to any person to whom, it would be unlawful to issue this Prospectus.

This Prospectus does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States. The New Shares have not been, and will not be, registered under the *US Securities Act of 1933 (US Securities Act)* or the securities laws of any state or other jurisdiction of the United States. Accordingly, the New Shares may not be offered or sold in the United States except in transactions exempt from, or not subject to, the registration requirements of the US Securities Act and applicable US state securities laws.

Website

No document or information (such as is included on the Company's website) is incorporated by reference into this Prospectus.

Currency

All financial amounts contained in this Prospectus are expressed as Australian dollars unless otherwise stated.

Rounding

Any discrepancies between totals and sums and components in tables contained in this Prospectus are due to rounding.

Time

All references to time in this Prospectus are references to AEDT, unless otherwise stated.

Glossary

Defined terms and abbreviations used in this Prospectus are detailed in the glossary of terms in Section 6.

CORPORATE DIRECTORY

Directors

Mr John Conidi – Executive Chairman
Dr Nigel Finch – Non-Executive Director
Dr Richard Petty – Non-Executive Director

Company Secretary

Ms Catherine O'Connor

Registered Office

Thomson Geer
'Rialto South Tower'
Level 23, 525 Collins Street,
Melbourne VIC 3000

Telephone: 02 8011 0422

Website

<http://www.333d.co/>

ASX Code: T3D

Share Registry*

Automic Pty Ltd
Level 5, 126 Phillip Street
Sydney NSW 2000

Telephone: 02 9698 5414

Auditor*

G. C. C. Business & Assurance Pty Ltd
Suite 807, 109 Pitt Street
Sydney NSW 2000

Solicitors

Thomson Geer
Level 23, Rialto South Tower
525 Collins Street
Melbourne VIC 3000

* These entities are included for information purposes only. They have not been involved in the preparation of this Prospectus.

INDICATIVE TIMETABLE*

Event	Date (2025)
Lodgement of Prospectus with ASIC and ASX	Monday, 13 October
Lodgement of Appendix 3B with ASX	Monday, 13 October
Opening Date of Offer	Monday, 13 October
Closing Date of Offer	5:00pm AEDT Monday, 20 October

* The above timetable is indicative only and may change. The Company reserves the right to amend any and all of the above dates without notice (including, without limitation, subject to the Listing Rules and the Corporations Act, to close the Offer early, to extend the Closing Date, to accept late Applications (either generally or in particular cases) or to cancel the Offer before New Shares are issued by the Company). If the Offer is cancelled before the issue of New Shares, then any Application Monies will be refunded in full (without interest) as soon as practicable in accordance with the requirements of the Corporations Act.

Table of contents

1	Details of the Offer.....	1
1.1	The Offer.....	1
1.2	Purpose of Offer.....	1
1.3	Opening and Closing Dates	2
1.4	Minimum subscription	2
1.5	Oversubscriptions	2
1.6	Not underwritten.....	2
1.7	Issue and dispatch	2
1.8	Application Monies held on trust	2
1.9	ASX quotation	2
1.10	CHESS.....	3
1.11	Applicants outside Australia	3
1.12	Withdrawal	3
1.13	Risk factors	3
1.14	Taxation implications.....	3
1.15	Privacy	3
1.16	Major activities and financial information.....	4
1.17	Application Forms	4
1.18	Acceptance of Application.....	4
1.19	Powers of the Company in relation to Applications	5
1.20	Enquiries concerning Prospectus.....	5
2	Effect of the Offer	6
2.1	Effect on Capital Structure	6
2.2	Use of funds.....	6
2.3	Effect on control	6
3	Risk Factors	7
3.1	Risks specific to the Company	7
3.2	General Risks	8
3.3	Investment speculative.....	10
4	Additional information	11
4.1	Rights and liabilities attaching to New Shares	11
4.2	Company is a disclosing entity	12
4.3	Information excluded from continuous disclosure notices	14
4.4	Determination by ASIC.....	14
4.5	Directors' interests	14
4.6	Directors' interests in securities.....	14
4.7	Directors remuneration.....	15
4.8	Substantial shareholders.....	15
4.9	Related party participation	16
4.10	Interests of Named Persons.....	16
4.11	Market price of Shares	17
4.12	Dividend policy.....	17
4.13	Costs of the Offer.....	17
4.14	Taxation implications.....	17
4.15	Litigation and claims.....	17
4.16	Consents.....	17
4.17	Electronic Prospectus	18
5	Authorisation.....	19
6	Glossary.....	20

1 Details of the Offer

1.1 The Offer

On 25 September 2025, the Company completed a placement (**Placement**) of 10 million new Shares (**Placement Shares**) at an issue price of \$0.10 per share to institutional and sophisticated investors to raise \$1 million (before costs). The Placement Shares were issued using the Company's available placement capacity under Listing Rule 7.1.

Pursuant to the terms of the subscription agreements under the Placement, the Company is required to lodge a cleansing prospectus to facilitate secondary trading of the Placement Shares.

As a result, the Company is offering, pursuant to this Prospectus, 100 Shares (**New Shares**) at an issue price of \$0.10 per New Share (**Offer**).

The issue of this Prospectus will remove trading restrictions on the Placement Shares.

The Company is only extending the Offer to specific parties upon invitation from the Directors. The Company will only provide Application Forms for the Offer to these parties.

New Shares issued under the Offer will be issued as fully paid ordinary shares in the capital of the Company and will rank equally in all respects with the existing Shares on issue. Refer to Section 4.1 for a summary of the rights and liabilities attaching to the New Shares under the Offer.

1.2 Purpose of Offer

Generally, section 707(3) of the Corporations Act requires that a prospectus is issued in order for a person to whom securities were issued without disclosure under Part 6D of the Corporations Act to on-sell those securities within twelve months of the date of their issue.

Section 708A(5) of the Corporations Act provides an exception to section 707(3) where an entity issues a 'cleansing' notice under section 708A(5). The Company has been suspended from trading on the ASX for more than five trading days in the last twelve months and, as a result, is precluded from issuing a 'cleansing' notice in accordance with section 708A(5) of the Corporations Act.

