



333D LIMITED

ACN 118 159 881

**NOTICE OF GENERAL MEETING
AND
EXPLANATORY STATEMENT**

**General Meeting to be held at the offices of
RSM Australia, Level 21, 55 Collins Street, Melbourne
on 25 May 2018 commencing at 10.00am (AEST).**

This Notice of General Meeting and Explanatory Statement should be read in its entirety.
If Shareholders are in doubt as to how to vote, they should seek advice from their accountant, solicitor or
other professional adviser without delay.

NOTICE OF GENERAL MEETING

Notice is given that a General Meeting of Shareholders of 333D Limited will be held at the offices of RSM Australia, Level 21, 55 Collins Street, Melbourne on 25 May 2018 commencing at 10.00am (AEST).

1 Resolution 1 – Issue of Convertible Notes to Related Party

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an ordinary resolution:

“That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given to issue up to 400,000 Convertible Notes to Idinoc Pty Ltd (and/or his nominee) at an issue price of \$1.00 per Note on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion Statement

The Company will disregard any votes cast in favour of Resolution 1 by Idinoc Pty Ltd or any of its associates. However, the Company will not disregard a vote if it is cast by Idinoc Pty Ltd or any of its associates as proxy for a person who is entitled to vote in accordance with the directions on the proxy form or if it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

2 Resolution 2 - Approval of issue Convertible Notes to Non-Related Parties

To consider and, if thought fit, pass with or without amendment, the following resolution as an ordinary resolution:

“That, for the purpose of Listing Rule 7.1 and for all other purposes, approval is given to issue up to 200,000 Convertible Notes to Non-Related Parties at an issue price of \$1.00 per Note on the terms and conditions set out in the Explanatory Statement.”

Voting exclusion

The Company will disregard any votes cast in favour of Resolution 2 by any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely in the capacity of a holder of ordinary securities in the Company), and any associate of that person. However, the Company need not disregard any vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

3 Resolution 3 – Approval to Issue Director Shares

To consider and, if thought fit, pass with or without amendment, the following resolution as an ordinary resolution:

“That, for the purposes of section 208 of the Corporations Act and Listing Rule 10.11, and for all other purposes, approval is given for the issue of 8,000,000 Director Shares to Mr Tim Naylor (and/or nominee) as set out in the Explanatory Statement.”

333D LIMITED
ACN 118 159 881

Voting exclusion statement

The Company will disregard any votes cast in favour of Resolution 3 by Tim Naylor, and any associate of that person ("**excluded person**").

However, the Company need not disregard a vote if:

- (a) it is cast by a person who is not an excluded person as proxy for a person who is entitled to vote in accordance with the directions on the Proxy Form;
- (b) it is cast by the Chair who is not an excluded person as proxy for a person who is entitled to vote in accordance with a direction on the Proxy Form to vote as the proxy decides; or
- (c) it is cast by a person or the Chair who is an excluded person as proxy for a person who is entitled to vote in accordance with a specified and marked direction on the Proxy Form.

4 Resolution 4 - Approval of issue of Shares to Employee

To consider and, if thought fit, pass with or without amendment, the following resolution as an ordinary resolution:

"That, for the purpose of Listing Rule 7.1 and for all other purposes, approval is given to issue of 3,000,000 Shares to Churia Prakesh (and/or nominee) on the terms and conditions set out in the Explanatory Statement."

Voting exclusion

The Company will disregard any votes cast in favour of Resolution 4 by any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely in the capacity of a holder of ordinary securities in the Company), and any associate of that person. However, the Company need not disregard any vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Explanatory Statement

The accompanying Explanatory Statement forms part of this Notice of General Meeting and should be read in conjunction with it.

Shareholders are specifically referred to the Glossary in the Explanatory Statement which contains definitions of capitalised terms used in this Notice of General Meeting and the Explanatory Statement.

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 General Meeting or handed in at the General Meeting when registering as a corporate representative.

Voting Entitlements

In accordance with Regulations 7.11.37 and 7.11.38 of the Corporations Regulations 2001, the Board has determined that a person's entitlement to vote at the General Meeting will be the entitlement of that person set out in the register of Shareholders as at 5.00pm (AEST) on 23 May 2018. Accordingly, transactions registered after that time will be disregarded in determining Shareholder's entitlement to attend and vote at the General Meeting.

Enquiries

Shareholders may contact the Company on (+61 8) 6211 5099 if they have any queries in respect of the matters set out in these documents.

