



Notice of Annual General Meeting and explanatory memorandum

333D Limited

ACN 118 159 881

Date: Thursday 7 November 2024

Time: 2.00 pm (Melbourne time)

Place: Thomson Geer, Level 23, Rialto South Tower, 525 Collins Street,
Melbourne VIC 3000

IMPORTANT INFORMATION

Questions from Shareholders

In order to provide an equal opportunity for all shareholders to ask questions of the Board, we ask you to submit in writing any questions to the Company or to the Company's auditor, RSM Australia Partners, in relation to the conduct of the external audit for the year ended 30 June 2024, or the content of its audit report. Please send your questions via email to:

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

Written questions must be received by no later than **5.00pm (Melbourne time) on Tuesday 5 November 2024**.

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 2024.

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

VOTING INFORMATION

Entitlement to vote at the Annual General Meeting

A determination has been made by the Board under regulation 7.11.37 of the *Corporations Regulations 2001* that the persons eligible to vote at the Annual General Meeting are those who are registered shareholders of the Company as at **7.00pm (Melbourne time) on Tuesday 5 November 2024**, subject to any applicable voting exclusion.

Voting by proxy

- (a) A shareholder entitled to attend and vote at the Annual General Meeting may appoint one proxy or, if the shareholder is entitled to cast 2 or more votes at the Meeting, 2 proxies, to attend and vote instead of the shareholder.
- (b) Where 2 proxies are appointed to attend and vote at the Meeting, each proxy may be appointed to represent a specified proportion or number of the shareholder's voting rights at the Meeting.
- (c) A proxy need not be a shareholder of the Company.
- (d) A proxy may be an individual or a body corporate. If a body corporate is appointed, the proxy form must indicate the full name of the body corporate and the full name or title of the individual representative of the body corporate for the Meeting.
- (e) A proxy form accompanies this Notice. If a shareholder wishes to appoint more than 1 proxy, they may make a copy of the proxy form attached to this Notice. For the proxy form to be valid it must be received together with the power of attorney or other authority (if any) under which the form is signed, or a (notarially) certified copy of that power or authority by **2.00pm (Melbourne time) on Tuesday 5 November 2024** at the share registry, being Automic Group, as follows:

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

Proxy voting by the Chairman

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

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

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

If you complete a Proxy Form that authorises the Chairman of the Meeting to vote on your behalf as proxy, and you do not mark any of the boxes so as to give him directions about how your vote should be cast, then you will be taken to have expressly authorised the Chairman to exercise your proxy on Resolutions 1, 6, 8A, 8B, and 8C.

In accordance with this express authority provided by you, the Chairman will vote in favour of Resolutions 1, 6, 8A, 8B, and 8C. 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, 6, 8A, 8B, and 8C he or she will not vote your proxy on those resolutions.

NOTICE OF 2024 ANNUAL GENERAL MEETING

Notice is given that the 2024 Annual General Meeting of 333D Limited ACN 118 159 881 (the **Company**) will be held at Thomson Geer, Level 23, Rialto South Tower, 525 Collins Street, Melbourne, VIC 3000 on Thursday 7 November 2024 at 2.00pm (Melbourne time)

BUSINESS OF THE MEETING

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

Financial and related reports

Item 1	Financial and related reports
Description	To receive and consider the Financial Report of the Company and its controlled entities and the related Directors' and Auditor's Reports in respect of the financial year ended 30 June 2024.

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 2024 Annual Report and is available from the Company's website (https://333d.co/).</p> <p>In accordance with section 250R of the Corporations Act, the vote on this resolution will be advisory only and will not bind the Directors or the Company.</p>
Resolution (Ordinary)	<p>To consider and, if thought fit, pass the following resolution as an ordinary resolution:</p> <p><i>"THAT the Remuneration Report of the Company and its controlled entities for the year ended 30 June 2024 be adopted."</i></p>
Voting Exclusion	<p>The Company will disregard any votes cast on this resolution:</p> <ul style="list-style-type: none">(a) by or on behalf of a member of Key Management Personnel (KMP) named in the remuneration report for the year ended 30 June 2024, or that KMP's Closely Related Party, regardless of the capacity in which the vote is cast; and(b) as a proxy by a member of the KMP at the date of the meeting, or that KMP's Closely Related Party. <p>However, the Company will not disregard a vote if it is cast as a proxy for a person who is entitled to vote on this resolution:</p> <ul style="list-style-type: none">(c) in accordance with the directions of how to vote on the Proxy Form; or(d) by the Chairman of the Meeting pursuant to an express authorisation on the Proxy Form.