Section 708A(11) of the Corporations Act provides an exemption from the general requirement in section 707(3) of the Corporations Act where:

- (a) the relevant securities are in a class of securities of the company that are already quoted on ASX;
- (b) a prospectus is lodged with ASIC either:
 - (i) on or after the day on which the relevant securities were issued but before the day on which the sale offer is made; or
 - (ii) before the day on which the relevant securities are issued and offers of securities that have been made under the prospectus are still open for acceptance on the day on which the relevant securities were issued; and
- (c) the prospectus is for an offer of securities issued by the company that are in the same class of securities as the relevant securities.

The purpose of the Offer under this Prospectus is to comply with section 708A(11) of the Corporations Act to remove any trading restrictions that may have attached to Shares issued or to be issued by the Company on or prior to the Closing Date of the Offer so that the holders of those Shares, if they choose to, may sell those Shares within the twelve months following their issue, without the issue of a prospectus.

Accordingly, the primary purpose of this Prospectus is to comply with section 708A(11) of the Corporations Act to remove any trading restrictions on Shares that may be issued prior to the Closing Date (including, without limitation, the Placement Shares).

The purpose of this Prospectus is not to raise capital.

1.3 Opening and Closing Dates

The Company will accept Application Forms from the Opening Date of Monday, 13 October 2025 until the Closing Date of 5.00pm (AEDT) on Monday, 20 October 2025 or such other date as the Directors in their absolute discretion determine, subject to the requirements of the Listing Rules.

The above dates are indicative only and subject to change without notice. The Company may vary these dates, including to close the Offer early, extend the Closing Date for the Offer, or to withdraw the Offer at any time prior to issue of the securities. If any of the dates are changed, subsequent dates may also change.

You are encouraged to lodge your Application Form as soon as possible after the Opening Date.

1.4 Minimum subscription

There is no minimum subscription in relation to the Offer.

1.5 Oversubscriptions

The Company will not accept any oversubscriptions in relation to the Offer.

1.6 Not underwritten

The Offer is not underwritten.

1.7 Issue and dispatch

Any New Shares to be issued under the Offer are expected to be issued on or around the issue date specified in the Indicative Timetable.

It is the responsibility of Applicants to determine their allocation prior to trading in the New Shares. Applicants who sell New Shares before they receive their holding statements will do so at their own risk.

1.8 Application Monies held on trust

All Application Monies received for the New Shares will be held on trust in a bank account maintained solely for the purpose of depositing Application Monies received pursuant to this Prospectus until the New Shares are issued. All Application Monies will be returned (without interest) if the New Shares are not issued.

1.9 ASX quotation

Application for Official Quotation of the New Shares offered pursuant to this Prospectus will be no later than seven days after the date of this Prospectus.

If the New Shares are not admitted to Official Quotation by ASX before the expiration of three months after the date of issue of this Prospectus, or such period as varied by ASIC, the Company will not issue any New Shares and will repay all Application Monies for the New Shares within the time prescribed under the Corporations Act without interest (if applicable).

ASX takes no responsibility for the contents of this Prospectus. The fact that ASX may grant Official Quotation is not to be taken in any way as an indication of the merits of the Company or the New Shares.

1.10 **CHESS**

The Company participates in the Clearing House Electronic Subregister System, known as CHESS. ASX Settlement, a wholly owned subsidiary of ASX, operates CHESS in accordance with the Listing Rules and the ASX Settlement Operating Rules.

Under CHESS, Applicants will not receive a certificate but will receive a statement of their holding of New Shares. If you are broker sponsored, ASX Settlement will send you a CHESS statement.

The CHESS statement will set out the number of New Shares issued under this Prospectus and provide details of your holder identification number, the participant identification number of the sponsor and the terms and conditions applicable to the New Shares.

If you are registered on the Issuer Sponsored subregister, your statement will be dispatched by the Share Registry and will contain the number of New Shares issued to you under this Prospectus and your security holder reference number.

A CHESS statement or Issuer Sponsored statement will routinely be sent to Shareholders at the end of any calendar month during which the balance of their shareholding changes. Shareholders may request a statement at any other time, however, a charge may be made for additional statements.

1.11 **Applicants outside Australia**

This Prospectus and any accompanying Application Form do not, and are not intended to, constitute an offer of New Shares in any place or jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer or to issue this Prospectus or the New Shares. The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law and persons who come into possession of this Prospectus should observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws.

1.12 **Withdrawal**

The Directors may at any time decide to withdraw this Prospectus and the Offer, in which case, the Company will return any Application Monies (without interest) in accordance with the Corporations Act.

1.13 **Risk factors**

An investment in the New Shares should be regarded as highly speculative. In addition to the general risks applicable to all investments in listed securities, there are specific risks associated with an investment in the Company which are detailed (non-exhaustively) in Section 3.

1.14 **Taxation implications**

The Directors do not consider it appropriate to give Applicants advice regarding the taxation consequences of subscribing for New Shares under the Offer.

The Company, its advisers and its officers do not accept any responsibility or liability for any such taxation consequences to Applicants. As a result, Applicants should consult their professional tax adviser in connection with subscribing for New Shares under the Offer.

1.15 **Privacy**

The Company collects information about each Applicant provided on an Application Form for the purposes of processing the Application and, if the Application is successful, to administer the Applicant's security holding in the Company. Such information may be used to assess your Application, service your needs as a holder of Shares, provide facilities and services that you request and carry out appropriate administration.

By submitting an Application Form, each Applicant agrees that the Company may use the information provided by an Applicant on the Application Form for the purposes set out in this privacy disclosure statement and may disclose it for those purposes to the Share Registry, the Company's related bodies corporate, agents, contractors and third party service providers, including mailing houses and professional advisers, and to ASX and regulatory authorities, or as otherwise permitted under the *Privacy Act 1988* (Cth) (as amended).

The information may also be used from time to time by, and disclosed to, persons inspecting the register, bidders for securities in the context of takeovers, regulatory bodies, including the Australian Taxation Office, authorised securities brokers, print service providers, mail houses and the Share Registry.