By Order of the Board of Directors

John Conidi
Chairman
17 April 2018

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 of General Meeting.

This Explanatory Statement should be read in conjunction with the Notice of General Meeting. Capitalised terms in this Explanatory Statement are defined in the Glossary.

Resolution 1 – Approval of the Issue of Convertible Notes to Related Party

Resolution 1 seeks Shareholder approval pursuant to Listing Rule 10.11 for the issue up to 400,000 Convertible Notes to Idinoc Pty Ltd (and/or its nominee). Idinoc Pty Ltd is a related party of the Company as it is an entity controlled by the Company's Chairman, Mr John Conidi.

As announced to ASX on 19 January 2018, the Company agreed to issue between 250,000 and 600,000 Redeemable Convertible Notes ("**Note**") at an issue price of \$1.00 per Note, to raise up to \$600,000 in tranches up to 30 June 2018 ("**Note Raising**").

In January 2018, Idinoc Pty Ltd entered into a loan agreement with the Company agreeing to advance up to \$250,000 to the Company ("**Loan Agreement**"). The Loan Agreement was subsequently varied increasing the loan up to an amount of up to \$400,000. As at the date of this Notice, funds totalling \$280,000 ("**Loan Advance**") have been advanced by Idinoc Pty Ltd to the Company under a Loan Agreement. Pursuant to the Loan Agreement, Idinoc Pty Ltd agrees to convert the Loan Advance into Notes upon receipt of shareholder approval.

The Company is not seeking Shareholder approval under section 208 of the Corporations Act on the basis that, having considered all of the circumstances, the Board believes the proposed issue of Notes under Resolution 1 to be at arm's length and on commercial terms pursuant to section 210 of the Corporations Act. It is also noted that the Notes to be issued are at the same terms as Notes to be issued to non-related parties as set out in Resolution 2.

ASX Listing Rule 10.11

Listing Rule 10.11 provides that a company must not issue equity securities to a "related party" without the approval of holders of ordinary securities, or to a person whose relationship with the company or a related party of the company is, in ASX's opinion, such that approval should be obtained. Further, Listing Rule 7.2 (Exception 14) states that approval pursuant to Listing Rule 7.1 is not required if shareholder approval is obtained under Listing Rule 10.11.

Idinoc Pty Ltd is a related party of the Company as it is an entity controlled by Mr John Conidi. The Directors have determined to seek Shareholder approval under Listing Rule 10.11 to permit the issue of Notes to Idinoc Pty Ltd as a related party of the Company on the terms in Resolution 1.

The issue of the Shares under Resolution 1 will not affect the capacity of the Company to issue securities in the next 12 months under Listing Rule 7.1, as those Shares (once issued) will be excluded from the calculations under Listing Rule 7.1.

ASX Listing Rule 10.13

Listing Rule 10.13 required the following information to be provided to the Shareholders in relation to Resolution 1 to satisfy Listing Rule 10.11:

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

The name of the allottee of the securities is Idinoc Pty Ltd (and/or nominee). Idinoc Pty Ltd is controlled by Mr John Conidi, who is a Director of the Company.

(b) **The maximum number of securities to be allotted**

The maximum number of securities to be allotted and issued is 400,000 Notes.

The Notes can be converted into Shares at any time at the Noteholder's 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. Due to the VWAP variables, the maximum number of Shares to be issued on conversion of the Notes cannot be determined at this time.

As at the date of this Notice the 30 day VWAP is \$0.00395. Accordingly, the table below sets out the number of Shares that will be issued on conversion of the Notes, assuming different conversion prices based on varying VWAPs.

Number of Notes	30 day VWAP	Conversion Price (15% discount VWAP)	Total Shares issued on Conversion
400,000	\$0.003	\$0.00255	156,862,745
400,000	\$0.004	\$0.0034	117,647,058
400,000	\$0.005	\$0.00425	94,117,647

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

The Notes will be issued as soon as possible after the Meeting and in any event, no later than 1 month after the Meeting (or such later date to the extent permitted by any ASX waiver of the Listing Rules).

(d) **Terms of the securities**

The material terms of the Notes to be issued are set out in Annexure A.

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

The issue price for the Convertible Notes is \$1.00 per Note. Pursuant to the Loan Agreement, Idinoc Pty Ltd agrees to convert the amounts advanced under the Loan Agreement into Notes upon receipt of shareholder approval. As at the date of this Notice, funds totaling \$280,000 have been advanced to the Company under the Loan Agreement which will be converted into Notes.