Re-election of Dr Richard Petty as Director

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

Appointment of Auditor

Resolution 3	Appointment of G.C.C. Business & Assurance Pty Limited as the Company's auditor
Description	The Company has received a notice of nomination, made pursuant to section 328B(1) of the Corporations Act, to appoint G.C.C. Business & Assurance Pty Limited (GCC) as the Company's auditor at the 2024 Annual General Meeting, and accordingly proposes Resolution 3 to shareholders.
Resolution (Ordinary)	To consider and, if thought fit, pass the following resolution as an ordinary resolution : <i>"THAT, for the purposes of s328B(1) of the Corporations Act and for all other purposes, subject to the consent of the Australian Securities and Investments Commission to RSM Australia Partners resigning as auditor of the Company, G.C.C. Business & Assurance Pty Limited of Suite 807, 109 Pitt Street, Sydney NSW 2000, having consented in writing to act as auditor of the Company, be appointed as auditor of the Company and its controlled entities effective from the date of the Meeting."</i>

Approval for issue of Shares to LAX Consulting Pte Ltd in lieu of consulting fees

Resolution 4	Approval for issue of Shares to LAX Consulting Pte Ltd in lieu of consulting fees
Description	The Company seeks shareholder approval under ASX Listing Rule 7.1 for the issue of Shares to LAX Consulting Pte Ltd in lieu of consulting fees.
Resolution (Ordinary)	<p>To consider and, if thought fit, pass the following resolution as an ordinary resolution:</p> <p><i>“THAT, for the purposes of ASX Listing Rule 7.1 and for all other purposes, shareholders approve the issue of 6,666,666 Shares to LAX Consulting Pte Ltd, on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice.”</i></p>
Voting Exclusion	<p>The Company will disregard any votes cast in favour of this resolution by or on behalf of:</p> <ul style="list-style-type: none"> (a) LAX Consulting Pte Ltd, and any other person who will obtain a material benefit as a result of the proposed issue of Shares under this resolution (except a benefit solely by reason of being a holder of Shares in the Company); or (b) any associates of the persons named in sub-paragraph (a). <p>However, this does not apply to a vote cast in favour of a resolution by:</p> <ul style="list-style-type: none"> (c) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or (d) the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or (e) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met: <ul style="list-style-type: none"> (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Approval for issue of employee bonus Shares to Mr Parminder Singh Badwal

Resolution 5	Approval for issue of employee bonus Shares to Mr Parminder Singh Badwal
Description	The Company seeks shareholder approval under ASX Listing Rule 7.1 for the issue of Shares to an employee of the Company, Mr Parminder Singh Badwal, as a one-off discretionary bonus.
Resolution (Ordinary)	<p>To consider and, if thought fit, pass the following resolution as an ordinary resolution:</p> <p><i>“THAT, for the purposes of ASX Listing Rule 7.1 and for all other purposes, shareholders approve the issue of 1,666,666 Shares to Mr Parminder Singh Badwal (or his nominee(s)), on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice.”</i></p>
Voting Exclusion	<p>The Company will disregard any votes cast in favour of this resolution by or on behalf of:</p> <ul style="list-style-type: none"> (a) Mr Parminder Singh Badwal, his nominee(s), and any other person who will obtain a material benefit as a result of the proposed issue of Shares under this resolution (except a benefit solely by reason of being a holder of Shares in the Company); or (b) any associates of the persons named in sub-paragraph (a). <p>However, this does not apply to a vote cast in favour of a resolution by:</p> <ul style="list-style-type: none"> (c) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or (d) the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or (e) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met: <ul style="list-style-type: none"> (iii) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and (iv) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Approval for issue of Shares to Saki Partners in lieu of service fees

Resolution 6	Approval for issue of Shares to Saki Partners in lieu of service fees
Description	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.
Resolution (Ordinary)	<p>To consider and, if thought fit, pass the following resolution as an ordinary resolution:</p> <p><i>“THAT, for the purposes of ASX Listing Rule 10.11 and for all other purposes, shareholders approve the issue of 3,178,542 Shares to Saki Partners (Services) Pty Ltd (and/or its nominee(s)), on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice.”</i></p>
Voting Exclusion	<p>The Company will disregard any votes cast:</p> <ul style="list-style-type: none"> (a) in favour of this resolution by or on behalf of: <ul style="list-style-type: none"> (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 under this resolution (except a benefit solely by reason of being a holder of Shares in the Company); or (ii) Dr Nigel Finch, and any associates of the persons named in sub-paragraph (a)(i); and (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>However, this does not apply to a vote cast in favour of a resolution by:</p> <ul style="list-style-type: none"> (c) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or (d) the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or (e) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met: <ul style="list-style-type: none"> (v) 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 (vi) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Approval for issue of Shares to Directors' entities in lieu of Loan Variation Fees

