



# Notice of Annual General Meeting and explanatory memorandum

**333D Limited**

ACN 118 159 881

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**Date:** Thursday 30 November 2023

**Time:** 10.00 am (Sydney time)

**Place:** Holding Redlich, Level 65, 25 Martin Place, Sydney NSW 2000  
Australia

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## IMPORTANT INFORMATION

### Questions from Shareholders

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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 2023, or the content of its audit report. Please send your questions via email to:

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

Written questions must be received by no later than **5.00pm (Sydney time) on Tuesday 28 November 2023**.

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 2023.

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

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### 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 (Sydney time) on Tuesday 28 November 2023**, 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 **10.00am (Sydney time) on Tuesday 28 November 2023** at the share registry, being Automic Group, as follows:

<b>Online</b>	<a href="https://investor.automic.com.au/#/loginsah">https://investor.automic.com.au/#/loginsah</a>
<b>By post or hand delivery</b>	Automic Group Level 5, 126 Phillip Street Sydney NW 2000
<b>By email</b>	<a href="mailto:meetings@automicgroup.com.au">meetings@automicgroup.com.au</a>

### **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 2023 ANNUAL GENERAL MEETING

Notice is given that the 2023 Annual General Meeting of 333D Limited ACN 118 159 881 (the **Company**) will be held at Level 65, 25 Martin Place, Sydney NSW 2000 Australia on Thursday 30 November 2023 at 10.00am (Sydney 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 2023.

### 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 2023 Annual Report and is available from the Company's website (<a href="https://333d.co/">https://333d.co/</a>).</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 <b>ordinary resolution</b>:</p> <p><i><b>"THAT the Remuneration Report of the Company and its controlled entities for the year ended 30 June 2023 be adopted."</b></i></p>
Voting Exclusion	<p>The Company will disregard any votes cast on this resolution:</p> <ul style="list-style-type: none"><li>(a) by or on behalf of a member of Key Management Personnel (<b>KMP</b>) named in the remuneration report for the year ended 30 June 2023, or that KMP's Closely Related Party, regardless of the capacity in which the vote is cast; and</li><li>(b) as a proxy by a member of the KMP at the date of the meeting, or that KMP's Closely Related Party.</li></ul> <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"><li>(c) in accordance with the directions of how to vote on the Proxy Form; or</li><li>(d) by the Chairman of the Meeting pursuant to an express authorisation on the Proxy Form.</li></ul>

## Re-election of Dr Richard Petty as Director

<b>Resolution 2</b>	<b>Re-election of Dr Richard Petty as Director</b>
<b>Description</b>	Dr Richard Petty, who was appointed as a Director on 5 August 2019, retires as a Director in accordance with rule 6.7(a) of the Company's Constitution and, being eligible, offers himself for re-election.
<b>Resolution (Ordinary)</b>	To consider and, if thought fit, pass the following resolution as an <b>ordinary resolution</b> :  <i>"THAT Dr Richard Petty, 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

<b>Resolution 3A</b>	<b>Approval for issue of Shares to Dr Nigel Finch in lieu of Director's fees</b>
<b>Description</b>	The Company seeks Shareholder approval under ASX Listing Rule 10.11 for the issue of Shares to Dr Nigel Finch (or his nominee(s)) in lieu of Director's fees.
<b>Resolution (Ordinary)</b>	To consider and, if thought fit, pass the following resolution as an <b>ordinary resolution</b> :  <i>"THAT, for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 110,000,000 Shares (on a pre-Consolidation basis) to Dr Nigel Finch (and/or his nominee(s)), on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice."</i>
<b>Voting Exclusion</b>	<p>The Company will disregard any votes cast:</p> <ul style="list-style-type: none"> <li>(a) in favour of this resolution by or on behalf of: <ul style="list-style-type: none"> <li>(i) Dr Nigel Finch, his nominee(s), 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</li> <li>(ii) any associates of the persons named in sub-paragraph (a)(i); and</li> </ul> </li> <li>(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.</li> </ul> <p>However, this does not apply to a vote cast in favour of a resolution by:</p> <ul style="list-style-type: none"> <li>(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</li> <li>(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</li> <li>(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"> <li>(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</li> <li>(ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.</li> </ul> </li> </ul>

<b>Resolution 3B</b>	<b>Approval for issue of Shares to Dr Richard Petty in lieu of Director's fees</b>
<b>Description</b>	The Company seeks Shareholder approval under ASX Listing Rule 10.11 for the issue of Shares to Dr Richard Petty (or his nominee(s)) in lieu of Director's fees.
<b>Resolution (Ordinary)</b>	To consider and, if thought fit, pass the following resolution as an <b>ordinary resolution</b> :  <i>"THAT, for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 100,000,000 Shares (on a pre-Consolidation basis) to Dr Richard Petty (and/or his nominee(s)), on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice."</i>
<b>Voting Exclusion</b>	The Company will disregard any votes cast: <ul style="list-style-type: none"> <li>(a) in favour of this resolution by or on behalf of: <ul style="list-style-type: none"> <li>(i) Dr Richard Petty, his nominee(s), 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</li> <li>(ii) any associates of the persons named in sub-paragraph (a)(i); and</li> </ul> </li> <li>(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.</li> </ul> <p>However, this does not apply to a vote cast in favour of a resolution by:</p> <ul style="list-style-type: none"> <li>(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</li> <li>(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</li> <li>(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"> <li>(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</li> <li>(ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.</li> </ul> </li> </ul>
<b>Resolution 3C</b>	<b>Approval for issue of Shares to Mr John Conidi in lieu of Director's fees</b>
<b>Description</b>	The Company seeks Shareholder approval under ASX Listing Rule 10.11 for the issue of Shares to Mr John Conidi (or his nominee(s)) in lieu of Director's fees.
<b>Resolution (Ordinary)</b>	To consider and, if thought fit, pass the following resolution as an <b>ordinary resolution</b> :  <i>"THAT, for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 110,000,000 Shares (on a pre-Consolidation basis) to Mr John Conidi (and/or his nominee(s)), on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice."</i>

<b>Voting Exclusion</b>	<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, his nominee(s), 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 in lieu of service fees

