



Notice of Annual General Meeting and explanatory memorandum

333D Limited

ACN 118 159 881

Date: Wednesday 23 November 2022

Time: 2.00 pm (Melbourne time)

Place: Holding Redlich, Level 8, 555 Bourke Street, Melbourne VIC 3000

IMPORTANT INFORMATION

Questions from Shareholders

In order to provide an equal opportunity for all shareholders to ask questions of the Board, we ask you to submit in writing any questions to the Company or to the Company's auditor, RSM Australia Partners, in relation to the conduct of the external audit for the year ended 30 June 2022, or the content of its audit report. Please send your questions via email to:

- **Company:** via email at print@333d.co; or
- **Auditor:** via email to Rafael Maldonado, Partner RSM Australia, at rafael.morillo@rsm.com.au.

Written questions must be received by no later than **5.00pm (Melbourne time) on Wednesday 16 November 2022**.

Your questions should relate to matters that are relevant to the business of the Annual General Meeting, as outlined in this Notice of Meeting and Explanatory Memorandum.

In accordance with the Corporations Act and the Company's policy, a reasonable opportunity will also be provided to shareholders attending the Annual General Meeting to ask questions about, or make comments upon, matters in relation to the Company including the Company's Remuneration Report for the year ended 30 June 2022.

The Chairman of the Meeting will endeavour to address as many Shareholder questions and comments as possible during the course of the Meeting. However, there may not be sufficient time available at the meeting to address all of the questions and comments raised. Please note that individual responses may be sent to the enquiring party only, and may not be sent to all shareholders.

VOTING INFORMATION

Entitlement to vote at the Annual General Meeting

A determination has been made by the Board under regulation 7.11.37 of the *Corporations Regulations 2001* that the persons eligible to vote at the Annual General Meeting are those who are registered shareholders of the Company as at **7.00pm (Melbourne time) on Monday 21 November 2022**, subject to any applicable voting exclusion.

Voting by proxy

- (a) A shareholder entitled to attend and vote at the Annual General Meeting may appoint one proxy or, if the shareholder is entitled to cast 2 or more votes at the Meeting, 2 proxies, to attend and vote instead of the shareholder.
- (b) Where 2 proxies are appointed to attend and vote at the Meeting, each proxy may be appointed to represent a specified proportion or number of the shareholder's voting rights at the Meeting.
- (c) A proxy need not be a shareholder of the Company.
- (d) A proxy may be an individual or a body corporate. If a body corporate is appointed, the proxy form must indicate the full name of the body corporate and the full name or title of the individual representative of the body corporate for the Meeting.
- (e) A proxy form accompanies this Notice. If a shareholder wishes to appoint more than 1 proxy, they may make a copy of the proxy form attached to this Notice. For the proxy form to be valid it must be received together with the power of attorney or other authority (if any) under which the form is signed, or a (notarially) certified copy of that power or authority by **2.00pm (Melbourne time) on Monday 21 November 2022** at the share registry, being Automic Group, as follows:

Online	https://investor.automic.com.au/#/loginsah
By post or hand delivery	Automic Group Level 5, 126 Phillip Street Sydney NW 2000
By email	meetings@automicgroup.com.au

Proxy voting by the Chairman

The *Corporations Amendment (Improving Accountability on Director and Executive Remuneration) Act 2011* (Cth), imposes prohibitions on Key Management Personnel and their Closely Related Parties from voting their shares (or voting undirected proxies) on, amongst other things, remuneration matters.

However, the chair of a meeting may vote an undirected proxy (i.e. a proxy that does not specify how it is to be voted), provided the shareholder who has lodged the proxy has given an express voting direction to the chair to exercise the undirected proxy, even if the resolution is connected with the remuneration of a member of Key Management Personnel.

The Chairman of the Meeting intends to vote all available undirected proxies in favour of each item of business.

If you complete a Proxy Form that authorises the Chairman of the Meeting to vote on your behalf as proxy, and you do not mark any of the boxes so as to give him directions about how your vote should be cast, then you will be taken to have expressly authorised the Chairman to exercise your proxy on Resolutions 1, 3A, 3B, 3C, and 4.

In accordance with this express authority provided by you, the Chairman will vote in favour of Resolutions 1, 3A, 3B, 3C, and 4. If you wish to appoint the Chairman of the Meeting as your proxy, and you wish to direct him how to vote, please tick the appropriate boxes on the Proxy Form.

If you appoint as your proxy any Director of the Company, except the Chairman, or any other Key Management Personnel or any of their Closely Related Parties and you do not direct your proxy how to vote on Resolutions 1, 3A, 3B, 3C, and 4, he or she will not vote your proxy on those resolutions.

NOTICE OF 2022 ANNUAL GENERAL MEETING

Notice is given that the 2022 Annual General Meeting of 333D Limited ACN 118 159 881 (the **Company**) will be held at Holding Redlich, Level 8, 555 Bourke Street, Melbourne VIC 3000 on Wednesday 23 November 2022 at 2.00pm (Melbourne time)

BUSINESS OF THE MEETING

Shareholders are invited to consider the following items of business at the Annual General Meeting.

Financial and related reports

Item 1	Financial and related reports
Description	To receive and consider the Financial Report of the Company and its controlled entities and the related Directors' and Auditor's Reports in respect of the financial year ended 30 June 2022.

Adoption of Remuneration Report (non-binding resolution)

Resolution 1	Adoption of Remuneration Report (non-binding resolution)
Description	<p>Shareholders are asked to adopt the Company's Remuneration Report. The Remuneration Report is set out in the 2022 Annual Report and is available from the Company's website (https://333d.co/).</p> <p>In accordance with section 250R of the Corporations Act, the vote on this resolution will be advisory only and will not bind the Directors or the Company.</p>
Resolution (Ordinary)	<p>To consider and, if thought fit, pass the following resolution as an ordinary resolution:</p> <p><i>"THAT the Remuneration Report of the Company and its controlled entities for the year ended 30 June 2022 be adopted."</i></p>
Voting Exclusion	<p>The Company will disregard any votes cast on this resolution:</p> <ul style="list-style-type: none">(a) by or on behalf of a member of Key Management Personnel (KMP) named in the remuneration report for the year ended 30 June 2022, or that KMP's Closely Related Party, regardless of the capacity in which the vote is cast; and(b) as a proxy by a member of the KMP at the date of the meeting, or that KMP's Closely Related Party. <p>However, the Company will not disregard a vote if it is cast as a proxy for a person who is entitled to vote on this resolution:</p> <ul style="list-style-type: none">(c) in accordance with the directions of how to vote on the Proxy Form; or(d) by the Chairman of the Meeting pursuant to an express authorisation on the Proxy Form.

Re-election of Dr Nigel Finch as Director

Resolution 2	Re-election of Dr Nigel Finch as Director
Description	Dr Nigel Finch, who was appointed as a Director on 3 September 2018, retires as a Director in accordance with rule 6.7(a) of the Company's Constitution and, being eligible, offers himself for re-election.
Resolution (Ordinary)	To consider and, if thought fit, pass the following resolution as an ordinary resolution : <i>"THAT Dr Nigel Finch, who retires as a Director in accordance with ASX Listing Rule 14.5 and rule 6.7(a) of the Company's Constitution and, being eligible, offers himself for re-election, be re-elected as a Director of the Company."</i>

Issue of Shares to Directors in lieu of fees

Resolution 3A	Approval for issue of Shares to Dr Nigel Finch in lieu of Director's fees
Description	The Company seeks Shareholder approval under ASX Listing Rule 10.11 for the issue of Shares to Dr Nigel Finch in lieu of Director's fees.
Resolution (Ordinary)	To consider and, if thought fit, pass the following resolution as an ordinary resolution : <i>"THAT, for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 36,666,667 Shares to Dr Nigel Finch (and/or his nominee(s)), on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice."</i>
Voting Exclusion	<p>The Company will disregard any votes cast:</p> <p>(a) in favour of this resolution by or on behalf of:</p> <p>(i) Dr Nigel Finch, or any other person who will obtain a material benefit as a result of the proposed issue of Shares (except a benefit solely by reason of being a holder of Shares in the Company); or</p> <p>(ii) any associates of the persons named in sub-paragraph (a)(i); and</p> <p>(b) on this resolution as a proxy by a member of the KMP at the date of the meeting, or that KMP's closely related party.</p> <p>However, this does not apply to a vote cast in favour of a resolution by:</p> <p>(c) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or</p> <p>(d) the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or</p> <p>(e) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:</p> <p>(iii) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and</p> <p>(iv) the holder votes on the resolution in accordance with directions given by the</p>

	beneficiary to the holder to vote in that way.
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Resolution 3B	Approval for issue of Shares to Dr Richard Petty in lieu of Director's fees
Description	The Company seeks Shareholder approval under ASX Listing Rule 10.11 for the issue of Shares to Dr Richard Petty in lieu of Director's fees.
Resolution (Ordinary)	To consider and, if thought fit, pass the following resolution as an ordinary resolution : <i>"THAT, for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 33,333,334 Shares to Dr Richard Petty (and/or his nominee(s)), on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice."</i>
Voting Exclusion	<p>The Company will disregard any votes cast:</p> <p>(a) in favour of this resolution by or on behalf of:</p> <p>(i) Dr Richard Petty or any other person who will obtain a material benefit as a result of the proposed issue of Shares (except a benefit solely by reason of being a holder of Shares in the Company); or</p> <p>(ii) any associates of the persons named in sub-paragraph (a)(i); and</p> <p>(b) on this resolution as a proxy by a member of the KMP at the date of the meeting, or that KMP's closely related party.</p> <p>However, this does not apply to a vote cast in favour of a resolution by:</p> <p>(c) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or</p> <p>(d) the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or</p> <p>(e) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:</p> <p>(i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and</p> <p>(ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.</p>