Resolution 7A	Approval for issue of Shares to Conidico Superannuation Pty Ltd in lieu of Loan Variation Fee
Description	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 Loan Variation Fee payable by the Company in connection with the Debt Facility.
Resolution (Ordinary)	<p>To consider and, if thought fit, pass the following resolution as an ordinary resolution:</p> <p><i>“THAT, for the purposes of ASX Listing Rule 10.11 and for all other purposes, shareholders approve the issue of 1,833,334 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></p>
Voting Exclusion	<p>The Company will disregard any votes cast in favour of this resolution by or on behalf of:</p> <ul style="list-style-type: none"> (a) Conidico Superannuation Pty Ltd, or any other person who will obtain a material benefit as a result of the proposed issue of Shares under this resolution (except a benefit solely by reason of being a holder of Shares in the Company); or (b) Mr John Conidi, and any associates of the persons named in sub-paragraph (a). <p>However, this does not apply to a vote cast in favour of a resolution by:</p> <ul style="list-style-type: none"> (c) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or (d) the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or (e) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met: <ul style="list-style-type: none"> (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 7B	Approval for issue of Shares to Saki Partners (Services) Pty Ltd in lieu of Loan Variation Fee
Description	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 Loan Variation Fee payable by the Company in connection with the Debt Facility.
Resolution (Ordinary)	To consider and, if thought fit, pass the following resolution as an ordinary resolution : <i>“THAT, for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 916,667 Shares to Saki Partners (Services) Pty Ltd, on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice.”</i>
Voting Exclusion	The Company will disregard any votes cast in favour of this resolution by or on behalf of: <ul style="list-style-type: none"> (a) Saki Partners (Services) Pty Ltd, or any other person who will obtain a material benefit as a result of the proposed issue of Shares under this resolution (except a benefit solely by reason of being a holder of Shares in the Company); or (b) Dr Nigel Finch, and any associates of the persons named in sub-paragraph (a). <p>However, this does not apply to a vote cast in favour of a resolution by:</p> <ul style="list-style-type: none"> (c) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or (d) the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or (e) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met: <ul style="list-style-type: none"> (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Issue of Shares to Directors in lieu of fees

Resolution 8A	Approval for issue of Shares to Dr Nigel Finch in lieu of Director’s fees
Description	The Company seeks Shareholder approval under ASX Listing Rule 10.11 for the issue of Shares to Dr Nigel Finch (or his nominee(s)) in lieu of Director’s fees.
Resolution (Ordinary)	<p>To consider and, if thought fit, pass the following resolution as an ordinary resolution:</p> <p><i>“THAT, for the purposes of ASX Listing Rule 10.11 and for all other purposes, shareholders approve the issue of up to 13,860,000 Shares to Dr Nigel Finch (and/or his nominee(s)), on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice.”</i></p>
Voting Exclusion	<p>The Company will disregard any votes cast:</p> <ul style="list-style-type: none"> (a) in favour of this resolution by or on behalf of: <ul style="list-style-type: none"> (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 under this resolution (except a benefit solely by reason of being a holder of Shares in the Company); or (ii) any associates of the persons named in sub-paragraph (a)(i); and (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>However, this does not apply to a vote cast in favour of a resolution by:</p> <ul style="list-style-type: none"> (c) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or (d) the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or (e) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met: <ul style="list-style-type: none"> (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 8B	Approval for issue of Shares to Dr Richard Petty in lieu of Director's fees
Description	The Company seeks Shareholder approval under ASX Listing Rule 10.11 for the issue of Shares to Dr Richard Petty (or his nominee(s)) in lieu of Director's fees.
Resolution (Ordinary)	To consider and, if thought fit, pass the following resolution as an ordinary resolution : <i>"THAT, for the purposes of ASX Listing Rule 10.11 and for all other purposes, shareholders approve the issue of 16,666,667 Shares to Dr Richard Petty (and/or his nominee(s)), on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice."</i>
Voting Exclusion	The Company will disregard any votes cast: (a) in favour of this resolution by or on behalf of: (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 under this resolution (except a benefit solely by reason of being a holder of Shares in the Company); or (ii) any associates of the persons named in sub-paragraph (a)(i); and (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. However, this does not apply to a vote cast in favour of a resolution by: (c) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or (d) the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or (e) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met: (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