<b>Resolution 4</b>	<b>Approval for issue of Shares to Saki Partners (Services) Pty Ltd in lieu of fees for services provided</b>
<b>Description</b>	The Company seeks Shareholder approval under ASX Listing Rule 10.11 for the issue of Shares to Saki Partners (or its nominee(s)) in lieu of service fees.
<b>Resolution (Ordinary)</b>	To consider and, if thought fit, pass the following resolution as an <b>ordinary resolution</b> :  <i>“THAT, for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 57,529,450 Shares (on a pre-Consolidation basis) 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>
<b>Voting Exclusion</b>	<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, its nominee(s), 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) Dr Nigel Finch, and 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 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 Directors' entities in lieu of Establishment Fees

Resolution 5A	Approval for issue of Shares to Conidico Superannuation Pty Ltd in lieu of Establishment Fee
<b>Description</b>	The Company seeks Shareholder approval under ASX Listing Rule 10.11 for the issue of Shares to Conidico Superannuation (an entity associated with Director John Conidi), or its nominee(s) in lieu of the Establishment Fee payable by the Company in connection with the Debt Facility.
<b>Resolution (Ordinary)</b>	To consider and, if thought fit, pass the following resolution as an <b>ordinary resolution</b> :  <i>“THAT, for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 11,000,000 Shares (on a pre-Consolidation basis) to Conidico Superannuation Pty Ltd (and/or its nominee(s)) on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice.”</i>
<b>Voting Exclusion</b>	<p>The Company will disregard any votes cast in favour of this resolution by or on behalf of:</p> <p>(a) Conidico Superannuation 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>(b) Mr John Conidi, and any associates of the persons named in sub-paragraph (a).</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 style="padding-left: 40px;">(i) the beneficiary provides written confirmation to the holder that the</p>



	<p>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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<b>Resolution 5B</b>	<b>Approval for issue of Shares to Saki Partners (Services) Pty Ltd in lieu of Establishment Fee</b>
<b>Description</b>	The Company seeks Shareholder approval under ASX Listing Rule 10.11 for the issue of Shares to Saki Partners (an entity associated with Director Nigel Finch), in lieu of the Establishment Fee payable by the Company in connection with the Debt Facility.
<b>Resolution (Ordinary)</b>	To consider and, if thought fit, pass the following resolution as an <b>ordinary resolution</b> :  <i>“THAT, for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 5,500,000 Shares (on a pre-Consolidation basis) to Saki Partners (Services) Pty Ltd, on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice.”</i>
<b>Voting Exclusion</b>	<p>The Company will disregard any votes cast in favour of this resolution by or on behalf of:</p> <p>(a) 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>(b) Dr Nigel Finch, and any associates of the persons named in sub-paragraph (a).</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>

## Approval of Share Consolidation

<b>Resolution 6</b>	<b>Approval of Share Consolidation</b>
<b>Description</b>	The Company seeks approval of Shareholders to consolidate the number of securities it has on issue into a smaller number in the ratio of 30 to 1.
<b>Resolution (Ordinary)</b>	To consider and, if thought fit, pass the following resolution as an <b>ordinary resolution</b> :  <i>“THAT, for the purposes of section 254H of the Corporations Act 2001 (Cth) and for all other purposes, approval is given for the issued capital of the Company to be consolidated through the conversion of every 30 Shares, 30 Options and 30</i>

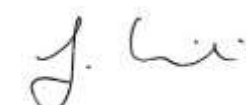
	<p><i>Performance Rights into 1 Share, 1 Option and 1 Performance Right respectively, with fractions of a Share, Option or Performance Right being rounded to the nearest whole number, exact half Shares, Options or Performance Rights being rounded up, and post consolidation holdings of less than one being rounded up, to take effect in on the terms, and accordance with the timetable, set out in the Explanatory Memorandum accompanying this Notice.”</i></p> <p><b>Note: In accordance with section 254H(4) of the Corporations Act, a copy of this Resolution, if passed, shall be lodged with the Australian Securities and Investments Commission within one month of the Meeting.</b></p>
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### Approval of 10% Placement Capacity

Resolution 7	Approval of 10% Placement Capacity
<b>Description</b>	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.
<b>Resolution (Special)</b>	To consider and, if thought fit, pass the following resolution as a <b>special resolution</b> :  <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>
<b>Voting Exclusion</b>	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: 18 October 2023

By order of the Board of 333D Limited



**John Conidi**  
Executive Chairman

# EXPLANATORY MEMORANDUM TO NOTICE OF 2023 ANNUAL GENERAL MEETING

## Financial and related reports

Item 1	Financial and related reports
<b>Explanation</b>	<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 2023 to be laid before the Company's 2023 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 2023 Annual Report has been sent only to those shareholders who have elected to receive a printed copy. A copy of the 2023 Annual Report is available from the Company's website (<a href="https://333d.co/">https://333d.co/</a>).</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 2023, 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)
<b>Explanation</b>	<p>Shareholders are asked to adopt the Company's Remuneration Report. The Remuneration Report is set out in the Company's 2023 Annual Report and is available from the Company's website (<a href="https://333d.co/">https://333d.co/</a>). The Remuneration Report:</p> <ul style="list-style-type: none"> <li>▪ 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;</li> <li>▪ sets out the remuneration arrangements in place for each Director and for certain members of the senior management team; and</li> <li>▪ explains the differences between the basis for remunerating Non-Executive Directors and senior executives.</li> </ul> <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>
<b>Voting Exclusion</b>	A voting exclusion statement applies to this resolution, as set out in the Notice.
<b>Board Recommendation</b>	The Directors unanimously recommend that shareholders vote in favour of adopting the Remuneration Report.
<b>Chairman's available proxies</b>	The Chairman of the Meeting intends to vote all available proxies in favour of this resolution.

