



19 January 2018

CONVERTIBLE NOTE RAISING

333D Limited ("T3D" or "Company") is pleased to announce that it will issue between 250,000 and 600,000 Redeemable Convertible Notes (Note) at an issue price of AU\$1.00 per individual Note, to raise up to AU\$600,000 in tranches to 30 June 2018.

The terms of the Note are outlined below in this announcement.

The funds raised will be used for working capital purposes to continue with current sales initiatives and to complete development of the Bobbled 3d photo system.

T3D advises the first tranche totalling 250,000 Notes raising \$250,000 is to be raised from the Company's Chairman Mr John Conidi with the Notes to be issued within the next 5 business days.

The Company confirms that it is continuing discussions with a number of existing shareholders and other sophisticated investors and will make further announcements in relation to the issuance of further Notes as those discussions materialise.

The Board considers the terms of the Note are commercially reasonable and at arm's length to Mr John Conidi as Notes will be issued to other unrelated investors on the same terms and as such shareholder approval is not required under Chapter 2E of the Corporations Act (Related Party Transactions). In the event of conversion, shareholder approval will be required to issue the relevant securities to related parties.

KEY TERMS OF THE CONVERTIBLE NOTE

Issuer	333D Limited (Company or T3D)
Issue	A minimum of 250,000 and up to a maximum of 600,000 Redeemable Convertible Notes.
Price	\$1.00 (AUD)
Purpose	To raise funds for working capital purposes to continue with current sales initiatives and complete development of its Bobbled 3d photo system.
Issue Date	On or before 30 June 2018
Term	2 years
Interest	12% Accrues daily and paid within 10 business days upon each 6-month anniversary of the issue date Conversion (in cash or Shares at the election of the Company).
Conversion	Conversion at any time at Noteholders discretion. The price will be determined by applying a 15% discount Volume Weighted Average Price (VWAP) over 30 days before the first note is issued. The number of Shares to be issued to each Noteholder on conversion of the Notes will be calculated by dividing the number of Notes to be converted by the price per share.
Compulsory Conversion	The Company may convert all outstanding Notes if the VWAP of Shares traded on the ASX is greater than \$0.01 for the 30 trading days immediately prior to the date at which the Compulsory Conversion is issued.
Redemption	Following the first 12 months and until end of Term the Company may provide notice to redeem up to 100% of all outstanding Notes at face value inclusive of accrued interest. Note holders upon receipt of this notice may immediately convert their Notes into Shares.
Repayment	At the end of Term the Company will repay all outstanding Principal and all accrued interest.