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

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

Pursuant to ASX Listing Rule 7.2, if ASX Listing Rule 10.11 Shareholder approval is being sought, approval under ASX Listing Rule 7.1 is not required.

Resolution 2 – Approval of the Issue of Convertible Notes to Non-Related Parties

Shareholder approval is sought for the issue up to 200,000 Convertible Notes to Non-Related Parties at an issue price of \$1.00 per Note under Resolution 2.

As noted above, the Company agreed to issue between 250,000 and 600,000 Notes at an issue price of \$1.00 per Note, to raise up to \$600,000 in tranches up to 30 June 2018. It is proposed that up to 200,000 Notes will be issued to Non-Related Parties. The Notes to be issued under Resolution 2 are on the material terms set out in Annexure A.

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 7.3 requires that the following information be provided to the Shareholders in relation to obtaining approval of Resolution 2 for the purposes of Listing Rule 7.1:

(a) **Maximum number of securities the entity is to issue**

The maximum number of securities to be issued by the Company under Resolution 2 is 200,000 Notes.

The Notes can be converted into Shares at any time at the Noteholder's discretion. The price will be determined by applying a 15% discount 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. Due to the VWAP variables, the maximum number of Shares to be issued on conversion of the Notes cannot be determined at this time.

As at the date of this Notice the 30 day VWAP is \$0.00395. Accordingly, the table below sets out the number of Shares that will be issued on conversion of the Notes, assuming different conversion prices based on varying VWAPs.

Number of Notes	30 day VWAP	Conversion Price (15% discount VWAP)	Total Shares issued on Conversion
200,000	\$0.003	\$0.00255	78,431,372
200,000	\$0.004	\$0.0034	58,823,529
200,000	\$0.005	\$0.00425	47,058,823

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

The Notes will be issued no later than three (3) months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).

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

The issue price for the Convertible Notes is \$1.00 per Note.

- (d) **Names of the persons to whom the entity will issue the securities (if known) or basis upon which those persons will be identified or selected**

The Convertible Notes will be issued to Exempt Investors. None of the allottees will be related parties of the Company.

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

The material terms of the Notes to be issued are set out in Annexure A.

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

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

Resolution 3 – Approval of the Issue of Director Shares

Resolution 3 seeks Shareholder approval to issue 8 million Shares (“**Director Shares**”) to Mr Tim Naylor (and/or nominee) a director of the Company pursuant to section 208 of the Corporations Act and Listing Rule 10.14 in recognition of the contributions Tim Naylor has and will continue to make to the Company. The proposed issue of Director Shares is considered a fair and reasonable alternative to an additional cash payment for additional services provided.

Chapter 2E of the Corporations Act

Under Chapter 2E of the Corporations Act, a public company cannot give a “financial benefit” (including an issue of shares and options) to a “Related Party” of the Company, unless one of the exception set out in section 210 to 216 of the Corporations Act apply, or the holders of ordinary securities have approved the giving of the financial benefit to the Related Party in a general meeting.

Tim Naylor, being a Director of the Company, is a Related Party under section 228 of the Corporations Act. Accordingly, the Company is seeking Shareholder approval under section 208 of the Corporations Act to permit the issue of the Director Shares to Tim Naylor as a Related Party of the Company.

Section 219 of the Corporations Act

Pursuant to and in accordance with the requirements of section 219 of the Corporations Act, the following information is provided to enable Shareholders to assess the proposed issue of the Director Shares to Tim Naylor (and/or his nominee):

- (a) **The Related Party to whom the financial benefit will be given**

Tim Naylor (and/or his nominee).

- (b) **The nature of the financial benefit**

The nature of the financial benefit is 8,000,000 Shares. Applying the closing Share price of the Company as at 16 April 2018 of \$0.004 per Share, the benefit from the issue of the Director Shares is valued at \$32,000.

- (c) **Directors Recommendations**

Tim Naylor has a material personal interest in the outcome of Resolution 3 being passed. Accordingly, Tim Naylor declines to make a recommendation in respect of

Resolution 3. The remaining Directors of the Company recommend the Shareholders approve Resolution 3 for the following reasons:

- (i) the grant of the Director Shares to Tim Naylor will align the interests of Tim Naylor with those of Shareholders; and
- (ii) the grant of the Director Shares is a reasonable and appropriate method to provide cost effective remuneration as the non-cash form of this benefit will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to Tim Naylor.