## Re-election of Dr Richard Petty as Director

<b>Resolution 2</b>	<b>Re-election of Dr Richard Petty as Director</b>
<b>Explanation</b>	<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 Richard Petty is the Director who has been longest in office since his last election (on 8 November 2021). Accordingly, Dr Petty retires in accordance with Rule 6.7(a) of the Constitution and, being eligible, offers himself for re-election as a Director.</p>
<b>About Dr Petty</b>	<p>Dr Richard Petty was first appointed to the Board as a Non-Executive Director on 5 August 2019.</p> <p>Dr Petty has served on a number of boards, both public and private. He has advised on significant projects and investments across a wide range of industries. Dr Petty has been a professor or visiting academic at several universities. He holds several degrees, including a PhD. He is a Fellow of Chartered Accountants Australia and New Zealand, a Fellow of CPA Australia, and a Fellow of the Australian Institute of Company Directors. Dr Petty has lived and worked in Asia for more than 20 years.</p> <p>As at the date of this Notice, Dr Petty holds a relevant interest in 217,555,557 Shares and 50,000,000 Performance Rights in the Company. Dr Petty is considered by the Board to be an independent Director.</p>
<b>Board Recommendation</b>	The Board, with Dr Petty abstaining on making a recommendation, recommends that shareholders vote in favour of Resolution 2.
<b>Chairman's available proxies</b>	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

<b>Resolutions 3A – 3C</b> <b>Approval for issue of Shares to Directors in lieu of fees</b>	
<b>Background</b>	<p>Resolutions 3A – 3C (inclusive) seek the approval of Shareholders to issue a total of 320,000,000 Shares (on a pre-Consolidation basis) to Directors Dr Nigel Finch, Dr Richard Petty and Mr John Conidi (and/or their nominee(s)) (<b>Director Shares</b>). Approval is sought pursuant to ASX Listing Rule 10.11.</p> <p>The Company proposes to issue the Director Shares as payment for Directors' fees for the period of 1 January 2023 – 31 December 2023 (<b>Relevant Period</b>). The Shares will be issued at a deemed issue price of \$0.001 per Share. The dollar amount of the Directors' fees payable in respect of the Relevant Period is as follows:</p> <p>(a) Dr Nigel Finch: \$110,000 (including GST);  (b) Dr Richard Petty: \$100,000 (excluding GST); and  (c) Mr John Conidi: \$110,000 (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,</p>

	<p>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><b>Explanation</b></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 (and their controlled entities) 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 (or their nominee(s)).</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><b>Approval not sought under Chapter 2E of the Corporations Act</b></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><b>Specific information for Resolutions 3A, 3B and 3C</b></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> <p><b>Identification of recipients of securities</b></p> <p><b>Resolution 3A:</b> Dr Nigel Finch or his nominee(s).</p> <p><b>Resolution 3B:</b> Dr Richard Petty or his nominee(s).</p> <p><b>Resolution 3C:</b> Mr John Conidi or his nominee(s).</p> <p><b>Category in ASX Listing Rules 10.11.1 – 10.11.5</b></p> <p>As Directors, Dr Nigel Finch, Dr Richard Petty and Mr John Conidi (and their controlled entities) are related parties of the Company under ASX Listing Rule 10.11.1.</p> <p><b>Maximum number and class of securities to be issued</b></p> <p><b>Resolution 3A:</b> 110,000,000 Director Shares (on a pre-Consolidation basis).</p> <p><b>Resolution 3B:</b> 100,000,000 Director Shares (on a pre-Consolidation basis).</p> <p><b>Resolution 3C:</b> 110,000,000 Director Shares (on a pre-Consolidation basis).</p> <p><b>Terms of securities</b></p> <p>The Director Shares will be fully paid ordinary shares ranking pari-passu with other existing fully paid ordinary shares in the Company.</p> <p><b>Date for issue and allotment of securities</b></p> <p>Subject to Shareholder approval being obtained, the Company will issue the Director Shares as soon as practicable after the Meeting, or in any event no later than one month after the date of the Meeting.</p> <p><b>Price or other consideration received for the issue</b></p> <p>The Director Shares will be issued for nil cash consideration, in lieu of Director fees payable to Dr Finch, Dr Petty and Mr Conidi for the period of 1 January 2023 – 31 December 2023.</p> <p>The Director Shares will be issued at a deemed issue price of \$0.001 per Share.</p> <p><b>Purpose of issue and use of funds raised</b></p> <p>The Director Shares are proposed to be issued as payment in lieu of Directors' fees for the period of 1 January 2023 – 31 December 2023.</p> <p>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.</p> <p><b>Details of Director remuneration packages</b></p> <p>The details of each Director's current total remuneration package is as follows:</p> <ul style="list-style-type: none"> <li>▪ <b>Dr Nigel Finch (Non-Executive Director):</b> \$110,000 p.a. (including GST)</li> </ul>
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	<ul style="list-style-type: none"> <li>▪ <b>Dr Richard Petty (Non-Executive Director):</b> \$100,000 p.a (excluding GST).</li> <li>▪ <b>Mr John Conidi (Executive Chairman):</b> \$110,000 p.a. (including GST)</li> </ul> <p><b>Voting exclusion statement</b> A voting exclusion statement applies to each of Resolutions 3A, 3B and 3C as set out in the Notice.</p>
<b>What will happen if shareholders give, or do not give, approval?</b>	<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 January 2023 – 31 December 2023 in cash, instead of being issued Director Shares.</p>
<b>Board Recommendation</b>	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.
<b>Chairman’s available proxies</b>	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

<b>Resolution 4</b>	<b>Approval for issue of Shares to Saki Partners (Services) Pty Ltd in lieu of fees for services provided</b>
<b>Background</b>	<p>Resolution 4 seeks the approval of Shareholders to issue a total of 57,529,450 Shares (on a pre-Consolidation basis) to Saki Partners (Services) Pty Ltd (<b>Saki Partners</b>) or its nominee(s). Approval is sought pursuant to ASX Listing Rule 10.11.</p> <p>The Company proposes to issue the Shares:</p> <p>(a) as payment for accounting services provided by Saki Partners to the Company during the period of 1 January 2023 – 31 December 2023 (<b>Current Service Period</b>); and</p> <p>(b) as payment for accounting services fees for October 2022 – December 2022 (<b>Previous Service Period</b>), not previously accrued.</p> <p>The Shares will be issued at a deemed issue price \$0.001 per Share. The total dollar amount of the service fees payable:</p> <p>(c) in respect of the Current Service Period is \$52,852.80 (including GST); and</p> <p>(d) in respect of the Previous Service Period is \$4,676.65 (including GST),</p> <p>(together, <b>Service Fees</b>).</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>

<p><b>Explanation</b></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>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><b>Approval not sought under Chapter 2E of the Corporations Act</b></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 current market price of the Company’s Shares (being \$0.001). 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>



**Specific information for Resolution 4**

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:

<b>Identification of recipients of securities</b>	Saki Partners (Services) Pty Ltd (or its nominee(s)).
<b>Category in ASX Listing Rules 10.11.1 – 10.11.5</b>	As an entity controlled by Director Dr Nigel Finch, Saki Partners is a related party of the Company under Listing Rule 10.11.1.
<b>Maximum number and class of securities to be issued</b>	57,529,450 Shares (on a pre-Consolidation basis).
<b>Terms of securities</b>	The Shares will be fully paid ordinary shares ranking pari-passu with other existing fully paid ordinary shares in the Company.
<b>Date for issue and allotment of securities</b>	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.
<b>Price or other consideration received for the issue</b>	<p>The Shares will be issued for nil cash consideration, in lieu of fees for services provided to the Company by Saki Partners during the Current Service Period and Previous Service Period.</p> <p>The Shares will be issued at a deemed issue price of \$0.001 per Share.</p>
<b>Purpose of issue and use of funds raised</b>	<p>The Shares are proposed to be issued as payment in lieu of fees for services provided by Saki Partners to the Company during the Current Service Period and Previous Service Period.</p> <p>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>
<b>Terms of agreement</b>	<p>The Company entered into a Consulting Services Agreement (<b>Agreement</b>) 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"><li>(a) delivery of the Company's financial functions, including AP, AR, Payroll, BAS, monthly management accounts and reports;</li><li>(b) completion monthly bank reconciliations and general ledger account reconciliations;</li><li>(c) acting as the Company's ASIC or BAS agent as required;</li></ul>

	<p>(d) assisting the Company with preparing financial budgets and forecasts; and</p> <p>(e) providing general support and commercial advice (excluding legal and taxation advice) as required.</p> <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><b>Voting exclusion statement</b> A voting exclusion statement applies to each of Resolution 4 as set out in the Notice.</p>
<b>What will happen if shareholders give, or do not give, approval?</b>	<p>If Shareholders approve Resolution 4, the Company will issue 57,529,450 Shares (on a pre-Consolidation basis) 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 Current Service Period and Previous Service Period in cash, instead of being issued Shares.</p>
<b>Board Recommendation</b>	The Directors (with Dr Finch abstaining from making a recommendation) recommend that shareholders vote in favour of Resolution 4.
<b>Chairman's available proxies</b>	The Chairman of the Meeting intends to vote all available proxies in favour of this resolution.

### Approval for issue of Shares to Directors in lieu of Establishment Fees

<b>Resolutions 5A and 5B</b>	
<b>Approval for issue of Shares to Directors in lieu of Establishment Fees</b>	
<b>Background</b>	<p><b>Debt Facilities</b></p> <p>On 21 December 2022, the Company announced that it had secured line of credit facilities from two lenders for a total of \$150,000, for working capital purposes (each a <b>Debt Facility</b>). The lenders are entities owned and controlled by Directors of the Company, as follows:</p> <p>(a) Conidico Superannuation Pty Ltd (an entity controlled by Mr John Conidi); and</p> <p>(b) Saki Partners (Services) Pty Ltd (an entity controlled by Dr Nigel Finch),</p> <p><b>(Lenders).</b></p> <p>The Debt Facilities provided by the Lenders are on identical terms (save for the facility amount). Each Debt Facility has a term of 12 months, with interest only monthly payments in arrears, and early repayment options. The interest rate on drawn funds is 12% per annum, and a penalty interest rate of 20% on drawn funds applies in circumstances where the Company is in default. The Debt Facilities are unsecured.</p> <p>Under the terms of the Debt Facilities, each Lender is entitled to an establishment fee of 10% of the amount of Debt Facility provided by that Lender (plus GST), as set out in the below table (<b>Establishment Fee</b>).</p>

### Reason for Resolutions 5A and 5B

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 Lender has agreed to receive payment of their Establishment Fee by way of Shares in lieu of cash (at a deemed issue price of \$0.001 per Share) as follows:

Lender	Amount of Debt Facility	10% Establishment Fee (incl. GST)	Number of Shares proposed to be issued*
Conidico Superannuation Pty Ltd	\$100,000	\$11,000	11,000,000
Saki Partners (Services) Pty Ltd	\$50,000	\$5,500	5,500,000

\*At a deemed issue price of \$0.001 per Share. The number of Shares stated is on a pre-Consolidation basis.

An alternative to the issue of the Shares would be to pay the Establishment Fee to each Lender in cash. Whilst the Board remains mindful of the need to minimise dilution to shareholders, the Board considers that the issue of Shares to the Lenders in lieu of the Establishment Fee 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.

### Explanation

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:

- 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.

The Lenders, Conidico Superannuation and Saki Partners, are entities controlled by Directors Mr John Conidi and Dr Nigel Finch respectively. As such, the Lenders are each 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, Resolutions 5A and 5B seek the Shareholder approval required by ASX Listing Rule 10.11 to allow the issue of Shares to these entities.

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 5A and 5B (as applicable) will not deplete the Company's 15% Placement Capacity.