Resolution 3C	Approval for issue of Shares to Mr John Conidi in lieu of Director's fees
Description	The Company seeks Shareholder approval under ASX Listing Rule 10.11 for the issue of Shares to Mr John Conidi in lieu of Director's fees.
Resolution (Ordinary)	To consider and, if thought fit, pass the following resolution as an ordinary resolution : <i>"THAT, for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 36,666,667 Shares to Mr John Conidi (and/or his nominee(s)), on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice."</i>

Voting Exclusion	<p>The Company will disregard any votes cast:</p> <p>(a) in favour of this resolution by or on behalf of:</p> <p style="padding-left: 40px;">(i) Mr John Conidi, or any other person who will obtain a material benefit as a result of the proposed issue of Shares (except a benefit solely by reason of being a holder of Shares in the Company); or</p> <p style="padding-left: 40px;">(ii) any associates of the persons named in sub-paragraph (a)(i); and</p> <p>(b) on this resolution as a proxy by a member of the KMP at the date of the meeting, or that KMP's closely related party</p> <p>However, this does not apply to a vote cast in favour of a resolution by:</p> <p>(a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or</p> <p>(b) the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or</p> <p>(c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:</p> <p style="padding-left: 40px;">(i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and</p> <p style="padding-left: 40px;">(ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.</p>
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Approval for issue of Shares to Saki Partners (Services) Pty Ltd in lieu of consulting fees

Resolution 4	Approval for issue of Shares to Saki Partners (Services) Pty Ltd in lieu of fees for services provided
Description	The Company seeks Shareholder approval under ASX Listing Rule 10.11 for the issue of Shares to Saki Partners (Services) Pty Ltd in lieu of consulting fees.
Resolution (Ordinary)	<p>To consider and, if thought fit, pass the following resolution as an ordinary resolution:</p> <p><i>“THAT, for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 28,353,967 Shares to Saki Partners (Services) Pty Ltd (and/or its nominee(s)), on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice.”</i></p>
Voting Exclusion	<p>The Company will disregard any votes cast:</p> <p>(a) In favour of this resolution by or on behalf of:</p> <p style="padding-left: 40px;">(i) Saki Partners (Services) Pty Ltd, or any other person who will obtain a material benefit as a result of the proposed issue of Shares (except a benefit solely by reason of being a holder of Shares in the Company); or</p> <p style="padding-left: 40px;">(ii) any associates of the persons named in sub-paragraph (a)(i); and</p> <p>(b) on this resolution as a proxy by a member of the KMP at the date of the meeting,</p>

	<p>or that KMP's closely related party</p> <p>However, this does not apply to a vote cast in favour of a resolution by:</p> <p>(c) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or</p> <p>(d) the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or</p> <p>(e) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:</p> <p>(i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and</p> <p>(ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.</p>
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Ratification of previous issues of securities

Resolution 5A	Ratification of issue of Shares to Dual Mandate Investments Pty Ltd on 9 May 2022
Description	The Company seeks Shareholder approval under ASX Listing Rule 7.4 for the prior issue of Shares to Dual Mandate Investments Pty Ltd on 9 May 2022.
Resolution (Ordinary)	To consider and, if thought fit, pass the following resolution as an ordinary resolution : <i>“THAT, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the issue of 20,000,000 Shares to Dual Mandate Investments Pty Ltd on 9 May 2022, on the terms set out in the Explanatory Memorandum accompanying this Notice.”</i>
Voting Exclusion	<p>The Company will disregard any votes cast in favour of this resolution by or on behalf of:</p> <p>(a) Dual Mandate Investments Pty Ltd; or</p> <p>(b) any associate of Dual Mandate Investments Pty Ltd.</p> <p>However, this does not apply to a vote cast on the resolution by:</p> <p>(c) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way;</p> <p>(d) the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or</p> <p>(e) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:</p> <p>(i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and</p>

	(ii) the holder votes on resolution in accordance with directions given by the beneficiary to the holder to vote in that way.
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Resolution 5B	Ratification of issue of Shares to Dual Mandate Investments Pty Ltd on 22 June 2022
Description	The Company seeks Shareholder approval under ASX Listing Rule 7.4 for the prior issue of Shares to Dual Mandate Investments Pty Ltd on 22 June 2022.
Resolution (Ordinary)	To consider and, if thought fit, pass the following resolution as an ordinary resolution : <i>“THAT, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the issue of 10,000,000 Shares to Dual Mandate Investments Pty Ltd on 22 June 2022, on the terms set out in the Explanatory Memorandum accompanying this Notice.”</i>
Voting Exclusion	The Company will disregard any votes cast in favour of this resolution by or on behalf of: <ul style="list-style-type: none"> (a) Dual Mandate Investments Pty Ltd; or (b) any associate of Dual Mandate Investments Pty Ltd. <p>However, this does not apply to a vote cast on the resolution by:</p> <ul style="list-style-type: none"> (c) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; (d) the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or (e) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met: <ul style="list-style-type: none"> (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and (ii) the holder votes on resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 5C	Ratification of issue of Shares to Dual Mandate Investments Pty Ltd on 28 July 2022
Description	The Company seeks Shareholder approval under ASX Listing Rule 7.4 for the prior issue of Shares to Dual Mandate Investments Pty Ltd on 28 July 2022.
Resolution (Ordinary)	To consider and, if thought fit, pass the following resolution as an ordinary resolution : <i>“THAT, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the issue of 10,000,000 Shares to Dual Mandate Investments Pty Ltd on 28 July 2022, on the terms set out in the Explanatory Memorandum accompanying this Notice.”</i>
Voting Exclusion	The Company will disregard any votes cast in favour of this resolution by or on behalf of:

	<p>(a) Dual Mandate Investments Pty Ltd; or</p> <p>(b) any associate of Dual Mandate Investments Pty Ltd.</p> <p>However, this does not apply to a vote cast on the resolution by:</p> <p>(c) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way;</p> <p>(d) the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or</p> <p>(e) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:</p> <p style="padding-left: 20px;">(i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and</p> <p style="padding-left: 20px;">(ii) the holder votes on resolution in accordance with directions given by the beneficiary to the holder to vote in that way.</p>
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Resolution 5D	Ratification of issue of Shares to Dual Mandate Investments Pty Ltd on 1 September 2022
Description	The Company seeks Shareholder approval under ASX Listing Rule 7.4 for the prior issue of Shares to Dual Mandate Investments Pty Ltd on 1 September 2022.
Resolution (Ordinary)	To consider and, if thought fit, pass the following resolution as an ordinary resolution : <i>“THAT, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the issue of 10,000,000 Shares to Dual Mandate Investments Pty Ltd on 1 September 2022, on the terms set out in the Explanatory Memorandum accompanying this Notice.”</i>
Voting Exclusion	<p>The Company will disregard any votes cast in favour of this resolution by or on behalf of:</p> <p>(a) Dual Mandate Investments Pty Ltd; or</p> <p>(b) any associate of Dual Mandate Investments Pty Ltd.</p> <p>However, this does not apply to a vote cast on the resolution by:</p> <p>(c) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way;</p> <p>(d) the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or</p> <p>(e) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:</p> <p style="padding-left: 20px;">(i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and</p>

	(ii) the holder votes on resolution in accordance with directions given by the beneficiary to the holder to vote in that way.
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Resolution 6	Ratification of issue of Shares to LAX Consulting Pte Ltd
Description	The Company seeks Shareholder approval under ASX Listing Rule 7.4 for the prior issue of Shares to LAX Consulting Pte Ltd.
Resolution (Ordinary)	To consider and, if thought fit, pass the following resolution as an ordinary resolution : <i>“THAT, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the issue of 35,000,000 Shares to LAX Consulting Pte Ltd on the terms set out in the Explanatory Memorandum accompanying this Notice.”</i>
Voting Exclusion	The Company will disregard any votes cast in favour of this resolution by or on behalf of: (a) LAX Consulting Pte Ltd; or (b) any associate of LAX Consulting Pte Ltd. However, this does not apply to a vote cast on the resolution by: (c) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; (d) the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or (e) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met: (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and (ii) the holder votes on resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 7	Ratification of issue of Shares to NFT2EZ Pty Ltd
Description	The Company seeks Shareholder approval under ASX Listing Rule 7.4 for the prior issue of Shares to NFT2EZ Pty Ltd.
Resolution (Ordinary)	To consider and, if thought fit, pass the following resolution as an ordinary resolution : <i>“THAT, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the Company’s agreement to issue 15,840,000 Shares to NFT2EZ Pty Ltd on the terms set out in the Explanatory Memorandum accompanying this Notice.”</i>

Voting Exclusion	<p>The Company will disregard any votes cast in favour of this resolution by or on behalf of:</p> <ul style="list-style-type: none"> (a) NFT2EZ Pty Ltd; or (b) any associate of NFT2EZ Pty Ltd. <p>However, this does not apply to a vote cast on the resolution by:</p> <ul style="list-style-type: none"> (c) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; (d) the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or (e) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met: <ul style="list-style-type: none"> (iii) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and (iv) the holder votes on resolution in accordance with directions given by the beneficiary to the holder to vote in that way.
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Approval of 10% Placement Capacity

Resolution 8	Approval of 10% Placement Capacity
Description	The Company seeks approval of shareholders to be able to issue Equity Securities of up to an additional 10% of its issued capital by way of placements over a 12 month period, in addition to its 15% Placement Capacity under ASX Listing Rule 7.1.
Resolution (Special)	To consider and, if thought fit, pass the following resolution as a special resolution : <i>“THAT for the purposes of ASX Listing Rule 7.1A and for all other purposes, approval is given for the Company to issue up to an additional 10% of its issued Equity Securities by way of placements over a 12-month period, on such terms and conditions more particularly described in the Explanatory Memorandum accompanying this Notice.”</i>
Voting Exclusion	Not applicable. As at the date of this Notice, the Company has no specific plans to issue Equity Securities under ASX Listing Rule 7.1A.