If you do not provide the information required on the Application Form, the Company may not be able to accept or process your Application.

Shareholders can access, correct and update the personal information that the Company holds about them by contacting the Company or the Share Registry at the relevant contact numbers detailed in this Prospectus. A fee may be charged for access. Collection, maintenance and disclosure of certain personal information is governed by legislation including the *Privacy Act 1988* (Cth) (as amended), the Corporations Act and certain rules such as the ASX Settlement Operating Rules.

1.16 Major activities and financial information

A summary of the major activities and financial information relating to the Company can be found in the Company's consolidated financial statements for the year ended 30 June 2025 lodged with ASX on 28 August 2025 (**FY25 Financial Report**). The Company has issued continuous disclosure notices (i.e., ASX announcements) since the lodgement of its FY25 Financial Report.

The Company's continuous disclosure notices (i.e., ASX announcements) since the lodgement of the Annual Report are listed in Section 4.2.

Copies of these documents are available free of charge from the Company. The Directors strongly recommend that Applicants review these and all other announcements prior to deciding whether or not to participate in the Offer.

1.17 Application Forms

The Company will send this Prospectus, together with an Application Form, to selected persons whom the Directors determine are eligible to participate in the Offer.

If you are selected by the Directors and you wish to subscribe for New Shares pursuant to the Offer, you should complete and return the Application Form, which will be provided with a copy of this Prospectus by the Company at the Directors' discretion, in accordance with the instructions in the Application Form.

If you are in doubt as to the course of action, you should consult your professional advisor.

The Company reserves the right to reject any Application or to issue a lesser number of New Shares than those applied for. Where the number of New Shares issued is less than the number applied for, any surplus Application Monies will be refunded (without interest) in accordance with the Corporations Act.

Completed Application Forms must be received by the Company prior to the Closing Date.

1.18 Acceptance of Application

Acceptance of a completed Application Form by the Company creates a legally binding contract between the Applicant and the Company for the number of New Shares accepted by the Company. The Application Form does not need to be signed to be a binding Application.

If the Application Form is not completed correctly, it may still be treated as valid. The Directors' decision as to whether to treat the Application Form as valid and how to construe, amend or complete the Application Form is final.

By completing and returning an Application Form, Applicants will be deemed to have represented and warranted on behalf of themselves or each person on whose account they are acting, that the law in their place of residence and/or where they have been given the Prospectus does not prohibit them from being given the Prospectus and that they:

- (a) agree to be bound by the terms of the Offer;
- (b) declare that all details and statements in the Application Form are complete and accurate;
- (c) declare that they are over 18 years of age and have full legal capacity and power to perform all their rights and obligations under the Application Form;
- (d) authorise the Company and its respective officers or agents, to do anything on their behalf necessary for the New Shares to be issued to them;
- (e) acknowledge that the information contained in, or accompanying, the Prospectus is not investment or financial product advice or a recommendation that the securities are suitable for them given their investment objectives, financial situation or particular needs; and
- (f) acknowledge that the New Shares have not, and will not be, registered under the securities laws in any other jurisdictions outside Australia.

1.19 Powers of the Company in relation to Applications

There is no assurance that any Applicant will be allocated any New Shares, or the number of New Shares for which the Applicant has applied. Without limitation, the Directors may in their absolute discretion, without notice to any Applicant and without giving any reason:

- (a) withdraw the Offer at any time before the issue of New Shares to successful Applicants;
- (b) decline an Application;
- (c) accept an Application for its full amount or any lower amount;
- (d) determine a person to be eligible or ineligible to participate in the Offer;
- (e) waive or correct any errors made by an Applicant in completing their Application Form;
- (f) amend or waive the Offer application procedures or requirements in compliance with applicable laws; or
- (g) aggregate any Applications that they believe may be multiple Applications from the same person.

1.20 Enquiries concerning Prospectus

Enquiries relating to this Prospectus should be directed to the Company's CEO and Managing Director, John Conidi, at john@333d.co.

2 Effect of the Offer

2.1 Effect on Capital Structure

The effect of the Offer on the capital structure of the Company, assuming the maximum number of New Shares are issued pursuant to the Offer, will be to increase the number of Shares on issue from 198,853,810 Shares to 198,853,910.

Assuming that no further Shares are issued and none of the existing Performance Rights are exercised, the effect of the Offer on the Company's issued capital as at the date of this Prospectus is as shown in the following table:

	Shares	Performance Rights
Securities on issue as at the date of this Prospectus	198,853,810	6,666,667
New Shares to be issued under the Offer	100	Nil
Total	198,853,910	6,666,667¹

Note:

- 1 Refer to the Company's notice of meeting dated 18 October 2023 and lodged with ASX on that date for further information.

2.2 Use of funds

No material funds will be raised from the Offer pursuant to this Prospectus as the issue of the New Shares pursuant to this Prospectus would raise a nominal amount of \$10.00 (before costs).

After paying for the expenses of the Offer, there will be nil proceeds from the Offer. The expenses of the Offer exceeding \$10.00 (being the amount raised if the Offer is fully subscribed) will be met from the Company's existing cash reserves. The Offer will otherwise have a minimal effect on the Company's financial position, being receipt of funds of \$10.00 (before costs).

On 25 September 2025, the Company completed the Placement to raise \$1 million (before costs) from the issue of Placement Shares under the Placement. As announced on 16 September 2025, the Company intends to use funds raised under the Placement (less costs) towards material upgrades and developments to the Company's digital asset management platform through which the Company provides services. Specifically, the funds will be applied towards software development fees, licence fees and hardware and equipment costs in connection with the upgrade and development works.

The above is a statement of current intentions at the date of this Prospectus Date. Intervening events and new circumstances have the potential to affect the manner in which the funds are ultimately applied. The Board reserves the right to alter the way the funds are applied on this basis.

2.3 Effect on control

The Company considers that the Offer will not affect the control (as defined by section 50AA of the Corporations Act) of the Company. The Company's issued capital will increase by a maximum of 100 Shares as a result of the Offer. No person, as a result of the Offer, will increase their Voting Power in the Company:

- (a) from 20% or below to more than 20% of issued Shares of the Company; or
- (b) from a starting point that is above 20% and below 90% of issued Shares of the Company.