<p><b>Approval not sought under Chapter 2E of the Corporations Act</b></p>	<p>As noted above, Conidico Superannuation and Saki Partners are related parties of the Company, and accordingly the giving of a financial benefit to these entities 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 Mr Conidi and Dr Finch in respect of Resolutions 5A and 5B respectively) have determined that the proposed issue of Shares to the Lenders under Resolutions 5A and 5B is reasonable in the circumstances, given the Company and the Lenders are dealing on arm’s length terms. In making this determination, the Directors considered that the issue of Shares is less favourable to the Lenders than a cash payment for the Establishment Fees. In addition, the Board notes that the deemed issue price of the Shares to the Lenders was similarly determined on an arm’s length basis, with regard to the market price of the Company’s Shares at the time the Debt Facilities were obtained (being \$0.001). 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 Resolutions 5A and 5B.</p>								
<p><b>Specific information for Resolutions 5A and 5B</b></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="475 1216 742 1305"><b>Identification of recipients of securities</b></td> <td data-bbox="770 1216 1369 1305"> <p><b>Resolution 5A:</b> Conidico Superannuation Pty Ltd.</p> <p><b>Resolution 5B:</b> Saki Partners (Services) Pty Ltd.</p> </td> </tr> <tr> <td data-bbox="475 1339 742 1429"><b>Category in ASX Listing Rules 10.11.1 – 10.11.5</b></td> <td data-bbox="770 1339 1417 1552"> <p><b>Resolution 5A:</b> as an entity controlled by Director Mr John Conidi, Conidico Superannuation is a related party of the Company under Listing Rule 10.11.1.</p> <p><b>Resolution 5B:</b> as an entity controlled by Director Dr Nigel Finch, Saki Partners is a related party of the Company under Listing Rule 10.11.1.</p> </td> </tr> <tr> <td data-bbox="475 1585 742 1709"><b>Maximum number and class of securities to be issued</b></td> <td data-bbox="770 1585 1321 1731"> <p><b>Resolution 5A:</b> 11,000,000 Shares (on a pre-Consolidation basis).</p> <p><b>Resolution 5B:</b> 5,500,000 Shares (on a pre-Consolidation basis).</p> </td> </tr> <tr> <td data-bbox="475 1765 742 1798"><b>Terms of securities</b></td> <td data-bbox="770 1765 1417 1854"> <p>The Shares will be fully paid ordinary shares ranking pari-passu with other existing fully paid ordinary shares in the Company.</p> </td> </tr> </table>	<b>Identification of recipients of securities</b>	<p><b>Resolution 5A:</b> Conidico Superannuation Pty Ltd.</p> <p><b>Resolution 5B:</b> Saki Partners (Services) Pty Ltd.</p>	<b>Category in ASX Listing Rules 10.11.1 – 10.11.5</b>	<p><b>Resolution 5A:</b> as an entity controlled by Director Mr John Conidi, Conidico Superannuation is a related party of the Company under Listing Rule 10.11.1.</p> <p><b>Resolution 5B:</b> as an entity controlled by Director Dr Nigel Finch, Saki Partners is a related party of the Company under Listing Rule 10.11.1.</p>	<b>Maximum number and class of securities to be issued</b>	<p><b>Resolution 5A:</b> 11,000,000 Shares (on a pre-Consolidation basis).</p> <p><b>Resolution 5B:</b> 5,500,000 Shares (on a pre-Consolidation basis).</p>	<b>Terms of securities</b>	<p>The Shares will be fully paid ordinary shares ranking pari-passu with other existing fully paid ordinary shares in the Company.</p>
<b>Identification of recipients of securities</b>	<p><b>Resolution 5A:</b> Conidico Superannuation Pty Ltd.</p> <p><b>Resolution 5B:</b> Saki Partners (Services) Pty Ltd.</p>								
<b>Category in ASX Listing Rules 10.11.1 – 10.11.5</b>	<p><b>Resolution 5A:</b> as an entity controlled by Director Mr John Conidi, Conidico Superannuation is a related party of the Company under Listing Rule 10.11.1.</p> <p><b>Resolution 5B:</b> as an entity controlled by Director Dr Nigel Finch, Saki Partners is a related party of the Company under Listing Rule 10.11.1.</p>								
<b>Maximum number and class of securities to be issued</b>	<p><b>Resolution 5A:</b> 11,000,000 Shares (on a pre-Consolidation basis).</p> <p><b>Resolution 5B:</b> 5,500,000 Shares (on a pre-Consolidation basis).</p>								
<b>Terms of securities</b>	<p>The Shares will be fully paid ordinary shares ranking pari-passu with other existing fully paid ordinary shares in the Company.</p>								

	<p><b>Date for issue and allotment of securities</b></p> <p><b>Price or other consideration received for the issue</b></p> <p><b>Purpose of issue and use of funds raised</b></p> <p><b>Terms of agreement</b></p>	<p>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>The Shares will be issued for nil cash consideration, in lieu of the Establishment Fee payable by the Company to each Lender in connection with the Debt Facilities.</p> <p>The Shares will be issued at a deemed issue price of \$0.001 per Share.</p> <p>The Shares are proposed to be issued as payment in lieu of the Establishment Fees payable by the Company to each Lender in connection with the Debt Facilities.</p> <p>No funds will be raised from the issue of Shares to the Lenders, although the Company's liability to the Lenders in relation to payment of the Establishment Fees in cash will be satisfied by the issue of the Shares, thus preserving the Company's cash to that extent.</p> <p>The Company and its wholly owned subsidiary, 333D Holdings Pty Ltd (together, the <b>Borrower</b>) entered into the following loan agreements in connection with the Debt Facilities:</p> <ul style="list-style-type: none"> <li>(a) unsecured loan agreement with Conidico Superannuation, for a \$100,000 Debt Facility; and</li> <li>(b) unsecured loan agreement with Saki Partners, for a \$50,000 Debt Facility,</li> </ul> <p><b>(Loan Agreements).</b></p> <p>The Loan Agreements are on identical terms, save for the differing Debt Facility amounts.</p> <p>Under the Loan Agreements:</p> <ul style="list-style-type: none"> <li>(a) The Debt Facilities have a term of 12 months (<b>Term</b>), with interest only monthly payments in arrears.</li> <li>(b) The Borrower can draw down funds at any time during the Term at its election (subject broadly to there being no event of default or breach of representation or warranty).</li> <li>(c) The interest rate on drawn funds is 12% per annum, with a penalty interest rate of 20% on drawn funds where the Company is in default.</li> <li>(d) If an "Event of Default" occurs and is not remedied within 20 business days, the relevant Debt Facility may, at the Lender's election, become immediately</li> </ul>
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	<p>due and payable, and the Lender may (among other things) terminate the agreement.</p> <p>(e) The definition of “Event of Default” is customary for an agreement of this nature, and includes, among other things, where the Borrower breaches a term of the Loan Agreement, becomes insolvent, ceases to carry on business, or uses the Debt Facility for a purpose other than working capital.</p> <p>(f) The Lenders are entitled to an Establishment Fee of 10% of the relevant Debt Facility amount.</p> <p>The Loan Agreements otherwise contain terms (including warranties and representations) which are considered to be customary for agreements of this nature.</p> <p><b>Voting exclusion statement</b> A voting exclusion statement applies to each of Resolutions 5A and 5B, as set out in the Notice.</p>
<b>What will happen if shareholders give, or do not give, approval?</b>	<p>If Shareholders approve Resolutions 5A and 5B, the Company will issue 11,000,000 Shares to Conidico Superannuation and 5,500,000 Shares to Saki Partners (on a pre-Consolidation basis) within one month of the date of the Meeting.</p> <p>If Shareholders do not approve Resolutions 5A and 5B, Conidico Superannuation and Saki Partners will receive the Establishment Fees in cash, instead of being issued Shares.</p>
<b>Board Recommendation</b>	The Directors, with Mr Conidi and Dr Finch abstaining from making a recommendation on Resolutions 5A and 5B respectively, unanimously recommend that Shareholders vote in favour of Resolutions 5A and 5B.
<b>Chair’s available proxies</b>	The Chair of the Meeting intends to vote all available proxies in favour of Resolutions 5A and 5B.