Dated: 21 October 2022

By order of the Board of 333D Limited



John Conidi
Executive Chairman

EXPLANATORY MEMORANDUM TO NOTICE OF 2022 ANNUAL GENERAL MEETING

Financial and related reports

Item 1	Financial and related reports
Explanation	<p>Section 317 of the Corporations Act requires the Company's financial report, Directors' report and auditor's report for the financial year ended 30 June 2022 to be laid before the Company's 2022 Annual General Meeting. There is no requirement for a formal resolution on this item. The financial report contains the financial statements of the consolidated entity consisting of 333D Limited and its controlled entities.</p> <p>As permitted by the Corporations Act, a printed copy of the Company's 2022 Annual Report has been sent only to those shareholders who have elected to receive a printed copy. A copy of the 2022 Annual Report is available from the Company's website (https://333d.co/).</p> <p>The Chairman of the Meeting will allow a reasonable opportunity at the Meeting for shareholders to ask questions. Shareholders will also be given a reasonable opportunity at the Meeting to ask the Company's auditor questions about its audit report, the conduct of its audit of the Company's financial report for the year ended 30 June 2022, the preparation and content of its audit report, the accounting policies adopted by the Company in its preparation of the financial statements and the independence of RSM Australia Partners in relation to the conduct of the audit.</p>

Adoption of Remuneration Report (non-binding resolution)

Resolution 1	Adoption of Remuneration Report (non-binding resolution)
Explanation	<p>Shareholders are asked to adopt the Company's Remuneration Report. The Remuneration Report is set out in the Company's 2022 Annual Report and is available from the Company's website (https://333d.co/). The Remuneration Report:</p> <ul style="list-style-type: none"> ▪ describes the policies behind, and the structure of, the remuneration arrangements of the Company and the link between the remuneration of executives and the Company's performance; ▪ sets out the remuneration arrangements in place for each Director and for certain members of the senior management team; and ▪ explains the differences between the basis for remunerating Non-Executive Directors and senior executives. <p>The vote on this item is advisory only and does not bind the Directors. However, the Board will take into account any discussion on this item and the outcome of the vote when considering the future remuneration policies and practices of the Company.</p>
Voting Exclusion	A voting exclusion statement applies to this resolution, as set out in the Notice.
Board Recommendation	The Directors unanimously recommend that shareholders vote in favour of adopting the Remuneration Report.

Chairman's available proxies	The Chairman of the Meeting intends to vote all available proxies in favour of this resolution.
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Re-election of Dr Nigel Finch as Director

Resolution 2	Re-election of Dr Nigel Finch as Director
Explanation	<p>Rule 6.7(a) of the Company's constitution requires one third of the Directors (rounded to the whole number nearest to one third), other than the Managing Director (or equivalent), to retire at each annual general meeting of the Company.</p> <p>Under Rule 6.7(b) of the Constitution, the Directors to retire under rule 6.7(a) are those who have held office as Director for the longest period of time since their last election to office, or in the event that two or more Directors have held office for the same period of time, those Directors determined by agreement (or, failing agreement, by lot).</p> <p>Dr Nigel Finch and Dr Richard Petty are those Directors who have been longest in office since their last election. In accordance with Rule 6.7(b) of the Constitution, the Directors have determined by agreement that Dr Finch will retire as Director at the 2022 Annual General Meeting.</p> <p>Accordingly, Dr Finch retires in accordance with Rule 6.7(a) of the Constitution and, being eligible, offers himself for re-election as a Director.</p>
About Dr Nigel Finch	<p>Dr Nigel Finch was first appointed to the Board as a Non-Executive Director on 3 September 2018.</p> <p>Dr 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 (Services) Pty Ltd, 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 Fellow of the Taxation Institute of Australia, the Governance Institute of Australia, CPA Australia, and the Australian Institute of Company Directors.</p>
Board Recommendation	The Board, with Dr Finch abstaining on making a recommendation, recommends that shareholders vote in favour of Resolution 2.
Chairman's available proxies	The Chairman of the Meeting intends to vote all available proxies in favour of Resolution 2.

Issue of Shares to Directors in lieu of fees

Resolutions 3A – 3C	
Approval for issue of Shares to Directors in lieu of fees	
Background	<p>Resolutions 3A – 3C (inclusive) seek the approval of Shareholders to issue a total of 106,666,668 Shares to Directors Dr Nigel Finch, Dr Richard Petty and Mr John Conidi (and/or their nominee(s)) (Director Shares). Approval is sought pursuant to ASX Listing Rule 10.11.</p> <p>The Company proposes to issue the Director Shares as payment for accrued Directors' fees for the period of 1 July 2022 – 31 December 2022 (Relevant Period).</p>

	<p>The Shares will be issued at a deemed issue price of \$0.0015 per Share. The pro-rated dollar amount of the Directors' fees payable in respect of the Relevant Period is as follows:</p> <p>(a) Dr Nigel Finch: \$50,000 (including GST); (b) Dr Richard Petty: \$50,000 (GST free); and (c) Mr John Conidi: \$50,000 (including GST).</p> <p>Given the current stage of development of the Company, and the necessity for cash resources to be preserved and directed into the growth of the Company's business, each Director has agreed to receive payment for the Relevant Period by way of Director Shares in lieu of cash.</p> <p>An alternative to the issue of the Director Shares would be to pay the Directors' fees for the Relevant Period in cash. Whilst the Board remains mindful of the need to minimise dilution to shareholders, the Board considers that the issue of Shares to Directors in lieu of fees is an appropriate and responsible cash-free method of reducing corporate overhead expenditure, whilst concurrently aligning the interests of the Directors with that of shareholders.</p>
<p>Explanation</p>	<p>ASX Listing Rule 10.11 states that, unless an exception applies, an entity must not issue or agree to issue Equity Securities to any of the following persons without the approval of holders of its ordinary securities:</p> <p>10.11.1 A related party 10.11.2 A person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the entity. 10.11.3 A person who is, or was at an time in the 6 months before the issue or agreement, a substantial (10%+) holder in the entity and who has nominated a director to the board of the entity 10.11.4 An associate of a person referred to in rules 10.11.1 to 10.11.3. 10.11.5 A person whose relationship with the entity or a person referred to in rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by security holders.</p> <p>As Directors of the Company, Dr Nigel Finch, Dr Richard Petty, and Mr John Conidi are related parties of the Company for the purposes of ASX Listing Rule 10.11.1. Accordingly, Resolutions 3A–3C (inclusive) seek the Shareholder approval required by ASX Listing Rule 10.11 to allow the issue of Director Shares to the Directors.</p> <p>If Shareholder approval is given for the purposes of ASX Listing Rule 10.11, approval will not be required under ASX Listing Rule 7.1, and the securities issued under Resolutions 3A–3C (inclusive) will not deplete the Company's 15% Placement Capacity.</p>
<p>Approval not sought under Chapter 2E of the Corporations Act</p>	<p>As noted above, the Directors are each a related party of the Company, and accordingly the giving of a financial benefit to them by the Company would ordinarily be prohibited by Chapter 2E of the Corporations Act, unless the benefit is given with the approval of Shareholders or where an exception applies.</p> <p>A "financial benefit" is defined in the Corporations Act in broad terms and expressly includes a public company issuing securities. The giving of a financial benefit to a related party of a public company is prohibited by Chapter 2E of the Corporations Act, unless the benefit is given with the approval of Shareholders or where an exception applies. One exception to the general rule is where the benefit constitutes "reasonable remuneration" in respect of the duties and responsibilities of the related party in the management of the public company.</p>