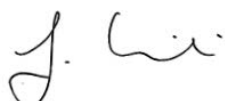
Resolution 8C	Approval for issue of Shares to Mr John Conidi in lieu of Director's fees
Description	The Company seeks Shareholder approval under ASX Listing Rule 10.11 for the issue of Shares to Mr John Conidi (or his nominee(s)) in lieu of Director's fees.
Resolution (Ordinary)	To consider and, if thought fit, pass the following resolution as an ordinary resolution : <i>"THAT, for the purposes of ASX Listing Rule 10.11 and for all other purposes, shareholders approve the issue of up to 11,950,000 Shares to Mr John Conidi (and/or his nominee(s)), on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice."</i>
Voting Exclusion	<p>The Company will disregard any votes cast:</p> <ul style="list-style-type: none"> (a) in favour of this resolution by or on behalf of: <ul style="list-style-type: none"> (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 under this resolution (except a benefit solely by reason of being a holder of Shares in the Company); or (ii) any associates of the persons named in sub-paragraph (a)(i); and (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>However, this does not apply to a vote cast in favour of a resolution by:</p> <ul style="list-style-type: none"> (c) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or (d) the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or (e) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met: <ul style="list-style-type: none"> (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Approval of 10% Placement Capacity

Resolution 9	Approval of 10% Placement Capacity
Description	The Company seeks approval of shareholders to be able to issue Equity Securities of up to an additional 10% of its issued capital by way of placements over a 12-month period, in addition to its 15% Placement Capacity under ASX Listing Rule 7.1.
Resolution (Special)	To consider and, if thought fit, pass the following resolution as a special resolution : <i>“THAT for the purposes of ASX Listing Rule 7.1A and for all other purposes, approval is given for the Company to issue up to an additional 10% of its issued Equity Securities by way of placements over a 12-month period, on such terms and conditions more particularly described in the Explanatory Memorandum accompanying this Notice.”</i>
Voting Exclusion	Not applicable. As at the date of this Notice, the Company has no specific plans to issue Equity Securities under ASX Listing Rule 7.1A.

Dated: 4 October 2024

By order of the Board of 333D Limited



John Conidi
Executive Chairman

EXPLANATORY MEMORANDUM TO NOTICE OF 2024 ANNUAL GENERAL MEETING

Financial and related reports

Item 1	Financial and related reports
Explanation	<p>Section 317 of the Corporations Act requires the Company's financial report, Directors' report and auditor's report for the financial year ended 30 June 2024 to be laid before the Company's 2024 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 2024 Annual Report has been sent only to those shareholders who have elected to receive a printed copy. A copy of the 2024 Annual Report is available from the Company's website (https://333d.co/).</p> <p>The Chairman of the Meeting will allow a reasonable opportunity at the Meeting for shareholders to ask questions. Shareholders will also be given a reasonable opportunity at the Meeting to ask the Company's auditor questions about its audit report, the conduct of its audit of the Company's financial report for the year ended 30 June 2024, the preparation and content of its audit report, the accounting policies adopted by the Company in its preparation of the financial statements and the independence of RSM Australia Partners in relation to the conduct of the audit.</p>

Adoption of Remuneration Report (non-binding resolution)

Resolution 1	Adoption of Remuneration Report (non-binding resolution)
Explanation	<p>Shareholders are asked to adopt the Company's Remuneration Report. The Remuneration Report is set out in the Company's 2024 Annual Report and is available from the Company's website (https://333d.co/). The Remuneration Report:</p> <ul style="list-style-type: none"> ▪ describes the policies behind, and the structure of, the remuneration arrangements of the Company and the link between the remuneration of executives and the Company's performance; ▪ sets out the remuneration arrangements in place for each Director and for certain members of the senior management team; and ▪ explains the differences between the basis for remunerating Non-Executive Directors and senior executives. <p>The vote on this item is advisory only and does not bind the Directors. However, the Board will take into account any discussion on this item and the outcome of the vote when considering the future remuneration policies and practices of the Company.</p>
Voting Exclusion	A voting exclusion statement applies to this resolution, as set out in the Notice.
Board Recommendation	The Directors unanimously recommend that shareholders vote in favour of adopting the Remuneration Report.