## Approval of Share Consolidation

<b>Resolution 6</b>	<b>Approval of Share Consolidation</b>
<b>Explanation</b>	<p>The purpose of Resolution 6 is to enable the Company to consolidate its Shares into a smaller number. Section 254H(1) of the Corporations Act provides that the Company may convert all or any of its shares into a larger or smaller number of Shares by a resolution passed at a general meeting of Shareholders.</p> <p>For the reasons set out below, the Company is seeking Shareholder approval of the consolidation of issued ordinary Shares into a smaller number of Shares in the ratio of 30 to 1 (<b>Consolidation</b>), by way of an ordinary resolution pursuant to section 254H of the Corporations Act.</p> <p><b>Reasons for Resolution 6</b></p> <p>In comparison to other companies listed on the ASX, the Company currently has a large number of Shares on issue when considered in relation to the Company’s market capitalisation. The consequence of this is that the market price per Company Share traded on the ASX is relatively low.</p> <p>In the interests of its Shareholders, the Board believes that the Consolidation will establish a Share price that is more appropriate for a listed entity of the Company’s</p>

size.

The Board further believes that this will make the Company more attractive to potential investors. In addition, the Consolidation may have future potential cost saving benefits in terms of administrative costs.

### **Effect of Resolution 6 on Shareholders**

As at the date of this Notice, the Company has 3,189,317,303 Shares on issue. The Consolidation proposed by Resolution 6 will have the effect of reducing the number of Shares on issue to approximately 106,310,577 post Consolidation (subject to rounding). Individual holdings will be reduced in accordance with the Consolidation ratio.

As the Consolidation applies equally to all members (subject only to the rounding of fractions), it will have no material effect on the percentage interest of each member in the Company. Further, the aggregate value of each member's proportional interest in the Company will not materially change solely as a result of the Consolidation as the only anticipated changes, which will be a result of rounding, will be immaterial.

Theoretically, the market price of each Share following the Consolidation should increase by 30 times its current value. Practically, the actual effect on the market price of each Share will be dependent upon a number of factors which will not be within the control of the Company. Therefore, this may result in the market price of each Share following Consolidation being higher or lower than the theoretical post-Consolidation price.

### **Treatment of Options**

The Company currently has 80,000,000 options on issue, each exercisable into a Share at \$0.002, expiring on 28 February 2024 (**Options**). In accordance with ASX Listing Rule 7.22, the Consolidation will involve a corresponding adjustment to Options, having the effect that the number of Options will reduce in proportion to the ordinary share capital and the exercise price will increase in inverse proportion to the consolidation ratio. This means that every 30 Options exercisable at \$0.002 each will instead become a single Option exercisable at \$0.06.

### **Treatment of Performance Rights**

The Company also currently has 200,000,000 performance rights on issue (**Performance Rights**). In accordance with ASX Listing Rule 7.21, the Company may only undertake the Consolidation if the number of Performance Rights is reorganised so that the holders of the Performance Rights will not receive a benefit that holders of ordinary Shares do not receive. This rule does not prevent a rounding up of the number of securities to be received on conversion if the rounding up is approved at the meeting of Shareholders which approves the reorganisation.

Therefore, if this Resolution 6 is approved, every 30 Performance Rights will be consolidated into 1 Performance Right with the result that there will be approximately 6,666,667 Performance Rights on issue (subject to rounding).

### **Fractional Entitlements**

Where a Shareholder's shareholding, an optionholder's Option holding or a performance right holder's Performance Right holding is not a multiple of 30, this will result in the fraction of a Share, Option or Performance Right following the Consolidation. It is proposed that each fraction of a Share, Option or Performance Right will be rounded to the nearest whole number after Consolidation, with exact half Shares, Options or Performance Rights being rounded up, and post-Consolidation holdings of less than one being rounded up.

### Timetable for Consolidation

The Consolidation, if approved by Shareholders, will take effect in accordance with the indicative timetable below.

Key event	Indicative date (2023)
Announcement of Consolidation. The Notice of Meeting containing the proposed resolution for the Consolidation is announced to the ASX and despatched to Shareholders.	Wednesday 18 October
Annual General Meeting of Shareholders. The proposed Consolidation is approved by Shareholders.	Thursday 30 November
Notification to ASX that the Consolidation is approved.	
Effective date of Consolidation.	
Last day for trading in pre-Consolidated Shares.	Friday 1 December
Trading in the Consolidated Shares on a deferred settlement basis commences.	Monday 4 December
Record date. Last day to register transfers on a pre-Consolidation basis.	Tuesday 5 December
First day for Company to update its register and send holding statements to security holders reflecting the change in the number of securities they hold.	Wednesday 6 December
Last day for despatch of new holding statements, and to notify ASX that this has occurred. Deferred settlement trading ends.	Tuesday 12 December
Normal trading starts	Wednesday 13 December

### Holding statements

From the date of Consolidation, all holding statements for Shares, Options and Performance Rights will cease to have any effect, except as evidence of entitlement to a certain number of Shares on a post-Consolidation basis. As soon as practicable after the Consolidation takes effect, the Company will arrange for new holding statements to be despatched to Shareholders, Option holders and Performance Rights holders.

### Taxation implications

It is not considered that any taxation implications for Shareholders will arise out of the Consolidation. However, Shareholders are advised to seek independent tax advice in relation to the effect of the Consolidation. Neither the Company nor the Board accept any responsibility for any individual taxation implications arising out of the Consolidation.

### Board recommendation

The Board believes that the Consolidation is fair and reasonable to the Company's Shareholders as a whole, and unanimously recommends that Shareholders vote in favour of Resolution 6.

### Chairman's available proxies

The Chairman of the Meeting intends to vote all available proxies in favour of Resolution 6.