	<p>In the view of the Board, the issue of the Director Shares to the Directors in lieu of their foregone cash fees constitutes “reasonable remuneration” to the Directors, given the Company’s circumstances and the responsibilities involved in their respective roles within the Company. As the provision of such benefits is expressly permitted by section 211(1) of the Corporations Act, the Board does not consider the Company is required to seek Shareholder approval under Chapter 2E of the Corporations Act in order to give the Directors the financial benefit that is inherent in the issue to them of the Director Shares.</p>																								
<p>Specific information for Resolutions 3A, 3B and 3C</p>	<p>In accordance with ASX Listing Rule 10.13, which contains requirements as to the contents of a notice sent to Shareholders for the purposes of ASX Listing Rule 10.11, the following information is provided to Shareholders:</p> <table border="0"> <tr> <td data-bbox="474 622 678 712">Identification of recipients of securities</td> <td data-bbox="770 622 1340 656">Resolution 3A: Dr Nigel Finch or his nominee(s)</td> </tr> <tr> <td></td> <td data-bbox="770 683 1366 716">Resolution 3B: Dr Richard Petty or his nominee(s)</td> </tr> <tr> <td></td> <td data-bbox="770 743 1350 777">Resolution 3C: Mr John Conidi or his nominee(s)</td> </tr> <tr> <td data-bbox="474 804 738 896">Category in ASX Listing Rules 10.11.1 – 10.11.5</td> <td data-bbox="770 804 1417 896">As Directors, Dr Nigel Finch, Dr Richard Petty and Mr John Conidi are related parties of the Company under ASX Listing Rule 10.11.1.</td> </tr> <tr> <td data-bbox="474 922 707 1048">Maximum number and class of securities to be issued</td> <td data-bbox="770 922 1281 956">Resolution 3A: 36,666,667 Director Shares</td> </tr> <tr> <td></td> <td data-bbox="770 983 1281 1016">Resolution 3B: 33,333,334 Director Shares</td> </tr> <tr> <td></td> <td data-bbox="770 1043 1281 1077">Resolution 3C: 36,666,667 Director Shares</td> </tr> <tr> <td data-bbox="474 1104 722 1137">Terms of securities</td> <td data-bbox="770 1104 1417 1196">The Director Shares will be fully paid ordinary shares ranking pari-passu with other existing fully paid ordinary shares in the Company.</td> </tr> <tr> <td data-bbox="474 1234 707 1326">Date for issue and allotment of securities</td> <td data-bbox="770 1234 1417 1359">Subject to Shareholder approval being obtained, the Company will issue the Director Shares as soon as is practicable after the Meeting, or in any event no later than one month after the date of the Meeting.</td> </tr> <tr> <td data-bbox="474 1391 667 1453">Issue price per security</td> <td data-bbox="770 1391 1417 1453">The Director Shares will be issued at a deemed issue price of \$0.0015 per Share.</td> </tr> <tr> <td data-bbox="474 1485 722 1518">Use of funds raised</td> <td data-bbox="770 1485 1417 1666">No funds will be raised from the issue of Director Shares to the Directors, although the Company’s liability to the Directors in relation to payment of their fees in cash will be satisfied by the issue of the Director Shares, thus preserving the Company’s cash to that extent.</td> </tr> <tr> <td data-bbox="474 1697 707 1789">Details of Director remuneration packages</td> <td data-bbox="770 1697 1417 2031"> <p>The details of each Director’s current total remuneration package is as follows:</p> <ul style="list-style-type: none"> <li data-bbox="770 1792 1329 1854">▪ Dr Nigel Finch (Non-Executive Director): \$100,000 (plus GST) p.a. <li data-bbox="770 1883 1361 1946">▪ Dr Richard Petty (Non-Executive Director): \$100,000 p.a. <li data-bbox="770 1975 1305 2038">▪ Mr John Conidi (Executive Chairman): \$100,000 (plus GST) p.a. </td> </tr> </table>	Identification of recipients of securities	Resolution 3A: Dr Nigel Finch or his nominee(s)		Resolution 3B: Dr Richard Petty or his nominee(s)		Resolution 3C: Mr John Conidi or his nominee(s)	Category in ASX Listing Rules 10.11.1 – 10.11.5	As Directors, Dr Nigel Finch, Dr Richard Petty and Mr John Conidi are related parties of the Company under ASX Listing Rule 10.11.1.	Maximum number and class of securities to be issued	Resolution 3A: 36,666,667 Director Shares		Resolution 3B: 33,333,334 Director Shares		Resolution 3C: 36,666,667 Director Shares	Terms of securities	The Director Shares will be fully paid ordinary shares ranking pari-passu with other existing fully paid ordinary shares in the Company.	Date for issue and allotment of securities	Subject to Shareholder approval being obtained, the Company will issue the Director Shares as soon as is practicable after the Meeting, or in any event no later than one month after the date of the Meeting.	Issue price per security	The Director Shares will be issued at a deemed issue price of \$0.0015 per Share.	Use of funds raised	No funds will be raised from the issue of Director Shares to the Directors, although the Company’s liability to the Directors in relation to payment of their fees in cash will be satisfied by the issue of the Director Shares, thus preserving the Company’s cash to that extent.	Details of Director remuneration packages	<p>The details of each Director’s current total remuneration package is as follows:</p> <ul style="list-style-type: none"> <li data-bbox="770 1792 1329 1854">▪ Dr Nigel Finch (Non-Executive Director): \$100,000 (plus GST) p.a. <li data-bbox="770 1883 1361 1946">▪ Dr Richard Petty (Non-Executive Director): \$100,000 p.a. <li data-bbox="770 1975 1305 2038">▪ Mr John Conidi (Executive Chairman): \$100,000 (plus GST) p.a.
Identification of recipients of securities	Resolution 3A: Dr Nigel Finch or his nominee(s)																								
	Resolution 3B: Dr Richard Petty or his nominee(s)																								
	Resolution 3C: Mr John Conidi or his nominee(s)																								
Category in ASX Listing Rules 10.11.1 – 10.11.5	As Directors, Dr Nigel Finch, Dr Richard Petty and Mr John Conidi are related parties of the Company under ASX Listing Rule 10.11.1.																								
Maximum number and class of securities to be issued	Resolution 3A: 36,666,667 Director Shares																								
	Resolution 3B: 33,333,334 Director Shares																								
	Resolution 3C: 36,666,667 Director Shares																								
Terms of securities	The Director Shares will be fully paid ordinary shares ranking pari-passu with other existing fully paid ordinary shares in the Company.																								
Date for issue and allotment of securities	Subject to Shareholder approval being obtained, the Company will issue the Director Shares as soon as is practicable after the Meeting, or in any event no later than one month after the date of the Meeting.																								
Issue price per security	The Director Shares will be issued at a deemed issue price of \$0.0015 per Share.																								
Use of funds raised	No funds will be raised from the issue of Director Shares to the Directors, although the Company’s liability to the Directors in relation to payment of their fees in cash will be satisfied by the issue of the Director Shares, thus preserving the Company’s cash to that extent.																								
Details of Director remuneration packages	<p>The details of each Director’s current total remuneration package is as follows:</p> <ul style="list-style-type: none"> <li data-bbox="770 1792 1329 1854">▪ Dr Nigel Finch (Non-Executive Director): \$100,000 (plus GST) p.a. <li data-bbox="770 1883 1361 1946">▪ Dr Richard Petty (Non-Executive Director): \$100,000 p.a. <li data-bbox="770 1975 1305 2038">▪ Mr John Conidi (Executive Chairman): \$100,000 (plus GST) p.a. 																								

	Voting exclusion statement	A voting exclusion statement applies to each of Resolutions 3A, 3B, 3C and 3D as set out in the Notice.
What will happen if shareholders give, or do not give, approval?	<p>If Shareholders approve Resolutions 3A – 3C, the Company will issue the Director Shares to the Directors within one month of the date of the Meeting.</p> <p>If Shareholders do not approve any of Resolutions 3A – 3C, the relevant Director(s) will receive 100% of their remuneration for the period of 1 July 2022 – 31 December 2022 in cash, instead of being issued Director Shares.</p>	
Board Recommendation	The Directors (with Dr Finch, Dr Petty and Mr Conidi abstaining from making a recommendation on resolutions 3A – 3C respectively) unanimously recommend that shareholders vote in favour of Resolutions 3A, 3B and 3C.	
Chairman's available proxies	The Chairman of the Meeting intends to vote all available proxies in favour of this resolution.	

Issue of Shares to Saki Partners (Services) Pty Ltd

Resolution 4	Approval for issue of Shares to Saki Partners (Services) Pty Ltd in lieu of fees for services provided
Background	<p>Resolutions 4 seeks the approval of Shareholders to issue a total of 28,353,967 Shares to Saki Partners (Services) Pty Ltd (Saki Partners) or its nominee(s). Approval is sought pursuant to ASX Listing Rule 10.11.</p> <p>The Company proposes to issue the Shares as payment for services provided by Saki Partners to the Company during the period of 1 May 2022 to 31 December 2022 (Service Period). The Shares will be issued at a deemed issue price \$0.0015 per Share. The total dollar amount of the service fees payable in respect of the Service Period is \$42,530.95 (including GST) (Service Fees).</p> <p>Given the current stage of development of the Company, and the necessity for cash resources to be preserved and directed into the growth of the Company's business, Saki Partners has agreed to forego cash payment of the Service Fees, and to be issued Shares instead.</p> <p>An alternative to the issue of the Shares would be to pay the Service Fees in cash. Whilst the Board remains mindful of the need to minimise dilution to shareholders, the Board considers that the issue of Shares to Saki Partners in lieu of fees is an appropriate and responsible cash-free method of reducing corporate overhead expenditure.</p>
Explanation	<p>ASX Listing Rule 10.11 states that, unless an exception applies, an entity must not issue or agree to issue Equity Securities to any of the following persons without the approval of holders of its ordinary securities:</p> <p>10.11.1 A related party</p> <p>10.11.2 A person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the entity.</p> <p>10.11.3 A person who is, or was at an time in the 6 months before the issue or agreement, a substantial (10%+) holder in the entity and who has nominated a director to the board of the entity</p> <p>10.11.4 An associate of a person referred to in rules 10.11.1 to 10.11.3.</p> <p>10.11.5 A person whose relationship with the entity or a person referred to in rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by security holders.</p>