3 Risk Factors

The New Shares are considered highly speculative and carry no guarantee with respect to the payment of dividends or returns of capital. An investment in the Company is not risk free and the Directors strongly recommend that potential investors consult their professional advisers and consider the risks described below, together with information contained elsewhere in this Prospectus, before deciding whether to apply for New Shares.

The following list of risks ought not to be taken as exhaustive of all the risks faced by the Company or by Shareholders. The proposed future activities of the Company are subject to a number of risks and other factors which may impact its future performance. Some of these risks can be managed and mitigated by planning and the use of safeguards and appropriate controls. However, many of the risks are outside the control of the Company or the Directors and cannot be mitigated.

3.1 Risks specific to the Company

(a) Going concern risk

The Company notes the material uncertainty related to going concern in the auditor's report to the members regarding the Company's financial statements for the year ended 30 June 2025 in the FY25 Financial Report. Specifically, the auditor draws attention to Note 3 to those financial statements, which indicates that the Company incurred a profit of \$143,777 and had net cash inflows from operating activities amounting of \$70,681 for the year ended 30 June 2025, and that, as of that date, the Company had net liabilities of \$44,963 and net current liabilities of \$31,472. These factors indicated a material uncertainty which may cast significant doubt as to whether the Company will continue as a going concern and therefore whether it will realise its assets and extinguish its liabilities in the normal course of business and at the amounts stated in the financial report. As stated in Note 3 to the FY25 Financial Report, the Directors assessed that there are reasonable grounds to believe the consolidated entity will be able to continue as a going concern after considering that the Executive Chairman and director had committed to providing the Company with the financial support and assistance to meet its working capital obligations, as and when they fall due for a period of not less than 12 months from the date the FY25 Financial Report was signed.

(b) Bitcoin treasury management risk

In focusing on its digital management strategy, the Company adopted a treasury management strategy and policy for the purposes of long term strategic treasury allocational and operational settlement, which includes the Company acquiring Bitcoin.

Exposure to Bitcoin involves substantially higher risk when compared to traditional investments due to its speculative nature and volatility. Market factors that may drive changes in Bitcoin prices, including global or regional political, economic or financial events and situations (including major market disruptions in equity or commodity markets), general economic conditions (including interest rates, monetary policy, inflation rate expectations, trade restrictions), currency exchange rates, the regulatory environment relating to digital assets and digital asset service providers, the supply and demand of Bitcoin (which may be influenced by numerous factors including the adoption and use of Bitcoin, growth of the relevant digital asset economy and the security of trading platforms), liquidity of Bitcoin markets, levels of speculative interest, investment and trading activities of large investors that invest directly or indirectly in digital assets, mining or staking activity, the level of activity in the derivatives market for Bitcoin and confidence in the Bitcoin network, can all be expected to influence the value of the Company's Bitcoin assets.

Although the Company's Bitcoin policy requires that all investments be conducted via regulated, reputable exchanges or institutional grade brokers with appropriate compliance, sets out certain custody and security arrangements and other investment

limitations, there can be no guarantee that the Company's Bitcoin acquisitions will earn a positive return over any time period.

(c) **Principal activities**

The Company's revenue is generated primarily via the use of 3D printing technology and library of digital asset, to provide licensed merchandise for various sports leagues and entertainment organisations in Australia and around the world from its online retail and third-party wholesale sales channels. The Company also generates revenue from its 3D printing and design services, which it provides on a bureau basis.

(d) **Dependence upon key personnel**

The Company depends on the talent and experience of its personnel, and it may be difficult to replace them, or to do so in a timely manner or at comparable expense. The loss of services of one or more senior executives may have an adverse effect on the Company's operations.

(e) **Future capital requirements**

The Company is generally loss making and the Company will require substantial additional financing in the future to sufficiently fund its operations, development and manufacturing. Any additional equity financing may be dilutive to shareholders (who may not have the opportunity to participate in that raising), and may be undertaken at lower prices than any prior offer prices. Should the Company require additional funding, there can be no assurance that additional financing will be available on acceptable terms or at all. Any inability to obtain additional financing, if required, would have a material adverse effect on the Company's business, financial condition and results of operations. The Company's actual cash requirements may vary from those now planned and will depend upon many factors, including the continued progress of its activities and development programs.

(f) **Key customer risk**

The Company relies on a small but key number of customer contracts and arrangements. There can be no assurance that key customer contracts or arrangements will continue, or where formal contracts exist, will be renewed upon their expiration or that the terms of any renewal will be as favourable to the Company as the terms of the current arrangements.

The loss of a significant portion of these customers and suppliers, a significant reduction in sales to customers, or a significant change in the commercial terms of the relationships with these customers and suppliers could have a material adverse impact on the Company's financial performance and prospects.

(g) **Contractual risk**

Any dispute or breakdown in the relationship between the Company and counterparties to its contracts, could adversely impact the business if the Company is in breach of any of its agreements and its counterparties seek to pursue the Company for breach of contract or enforce security interests against the Company's assets (and conversely the Company depends on such counterparties performing their obligations under such agreement).

3.2 **General Risks**

The following risks have been identified as being some general risks associated with an investment in the Company, noting its publicly listed status:

(a) **Economic risks**

The operating and financial performance of the Company is influenced by a variety of general economic and business conditions, including levels of consumer spending, inflation, interest rates, access to debt and capital markets, international economic

conditions, significant acts of terrorism, hostilities or war or natural disasters, and government fiscal, monetary and regulatory policies. Prolonged deterioration in general economic conditions may have an adverse impact on the Company's business or financial condition. No guarantee can be made that the Company's market performance will not be adversely affected by any such market fluctuations or factors.

(b) Market conditions

An investment in the Company's Shares has the general risks associated with any investment in the share market. Returns from an investment in Shares will depend on general stock market conditions as well as the performance of the Company. The market price of the Company's Shares can fall as well as rise and may be subject to varied and unpredictable influences on the market for equities in general. The trading price of the Company's Shares may be subject to fluctuations in response to factors such as actual or anticipated variations in the Company's operating results, announcements of new contracts by the Company or its competitors, announcements by the Company or its competitors of significant acquisitions, technological developments, capital commitments, additions or departures of key personnel and other events or factors, many of which are beyond the Company's control.

