



333D Limited
ACN 118 159 881

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

**Annual General Meeting of Shareholders to be held at
the offices of RSM Australia,
Level 21, 55 Collins Street, Melbourne
at 9:00am (AEDT) on Wednesday 27 November 2019**

Important

This Notice should be read in its entirety. If Shareholders are in doubt as to how to vote, they should seek advice from their professional adviser prior to voting.

Notice of Annual General Meeting

Notice is given that the Annual General Meeting of Shareholders of 333D Limited ACN 118 159 881 (**Company**) will be held at the offices of RSM Australia of Level 21, 55 Collins Street, Melbourne commencing at 9:00am (AEDT) on Wednesday, 27 November 2019.

Business

Item 1 – Annual Report

To receive and consider the Annual Report of the Company for the year ended 30 June 2019 which includes the Financial Report, the Directors' Report, the Remuneration Report and the Auditor's Report.

Resolution 1 – Adoption of Remuneration Report

To consider and, if thought fit, pass the following resolution as a **non-binding resolution**:

“That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report for the year ended 30 June 2019 be adopted.”

Note: The vote on this Resolution is advisory only and does not bind the Directors or the Company.

Voting exclusion

The Company will disregard any votes cast on this Resolution:

- (a) by or on behalf of a member of Key Management Personnel as disclosed in the Remuneration Report;
 - (b) by or on behalf of a Closely Related Party of a member of Key Management Personnel; and
 - (c) as a proxy by a member of Key Management Personnel or a Closely Related Party,
- unless the vote is cast as proxy for a person entitled to vote in accordance with a direction on the Proxy Form or by the Chairman pursuant to an express authorisation to exercise the proxy.

Resolution 2 – Re-election of Mr John Conidi as a Director

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

“That Mr John Conidi, who retires by rotation in accordance with clause 12.11 of the Constitution and who is eligible and offers himself for re-election, be re-elected as a Director.”

Resolution 3 – Re-election of Dr Richard Petty as a Director

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

“That, for all purposes, Dr Richard Petty, who was appointed as a Director by the Board pursuant to Clause 12.17 of the Constitution, and being eligible, offers himself for re-election, is re-elected as a Director in accordance with the Constitution.”

Resolution 4 – Re-election of Dr Nigel Finch as a Director

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

“That Dr Nigel Finch, who retires by rotation in accordance with clause 12.11 of the Constitution and who is eligible and offers himself for re-election, be re-elected as a Director.”

Resolution 5 – Approval of issue of shares to Mr Conidi

To consider and, if thought fit, pass 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 29,333,280 fully paid ordinary shares to Mr John Conidi (and/or his nominee) as set out in the Explanatory Statement.”

Voting exclusion statement

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

- a) Mr John Conidi; or
- b) an associate of Mr John Conidi.

However, the Company need not disregard a vote if:

- a) 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
- b) 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.

Resolution 6 – Approval of issue of shares to Dr Finch

To consider and, if thought fit, pass 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 80,800,000 fully paid ordinary shares to Dr Nigel Finch (and/or his nominee) as set out in the Explanatory Statement.”

Voting exclusion statement

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

- a) Dr Nigel Finch; or
- b) an associate of Dr Nigel Finch.

However, the Company need not disregard a vote if:

- a) 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
- b) 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.

Resolution 7 – Approval of issue of shares to Dr Petty

To consider and, if thought fit, pass 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 50,000,000 fully paid ordinary shares to Dr Richard Petty (and/or his nominee) as set out in the Explanatory Statement.”

Voting exclusion statement

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

- a) Dr Richard Petty; or
- b) an associate of Dr Richard Petty.

However, the Company need not disregard a vote if:

- a) 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;
- b) 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.

Resolution 8 – Approval of issue of shares to Saki Partners

To consider and, if thought fit, pass 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 14,636,310 fully paid ordinary shares to Saki Partners (Services) Pty Ltd (and/or his nominee) as set out in the Explanatory Statement.”

Voting exclusion statement

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

- a) Dr Nigel Finch; or
- b) an associate of Dr Nigel Finch.

However, the Company need not disregard a vote if:

- a) 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
- b) 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.

Resolution 9 – Approval of issue of shares to Mr Parminder Badwal

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

“That, for the purposes of section 208 of the Corporations Act and Listing Rule 7.1, and for all other purposes, approval is given for the issue of 10,000,000 fully paid ordinary shares to Mr Parminder Badwal (and/or his nominee) as set out in the Explanatory Statement.”

Voting exclusion statement

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

- a) Mr Parminder Badwal; or
- b) an associate of Mr Parminder Badwal.

However, the Company need not disregard a vote if:

- a) 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
- b) 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.

Resolution 10 – Fees for Non-Executive Directors

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

“That, for the purposes of ASX Listing Rule 10.17 and for all other purposes, effective from the close of the Meeting the total amount that may be paid in aggregate and in any one year by the Company to the non-executive Directors as remuneration for services be increased by \$100k from \$150k to \$250k.”