	<p>Dr Nigel Finch, a Director of the Company, is Managing Director of Saki Partners, and has practical control over the entity. As such, Saki Partners is considered to be a related party of the Company (in accordance with the definition of that term in Chapter 19 of the ASX Listing Rules) for the purposes of ASX Listing Rule 10.11.1. Accordingly, Resolution 4 seeks the Shareholder approval required by ASX Listing Rule 10.11 to allow the issue of Shares to Saki Partners.</p> <p>If Shareholder approval is given for the purposes of ASX Listing Rule 10.11, approval will not be required under ASX Listing Rule 7.1, and the securities issued under Resolution 4 will not deplete the Company's 15% Placement Capacity.</p>								
<p>Approval not sought under Chapter 2E of the Corporations Act</p>	<p>As noted above, Saki Partners is a related party of the Company, and accordingly the giving of a financial benefit to the entity by the Company would ordinarily be prohibited by Chapter 2E of the Corporations Act, unless the benefit is given with the approval of Shareholders or where an exception applies.</p> <p>A "financial benefit" is defined in the Corporations Act in broad terms and expressly includes a public company issuing securities. The giving of a financial benefit to a related party of a public company is prohibited by Chapter 2E of the Corporations Act, unless the benefit is given with the approval of Shareholders or where an exception applies. One exception to the general rule is where the provision of the financial benefit is on terms that would be reasonable in the circumstance if the Company and the related party were dealing on arm's length terms (or on terms more favourable to the Company than arm's length).</p> <p>The Directors (excluding Dr Finch) have determined that the proposed issue of Shares to Saki Partners under Resolution 4 is reasonable in the circumstances, given the Company and Saki Partners are dealing on arm's length terms. In making this determination, the Directors considered that the issue of Shares is less favourable to Saki Partners than a cash payment for its services. In addition, the Board notes that the deemed issue price of the Shares to Saki Partners was similarly determined on an arm's length basis, with regard to the issue price of Shares under the capital raising completed by the Company in December 2021 (being \$0.0015). On this basis, as the provision of such benefits is expressly permitted by the arm's length exception under the Corporations Act, the Board does not consider that the Company is required to seek shareholder approval under Chapter 2E for the proposed issue of Shares under Resolution 4.</p>								
<p>Specific information for Resolution 4</p>	<p>In accordance with ASX Listing Rule 10.13, which contains requirements as to the contents of a notice sent to Shareholders for the purposes of ASX Listing Rule 10.11, the following information is provided to Shareholders:</p> <table data-bbox="470 1473 1465 1960"> <tr> <td data-bbox="470 1473 758 1572">Identification of recipients of securities</td> <td data-bbox="766 1473 1465 1572">Saki Partners (Services) Pty Ltd (or its nominee(s)).</td> </tr> <tr> <td data-bbox="470 1585 758 1684">Category in ASX Listing Rules 10.11.1 – 10.11.5</td> <td data-bbox="766 1585 1465 1684">As an entity controlled by Dr Nigel Finch, Saki Partners is a related party of the Company under Listing Rule 10.11.1.</td> </tr> <tr> <td data-bbox="470 1713 758 1841">Maximum number and class of securities to be issued</td> <td data-bbox="766 1713 1465 1841">28,353,967 Shares</td> </tr> <tr> <td data-bbox="470 1863 758 1960">Terms of securities</td> <td data-bbox="766 1863 1465 1960">The Shares will be fully paid ordinary shares ranking pari-passu with other existing fully paid ordinary shares in the Company.</td> </tr> </table>	Identification of recipients of securities	Saki Partners (Services) Pty Ltd (or its nominee(s)).	Category in ASX Listing Rules 10.11.1 – 10.11.5	As an entity controlled by Dr Nigel Finch, Saki Partners is a related party of the Company under Listing Rule 10.11.1.	Maximum number and class of securities to be issued	28,353,967 Shares	Terms of securities	The Shares will be fully paid ordinary shares ranking pari-passu with other existing fully paid ordinary shares in the Company.
Identification of recipients of securities	Saki Partners (Services) Pty Ltd (or its nominee(s)).								
Category in ASX Listing Rules 10.11.1 – 10.11.5	As an entity controlled by Dr Nigel Finch, Saki Partners is a related party of the Company under Listing Rule 10.11.1.								
Maximum number and class of securities to be issued	28,353,967 Shares								
Terms of securities	The Shares will be fully paid ordinary shares ranking pari-passu with other existing fully paid ordinary shares in the Company.								

	<p>Date for issue and allotment of securities Subject to Shareholder approval being obtained, the Company will issue the Shares as soon as is practicable after the Meeting, or in any event no later than one month after the date of the Meeting.</p> <p>Issue price per security The Shares will be issued at a deemed issue price of \$0.0015 per Share.</p> <p>Use of funds raised No funds will be raised from the issue of Shares to Saki Partners, although the Company's liability to Saki Partners in relation to payment of Service Fees in cash will be satisfied by the issue of the Shares, thus preserving the Company's cash to that extent.</p> <p>Terms of agreement The Company entered into a Consulting Services Agreement (Agreement) with Saki Partners on 1 January 2021, and a revised agreement on 1 September 2021, for the provision of the following services:</p> <ul style="list-style-type: none"> (a) Delivery of the Company's financial functions, including AP, AR, Payroll, BAS, monthly management accounts and reports; (b) Completion monthly bank reconciliations and general ledger account reconciliations; (c) Acting as the Company's ASIC or BAS agent as required; (d) Assisting the Company with preparing financial budgets and forecasts; and (e) Providing general support and commercial advice (excluding legal and taxation advice) as required. <p>Under the Agreement, fees are calculated on an hourly basis ranging from \$155 per hour to \$185 per hour (plus GST). The Agreement is on an ongoing basis, and can be terminated by 30 days' notice by the Company.</p> <p>Voting exclusion statement A voting exclusion statement applies to each of Resolution 4 as set out in the Notice.</p>
<p>What will happen if shareholders give, or do not give, approval?</p>	<p>If Shareholders approve Resolution 4, the Company will issue 28,353,967 Shares to Saki Partners within one month of the date of the Meeting.</p> <p>If Shareholders do not approve Resolution 4, Saki Partners will receive the Service Fees for the period of 1 May 2022 to 31 December 2022 in cash, instead of being issued Shares.</p>
<p>Board Recommendation</p>	<p>The Directors (with Dr Finch abstaining from making a recommendation) recommend that shareholders vote in favour of Resolution 4.</p>
<p>Chairman's available proxies</p>	<p>The Chairman of the Meeting intends to vote all available proxies in favour of this resolution.</p>

Ratification of previous issues of Shares

Resolutions 5A – 5D Ratification of issues of Shares to Dual Mandate Investments Pty Ltd	
Explanation	<p>The Company seeks shareholder ratification pursuant to ASX Listing Rule 7.4 for previous issues of securities made by the Company during the past 12 months under ASX Listing Rule 7.1, which provides that a company must not, subject to specified exceptions in ASX Listing Rule 7.2, issue or agree to issue Equity Securities during any 12 month period in excess of 15% of the number of ordinary shares on issue at the commencement of that 12 month period, without shareholder approval (15% Placement Capacity).</p> <p>Listing Rule 7.4 sets out an exception to the limitations on the Company's capacity to issue Equity Securities pursuant to its 15% Placement Capacity, by permitting the ratification of previous issues of or agreements to issue Equity Securities which were not made under a prescribed exception under ASX Listing Rule 7.2 or with shareholder approval.</p> <p>If shareholders of a company approve the ratification of such previous issues of Equity Securities at a general meeting, those Equity Securities will be deemed to have been issued with shareholder approval for the purposes of ASX Listing Rule 7.1.</p> <p>Accordingly, if shareholders ratify the previous issues of Equity Securities made by the Company by way of approving Resolutions 5A – 5D, those Equity Securities will be deemed to have been issued with shareholder approval for the purposes of ASX Listing Rule 7.1 and will no longer be deducted from the Company's 15% Placement Capacity.</p>
Background	<p>Resolutions 5A – 5D seek Shareholder ratification under ASX Listing Rule 7.4 for the prior issues of Shares to Dual Mandate Investments Pty Ltd (Dual Mandate). The Shares were issued in four tranches, specifically:</p> <ul style="list-style-type: none"> (a) 20,000,000 Shares on 9 May 2022; (b) 10,000,000 Shares on 22 June 2022; (c) 10,000,000 Shares on 28 July 2022; and (d) 10,000,000 Shares on 1 September 2022, <p>using the Company's 15% Placement Capacity.</p> <p>The Shares were issued to Dual Mandate in lieu of fees payable under a consultancy agreement entered into by the Company and Dual Mandate on 9 May 2022 (Consultancy Agreement). Under the Consultancy Agreement, Dual Mandate has provided certain management consulting services to the Company, including project management and business development of 3D printing related initiatives, and as well as general support and commercial advice.</p> <p>If Shareholders ratify the issues of Shares to Dual Mandate by way of approving Resolutions 5A – 5D, those Shares will be deemed to have been issued with Shareholder approval for the purposes of ASX Listing Rule 7.1 and will no longer be deducted from the Company's 15% Placement Capacity.</p>
Specific information for Resolutions 5A – 5D	<p>In accordance with ASX Listing Rule 7.5, which contains requirements as to the contents of a notice sent to Shareholder for the purposes of ASX Listing Rule 7.4, the following information is provided to Shareholders:</p> <p>Recipients of issue Dual Mandate Investments Pty Ltd</p>