## Approval of 10% Placement Capacity

Resolution 7	Approval of 10% Placement Capacity
<p><b>General</b></p>	<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 (<b>15% Placement Capacity</b>). 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 (<b>10% Placement Capacity</b>).</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 7 is a <b>special resolution</b>. 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>
<p><b>Eligibility</b></p>	<p>ASX-listed entities which have a market capitalisation of \$300 million or less, and which are not included in the S&amp;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&amp;P/ASX 300 Index. Accordingly, the Company is eligible to seek shareholder approval under Listing Rule 7.1A.</p>
<p><b>Formula</b></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;"><b>(A x D) - E</b></p> <p>Where:</p> <p><b>A</b> is the number of shares on issue at the commencement of the relevant period:</p> <ul style="list-style-type: none"> <li>▪ 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,</li> <li>▪ 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"> <li>○ the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or</li> <li>○ 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,</li> </ul> </li> <li>▪ 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"> <li>○ the agreement was entered into before the commencement of the relevant period; or</li> <li>○ the agreement or issue was approved, or taken under these rules to have been approved, under rule 7.1 or 7.4,</li> </ul> </li> <li>▪ plus the number of any other fully paid ordinary securities issued in the relevant</li> </ul>

	<p>period with approval under rule 7.1 or 7.4,</p> <ul style="list-style-type: none"> <li>▪ plus the number of partly paid ordinary securities that became fully paid in the relevant period,</li> <li>▪ less the number of equity securities cancelled in the relevant period.</li> </ul> <p>'A' has the same meaning in Listing Rule 7.1 when calculating an entity's 15% Placement Capacity</p> <p><b>D</b> is 10%.</p> <p><b>E</b> 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>
<b>Conditions of issue under the 10% Placement Capacity</b>	<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"> <li>(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.</li> <li>(b) The price of each Equity Security issued under the 10% Placement Capacity must be issued for a cash consideration per security which is not less than 75% of the volume weighted average price (<b>VWAP</b>) for Equity Securities in that class, calculated over the 15 trading days on which trades in that class were recorded immediately before either: <ul style="list-style-type: none"> <li>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</li> <li>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.</li> </ul> </li> </ul>
<b>Period of validity of shareholder approval</b>	<p>In the event that the Company obtains shareholder approval of Resolution 7, such approval will commence on the date of this Meeting, and will cease to be valid upon the earlier of:</p> <ul style="list-style-type: none"> <li>(a) 12 months after the date of this Annual General Meeting;</li> <li>(b) the time and date of the Company's next annual general meeting; or</li> <li>(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.</li> </ul> <p><b>(Placement Period)</b></p>
<b>Information to be provided to shareholders under Listing Rule 7.3A</b>	
<b>Minimum issue price</b>	<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</p>

	<p>before either:</p> <ol style="list-style-type: none"> <li>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</li> <li>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.</li> </ol>																																			
<p><b>Risk of dilution to shareholders</b></p>	<p>If Resolution 7 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"> <li>▪ 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</li> <li>▪ 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.</li> </ul> <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"> <li>▪ an issue price of \$0.001 per Share which was the closing price of the Company’s Shares on the ASX on 5 October 2023; and</li> <li>▪ the variable ‘A’ being calculated as the number of fully paid ordinary shares on issue as at the date of this Notice, being 3,189,317,303.</li> </ul> <p>The table also shows:</p> <p>(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</p> <p>(b) two examples of where the issue price of shares has decreased by 50% and increased by 100%.</p> <table border="1" data-bbox="464 1379 1474 1995"> <thead> <tr> <th rowspan="2">VARIABLE ‘A’</th> <th rowspan="2"></th> <th colspan="3">Dilution</th> </tr> <tr> <th>50% decrease in issue price \$0.005</th> <th>Issue price \$0.001</th> <th>100% increase in issue price \$0.002</th> </tr> </thead> <tbody> <tr> <td rowspan="2">Current Variable ‘A’ 3,189,317,303 shares</td> <td>10% voting dilution</td> <td>318,931,730 shares</td> <td>318,931,730 shares</td> <td>318,931,730 shares</td> </tr> <tr> <td>Funds raised</td> <td>\$159,466</td> <td>\$318,932</td> <td>\$637,863</td> </tr> <tr> <td rowspan="2">50% increase in current Variable ‘A’ 4,783,975,955 shares</td> <td>10% voting dilution</td> <td>478,397,595 shares</td> <td>478,397,595 shares</td> <td>478,397,595 shares</td> </tr> <tr> <td>Funds raised</td> <td>\$239,199</td> <td>\$478,398</td> <td>\$956,795</td> </tr> <tr> <td rowspan="2">100% increase in current Variable ‘A’ 6,378,634,606</td> <td>10% voting dilution</td> <td>637,863,461 shares</td> <td>637,863,461 shares</td> <td>637,863,461 shares</td> </tr> <tr> <td>Funds raised</td> <td>\$318,932</td> <td>\$637,863</td> <td>\$1,275,727</td> </tr> </tbody> </table>	VARIABLE ‘A’		Dilution			50% decrease in issue price \$0.005	Issue price \$0.001	100% increase in issue price \$0.002	Current Variable ‘A’ 3,189,317,303 shares	10% voting dilution	318,931,730 shares	318,931,730 shares	318,931,730 shares	Funds raised	\$159,466	\$318,932	\$637,863	50% increase in current Variable ‘A’ 4,783,975,955 shares	10% voting dilution	478,397,595 shares	478,397,595 shares	478,397,595 shares	Funds raised	\$239,199	\$478,398	\$956,795	100% increase in current Variable ‘A’ 6,378,634,606	10% voting dilution	637,863,461 shares	637,863,461 shares	637,863,461 shares	Funds raised	\$318,932	\$637,863	\$1,275,727
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	<p>The table has been prepared on the following assumptions:</p> <ul style="list-style-type: none"> <li>(a) the Company issues the maximum number of shares available under the 10% Placement Capacity;</li> <li>(b) no options to acquire shares on issue in the Company are exercised;</li> <li>(c) the 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue;</li> <li>(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.</li> <li>(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.</li> <li>(f) the issue of Equity Securities under the 10% Placement Capacity consists only of shares.</li> <li>(g) the issue price is \$0.001, being the closing price of the Company's shares on the ASX on 5 October 2023.</li> </ul>
<p><b>Period of validity</b></p>	<p>The Company will only issue and allot the Equity Securities during the Placement Period. The approval under Resolution 7 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).</p>
<p><b>Purpose for which the funds may be used</b></p>	<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>
<p><b>Allocation policy</b></p>	<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"> <li>1. fund raising options (and their viability) available to the Company at the relevant time;</li> <li>2. the effect of the issue of the Equity Securities on the control of the Company;</li> <li>3. the financial situation of the Company and the urgency of the requirement for funds; and</li> <li>4. advice from the Company's corporate, financial, legal and broking advisers.</li> </ol> <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</p>