Voting exclusion statement

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

- a) a Director; or

- b) an associate of a Director.

However, the Company need not disregard a vote if:

- a) 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
- b) 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.

Further, the Company will disregard any votes cast in favour of the Resolution by a member of the Key Management Personnel and any Closely Related Party of such a member acting as a proxy, if their appointment does not specify the way the proxy is to vote on the Resolution. However, a member of the Key Management Personnel or any Closely Related Party of such a member may vote when acting as proxy if that person is the Chair of the Meeting and the appointment expressly authorises the Chair of the Meeting to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

Resolution 11 – Approval of 10% Placement Facility

To consider and, if thought fit, pass the following resolution as a **special resolution**:

“That, for the purposes of Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities totaling up to 10% of the issued capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions in the Explanatory Statement.”

Voting exclusion

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

- a) a person who is expected to participate in, or who will obtain material benefit as a result of, the proposed issue except a benefit solely by reason of being a holder of ordinary securities in the entity; or
- b) an associate of that person.

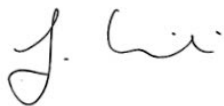
However, the Company need not disregard a vote if:

- a) 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
- b) 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.

Other business

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

By Order of the Board



John Conidi
Chairman
333D Limited
25 October 2019

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 Annual General Meeting.

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

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

1. Proxies

Please note that:

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

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

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

- (a) post to Security Transfer Australia, PO Box 52, Collins Street, WEST VIC 8007.
- (b) Hand Deliver to Security Transfer Australia, Suite 913, Exchange Tower, 530 Little Collins Street, MELBOURNE VIC 3000.
- (c) Email to the share registry at registrar@securitytransfer.com.au.
- (d) Online by visiting www.securitytransfer.com.au and following the instructions and information provided on the enclosed Proxy Form.

so that it is received by no later than 10.00am (AEDT) on 25 November 2019. Proxy Forms received later than this time will be invalid.

2. Voting entitlements

In accordance with Regulations 7.11.37 and 7.11.38 of the *Corporations Regulations 2001* (Cth), the Board has determined that a person's entitlement to vote at the Annual General Meeting will be the entitlement of that person set out in the register of Shareholders as at

7.00pm (AEDT) on 25 November 2019. Accordingly, transactions registered after that time will be disregarded in determining Shareholders' entitlements to attend and vote at the Annual General Meeting.

3. Item 1 – Annual Report

The Annual Report, comprising the Financial Report, the Directors' Report, the Remuneration Report and the Auditor's Report for the year ended 30 June 2019, will be laid before the Annual General Meeting.

There is no requirement for Shareholders to approve these Reports. However, the Chairman will allow a reasonable opportunity for Shareholders to ask questions or make comments about these Reports and the management of the Company. Shareholders will also be given an opportunity to ask the auditor questions about the:

- conduct of the audits;
- preparation and content of the Auditor's Report;
- accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- independence of the auditor in relation to the conduct of the audits.

The Company's Annual Report is available on the Company's website at www.333d.com.au.

4. Resolution 1 – Adoption of Remuneration Report

The Remuneration Report of the Company for the financial year ended 30 June 2019 is included in the Directors' Report in the Annual Report. The Remuneration Report sets out the Company's remuneration arrangements for the Directors and senior management of the Company.

Section 249L(2) of the Corporations Act requires a company to inform Shareholders that a resolution on the Remuneration Report will be put at the Annual General Meeting. Section 250R(2) of the Corporations Act requires a resolution that the Remuneration Report adopted be put to the vote. Resolution 1 seeks this approval.

In accordance with section 250R(3) of the Corporations Act, Shareholders should note that Resolution 1 is an "advisory only" resolution which does not bind the Directors. Under section 250SA of the Corporations Act, the Chairman will provide a reasonable opportunity for discussion of the Remuneration Report at the Annual General Meeting

If at least 25% of the votes on Resolution 1 are voted against the adoption of the Remuneration Report at the Annual General Meeting, and then again at the Company's 2020 annual general meeting, the Company will be required to put to Shareholders a resolution proposing the calling of an extraordinary general meeting (**Spill Meeting**) to consider the appointment of the Directors (**Spill Resolution**).

If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene the Spill Meeting within 90 days of the Company's 2020 annual general meeting. All of the Directors who are in office when the Company's 2020 Directors' Report is approved, other than the Managing Director of the Company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting. Following the Spill Meeting those persons whose election or re-election as Directors is approved will be the directors of the Company.

5. Resolution 2 – Re-election of Mr John Conidi as a Director

Clause 12.11 of the Company's Constitution requires that one third of the Company's directors must retire at each annual general meeting. Accordingly, Mr Conidi retires by rotation and, being eligible, offers himself for re-election.