	<p>Number and class of securities issued Resolution 5A: 20,000,000 Shares Resolution 5B: 10,000,000 Shares Resolution 5C: 10,000,000 Shares Resolution 5D: 10,000,000 Shares</p> <p>Date of issue Resolution 5A: 9 May 2022 Resolution 5B: 22 June 2022 Resolution 5C: 28 July 2022 Resolution 5D: 1 September 2022</p> <p>Issue price per security Resolution 5A: \$0.002 per Share Resolution 5B: \$0.002 per Share Resolution 5C: \$0.002 per Share Resolution 5D: \$0.001 per Share</p> <p>Purpose of the issue The Shares were issued in lieu of fees payable to Dual Mandate under the Consultancy Agreement, for the provision of management consulting services to the Company during the 20 week period commencing on 9 May 2022.</p> <p>Use of funds raised No funds were raised by the issue of the Shares, although the Company's liability to Dual Mandate in relation to payment of their fees in cash was satisfied by the issue of the Shares, thus preserving the Company's cash to that extent.</p> <p>Terms of securities The Shares are fully paid ordinary shares ranking pari-passu with other existing fully paid ordinary shares in the Company.</p> <p>Terms of agreement under which securities were issued The Company entered into the Consultancy Agreement with Dual Mandate on 9 May 2022, for the provision of the following services:</p> <ul style="list-style-type: none"> (a) Project management of 3D printing related initiatives; (b) Business development of 3D printing related initiatives; and (c) Provide general support and commercial advice (excluding taxation and legal advice) to the Company as required. <p>Under the Consultancy Agreement, fees were payable by way of a monthly Share based payment of 10 million Shares during the term of the agreement (being 20 consecutive weeks commencing on 9 May 2022).</p> <p>Voting exclusion statement A voting exclusion statement applies to this item of business, as set out in the Notice.</p>
<p>What will happen if shareholders give, or do not give, approval?</p>	<p>If Resolutions 5A – 5D are approved by Shareholders, the prior issues of Shares to Dual Mandate will be <u>excluded</u> in calculating the Company's 15% Placement Capacity in Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without shareholder approval over the 12 month period following the issue date.</p> <p>If Resolutions 5A – 5D are not approved by shareholders, the prior issues of Shares to Dual Mandate will be <u>included</u> in calculating the Company's 15% Placement Capacity, effectively decreasing the number of Equity Securities that it can issue without shareholder approval over the 12 month period following the issue date.</p>

Board Recommendation	The Directors unanimously recommend that Shareholders vote in favour of Resolutions 5A – 5D.
Chair’s available proxies	The Chair of the Meeting intends to vote all available proxies in favour of Resolutions 5A – 5D

Resolution 6	Ratification of issue of Shares to LAX Consulting Pte Ltd										
Explanation	<p>The Company seeks shareholder ratification pursuant to ASX Listing Rule 7.4 for a previous issue of Shares to LAX Consulting Pte Ltd. The Shares were issued on 22 June 2022, using the Company’s 15% Placement Capacity.</p> <p>If shareholders ratify the previous issue of Shares to LAX Consulting Pte Ltd by way of approving Resolution 6, those Shares will be deemed to have been issued with shareholder approval for the purposes of Listing Rule 7.1 and will no longer be deducted from the Company’s 15% Placement Capacity.</p>										
Background	<p>Resolution 6 seeks Shareholder ratification under Listing Rule 7.4 for the prior issue of 35,000,000 Shares to LAX Consulting Pte Ltd (LAX) on 22 June 2022, using the Company’s 15% Placement Capacity.</p> <p>The Shares were issued to LAX in lieu of fees payable under a consultancy agreement entered into by the Company and LAX on 1 February 2022 (LAX Agreement). Under the LAX Agreement, LAX provided consulting services to the Company for the development of licence agreements, and the creation and assignment of trademark applications for a number of famous racehorses. These property rights add to the Company’s existing portfolio of digital assets.</p> <p>If Shareholders ratify the issue of Shares to LAX by way of approving Resolution 6, those Shares will be deemed to have been issued with Shareholder approval for the purposes of ASX Listing Rule 7.1 and will no longer be deducted from the Company’s 15% Placement Capacity.</p>										
Specific information for Resolution 6	<p>In accordance with ASX Listing Rule 7.5, which contains requirements as to the contents of a notice sent to Shareholder for the purposes of ASX Listing Rule 7.4, the following information is provided to Shareholders:</p> <table border="0"> <tr> <td>Recipients of issue</td> <td>LAX Consulting Pte Ltd</td> </tr> <tr> <td>Number and class of securities issued</td> <td>35,000,000 Shares</td> </tr> <tr> <td>Date of issue</td> <td>The Shares were issued on 22 June 2022.</td> </tr> <tr> <td>Issue price per security</td> <td>The Shares were issued at a deemed issue price of \$0.002 per Share.</td> </tr> <tr> <td>Purpose of the issue</td> <td>The Shares were issued in lieu of fees payable to LAX under the LAX Agreement, for the provision of consulting services to the Company during the period of 1 February 2022 – 10 June 2022.</td> </tr> </table>	Recipients of issue	LAX Consulting Pte Ltd	Number and class of securities issued	35,000,000 Shares	Date of issue	The Shares were issued on 22 June 2022.	Issue price per security	The Shares were issued at a deemed issue price of \$0.002 per Share.	Purpose of the issue	The Shares were issued in lieu of fees payable to LAX under the LAX Agreement, for the provision of consulting services to the Company during the period of 1 February 2022 – 10 June 2022.
Recipients of issue	LAX Consulting Pte Ltd										
Number and class of securities issued	35,000,000 Shares										
Date of issue	The Shares were issued on 22 June 2022.										
Issue price per security	The Shares were issued at a deemed issue price of \$0.002 per Share.										
Purpose of the issue	The Shares were issued in lieu of fees payable to LAX under the LAX Agreement, for the provision of consulting services to the Company during the period of 1 February 2022 – 10 June 2022.										

	<p>Use of funds raised No funds were raised by the issue of the Shares, although the Company's liability to LAX in relation to payment of their fees in cash was satisfied by the issue of the Shares, thus preserving the Company's cash to that extent.</p> <p>Terms of securities The Shares are fully paid ordinary shares ranking pari-passu with other existing fully paid ordinary shares in the Company.</p> <p>Terms of agreement under which securities were issued The Company entered into a fixed term consultancy agreement on 1 February 2022 with LAX, for the provision of consulting services for the development of licence agreements and the creation and assignment of trademark applications for a number of famous racehorses. The LAX Agreement expired upon finalisation of the services on 10 June 2022.</p> <p>The total dollar amount of the consulting service fees was \$70,000 (including GST), covering the period of 1 February 2022 to 10 June 2022. Under the LAX Agreement, fees were payable by way of a one-off Share based payment of 35,000,000 Shares, at a deemed issue price of \$0.002.</p> <p>Voting exclusion statement A voting exclusion statement applies to this item of business, as set out in the Notice.</p>
What will happen if shareholders give, or do not give, approval?	<p>If Resolution 6 is approved by Shareholders, the prior issue of Shares to Dual Mandate will be <u>excluded</u> in calculating the Company's 15% Placement Capacity in Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without shareholder approval over the 12 month period following the issue date.</p> <p>If Resolution 6 is not approved by shareholders, the prior issues of Shares to Dual Mandate will be <u>included</u> in calculating the Company's 15% Placement Capacity, effectively decreasing the number of Equity Securities that it can issue without shareholder approval over the 12 month period following the issue date.</p>
Board Recommendation	The Directors unanimously recommend that Shareholders vote in favour of Resolution 6.
Chair's available proxies	The Chair of the Meeting intends to vote all available proxies in favour of this resolution.

Resolution 7	Ratification of issue of Shares to NFT2EZ Pty Ltd
Explanation	<p>The Company seeks shareholder ratification pursuant to ASX Listing Rule 7.4 for an agreement to issue Shares to NFT2EZ Pty Ltd. The Shares were agreed to be issued using the Company's 15% Placement Capacity.</p> <p>If shareholders ratify the agreement to issue Shares to NFT2EZ Pty Ltd by way of approving Resolution 7, the Shares (once issued) will be deemed to have been issued with shareholder approval for the purposes of Listing Rule 7.1 and will no longer be deducted from the Company's 15% Placement Capacity.</p>
Background	Resolution 7 seeks Shareholder ratification under Listing Rule 7.4 for the Company's prior agreement to issue 15,840,000 Shares to NFT2EZ Pty Ltd (NFT2EZ), using the