(d) **Directors' interests in the proposed resolution**

The Directors (other than Tim Naylor) do not have any interest in the outcome of Resolution 3.

(e) **Related Party's current interest in the Company**

As at the date of this Notice of Meeting, Tim Naylor and his associates hold nil Shares and nil Options in the Company.

(f) **Funds raised**

The Director Shares will be issued for no cash consideration.

(g) **Terms of the Securities**

The Director Shares issued under Resolution 3 are ordinary fully paid shares which rank equally with the Company's existing Shares on issue.

(h) **Current Remuneration**

The remuneration and emoluments from the Company to Tim Naylor are \$115,000 per annum, plus 9.5% superannuation and a commission of 2% of invoiced sales (capped at \$100,000).

(i) **Dilution**

If Shareholders approve the grant of the Director Shares to Tim Naylor, the effect will be to dilute the shareholding of existing Shareholders by approximately 1% on an undiluted basis based on the number of Shares on issue as at the date of this Notice.

(j) **Trading History**

As at the date of this Notice, the Company had 870,226,174 Shares on issue. The trading history of Shares on ASX during the last 12 months are as set out below:

	Date	Price
Highest	12 April 2017	\$0.013
Lowest	13 March 2018	\$0.003
Last	16 April 2018	\$0.004

(k) **Opportunity Cost**

The Directors do not consider that there are any opportunity costs to the Company or benefits foregone by the Company in issuing the Director Shares.

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 3.

ASX Listing Rule 10.11

Listing Rule 10.11 provides that a company must not issue equity securities to a "Related Party" without the approval of holders of ordinary securities, or to a person whose relationship with the company or a Related Party of the company is, in ASX's opinion, such that approval should be obtained. Further, Listing Rule 7.2 (Exception 14) states that approval pursuant to Listing Rule 7.1 is not required if shareholder approval is obtained under Listing Rule 10.11.

Tim Naylor is a Related Party by virtue of being a Director of the Company. The Directors have determined to seek Shareholder approval under Listing Rule 10.11 to permit the issue of the Director Shares to Tim Naylor (and/or his nominee) as a Related Party of the Company on the terms in Resolution 3.

The issue of the Director Shares under Resolution 3 will not affect the capacity of the Company to issue securities in the next 12 months under Listing Rule 7.1, as those Director Shares (once issued) will be excluded from the calculations under Listing Rule 7.1.

ASX Listing Rule 10.13

Listing Rule 10.13 requires the following information to be provided to the Shareholders in relation to Resolution 3 to satisfy Listing Rule 10.11:

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

Tim Naylor (and/or his nominee) who is a Director of the Company.

(b) **The maximum number of securities to be allotted**

8,000,000 Director Shares.

(c) **The date of allotment and issue of the securities**

The Director Shares under Resolution 3 will be issued as soon as possible after the General Meeting and in any event, no later than 1 month after the General Meeting (or such later date to the extent permitted by any ASX waiver of the Listing Rules).

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

The Director Shares will not be issued for cash consideration.

(e) **The terms of the securities**

The Director Shares issued under Resolution 3 are ordinary fully paid shares which rank equally with the Company's existing Shares on issue.

(f) **Intended use of funds**

No funds will be raised from the issue of the Director Shares under Resolution 3.

Resolution 4 – Approval of the Issue of Shares to Employee

Shareholder approval is sought for the issue of 3 million Shares to Mr Churia Prakesh (and/or nominee), an employee of the Company in recognition of the contributions Mr Prakesh has and will

continue to make to the Company. The proposed issue of the Shares is considered a fair and reasonable alternative to an additional cash payment for additional services provided.

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 7.3 requires that the following information be provided to the Shareholders in relation to obtaining approval of Resolution 4 for the purposes of Listing Rule 7.1:

(a) **Maximum number of securities the entity is to issue**

The maximum number of securities to be issued by the Company under Resolution 4 is 3,000,000 Shares.

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

The Shares will be issued no later than three (3) months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).

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

The Shares will be issued for nil cash consideration.

(d) **Names of the persons to whom the entity will issue the securities (if known) or basis upon which those persons will be identified or selected**

The Shares to be issued to Churia Prakesh (and/or nominee). None of the allottees will be related parties of the Company.

(e) **Terms of the securities**

The Shares will be 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.

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

No funds will be raised from the issue.