John has 20 years' experience developing, acquiring and managing businesses in healthcare and tech, with a focus on diagnostic imaging, 3D printing and AI. John has a further 10 years as managing director of an ASX 300 company, involved in operations, M&A, capital raising and debt financing.

The Directors (excluding Mr Conidi) recommend that Shareholders vote in favour of Resolution 2 to reappoint Mr Conidi as a Director.

6. Resolution 3 – Re-election of Dr Richard Petty as a Director

Clause 12.17 of the Constitution requires that any Director appointed by the Board, either to fill a casual vacancy or as an addition to the Board, must retire at the next annual general meeting following his or her appointment, but is eligible for re-election at that meeting. Accordingly, as Dr Petty has been appointed by the Board to fill a casual vacancy, he now retires, but being eligible, offer himself for election as a Director.

Dr Petty has served on a number of boards, both public and private. He has advised on significant projects and investments across a wide range of industries. Dr Petty has been a professor or visiting academic at several universities. He holds several degrees, including a PhD. He is a Fellow of Chartered Accountants Australia and New Zealand, a Fellow of CPA Australia, and a Fellow of the Australian Institute of Company Directors. Richard has lived and worked in Asia for more than 20 years.

The Directors (excluding Dr Petty) recommend that Shareholders vote in favour of Resolution 3 to reappoint Dr Petty as a Director.

7. Resolution 4 – Re-election of Dr Nigel Finch as a Director

Clause 12.11 of the Company's Constitution requires that one third of the Company's director's must retire at each annual general meeting. Accordingly, Dr Finch retires by rotation and, being eligible, offers himself for re-election.

Dr Nigel Finch is a company director and adviser with experience working with early-stage and emerging ASX-listed companies. He is Managing Director of Saki Partners, which assists clients with strategy execution and financial performance. Nigel has significant experience working across Asian markets including assisting Australian firms with international expansion and securing offshore partnerships. He was formerly an Associate Dean at The University of Sydney Business School and holds degrees in accounting, business and law and PhD in business law. He is a Chartered Accountant, a Chartered Tax Adviser and a Fellow of the Taxation Institute of Australia, CPA Australia and the Australian Institute of Company Directors.

The Directors (excluding Dr Finch) recommend that Shareholders vote in favour of Resolution 4 to reappoint Dr Finch as a Director.

8. Resolutions 5 to 7 – Proposed issue of Shares to Directors (or nominees)

Resolutions 5 to 7 seek the approval of Shareholders to issue a total of 160,133,280 Shares to the Directors, being Mr John Conidi, Dr Richard Petty and Dr Nigel Finch (and/or their nominees). Approval is sought pursuant to section 208 of the Corporations Act and Listing Rule 10.11.

8.1 Background

The Company proposes to issue 160,133,280 Shares as payment for accrued directors fees and to provide remuneration to the Directors that is linked to the performance of the Company. The Shares will be issued at \$0.001 each. Under the Company's current circumstances, the Directors consider that the issue of Shares is a cost effective and efficient reward and incentive to provide the Directors as opposed to alternative forms of incentive such as the payment of cash compensation only. In addition, the Directors consider it prudent to remunerate the Directors by way of Shares so as to preserve the cash reserves of the Company.

8.2 Section 208 of the Corporations Act

Section 208 of the Corporations Act states that 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 exceptions 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.

Each of the Directors are a related party of the Company within the meaning specified under section 228 of the Corporations Act. Further, the provision of the issue of Shares constitutes a financial benefit within the meaning of section 229 of the Corporations Act. Accordingly, Shareholder approval is sought under section 208 of the Corporations Act to permit the issue of the Shares on the terms set out in Resolutions 5 to 7 to the Directors (and/or their nominees) as related parties of the Company.

As required by section 219 of the Corporations Act, the following information is provided in relation to Resolutions 5 to 7:

(a) **Related party to whom the financial benefit is to be given**

Mr John Conidi, Dr Nigel Finch and Dr Richard Petty (and/or their nominees).

(b) **Nature of the financial benefit**

The number of Shares proposed to be issued to each Director (and/or its nominees) is as follows:

Director	Number of Fully Paid Ordinary Shares
Mr John Conidi	29,333,280
Dr Nigel Finch	80,800,000
Dr Richard Petty	50,000,000
Total	160,133,280

(c) **Valuation of the financial benefit**

The issue price of the Shares is \$0.001 per share.