	<p>Company's 15% Placement Capacity (Relevant Issue). The Shares are expected to be issued to NFT2EZ on or around 15 December 2022, but in any event, no later than 3 months after the Meeting.</p> <p>The Shares were issued to NFT2EZ in lieu of fees payable under a development and consultancy agreement entered into by the Company and NFT2EZ (Development Agreement). Under the Development Agreement, NFT2EZ agreed to provide consulting services to the Company in relation to development and design of the Company's "NFTY Run" licenced merchandise collectibles, including the development of a smart contract and minting of the non-fungible tokens.</p> <p>If Shareholders ratify the Relevant Issue by way of approving Resolution 7, the Relevant Issue will be deemed to have been made with Shareholder approval for the purposes of ASX Listing Rule 7.1 and will no longer be deducted from the Company's 15% Placement Capacity.</p>																
<p>Specific information for Resolution 7</p>	<p>In accordance with ASX Listing Rule 7.5, which contains requirements as to the contents of a notice sent to Shareholder for the purposes of ASX Listing Rule 7.4, the following information is provided to Shareholders:</p> <table border="0"> <tr> <td style="vertical-align: top;">Recipients of issue</td> <td>NFT2EZ Pty Ltd</td> </tr> <tr> <td style="vertical-align: top;">Number and class of securities issued</td> <td>15,840,000 Shares</td> </tr> <tr> <td style="vertical-align: top;">Date of issue</td> <td>The Shares are expected to be issued on or around 15 December 2022, but in any event, no later than 3 months after the date of the Meeting.</td> </tr> <tr> <td style="vertical-align: top;">Issue price per security</td> <td>The Shares will be issued at a deemed issue price of \$0.002 per Share.</td> </tr> <tr> <td style="vertical-align: top;">Purpose of the issue</td> <td>The Shares will be issued in lieu of fees payable to NFT2EZ under the Development Agreement, for the provision of consultancy services to the Company.</td> </tr> <tr> <td style="vertical-align: top;">Use of funds raised</td> <td>No funds will be raised by the issue of the Shares, although the Company's liability to NFT2EZ in relation to payment of their fees in cash will be satisfied by the issue of the Shares, thus preserving the Company's cash to that extent.</td> </tr> <tr> <td style="vertical-align: top;">Terms of securities</td> <td>The Shares are fully paid ordinary shares ranking pari-passu with other existing fully paid ordinary shares in the Company.</td> </tr> <tr> <td style="vertical-align: top;">Terms of agreement under which securities were issued</td> <td> <p>Under the Development Agreement, NFT2EZ agreed to provide the following services in relation to the development and commercialisation of the Company's "NFTY Run" product offering:</p> <ul style="list-style-type: none"> (a) Conceptualising project and art; (b) Product development and design; (c) Development of smart contract and rarity tables; and (d) Minting of non-fungible tokens and assistance with post-mint requirements. <p>The Development Agreement is ongoing, and both parties have the right to terminate with one month's notice.</p> </td> </tr> </table>	Recipients of issue	NFT2EZ Pty Ltd	Number and class of securities issued	15,840,000 Shares	Date of issue	The Shares are expected to be issued on or around 15 December 2022, but in any event, no later than 3 months after the date of the Meeting.	Issue price per security	The Shares will be issued at a deemed issue price of \$0.002 per Share.	Purpose of the issue	The Shares will be issued in lieu of fees payable to NFT2EZ under the Development Agreement, for the provision of consultancy services to the Company.	Use of funds raised	No funds will be raised by the issue of the Shares, although the Company's liability to NFT2EZ in relation to payment of their fees in cash will be satisfied by the issue of the Shares, thus preserving the Company's cash to that extent.	Terms of securities	The Shares are fully paid ordinary shares ranking pari-passu with other existing fully paid ordinary shares in the Company.	Terms of agreement under which securities were issued	<p>Under the Development Agreement, NFT2EZ agreed to provide the following services in relation to the development and commercialisation of the Company's "NFTY Run" product offering:</p> <ul style="list-style-type: none"> (a) Conceptualising project and art; (b) Product development and design; (c) Development of smart contract and rarity tables; and (d) Minting of non-fungible tokens and assistance with post-mint requirements. <p>The Development Agreement is ongoing, and both parties have the right to terminate with one month's notice.</p>
Recipients of issue	NFT2EZ Pty Ltd																
Number and class of securities issued	15,840,000 Shares																
Date of issue	The Shares are expected to be issued on or around 15 December 2022, but in any event, no later than 3 months after the date of the Meeting.																
Issue price per security	The Shares will be issued at a deemed issue price of \$0.002 per Share.																
Purpose of the issue	The Shares will be issued in lieu of fees payable to NFT2EZ under the Development Agreement, for the provision of consultancy services to the Company.																
Use of funds raised	No funds will be raised by the issue of the Shares, although the Company's liability to NFT2EZ in relation to payment of their fees in cash will be satisfied by the issue of the Shares, thus preserving the Company's cash to that extent.																
Terms of securities	The Shares are fully paid ordinary shares ranking pari-passu with other existing fully paid ordinary shares in the Company.																
Terms of agreement under which securities were issued	<p>Under the Development Agreement, NFT2EZ agreed to provide the following services in relation to the development and commercialisation of the Company's "NFTY Run" product offering:</p> <ul style="list-style-type: none"> (a) Conceptualising project and art; (b) Product development and design; (c) Development of smart contract and rarity tables; and (d) Minting of non-fungible tokens and assistance with post-mint requirements. <p>The Development Agreement is ongoing, and both parties have the right to terminate with one month's notice.</p>																

	<p>The total fees payable by the Company under the Development Agreement is \$59,400, with 60% of the fees to be paid in cash, and 40% of the fees to be paid in Shares (being the Shares the subject of this Resolution 7). The Company paid 50% of the total amount upfront in cash upon commencement of the agreement.</p> <p>All intellectual property created throughout the project will remain the property of the Company.</p> <p>Voting exclusion statement A voting exclusion statement applies to this item of business, as set out in the Notice.</p>
What will happen if shareholders give, or do not give, approval?	<p>If Resolution 7 is approved by Shareholders, the Relevant Issue will be <u>excluded</u> in calculating the Company's 15% Placement Capacity in Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without shareholder approval over the 12 month period following the issue date.</p> <p>If Resolution 7 is not approved by shareholders, the Relevant Issue will be <u>included</u> in calculating the Company's 15% Placement Capacity, effectively decreasing the number of Equity Securities that it can issue without shareholder approval over the 12 month period following the issue date.</p>
Board Recommendation	The Directors unanimously recommend that Shareholders vote in favour of Resolution 7.
Chair's available proxies	The Chair of the Meeting intends to vote all available proxies in favour of this resolution.

Approval of 10% Placement Capacity

Resolution 8	Approval of 10% Placement Capacity
General	<p>Under Listing Rule 7.1, every listed entity has the ability to issue 15% of its issued capital without shareholder approval in a 12 month period (15% Placement Capacity). Listing Rule 7.1A permits eligible small and mid-cap ASX-listed entities, subject to shareholder approval, to issue Equity Securities of up to an additional 10% of its issued capital by way of placements over a 12 month period, in addition to its ability to issue securities under Listing Rule 7.1 (10% Placement Capacity).</p> <p>The Company seeks shareholder approval under Listing Rule 7.1A for the 10% Placement Capacity. The effect of this resolution will be to allow the Company, subject to the conditions set out below, to issue Equity Securities under the 10% Placement Capacity without using its 15% placement capacity under Listing Rule 7.1.</p> <p>Resolution 8 is a special resolution. Accordingly, at least 75% of votes cast by shareholders present and eligible to vote (in person or by proxy) at the meeting must be in favour of this resolution for it to be passed.</p>
Eligibility	<p>ASX-listed entities which have a market capitalisation of \$300 million or less, and which are not included in the S&P/ASX 300 Index, are eligible to seek shareholder approval under Listing Rule 7.1A.</p> <p>As at the date of this Notice, the Company, which has a market capitalisation of less than \$300 million, is not included in the S&P/ASX 300 Index. Accordingly, the Company is eligible to seek shareholder approval under Listing Rule 7.1A.</p>

<p>Formula</p>	<p>The exact number of additional Equity Securities that the Company may issue under the 10% Placement Capacity will be determined by a formula set out Listing Rule 7.1A.2 as follows:</p> <p style="text-align: center;">(A x D) - E</p> <p>Where:</p> <p>A is the number of shares on issue at the commencement of the relevant period:</p> <ul style="list-style-type: none"> ▪ plus the number of fully paid shares issued in the relevant period under an exception in Listing Rule 7.2, other than exception 9, 16 or 17, ▪ plus the number of fully paid ordinary securities issued in the relevant period on the conversion of convertible securities within rule 7.2 exception 9 where: <ul style="list-style-type: none"> ○ the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or ○ the issue of, or agreement to issue, the convertible securities was approved, or taken under these rules to have been approved, under rule 7.1 or 7.4, ▪ plus the number of fully paid ordinary securities issued in the relevant period under an agreement to issue securities within rule 7.2 exception 16 where: <ul style="list-style-type: none"> ○ the agreement was entered into before the commencement of the relevant period; or ○ the agreement or issue was approved, or taken under these rules to have been approved, under rule 7.1 or 7.4, ▪ plus the number of any other fully paid ordinary securities issued in the relevant period with approval under rule 7.1 or 7.4, ▪ plus the number of partly paid ordinary securities that became fully paid in the relevant period, ▪ less the number of equity securities cancelled in the relevant period. <p>'A' has the same meaning in Listing Rule 7.1 when calculating an entity's 15% Placement Capacity</p> <p>D is 10%.</p> <p>E is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the relevant period where the issue or agreement has not been subsequently approved by the holders of its ordinary securities under rule 7.4.</p> <p>'Relevant period' means the 12 month period immediately preceding the date of the issue or agreement.</p>
<p>Conditions of issue under the 10% Placement Capacity</p>	<p>There are a number of conditions applicable to the issue of Equity Securities under Listing Rule 7.1A, including a limitation on the discount to prevailing market price at which they may be issued, and additional disclosure requirements. A summary of these conditions is as follows:</p> <ul style="list-style-type: none"> (a) Equity Securities issued under the 10% Placement Capacity can only be in a class of securities already quoted. At the date of this Notice, the Company has one class of securities which is quoted, being fully paid ordinary shares. (b) The price of each Equity Security issued under the 10% Placement Capacity must

	<p>be issued for a cash consideration per security which is not less than 75% of the volume weighted average price (VWAP) for Equity Securities in that class, calculated over the 15 trading days on which trades in that class were recorded immediately before either:</p> <ol style="list-style-type: none"> i. the date on which the price at which the Equity Securities are to be issued is agreed by the entity and the recipient of the securities; or ii. if the Equity Securities are not issued within 10 trading days of the date in paragraph (i), the date on which the securities are issued.
Period of validity of shareholder approval	<p>In the event that the Company obtains shareholder approval of Resolution 4, such approval will commence on the date of this Meeting, and will cease to be valid upon the earlier of:</p> <ol style="list-style-type: none"> (a) 12 months after the date of this Annual General Meeting; (b) the time and date of the Company's next annual general meeting; or (c) if applicable, the time and date on which the Company's shareholders approve a change to the nature or scale of the Company's activities under Listing Rule 11.1.2, or the disposal of the Company's main undertaking under Listing Rule 11.2. <p>(Placement Period)</p>
Information to be provided to shareholders under Listing Rule 7.3A	
Minimum issue price	<p>The issue price of each Equity Security issued under the 10% Placement Capacity must be no less than 75% of the VWAP for Equity Securities in that class, calculated over the 15 trading days on which trades in that class were recorded immediately before either:</p> <ol style="list-style-type: none"> i. the date on which the price at which the Equity Securities are to be issued is agreed by the entity and the recipient of the securities; or ii. if the Equity Securities are not issued within 10 trading days of the date in paragraph (i), the date on which the securities are issued.
Risk of dilution to shareholders	<p>If Resolution 8 is approved by shareholders, any issue of Equity Securities under the 10% Placement Capacity may present a risk of economic and voting dilution of existing shareholders, including the risk that:</p> <ul style="list-style-type: none"> ▪ the market price of the Company's Equity Securities may be significantly lower on the relevant issue date than on the date of the Meeting; and ▪ 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. <p>The table below shows the potential dilution of existing shareholders under various scenarios on the basis of:</p> <ul style="list-style-type: none"> ▪ an issue price of \$0.002 per Share which was the closing price of the Company's Shares on the ASX on 13 October 2022; and ▪ the variable 'A' being calculated as the number of fully paid ordinary shares on issue as at the date of this Notice, being 3,054,296,668.