	<p>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>
<b>Securities issued in previous 12 months under Listing Rule 7.1A.2</b>	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.
<b>What will happen if shareholders give, or do not give, approval?</b>	<p>If Resolution 7 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 7 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 Equity Securities without shareholder approval set out in Listing Rule 7.1.</p>
<b>Board Recommendation</b>	The Directors unanimously recommend that shareholders vote in favour of this Resolution.
<b>Chairman's available proxies</b>	The Chairman of the Meeting intends to vote all available proxies in favour of this Resolution.

## DEFINITIONS

<b>10% Placement Capacity</b>	Means the Company's capacity to issue shares under ASX Listing Rule 7.1A.												
<b>15% Placement Capacity</b>	Means the Company's capacity to issue shares under ASX Listing Rule 7.1.												
<b>ASIC</b>	Means the Australian Securities and Investments Commission.												
<b>ASX</b>	Means ASX Limited (ACN 008 624 691) or the securities exchange operated by ASX Limited (as the context requires).												
<b>Board</b>	Means the board of Directors of the Company.												
<b>Company or 333D</b>	Means 333D Limited ACN 118 159 881.												
<b>Conidico Superannuation</b>	Means Conidico Superannuation Pty Ltd ACN 652 922 168.												
<b>Consolidation</b>	Means the Company's proposed consolidation of issued Shares into a smaller number of Shares in the ratio of 30 to 1, the subject of Resolution 6.												
<b>Constitution</b>	Means the constitution of the Company.												
<b>Corporations Act</b>	Means the <i>Corporations Act 2001</i> (Cth).												
<b>Closely Related Party</b> (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"> <li>a) a spouse or child of the member; or</li> <li>b) a child of the member's spouse; or</li> <li>c) a dependant of the member or of the member's spouse; or</li> <li>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</li> <li>e) a company the member controls; or</li> <li>f) a person prescribed by the regulations for the purposes of this definition.</li> </ul>												
<b>Debt Facilities</b>	Means the line of credit facilities provided to the Company by the Conidico Superannuation and Saki Partners for \$100,000 and \$50,000 respectively, as announced by the Company on 21 December 2022 (each a <b>Debt Facility</b> ).												
<b>Director</b>	Means a director of the Company.												
<b>Equity Security</b>	Means: <ul style="list-style-type: none"> <li>a) a share;</li> <li>b) a right to a share or option;</li> <li>c) an option over an issued or unissued security;</li> <li>d) a convertible security;</li> <li>e) any security that ASX decides to classify as an equity security.</li> </ul>												
<b>Establishment Fee</b>	<p>Means the establishment fee payable to each Lender under the terms of the Debt Facilities of 10% (plus GST) of the total amount of the Debt Facility, to be paid by the Company in Shares as set out below:</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: center;">Lender</th> <th style="text-align: center;">Amount of Debt Facility</th> <th style="text-align: center;">10% Establishment Fee (incl. GST)</th> <th style="text-align: center;">Number of Shares proposed to be issued*</th> </tr> </thead> <tbody> <tr> <td>Conidico Superannuation Pty Ltd</td> <td style="text-align: center;">\$100,000</td> <td style="text-align: center;">\$11,000</td> <td style="text-align: center;">11,000,000</td> </tr> <tr> <td>Saki Partners (Services) Pty Ltd</td> <td style="text-align: center;">\$50,000</td> <td style="text-align: center;">\$5,500</td> <td style="text-align: center;">5,500,000</td> </tr> </tbody> </table> <p><i>*At a deemed issue price of \$0.001 per Share, on a pre-Consolidation basis.</i></p>	Lender	Amount of Debt Facility	10% Establishment Fee (incl. GST)	Number of Shares proposed to be issued*	Conidico Superannuation Pty Ltd	\$100,000	\$11,000	11,000,000	Saki Partners (Services) Pty Ltd	\$50,000	\$5,500	5,500,000
Lender	Amount of Debt Facility	10% Establishment Fee (incl. GST)	Number of Shares proposed to be issued*										
Conidico Superannuation Pty Ltd	\$100,000	\$11,000	11,000,000										
Saki Partners (Services) Pty Ltd	\$50,000	\$5,500	5,500,000										

<b>Key Management Personnel or KMP</b>	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.
<b>Lenders</b>	Means Conidico Superannuation and Saki Partners (each being a <b>Lender</b> ).
<b>Options</b>	Means the 80,000,000 options currently on issue in the Company, each exercisable into a Share at \$0.002, expiring on 28 February 2024.
<b>Performance Rights</b>	Means the 200,000,000 performance rights currently on issue in the Company, each convertible into a Share upon satisfaction of certain time and performance-based vesting conditions.
<b>Saki Partners</b>	Means Saki Partners (Services) Pty Ltd ACN 618 836 892.
<b>Share</b>	Means a fully paid ordinary share in the capital of the Company.

Your proxy voting instruction must be received by **10.00am (AEDT) on Tuesday, 28 November 2023**, 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/#/loginsah> 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](mailto: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)







18 October 2023

Dear Shareholder,

### 2023 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 Thursday 30 November 2023 at 10.00am (Sydney time), at Holding Redlich, Level 65, 25 Martin Place, Sydney NSW 2000 (**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](http://www.asx.com.au), search code "T3D".

The Company's 2023 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](mailto: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 **10.00am (Melbourne time) on Tuesday 28 November 2023**.

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

<b>Online</b>	Lodge the Proxy Form online at <a href="https://investor.automic.com.au/#/loginsah">https://investor.automic.com.au/#/loginsah</a> 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.
<b>By post</b>	Automic, GPO Box 5193, Sydney NSW 2001
<b>By hand</b>	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 2023, or the content of its audit report. Please send your questions via email to:

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

Written questions must be received by no later than 5.00pm (Melbourne time) on Tuesday 28 November 2023. 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

**John Conidi**  
Executive Chairman