Further, general share market conditions may affect the value of the Company's quoted securities regardless of the Company's operating performance. Share market conditions are affected by many factors such as: general economic outlook; interest rates and inflation rates; currency fluctuations; changes in investor sentiment; the demand for, and supply of, capital; and terrorism or other hostilities. Neither the Company nor the Directors warrant the future performance of the Company or any return on an investment in the Company.

(c) Liquidity risk

The market for the Company's Shares may be illiquid. As a consequence, investors may be unable to readily exit or realise their investment.

(d) Force majeure

The Company's contracts now or in the future may be adversely affected by risks outside the control of the Company including labour unrest, civil disorder, war, subversive activities or sabotage, fires, floods, explosions or other catastrophes, pandemics, epidemics or quarantine restrictions.

(e) Taxation and government regulations

Changes in taxation and government legislation in a range of areas (for example, the Corporations Act, accounting standards, and taxation law) can have a significant influence on the outlook for companies and the returns to investors. The recoupment of taxation losses accrued by the Company from any future revenues is subject to the satisfaction of tests outlined in taxation legislation or regulations in the jurisdictions in which the Company operates. There is no guarantee that the Company will satisfy all of these requirements at the time it seeks to recoup its tax losses which may impact on the financial performance and cash flows of the Company.

(f) Litigation risk

The Company is not currently engaged in any litigation. However, the Company is exposed to the risk of actual or threatened litigation or legal disputes in the form of customer claims, intellectual property claims, personal injury claims, employee claims and other litigation and disputes. If any claim was successfully pursued it may adversely impact the financial performance, financial position, cash flow, share price and/or industry standing of the Company.

(g) Insurance risk

The Company intends to insure its operations in accordance with industry practice. However, in certain circumstances, the Company's insurance may not be of a nature or level to provide adequate insurance cover. The occurrence of an event that is not covered or fully covered by insurance could have a material adverse effect on the business, financial condition and results of the Company.

3.3 Investment speculative

The above list of risk factors ought not to be taken as exhaustive of the risks faced by the Company or by investors in the Company.

The above factors, and others not specifically referred to above, may in the future materially affect the financial performance of the Company and the value of the New Shares offered under this Prospectus. Therefore, the New Shares to be issued pursuant to this Prospectus carry no guarantee with respect to the payment of dividends, returns of capital or the market value of those New Shares. Potential investors should consider that the investment in the Company is highly speculative and should consult their professional adviser before deciding whether to apply for New Shares pursuant to this Prospectus.

4 Additional information

4.1 Rights and liabilities attaching to New Shares

A summary of the rights attaching to New Shares is detailed below. The New Shares will rank *pari passu* in all respects with existing Shares. This summary is qualified by the full terms of the Constitution (a full copy of the Constitution is available from the Company on request free of charge) and does not purport to be exhaustive or to constitute a definitive statement of the rights and liabilities of Shareholders. These rights and liabilities can involve complex questions of law arising from an interaction of the Constitution with statutory and common law requirements. For a Shareholder to obtain a definitive assessment of the rights and liabilities which attach to Shares in any specific circumstances, the Shareholder should seek legal advice.

(a) Voting at a general meeting

At a general meeting of the Company, every Shareholder present in person or by proxy, representative or attorney has one vote on a show of hands and, on a poll, one vote for each Share held.

(b) Meeting of members

Each Shareholder is entitled to receive notice of, attend and vote at general meetings of the Company and to receive all notices, accounts and other documents required to be sent to Shareholders under the Constitution, Corporations Act and Listing Rules.

(c) Dividends

The Board may from time to time resolve to pay dividends to Shareholders and fix the amount of the dividend, the time for determining entitlements to the dividend and the timing and method of payment.

(d) Transfer of shares

Subject to the Constitution, Shares may be transferred by a proper transfer effected in accordance with ASX Settlement Operating Rules, by a written instrument of transfer that complies with the Constitution or by any other method permitted by the Corporations Act, Listing Rules or ASX Settlement Operating Rules. The Board may refuse to register a transfer of Shares where the transfer is not in registrable form, the Company has a lien over any of the Shares transferred, and where otherwise permitted to do so under the Corporations Act, Listing Rules or ASX Settlement Operating Rules. The Board must refuse to register a transfer of Shares when required by the Corporations Act, Listing Rules or ASX Settlement Operating Rules.

(e) Issue of further shares

Subject to the Corporations Act, Listing Rules and ASX Settlement Operating Rules and any rights and restrictions attached to a class of shares, the Company may issue, or grant options in respect of further Shares on such terms and conditions as the Board resolves.

(f) Winding up

If the Company is wound up, the liquidator may, by way of special resolution:

- (i) divide among the members in kind the whole or any part of the property of the Company and may for that purpose set such value as he considers fair upon any property to be so divided and may determine how the division is to be carried out as between the members or different classes of members; and / or
- (ii) vest the whole or any part of such property in trustees upon such trusts for the benefit of the contributories as the liquidator thinks fit, but so that no member

is compelled to accept any shares or other securities in respect of which there is any liability.

(g) Unmarketable parcels

Subject to the Corporations Act, Listing Rules and ASX Settlement Operating Rules, the Company may sell the Shares of a Shareholder who holds less than a marketable parcel of Shares.

(h) Share buy backs

Subject to the Corporations Act, Listing Rules and ASX Settlement Operating Rules, the Company may buy back Shares in itself on terms and at times determined by the Board.

(i) Variation of class rights

Subject to the Corporations Act and the terms of issue of a class of shares, the rights attaching to any class of shares may be varied or cancelled:

- (i) with the consent in writing of the holders of 75% of the issued shares included in that class; or
- (ii) by a special resolution passed at a separate meeting of the holders of those shares.