The estimated value of the Shares proposed to be issued to each Director (and/or its nominees) is as follows:

Director	Value of Shares
Mr John Conidi	\$29,333

Dr Nigel Finch	\$80,800
Dr Richard Petty	\$50,000
Total	\$160,133

(d) **Current remuneration and Relevant Interests**

Details of the Directors' current annualised remuneration, as well as their interests (both direct and interest) in the Company as at the date of the Notice of Meeting are outlined below:

Director	Salary/Fees p.a. (excl. of GST and inclusive of superannuation)
Mr John Conidi	\$40,000
Dr Nigel Finch	\$24,000
Dr Richard Petty	\$60,000

The Directors' interests (both direct and interest) in the Company as at the date of the Notice of Meeting are outlined below:

Director	Shares		
	Ordinary Shares	Performance Shares	Director Options ²
Mr John Conidi ¹	13,382,285	5,000,000	50,000,000
Dr Nigel Finch	-	-	20,000,000
Dr Richard Petty	-	-	-

Notes:

1. Mr Conidi holds 2,500,000 Class A Performance Shares and 2,500,000 Class B Performance Shares. In addition, Mr Conidi holds 300,000 Convertible Notes. The Convertible Notes have a term of 2 years, interest of 12% and a convertible price of \$0.00286.
2. Director Options were granted on 23 November 2018 and carry no dividend or voting rights. The Director Options expire on 31 December 2020 and have an exercise price of \$0.002.

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

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

(f) **Dilution**

If all of the Shares under Resolutions 5 to 7 (inclusive) were issued, and no other Shares were issued by the Company (including pursuant to Resolutions 8 and 9), the shareholding of existing Shareholders would, based on the current issued capital of the Company, be diluted by approximately 18%.

(g) **Opportunity costs to the Company**

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

(h) **Funds raised**

No funds will be raised from the issue of the Shares.

(i) **Directors' interests**

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

No Director has a material personal interest in the outcome of Resolutions 5 to 8 other than in respect of the proposed issue of Shares to him or his nominee.

(j) **Directors' recommendation**

See section 8.4 below.

(k) **Other information**

Other than as set out in this Explanatory Statement, there is no further information which the Shareholders would reasonably require in order to decide whether or not it is in the Company's best interests to pass Resolutions 5 to 8.

8.3 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.

The Directors are a related party of the Company within the definition specified in ASX Listing Rule 19.12. Accordingly, Shareholder approval is sought under ASX Listing Rule 10.11 to permit the issue of Shares to the Directors (and/or their nominees) as a related party of the Company on the terms set out in this Explanatory Statement.

The issue of the Shares under Resolutions 5 to 7 will not affect the capacity of the Company to issue securities in the next 12 months under ASX Listing Rule 7.1, as those Director Options (once issued) will be excluded from the calculations under ASX Listing Rule 7.1.

For the purposes of Listing Rule 10.13, the following information is provided to Shareholders in relation to Resolutions 5 to 7:

(a) **Maximum number of securities to be issued**

The maximum number of Shares proposed to be issued to each Director (and/or its nominees) is as follows:

Director	Number Shares
Mr John Conidi	29,333,280
Dr Nigel Finch	80,800,000
Dr Richard Petty	50,000,000
Total	160,133,280

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

The Shares under Resolutions 5 to 7 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).

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

The Shares will not be issued for cash consideration.

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

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

(e) **Intended use of funds**

No funds will be raised from the issue of the Shares to Directors.

8.4 Directors Recommendations

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

No Director has a material personal interest in the outcome of Resolutions 5 to 8 other than in respect of the proposed issue of Shares to him or his nominee.

Resolution 5

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

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

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

Resolution 6

Dr Nigel Finch expresses no opinion and makes no recommendation in respect of the issue of Shares to him (and/or his nominee) as he has a material personal interest in the outcome of Resolution 6.

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

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

Resolution 7

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

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

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

9. Resolution 8 – Proposed Issue of Shares to Saki Partners (Services) Pty Ltd

9.1 Background

The Company proposes to issue 14,636,310 Shares to Saki Partners (Services) Pty Ltd in lieu of accounting service fees. The Shares will be issued at \$0.001 each. Under the Company's current circumstances, the Directors consider that the issue of Shares is a cost effective and efficient way to pay the accounting service fees owed to Saki Partners (Services) Pty Ltd.

9.2 Section 208 of the Corporations Act

Section 208 of the Corporations Act states that 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 exceptions 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.

Dr Nigel Finch is Managing Director of Saki Partners (Services) Pty Ltd and a Director of 333D Limited. Directors are a related party of the Company within the meaning specified under section 228 of the Corporations Act. Further, the provision of the issue of Shares constitutes a financial benefit within the meaning of section 229 of the Corporations Act. Accordingly, Shareholder approval is sought under section 208 of the Corporations Act to permit the issue of Shares on the terms set out in Resolution 8 to Saki Partners (Services) Pty Ltd (and/or their nominees) as related parties of the Company.

As required by section 219 of the Corporations Act, the following information is provided in relation to Resolution 8:

(a) **Related party to whom the financial benefit is to be given**

Dr Nigel Finch.

(b) **Nature of the financial benefit**

The number of Shares proposed to be issued to Saki Partners (Services) Pty Ltd (and/or its nominees) is 14,636,310 Shares.