The table also shows:

- (a) two examples where variable 'A' has increased by 50% and 100%. The number of shares on issue in the Company may increase as a result of the issue of shares that do not require approval of shareholders (for example, pro-rata entitlement issues or scrip issues under takeover offers) or future placements of shares under Listing Rule 7.1 of up to 15% of issued capital that are approved at future general meetings of shareholders; and
- (b) two examples of where the issue price of shares has decreased by 50% and increased by 100%.

VARIABLE 'A'		Dilution		
		50% decrease in issue price \$0.001	Issue price \$0.002	100% increase in issue price \$0.004
Current Variable 'A' 3,054,296,668 shares	10% voting dilution	305,429,666 shares	305,429,666 shares	305,429,666 shares
	Funds raised	\$305,429	\$610,859	\$1,221,718
50% increase in current Variable 'A' 4,581,445,002	10% voting dilution	458,144,500 shares	458,144,500 shares	458,144,500 shares
	Funds raised	\$458,144	\$916,289	\$1,832,578
100% increase in current Variable 'A' 6,108,593,336	10% voting dilution	610,859,333 shares	610,859,333 shares	610,859,333 shares
	Funds raised	\$610,859	\$1,221,718	\$2,443,437

The table has been prepared on the following assumptions:

- (a) the Company issues the maximum number of shares available under the 10% Placement Capacity;
- (b) no options to acquire shares on issue in the Company are exercised;
- (c) the 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue;
- (d) the table does not show an example of dilution that may be caused to a particular shareholder as a result of placements under the 10% Placement Capacity based on that shareholder's holding at the date of the Meeting.
- (e) the table shows only the effect of issues of Equity Securities under the 10% Placement Capacity in accordance with Listing Rule 7.1A and not under the 15% placement capacity under Listing Rule 7.1.
- (f) the issue of Equity Securities under the 10% Placement Capacity consists only of shares.
- (g) the issue price is \$0.002, being the closing price of the Company's shares on the ASX on 13 October 2022.

Period of validity	The Company will only issue and allot the Equity Securities during the Placement Period. The approval under Resolution 8 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).
Purpose for which the funds may be used	<p>The Company may seek to issue the Equity Securities for cash consideration, the proceeds of which will be applied to fund the Company's existing and future activities, appraisal of corporate opportunities, investment in new businesses (if any), the costs incurred in undertaking placement(s) of shares under Listing Rule 7.1.A and for general working capital.</p> <p>The Company will comply with the disclosure obligations under Listing Rules 7.1A.4 and 3.10.3 upon issue of any Equity Securities.</p>
Allocation policy	<p>The Company may not issue any or all the Equity Securities for which approval is given and may issue the Equity Securities progressively as the Company places the Equity Securities with investors.</p> <p>The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Capacity. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to factors such as:</p> <ol style="list-style-type: none"> 1. fund raising options (and their viability) available to the Company at the relevant time; 2. the effect of the issue of the Equity Securities on the control of the Company; 3. the financial situation of the Company and the urgency of the requirement for funds; and 4. advice from the Company's corporate, financial, legal and broking advisers. <p>The allottees under the 10% Placement Capacity have not been determined as at the date of this Notice. It is intended that the allottees will be suitable professional and sophisticated investors, and other investors not requiring a disclosure document under section 708 of the Corporations Act, that are known to the Company and/or introduced by third parties.</p> <p>The allottees may include existing substantial shareholders and/or new shareholders, but the allottees will not be related parties of the Company.</p> <p>In the event that the shares under the 10% Placement Capacity are issued as consideration for the acquisition of businesses, assets or investments, it is likely that the allottees will be the vendors of such businesses, assets or investments.</p>
Securities issued in previous 12 months under Listing Rule 7.1A.2	The Company has not issued or agreed to issue any securities under its 10% Placement Capacity in the 12 months preceding the date of the Meeting.
What will happen if shareholders give, or do not give, approval?	<p>If Resolution 8 is passed, the Company will be able to issue Equity securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further shareholder approval.</p> <p>If Resolution 8 is not passed, the Company will not be able to access the additional 10% Placement Capacity to issue Equity Securities without shareholder approval provided for in Listing Rule 7.1A, and will remain subject to the 15% limit on issuing</p>

	Equity Securities without shareholder approval set out in Listing Rule 7.1.
Board Recommendation	The Directors unanimously recommend that shareholders vote in favour of this Resolution.
Chairman's available proxies	The Chairman of the Meeting intends to vote all available proxies in favour of this Resolution.

DEFINITIONS

10% Placement Capacity	Means the Company's capacity to issue shares under ASX Listing Rule 7.1A.
15% Placement Capacity	Means the Company's capacity to issue shares under ASX Listing Rule 7.1.
ASIC	Means the Australian Securities and Investments Commission.
ASX	Means ASX Limited (ACN 008 624 691) or the securities exchange operated by ASX Limited (as the context requires).
Board	Means the board of Directors of the Company.
Corporations Act	Means the <i>Corporations Act 2001</i> (Cth).
Company or 333D	Means 333D Limited ACN 118 159 881.
Constitution	Means the constitution of the Company.
Closely Related Party (of a member of KMP of an entity)	Has the definition given to it by section 9 of the Corporations Act, and means: <ul style="list-style-type: none"> a) a spouse or child of the member; or b) a child of the member's spouse; or c) a dependant of the member or of the member's spouse; or d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the entity; or e) a company the member controls; or f) a person prescribed by the regulations for the purposes of this definition.
Director	means a director of the Company.
Equity Security	Means: <ul style="list-style-type: none"> a) a share; b) a right to a share or option; c) an option over an issued or unissued security; d) a convertible security; e) any security that ASX decides to classify as an equity security.
Key Management Personnel or KMP	Means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company.
Share	Means a fully paid ordinary share in the capital of the Company.



333D LIMITED | ACN 118 159 881

Proxy Voting Form

If you are attending the meeting
in person, please bring this with you
for Securityholder registration.

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

Holder Number:
[HolderNumber]

Your proxy voting instruction must be received by **2.00pm (Melbourne time) on Monday, 21 November 2022**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

Individual: Where the holding is in one name, the Shareholder must sign.

Joint holding: Where the holding is in more than one name, all Shareholders should sign.

Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

Lodging your Proxy Voting Form:

Online:

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/login>

or scan the QR code below using your smartphone

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.



BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

WEBSITE: <https://automicgroup.com.au/>

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



21 October 2022

Dear Shareholder,

2022 ANNUAL GENERAL MEETING – NOTICE OF ACCESS

333D Limited (ASX: **T3D**) (**333D** or the **Company**) advises that it will hold its Annual General Meeting of shareholders on Wednesday 23 November 2022 at 2.00pm (Melbourne time), at Holding Redlich, Level 8, 555 Bourke Street, Melbourne VIC 3000 (**AGM**).

The Notice of Meeting can be viewed and downloaded at <https://333d.co/investors/>, and will also be available through the Company's announcement page on the ASX website www.asx.com.au, search code "T3D".

The Company's 2022 Annual Report is also available at <https://333d.co/investors/>.

You can request a hard copy of the Notice of Meeting or Annual Report by contacting Automic Group on 1300 288 664 (within Australia) or +61 (0)2 9698 5414 (from overseas), or via email at meetings@automicgroup.com.au.

VOTING BY PROXY

Shareholders are strongly encouraged to vote by proxy prior to the meeting. Shareholders must complete and submit their proxies before **2.00pm (Melbourne time) on Monday 21 November 2022**.

Your personalised proxy form is enclosed. To vote by proxy, please use one of the following methods:

Online	Lodge the Proxy Form online at https://investor.automic.com.au/#/loginsah by following the instructions: Login to the Automic website using the holding details as shown on the Proxy Form. Click on 'View Meetings' – 'Vote'. To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form.
By post	Automic, GPO Box 5193, Sydney NSW 2001
By hand	Automic, Level 5, 126 Phillip Street, Sydney NSW 2000

QUESTIONS

In order to provide an equal opportunity for all shareholders to ask questions of the Board, we ask you to submit in writing any questions to the Company or to the Company's auditor, RSM Australia Partners, in relation to the conduct of the external audit for the year ended 30 June 2022, or the content of its audit report. Please send your questions via email to:

- **The Company:** via email at print@333d.co; or
- **The Auditor:** via email to Rafael Maldonado, Partner RSM Australia, at rafael.morillo@rsm.com.au

Written questions must be received by no later than 5.00pm (Melbourne time) on Wednesday 16 November 2022. Your questions should relate to matters that are relevant to the business of the Annual General Meeting, as outlined in this Notice of Meeting. Please note that individual responses will not be sent to shareholders.

My fellow Directors and I look forward to your participation at the AGM and appreciate your ongoing support.

Yours faithfully

A handwritten signature in grey ink, appearing to read 'J. Conidi'. The signature is written in a cursive style with a large initial 'J' and a trailing flourish.

John Conidi
Executive Chairman