4.2 Company is a disclosing entity

The Company is a 'disclosing entity' (as defined in section 111AC of the Corporations Act) for the purposes of section 713 of the Corporations Act, and, as such, is subject to regular reporting and disclosure obligations. Specifically, like all ASX-listed companies, the Company is (subject to certain exceptions) required to continuously disclose any information it has to the market which a reasonable person would expect to have a material effect on the price or the value of the Company's securities. The Shares have been quoted on the official list of the ASX during the three months prior to the issue of this Prospectus.

This Prospectus is a 'transaction specific prospectus' to which the special content rules under section 713 of the Corporations Act apply. That provision allows the issue of a more concise prospectus in relation to an offer of securities, or options to acquire securities, in a class which has been continuously quoted by ASX in the three months prior to the date of the prospectus. In general terms 'transaction specific prospectuses' are only required to contain information in relation to the effect of the issue of new Shares on the Company and the rights and liabilities attaching to the new Shares. It is not necessary to include general information in relation to all of the assets and liabilities, the financial position, profits and losses or prospects of the issuing company.

This Prospectus is intended to be read in conjunction with the publicly available information in relation to the Company which has been notified to ASX, and does not include all of the information that would be included in a prospectus for an initial public offering of securities in an entity that is not already listed on a stock exchange. Investors should therefore have regard to the other publicly available information in relation to the Company before making a decision whether or not to invest.

Having taken such precautions and having made such enquires as are reasonable, the Company believes that it has complied with the general and specific requirements of ASX as applicable from time to time throughout the three months before the issue of this Prospectus which required the Company to notify ASX of information about specified events or matters as they arise for the purpose of ASX making that information available to the stock market conducted by ASX.

Information that is already in the public domain has not been reported in this Prospectus other than that which is considered necessary to make this Prospectus complete.

The Company, as a disclosing entity under the Corporations Act states that:

- (a) it is subject to regular reporting and disclosure obligations;
- (b) copies of documents lodged with the ASIC in relation to the Company (not being documents referred to in section 1274(2)(a) of the Corporations Act) may be obtained from, or inspected at, the offices of the ASIC; and
- (c) it will provide a copy of each of the following documents, free of charge, to any person on request between the date of issue of this Prospectus and the Closing Date (inclusive of both dates):
 - (i) the Annual Report being the most recent annual financial report of the Company lodged with the ASIC before the issue of this Prospectus; and
 - (ii) any continuous disclosure notices announced by the Company to the ASX after the lodgement of the Annual Report referred to in paragraph (i) above and before the lodgement of this Prospectus with ASIC.

Copies of documents lodged with the ASIC in relation to the Company may be obtained from, or inspected at an ASIC office.

The Company has lodged the following announcements with ASX since the lodgement of its Annual Report to Shareholders on 28 August 2025:

Date	Description of announcement
06/10/2025	Full Body MRI Collaboration Agreement with BioScan 360
01/10/2025	Change in substantial holding
01/10/2025	Change in substantial holding
01/10/2025	Change in substantial holding
25/09/2025	Becoming a substantial holder - T3D
25/09/2025	Application for quotation of securities - T3D
25/09/2025	Annual General Meeting and Director Nomination Closing Date
16/09/2025	Reinstatement to Quotation
16/09/2025	Response to ASX Price Query Letter
16/09/2025	Proposed issue of securities - T3D
16/09/2025	T3D completes \$1 million capital raising
16/09/2025	Suspension from Quotation
12/09/2025	Trading Halt
12/09/2025	Pause in Trading
09/09/2025	Response to ASX Price and Volume Query
09/09/2025	Trading Halt
09/09/2025	Pause in Trading
08/09/2025	Reinstatement to Quotation
08/09/2025	Return to Trading and Bitcoin Treasury Strategy Update
02/09/2025	Response to ASX Aware Letter
01/09/2025	T3D Request for Extension of Voluntary Suspension
28/08/2025	FY25 Results Announcement
28/08/2025	Appendix 4G and Corporate Governance Statement

ASX maintains files containing publicly available information for all listed companies. The Company's file is available for inspection at ASX during normal office hours. The announcements are also available through the Company's website at <http://www.333d.co/>.

The following documents are available for inspection during normal business hours at the registered office of the Company:

- (a) this Prospectus; and
- (b) the Constitution.

4.3 Information excluded from continuous disclosure notices

Other than as set out below, there is no information which has been excluded from a continuous disclosure notice in accordance with the Listing Rules, and which is required to be set out in this Prospectus.

As previously announced, the Company intends to accelerate its investment in further software development on its digital asset management platform. Given its expanding capabilities, the Company also intends to apply funds to explore opportunities for growing its business and revenue streams, whether organically or by acquisition. The Company will keep shareholders apprised of material developments as they arise.

4.4 Determination by ASIC

ASIC has not made a determination which would prevent the Company from relying on section 713 of the Corporations Act in issuing the New Shares.

4.5 Directors' interests

Except as disclosed in this Prospectus, no Director (or entity in which they are a partner, director and/or a shareholder) has, or has had in the two years before the date of this Prospectus, any interests in:

- (a) the formation or promotion of the Company;
- (b) property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the Offer; or
- (c) the Offer,

and no amounts have been paid or agreed to be paid and no value or other benefit has been given or agreed to be given to:

- (d) any Director to induce him or her to become, or to qualify as, a Director; or
- (e) any Director for services which he or she (or an entity in which they are a partner, director and/or shareholder) has provided in connection with the formation or promotion of the Company or the Offer.