(c) **Valuation of the financial benefit**

The issue price of the Shares is \$0.001 per share.

The estimated value of the Shares proposed to be issued to each Director (and/or its nominees) is as follows:

Director	Value of Shares
Dr Nigel Finch	\$14,636.31
Total	\$14,636.31

(d) **Current remuneration and Relevant Interests**

Details of Dr. Finch's current annualised remuneration, as well as their interests (both direct and indirect) in the Company as at the date of the Notice of Meeting are outlined below:

Director	Salary/Fees p.a. (excl. of GST and inclusive of superannuation)
Dr Nigel Finch	\$24,000

Dr Nigel Finch's interests (both direct and indirect) in the Company as at the date of the Notice of Meeting are outlined below:

Director	Shares		
	Ordinary Shares	Performance Shares	Director Options ¹
Dr Nigel Finch	-	-	20,000,000

Note 1: Director Options were granted on 23 November 2018 and carry no dividend or voting rights. The Director Options expire on 31 December 2020 and have an exercise price of \$0.002.

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

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

(f) **Dilution**

If the Shares under Resolution 8 were issued, and no other Shares were issued by the Company (including pursuant to Resolution 9), the shareholding of existing Shareholders would, based on the current issued capital of the Company, be diluted by approximately 1.66%.

(g) **Opportunity costs to the Company**

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

(h) **Funds raised**

No funds will be raised from the issue of the Shares.

(i) **Directors' interests**

Dr Nigel Finch, as Managing Director of Saki Partners (Services) Pty Ltd, has a material personal interest in the outcome of the Resolution that applies specifically to him.

No other Director has a material personal interest in the outcome of Resolution 8.

(j) **Directors' recommendation**

See section 9.4 below.

(k) **Other information**

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

9.3 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.

Dr Finch is a related party of the Company within the definition specified in ASX Listing Rule 19.12. Accordingly, Shareholder approval is sought under ASX Listing Rule 10.11 to permit the issue of Shares to Saki Partners (Services) Pty Ltd (and/or their nominees) as related parties of the Company on the terms set out in this Explanatory Statement.

The issue of the Shares under Resolution 8 will not affect the capacity of the Company to issue securities in the next 12 months under ASX Listing Rule 7.1, as the Shares (once issued) will be excluded from the calculations under ASX Listing Rule 7.1.

For the purposes of Listing Rule 10.13, the following information is provided to Shareholders in relation to Resolutions 8:

(f) **Maximum number of securities to be issued**

The maximum number of Shares proposed to be issued to Saki Partners (Services) Pty Ltd (and/or its nominees) is 14,636,310 Shares.

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

The Shares under Resolution 8 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).

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

The Shares will not be issued for cash consideration.

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

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

(j) **Intended use of funds**

No funds will be raised from the issue of the Shares to Directors.

9.4 Directors Recommendations

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

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

10. Resolution 9 – Proposed Issue of Shares to Mr Parminder Badwal

10.1 Background

The Company seeks Shareholder approval pursuant to ASX Listing Rule 7.1 for an issue of 10,000,000 Shares at an issue price of \$0.001 per Share to Mr. Parminder Badwal, an employee of the Company, as an incentive and reward for contributions to the Company.

10.2 ASX Listing Rule 7.1

ASX Listing Rule 7.1 limits the number of securities of a company can issue in a 12 month period to 15% of its issued share capital, except for certain issues, including where first approved by Shareholders. Listing Rule 7.1A allows a company to issue up to a further 10 of its issued share capital, subject to certain conditions including prior approval at the company's annual general meeting.

Listing Rule 10.11 prohibits a company from issuing securities to related parties without shareholder approval. Securities issued with approval under Listing Rule 10.11 are not included in the 15% limit under Listing Rule 7.1.

The Company under Resolution 9 proposes to issue 10,000,000 Shares to an unrelated party within the 15% and 10% annual limits permitted by Listing Rules 7.1 and 7.1A respectively. The effect of Shareholders passing Resolution 9 and approving the issue will be to restore the Company's ability to issue further capital to the maximum 15% and 10% limits.

Existing Shareholders (other than Mr. Parminder Badwal) will be diluted by 1.1% as a result of the issue of 10,000,000 Shares under Resolution 9.

10.3 Information Required under Listing Rule 7.5

For the purposes of Listing Rule 7.5, the following information is provided about the issue of Shares under Resolution 9:

- a) The number of securities to be issued is 10,000,000 Shares.
- b) The price at which the securities will be issued is \$0.001.
- c) The securities are fully paid ordinary shares which rank equally with existing Shares on issue.
- d) The Securities will be issued to an employee of the Company as an incentive and reward for contributions to the Company.
- e) No funds will be raised from the issue of Shares to Mr. Badwal.
- f) A voting exclusion statement is included in the Notice.

10.4 Directors Recommendations

Each of the Directors recommend that Shareholders vote in favour of the issue of Shares to Mr. Parminder Badwal for the reasons set out in this Explanatory Statement.