ASIC and ASX Involvement

A copy of this notice of Meeting, including this Explanatory Memorandum, has been lodged with ASIC and ASX. Neither ASIC nor ASX nor any of their respective officers takes any responsibility for the contents of these documents.

Glossary

In this Explanatory Statement, the following terms have the following meaning unless the context otherwise requires:

General Meeting	means the General Meeting convened by this Notice of meeting.
Associate	means a party so described by section 10 – 17 of the Corporations Act.
ASX	ASX Limited (ACN 098 624 691).
Board	Board of Directors.
Chairman	means Mr John Conidi.
Company	333D Limited (ACN 118 159 881)
Corporations Act or Act	Corporations Act 2001 (Cth).
Director	Director of the Company.
Director Shares	means the Shares to be issued under Resolution 3.
Exempt Investor	an investor to whom securities may be offered without disclosure in accordance with section 708 of the Corporations Act.
Explanatory Statement	the Explanatory Statement accompanying the Notice of General Meeting.
Listing Rules	the listing rules of ASX.
Meeting	means this General Meeting.
Non-Related Parties	means a professional or sophisticated investor under section 708 of the Corporations Act who are not Related Parties.
Notes	mean the convertible notes to be issued by the Company under Resolutions 1 and 2.
Notice of General Meeting	the Notice of General Meeting accompanying the Explanatory Statement.
Related Party	has the meaning given to that term in the Listing Rules unless otherwise indicated.
Shares	ordinary fully paid shares in the capital of the Company.
Shareholder or Member	means a shareholder of the Company.

ANNEXURE A – SUMMARY OF CONVERTIBLE NOTE TERMS

Issuer	333D Limited (“ Company ”)
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	<p>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).</p> <p>In the event the interest is to be converted into Shares, the number of Shares will be calculated by dividing the amount of the relevant interest payment by the Conversion Price. The Conversion Price being the price determined by applying a 15% discount Volume Weighted Average Price (“VWAP”) over 30 days before the first note is issued.</p>
Conversion	<p>Conversion at any time at Noteholders discretion.</p> <p>The price will be determined by applying a 15% discount VWAP over 30 days before the first note is issued.</p> <p>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.</p>
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.

333D LIMITED
GENERAL MEETING – APPOINTMENT OF PROXY

I/We

of

being a member of 333D Limited entitled to attend and vote at the General Meeting, hereby

Appoint

Name of Proxy

OR

☐

the Chairman of the General Meeting as your proxy

or failing the person so named or, if no person is named, the Chairman of the General Meeting, or the Chairman'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, at the General Meeting to be held at the offices of RSM Australia, Level 21, 55 Collins Street, Melbourne on 25 May 2018 commencing 10.00am (AEST) and at any adjournment thereof.

Important:

If the Chairman of the meeting is your proxy, or if appointed your proxy by default and you do not wish to direct him/her how to vote on any of these resolutions, you must mark the above box with an "X". By marking the box, you acknowledge that the Chairman of the meeting may exercise your proxy on those resolutions (for which you have not given a direction) even if he/she has an interest in the outcome of the resolution and that votes cast by him/her, other than as proxy holder, will be disregarded because of that interest. If you do not mark this box, and you have not directed your proxy how to vote on any of these resolutions, the Chairman of the meeting will not cast your votes on the resolutions (for which you have not given a direction) on a show of hands or on a poll. The Chairman of the meeting intends to vote undirected proxies in favour of each resolution.

Voting directions to your proxy - Please mark only one of the boxes with an "X" for each resolution to indicate your directions.

Voting on Business of the General Meeting		FOR	AGAINST	ABSTAIN
Resolution 1	Approval to Issue Convertible Notes to Related Party	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Approval to Issue Convertible Notes to Non-Related Parties	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Approval to Issue Director Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval to Issue of Shares to Employee	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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.

If two proxies are being appointed, the proportion of voting rights this proxy represents is _____ %

Signature of Member(s):

Date: _____

Individual or Member 1

Member 2

Member 3

Sole Director/Company Secretary

Director

Director/Company Secretary

Contact Name: _____ **Contact Ph (daytime):** _____

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

3 Votes 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:

- mail to the Company at c/- Trident Capital Pty Ltd, Level 24, 44 St Georges Terrace, Perth, Western Australian 6000; or
- facsimile to the Company on facsimile number (08) 9218 8875,

so that it is received by no later than 10.00am (AEST) on 23 May 2018.

Proxy forms received later than this time will be invalid.