4.6 Directors' interests in securities

Set out in the following table are details of the Directors' (and their respective associates') Relevant Interests in securities on issue in the Company at the date of this Prospectus:

Director	Shares	Performance Rights ⁴
John Conidi ¹	43,402,957	2,500,000
Nigel Finch ²	39,670,378	2,500,000
Richard Petty ¹	27,251,852	1,666,667

Notes:

- 1 33,333 Shares are held by Mr Conidi in his personal capacity, 2,213,334 Shares are held by Conidico Superannuation Pty Ltd <Conidico Super Fund A/C> and 41,156,290 Shares and 2,500,000 performance rights are held by Dizzy Hogan Pty Ltd <Dizzy Hogan A/C>. Mr Conidi is a practical controller of each of these entities, and is a beneficiary of Conidico Super Fund A/C and Dizzy Hogan A/C. Refer to Appendix 3Y lodged in relation to Mr Conidi on 15 July 2025 for further information.
- 2 38,793,891 Shares and 2,500,000 performance rights are held by Saki Partners (Services) Pty Ltd, 833,333 Shares are held by Finch Family Office Pty Ltd <Finch Super Fund A/C> and 43,154 Shares are held by Finch Family Office Pty Ltd <The Finch Family A/C>. Dr Finch is a practical controller of each of these

entities, and is a beneficiary of Finch Super Fund A/C and The Finch Family A/C. Refer to Appendix 3Y lodged in relation to Dr Finch on 15 July 2025 for further information.

- 3 Each of these securities is held by Ever Wise Ventures Limited, an entity which Dr Petty is a practical controller of. Refer to Appendix 3Y lodged in relation to Dr Petty on 19 November 2024 for further information.
- 4 Refer to Refer to the Company's notice of meeting dated 18 October 2023 and lodged with ASX on that date for further information.

No related parties of the Company (nor their associates) will subscribe for New Shares pursuant to the Offer.

4.7 Directors remuneration

The remuneration of existing Directors for the past two financial years (30 June year-end) are as follows:

2025	Short-term benefits		Post-employment benefits	Long-term benefits	Share-based payments	
Director	Consultant fees & salary (\$)	Annual Leave (\$)	Superannuation (\$)	Long service leave (\$)	Performance rights (\$)	Total
John Conidi	110,455	-	-	-	-	110,455
Dr. Nigel Finch	65,000	-	-	-	-	65,000
Dr. Richard Petty	65,000	-	-	-	-	65,000

2024	Short-term benefits		Post-employment benefits	Long-term benefits	Share-based payments	
Director	Consultant fees & salary (\$)	Annual Leave (\$)	Superannuation (\$)	Long service leave (\$)	Performance rights (\$)	Total
John Conidi	100,000	-	-	-	-	100,000
Dr. Nigel Finch	100,000	-	-	-	-	100,000
Dr. Richard Petty	100,000	-	-	-	-	100,000

4.8 Substantial shareholders

As at the date of this Prospectus, the Company has the following substantial holders (based on the substantial holder notices that have been provided to the Company and released to the ASX and information from the share registry).

Substantial holder	No. Shares	Voting Power
Ever Wise Ventures Limited; Richard Petty ¹	27,251,852	13.70%

Saki Partners (Services) Pty Ltd; Finch Family Office Pty Ltd <The Finch Family <A/C>; Finch Family Office Pty Ltd <Finch Super Fund A/C>; Nigel Finch ²	39,670,378	19.95%
Mr John Conidi; Conidico Superannuation Pty Ltd <Conidico Super Fund A/C>; Dizzy Hogan Pty Ltd <Dizzy Hogan A/C> ³	43,402,957	21.83%
333D Limited ⁴	10,000,000	5.03%

Notes:

- 1 *Refer to the Form 604 Notice of Change of Interests of Substantial Holder dated 30 September 2025 for further information.*
- 2 *Refer to the Form 604 Notice of Change of Interests of Substantial Holder dated 30 September 2025 for further information.*
- 3 *Refer to the Form 604 Notice of Change of Interests of Substantial Holder dated 30 September 2025 for further information.*
- 4 *The Company has a technical 'relevant interest' in its own shares as a result of the voluntary escrow restrictions over the Placement Shares, pursuant to the terms of the Placement subscription agreements. These shares are subject to escrow restrictions up until the date this prospectus is lodged. Refer to the Form 603 Notice of initial substantial holder lodged by the Company on 25 September 2025 for further information.*

The issue of the New Shares will not have any material impact on the substantial holdings of Shares.

4.9 Related party participation

No related parties of the Company (nor their associates) will subscribe for New Shares pursuant to the Offer.

4.10 Interests of Named Persons

Except as disclosed in this Prospectus, no promoter or other person named in this Prospectus as having performed a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Prospectus (or entity in which they are a partner, director and/or shareholder) holds, has, or has had in the two years before the date of this Prospectus, any interest in:

- (a) the formation or promotion of the Company;
- (b) property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the Offer; or
- (c) the Offer,

and no amounts have been paid or agreed to be paid and no value or other benefit has been given or agreed to be given to a promoter or any person named in this Prospectus as having performed a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Prospectus (or entity in which they are a partner, director and/or shareholder), provided in connection with the formation or promotion of the Company or the Offer, except as disclosed in this Prospectus and as follows:

- (d) Thomson Geer has acted as the Australian lawyers to the Company for the Offer. In respect of this work the Company will pay Thomson Geer approximately \$12,000 (exclusive of GST). During the two years before the date of this Prospectus, Thomson Geer provided the Company with legal services, and has been paid approximately \$79,000 (exclusive of GST and disbursements) in respect of these services.

- (e) Automic Pty Ltd conducts the Company's share registry functions and will provide administrative services in respect to the proposed Share applications pursuant to this Prospectus. Automic Pty Ltd will be paid for these services on standard industry terms and conditions.

4.11 Market price of Shares

The highest, lowest and latest market sale prices of Shares on ASX during the three months immediately preceding the date of this Prospectus, and the respective dates of those sales were:

Highest: \$0.290 on 16 September 2025.

Lowest: \$0.007 on 19 August 2025.

Latest: \$0.130 on 10 October 2025.

4.12 Dividend policy

The Company does not intend to declare or pay any dividends in the immediately foreseeable future.

Any future determination as to the payment of dividends by the Company will be at the sole discretion of the Directors and will depend on the availability of distributable earnings and operating results and financial condition of the Company, future capital requirements and general business and other factors considered relevant by the Directors. No assurance in relation to the payment of dividends or franking credits attaching to dividends can be given by the Company.