11. Resolution 10 – Fees for Non-Executive Directors

It is proposed to increase the maximum aggregate remuneration that may be paid to non-executive Directors by \$100,000, from \$150,000 per annum to \$250,000 per annum. The proposed increase in the maximum aggregate amount payable to non-executive Directors will ensure that fees are in line with future market rates and provide sufficient headroom to enable non-executive Directors' fees to be paid to any incoming Directors.

The existing fee pool of \$150,000 was approved at the annual general meeting held on 30 November 2007. Shareholder approval is sought under ASX Listing Rule 10.17.

For the purposes of ASX Listing Rule 10.17, no securities have been issued to non-executive Directors over the last three years under rule 10.11 or 10.14.

12. Resolution 11 - Approval of 10% Placement Facility

12.1 General

Listing Rule 7.1A enables eligible entities to issue Equity Securities totaling up to 10% of its issued share capital through placements over a 12-month period after the entity's annual general meeting ("**10% Placement Facility**"). The 10% Placement Facility is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Company is an eligible entity.

The Company is now seeking shareholder approval by way of a special resolution to have the ability to issue Equity Securities under the 10% Placement Facility.

The exact number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section 12.2(c) below).

The Board believes that Resolution 12 is in the best interests of the Company and unanimously recommends that Shareholders vote in favour of this Resolution.

12.2 Description of Listing Rule 7.1A

(a) Shareholder approval

The ability to issue Equity Securities under the 10% Placement Facility is subject to shareholder approval by way of a **special resolution** at an annual general meeting.

(b) Equity Securities

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the Company.

As at the date of this Notice of Annual General Meeting, the only quoted Equity Securities that the Company has on issue are its 881,226,174 Shares.

(c) Formula for calculating 10% Placement Facility

Listing Rule 7.1A.2 provides that eligible entities which have obtained shareholder approval at an annual general meeting may issue or agree to issue, during the 12-month period after the date of the annual general meeting, a number of Equity Securities calculated in accordance with the following formula:

$$(A \times D) - E$$

A is the number of shares on issue 12 months before the date of issue or agreement:

- (A) plus the number of fully paid shares issued in the 12 months under an exception in Listing Rule 7.2;
- (B) plus the number of partly paid shares that became fully paid in the 12 months;
- (C) plus the number of fully paid shares issued in the 12 months with approval of holders of shares under Listing Rule 7.1 and 7.4. This does not include an issue of fully paid shares under the entity's 15% placement capacity without shareholder approval;
- (D) less the number of fully paid shares cancelled in the 12 months.

Note that "A" has the same meaning as in Listing Rule 7.1 when calculating an entity's 15% placement capacity.

D is 10%.

E is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of shareholders under Listing Rule 7.1 or 7.4.

(d) Listing Rule 7.1 and Listing Rule 7.1A

The ability of an entity to issue Equity Securities under Listing Rule 7.1A is in addition to the entity's 15% placement capacity under Listing Rule 7.1.

The actual number of Equity Securities that the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section 10.2(c) above).

(e) Minimum Issue Price

The issue price of Equity Securities issued under Listing Rule 7.1A must be not less than 75% of the VWAP of Equity Securities in the same class calculated over the 15 Trading Days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
- (ii) if the Equity Securities are not issued within 5 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

(f) 10% Placement Period

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A is valid from the date of the annual general meeting at which the approval is obtained and expires on the earlier to occur of:

- (i) the date that is 12 months after the date of the annual general meeting at which the approval is obtained; and

- (ii) the date of the approval by shareholders of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

("10% Placement Period").

12.3 Specific information required by Listing Rule 7.3A

Pursuant to and in accordance with Listing Rule 7.3A, information is provided in relation to the approval of the 10% Placement Facility as follows:

- (a) The Equity Securities will be issued at an issue price of not less than 75% of the VWAP of Equity Securities in the same class calculated over the 15 Trading Days on which trades in that class were recorded immediately before:
 - (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
 - (ii) if the Equity Securities are not issued within 5 ASX trading days of the date in paragraph (i) above, the date on which the Equity Securities are issued.
- (b) If Resolution 12 is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company will be diluted as shown in the below table. There is a risk that:
 - (i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Annual General Meeting; and
 - (ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date or the Equity Securities are issued as part of consideration for the acquisition of a new asset, which may have an effect on the amount of funds raised by the issue of the Equity Securities.

The below table shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable "A" calculated in accordance with the formula in Listing Rule 7.1A.2 as at the date of this Notice.

The table also shows:

- (i) two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
- (ii) two examples of where the issue price of ordinary securities has decreased by 50% and increased by 50% as against the current market price.