4.13 Costs of the Offer

The estimated approximate expenses of the Offer is as follows (exclusive of GST):

Estimated expenses of the Offer	\$
ASIC lodgement fee and ASX quotation fees for New Shares	3,206
Legal and preparation expenses	12,000
Total	15,206

4.14 Taxation implications

The acquisition and disposal of New Shares will have taxation consequences, which will differ depending on the individual financial affairs of each investor. All potential investors in Company are urged to take independent financial advice about the taxation and any other consequences of acquiring and selling the Shares.

To the maximum extent permitted by law, the Company, its officers and each of their respective advisers accept no liability or responsibility with respect to the taxation consequences of subscribing for New Shares.

4.15 Litigation and claims

So far as the Directors are aware, other than as disclosed by the Company to ASX, there is no current or threatened civil litigation, arbitration proceedings or administrative appeals, or criminal or governmental prosecutions of a material nature in which the Company is directly or indirectly concerned which is likely to have a material adverse effect on the business or financial position of the Company.

4.16 Consents

Chapter 6D of the Corporations Act imposes a liability regime on the Company (as the offeror of the Securities), the Directors, persons named in this Prospectus with their consent as

having made a statement in this Prospectus and persons involved in a contravention in relation to this Prospectus, with regard to misleading or deceptive statements made in this Prospectus. Although the Company bears primary responsibility for this Prospectus, other parties involved in the preparation of this Prospectus can also be responsible for certain statements made in it.

Each of the following parties:

Name	Role
Thomson Geer	Australian legal advisors

- (a) has given its consent to be named in this Prospectus as set out above and has not withdrawn its consent at the date of lodgement of this Prospectus with ASIC;
- (b) makes no express or implied representation or warranty in relation to the Company, this Prospectus or the Offer;
- (c) has not made or purported to have made any statement in this Prospectus or statement on which a statement in this Prospectus is based, except as described in this Section; and
- (d) to the maximum extent permitted by law, expressly disclaims and takes no responsibility for this Prospectus other than a reference to its name and any statement or report included in this Prospectus with the consent of that party as described in this Section.

None of the parties referred to in this Section 4.16 has authorised or caused the issue of this Prospectus or the making of the Offer.

Each of the Directors has given their written consent to being named in this Prospectus in the context in which they are named and have not withdrawn their consent prior to lodgement of this Prospectus with ASIC.

Each of the Directors have given their written consent to being named in this Prospectus in the form and context in which they are named and to the inclusion in this Prospectus of all information and statements relating to, made by, or said to be based on statements by, them, in each case in the form and context as they appear in this Prospectus.

4.17 **Electronic Prospectus**

If you have received this Prospectus as an electronic Prospectus, please ensure that you have received the entire Prospectus accompanied by the Application Form. If you have not, please email the Company and the Company will send to you (if the Company determines you to be eligible), for free, either a hard copy or a further electronic copy of this Prospectus or both. The Prospectus may be made available in electronic form only to persons in Australia.

The Corporations Act prohibits any person from passing on to another person an Application Form, unless it is attached to or accompanies a hard copy of this Prospectus or a complete and unaltered electronic copy of this Prospectus.

The Company reserves the right not to accept an Application Form from a person if (without limitation) it has reason to believe that when that person was given access to the electronic Application Form, it was not provided together with the electronic Prospectus and any relevant supplementary or replacement prospectus or any of those documents were incomplete or altered. In such a case, the Application Monies received will be dealt with in accordance with section 722 of the Corporations Act.

5 Authorisation

This Prospectus is authorised by the Company and lodged with ASIC pursuant to section 718 of the Corporations Act.

Each of the Directors has consented to the lodgement of this Prospectus with ASIC, in accordance with section 720 of the Corporations Act and has not withdrawn that consent.

This Prospectus is signed for and on behalf of the Company by:

A handwritten signature in dark ink, appearing to read 'Nigel Finch', with a stylized, cursive script.

Dr Nigel Finch
Non-Executive Director

13 October 2025

6 Glossary

These definitions are provided to assist persons in understanding some of the expressions used in this Prospectus.

\$ means Australian dollars unless otherwise specified.

Annual Report means the Company's annual report (including the annual financial report) lodged with ASIC and the ASX in respect to the financial year ended 30 June 2025.

Applicant means a person who submits an Application Form.

Application means a valid application for New Shares under the Offer made on an Application Form.

Application Form means the application form provided by the Company with a copy of this Prospectus.

Application Monies means application monies to be paid to the Company by Applicants applying for New Shares pursuant to the Offer under this Prospectus.

ASIC means Australian Securities and Investments Commission.

ASX means ASX Limited (ACN 008 624 691) or, where the context requires, the financial market operated by it.

ASX Settlement means ASX Settlement Pty Limited (ACN 008 504 532).

ASX Settlement Operating Rules means the ASX Settlement Operating Rules of ASX Settlement.

AEDT means Australian Eastern Daylight Time.

CHESS means ASX Clearing House Electronic Subregister System.

Closing Date has the meaning given in the Indicative Timetable.

Company or **T3D** means 333D Limited ACN 118 159 881.

Constitution means the constitution of the Company as at the date of this Prospectus.

Corporations Act means *Corporations Act 2001* (Cth).

Director mean a director of the Company.

Indicative Timetable means the indicative timetable at the beginning of this Prospectus.

Issuer Sponsored means securities issued by an issuer that are held in uncertificated form without the holder entering into a sponsorship agreement with a broker or without the holder being admitted as an institutional participant in CHESS.

Listing Rules means the Listing Rules of ASX.

New Share means a Share offered pursuant to the Offer under this Prospectus.

Offer has the meaning in Section 1.1.

Official Quotation means official quotation by ASX in accordance with the Listing Rules.

Opening Date has the meaning given in the Indicative Timetable.

Placement has the meaning in Section 1.1.

Placement Shares has the meaning in Section 1.1.

Prospectus means this prospectus dated 13 October 2025.

Relevant Interest has the meaning given in the Corporations Act.

Section means a section of this Prospectus.

Share means a fully paid ordinary share in the capital of the Company.

Share Registry means Automic Pty Ltd.

Shareholder means a holder of one or more Shares.

US Securities Act means the *US Securities Act of 1933* as amended from time to time.

Voting Power has the meaning given in the Corporations Act.