Variable A in Listing Rule 7.1A.2		Dilution		
		\$0.001 50% decrease in Market Price	\$0.001 Current Market Price	\$0.004 100% increase in Market Price
Current Variable A	10% Voting	88,122,617 Shares	88,122,617 Shares	88,122,617 Shares

881,226,174	Dilution			
	Funds raised	\$88,123	\$176,245	\$352,490
50% increase in current Variable A 1,321,839,261	10% Voting Dilution	132,183,926 Shares	132,183,926 Shares	132,183,926 Shares
	Funds raised	\$132,184	\$264,368	\$528,736
100% increase in current Variable A 1,762,452,348	10% Voting Dilution	176,245,235 Shares	176,245,235 Shares	176,245,235 Shares
	Funds raised	\$88,123	\$176,245	\$352,490

The table has been prepared on the following assumptions:

1. The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
2. The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
3. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the Annual General Meeting.
4. The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
5. The issue of Equity Securities under the 10% Placement Facility consists only of Shares.
6. The issue price is \$0.001, being the closing price of Shares on the ASX on 9 October 2019.

- (c) The Company will only issue the Equity Securities during the 10% Placement Period. The approval under Resolution 12 for the issue of the Equity Securities will cease to be valid in the event that Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities or Listing Rule 11.2 (disposal of main undertaking)).
- (d) The Company may seek to issue the Equity Securities for the following purposes:
- (i) non-cash consideration for the acquisition of new assets and investments. In such circumstances the Company will provide a valuation of the non-cash consideration as required by Listing Rule 7.1A.3; or
 - (ii) cash consideration. In such circumstances, the Company may use the funds raised towards its existing projects and/or for acquisition of new assets or investments (including expenses associated with such acquisitions) and general working capital.

The Company will comply with the disclosure obligations under Listing Rules 7.1A.4 and 3.10.5A upon issue of any Equity Securities.

- (e) The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the persons to whom the Equity Securities will be issued will be determined on a case-by-case basis having regard to the factors including but not limited to the following:
- (i) the purpose of the issue;
 - (ii) the methods of raising funds that are available to the Company including, but not limited to, rights issue or other issue in which existing security holders can participate;
 - (iii) the effect of the issue of the Equity Securities on the control of the Company;
 - (iv) the financial situation and solvency of the Company;

- (v) prevailing market conditions; and
- (vi) advice from corporate, financial and broking advisers (if applicable).

The persons issued securities under the 10% Placement Facility have not been determined as at the date of this Notice of Annual General Meeting but are likely to be investors which are sophisticated and/or professional investors for the purposes of section 708 of the Corporations Act. No Equity Securities will be issued under Listing Rule 7.1A to related parties of the Company.

If the Company is successful in acquiring new assets or investments, it is likely that the persons issued securities under the 10% Placement Facility will be the vendors of the new assets or investments.

- (f) The Company obtained Shareholder approval under Listing Rule 7.1A at its last annual general meeting held on 23 November 2018.
- (g) A voting exclusion statement is included in the Notice. At the date of the Notice, the Company has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the Equity Securities. No existing Shareholder's votes will therefore be excluded under the voting exclusion in the Notice.
- (h) During the 12 months preceding the date of the meeting the Company issued a total of 26,300,000 equity securities, representing 3.08% of the shares on issue at the commencement of that 12 month period.

Glossary

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

AEDT	Australian Eastern Daylight Time.
Annual General Meeting	the annual general meeting convened by this Notice.
Annual Report	the Company's annual report for the year ended 30 June 2019 comprising the Financial Report, the Directors' Report, the Remuneration Report and the Auditor's Report.
ASX	ASX Limited (ACN 008 624 691) trading as the Australian Securities Exchange.
ASX Listing Rules	the ASX Listing Rules of the ASX.
Board	the board of Directors.
Chairman	the chair of the Annual General Meeting.
Closely Related Party	a closely related party of a member of Key Management Personnel as defined in section 9 of the Corporations Act.
Company	333D Limited ACN 118 159 881.
Constitution	the constitution of the Company.
Corporations Act	<i>Corporations Act 2001</i> (Cth).
Director	a director of the Company.
Exempt Investor	a professional and/or sophisticated investor for the purposes of section 708 of the Corporations Act.
Explanatory Statement	the explanatory statement incorporating this Notice.
Key Management Personnel	the key management personnel of the Company as defined in section 9 of the Corporations Act and Australian Accounting Standards Board accounting standard 124, broadly including those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise).
Notice	the notice of annual general meeting accompanying the Explanatory Statement.
Proxy Form	the proxy form attached to this Notice.
Remuneration Report	the section of the Directors' Report in the Annual Report of the Company entitled "Remuneration Report".
Resolution	a resolution to be considered at the Annual General Meeting or contained in the Notice.
Share	a fully paid ordinary share in the capital of the Company.
Shareholder	a holder of a Share.
VWAP	volume weighted average price.



333D LIMITED

ACN: 118 159 881

REGISTERED OFFICE:

Level 7
411 Collins Street
Melbourne VIC 3000

SHARE REGISTRY:

Security Transfer Australia Pty Ltd

All Correspondence to:

PO BOX 52
Collins Street West VIC 8007
Suite 913, Exchange Tower
530 Little Collins Street
Melbourne VIC 3000
T: 1300 992 916
E: registrar@securitytransfer.com.au
W: www.securitytransfer.com.au



Code:

T3D

Holder Number:

PROXY FORM

THIS DOCUMENT IS IMPORTANT. IF YOU ARE IN DOUBT AS TO HOW TO DEAL WITH IT, PLEASE CONTACT YOUR STOCK BROKER OR LICENSED PROFESSIONAL ADVISOR.

VOTE ONLINE

Lodge your proxy vote securely at www.securitytransfer.com.au

1. Log into the Investor Centre using your holding details.
2. Click on "Proxy Voting" and provide your Online Proxy ID to access the voting area.

«ONLINE»

SECTION A: Appointment of Proxy

I/We, the above named, being registered holders of the Company and entitled to attend and vote hereby appoint:

☐

The meeting chairperson

OR

or failing the person named, or if no person is named, the Chairperson of the meeting, as my/our Proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the Proxy sees fit) at the Annual General Meeting of the Company to be held at 9:00am AEDT on Wednesday 27 November 2019 at the offices of RSM Australia, Level 21, 55 Collins Street, Melbourne and at any adjournment of that meeting.

SECTION B: Voting Directions

Please mark "X" in the box to indicate your voting directions to your Proxy. The Chairperson of the Meeting intends to vote undirected proxies in FAVOUR of all the resolutions.

In exceptional circumstances, the Chairperson of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

RESOLUTION

For Against Abstain*

For Against Abstain*

1. Adoption of Remuneration Report

☐ ☐ ☐

7. Approval of issue of shares to Dr Petty

☐ ☐ ☐

2. Re-election of Mr John Conidi as a Director

☐ ☐ ☐

8. Approval of issue of shares to Saki Partners

☐ ☐ ☐

3. Re-election of Dr Richard Petty as a Director

☐ ☐ ☐

9. Approval of issue of shares to Mr Parminder Badwal

☐ ☐ ☐

4. Re-election of Dr Nigel Finch as a Director

☐ ☐ ☐

10. Fees for Non-Executive Directors

☐ ☐ ☐

5. Approval of issue of shares to Mr Conidi

☐ ☐ ☐

11. Approval of 10% Placement Facility

☐ ☐ ☐

6. Approval of issue of shares to Dr Finch

☐ ☐ ☐

If no directions are given my proxy may vote as the proxy thinks fit or may abstain. * If you mark the Abstain box for a particular item, you are directing your Proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SECTION C: Signature of Security Holder(s)

This section must be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Security Holder

Security Holder 2

Security Holder 3

Sole Director & Sole Company Secretary

Director

Director/Company Secretary

Proxies must be received by Security Transfer Australia Pty Ltd no later than 9:00am AEDT on Monday 25 November 2019.



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Name:

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This is the name and address on the Share Register of the Company. If this information is incorrect, please make corrections on this form. Shareholders sponsored by a broker should advise their broker of any changes. Please note that you cannot change ownership of your shares using this form.

If the person you wish to appoint as your Proxy is someone other than the Chairperson of the Meeting please write the name of that person in Section A. If you leave this section blank, or your named Proxy does not attend the meeting, the Chairperson of the Meeting will be your Proxy. A Proxy need not be a shareholder of the Company.

To direct the Proxy how to vote place an "X" in the appropriate box against each item in Section B. Where more than one Proxy is to be appointed and the proxies are to vote differently, then two separate forms must be used to indicate voting intentions.

You are entitled to appoint up to two (2) persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second Proxy, an additional Proxy form may be obtained by contacting the Company's share registry or you may photocopy this form

- a) On each of the Proxy forms, state the percentage of your voting rights or number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each Proxy may exercise, each Proxy may exercise half of your votes; and
- b) Return both forms in the same envelope.

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be lodged with the Company before the meeting or at the registration desk on the day of the meeting. A form of the certificate may be obtained from the Company's share registry.

Proxy forms (and any Power of Attorney under which it is signed) must be received by Security Transfer Australia Pty Ltd no later than the date and time stated on the form overleaf. Any Proxy form received after that time will not be valid for the scheduled meeting.

Email registrar@securitytransfer.com.au

Personal information is collected on this form by Security Transfer Australia Pty Ltd as the registrar for securities issuers for the purpose of maintaining registers of security holders, facilitating distribution payments and other corporate actions and communications. Your personal details may be disclosed to related bodies corporate, to external service providers such as mail and print providers, or as otherwise required or permitted by law. If you would like details of your personal information held by Security Transfer Australia Pty Ltd or you would like to correct information that is inaccurate please contact them on the address on this form.