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

Resolution 2	Re-election of Dr Nigel Finch as Director
Explanation	<p>Rule 6.7(a) of the Company's constitution requires one third of the Directors (rounded to the whole number nearest to one third), other than the Managing Director (or equivalent), to retire at each annual general meeting of the Company.</p> <p>Under Rule 6.7(b) of the Constitution, the Directors to retire under rule 6.7(a) are those who have held office as Director for the longest period of time since their last election to office, or in the event that two or more Directors have held office for the same period of time, those Directors determined by agreement (or, failing agreement, by lot).</p> <p>Dr Nigel Finch is the Director who has been longest in office since his last election (on 23 November 2022). Accordingly, Dr Finch retires in accordance with Rule 6.7(a) of the Constitution and, being eligible, offers himself for re-election as a Director.</p>
About Dr Finch	<p>Dr Nigel Finch was first appointed to the Board as a Non-Executive Director on 3 September 2018.</p> <p>Dr Finch is a company director and adviser with experience working with early-stage and emerging ASX listed companies. He is Managing Director of Saki Partners (Services) Pty Ltd, which assists clients with strategy execution and financial performance. Dr Finch has significant experience working across Asian markets including assisting Australian firms with international expansion and securing offshore partnerships. He was formerly an Associate Dean at the University of Sydney Business School, and holds degrees in accounting, business and law and PhD in business law. He is a Chartered Accountant, a Fellow of the Taxation Institution of Australia, the Governance Institute of Australia, CPA Australia, and the Australian Institute of Company Directors.</p> <p>As at the date of this Notice, Dr Finch holds a relevant interest in 17,241,836 Shares and 2,500,000 Performance Rights in the Company.</p>
Board Recommendation	The Board, with Dr Finch abstaining on making a recommendation, recommends that shareholders vote in favour of Resolution 2.
Chairman's available proxies	The Chairman of the Meeting intends to vote all available proxies in favour of Resolution 2.

Appointment of Auditor

Resolution 3	Appointment of G.C.C. Business & Assurance Pty Limited as the Company's auditor
Explanation	<p>Under section 328B(1) of the Corporations Act, a shareholder of the Company may give notice of nomination of an auditor whose appointment can be considered at the Company's Annual General Meeting (Notice of Nomination). A Notice of Nomination dated 20 September 2024 was given to the Company Secretary by a shareholder of the Company, Saki Partners Pty Ltd, to nominate G.C.C. Business & Assurance Pty Limited (GCC) as auditor of the Company.</p> <p>RSM Australia Partners (RSM) has sought and received consent from ASIC to</p>

	<p>resign as auditor of the Company. RSM has given its notice of resignation to the Company, with effect from the end of the Annual General Meeting.</p> <p>In accordance with section 328B(3) of the Corporations Act, a copy of the Notice of Nomination:</p> <p>(a) has been provided to GCC;</p> <p>(b) has been provided to RSM; and</p> <p>(c) is attached to this Notice of Meeting as Annexure 1.</p> <p>GCC has provided to the Company written consent to act as auditor of the Company, in accordance with section 328A(1) of the Corporations Act.</p> <p>The Corporations Act requires that shareholders approve the appointment of a new auditor. Subject to RSM receiving consent to resign as the Company's auditor, and the Company receiving shareholder approval for this Resolution at the 2024 Annual General Meeting, GCC will become the new auditor of the Company, effective at the close of the Meeting.</p>
Board Recommendation	The Board recommends that shareholders vote in favour of Resolution 3.
Chairman's available proxies	The Chairman of the Meeting intends to vote all available proxies in favour of Resolution 3.

Approval for issue of Shares to LAX Consulting in lieu of consulting fees

Resolution 4	Approval for issue of Shares to LAX Consulting in lieu of consulting fees
Explanation	<p>ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions under ASX Listing Rule 7.2, issue or agree to issue Equity Securities during any 12-month period in excess of 15% of the number of ordinary shares on issue at the commencement of that 12-month period, without shareholder approval (15% Placement Capacity).</p> <p>Resolution 4 seeks shareholder approval under ASX Listing Rule 7.1 for the issue of Shares to LAX Consulting Pte Ltd (LAX Consulting), without using the Company's 15% Placement Capacity.</p>
Background	<p>Resolution 4 seeks shareholder approval under ASX Listing Rule 7.1 for the proposed issue of 6,666,666 Shares to LAX Consulting. The Company proposes to issue the Shares in lieu of fees payable to LAX Consulting (a total of \$40,000) (Consulting Fees) for the provision of consulting services during the period of 1 January 2024 – 31 August 2024; in particular, services relating to securing sales partners and providing strategic input. The Shares are proposed to be issued to LAX Consulting at a deemed issue price of \$0.006 per Share.</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, the Company and LAX Consulting have reached an agreement that LAX Consulting will forego cash payment of the Consulting Fees, and be issued Shares instead.</p> <p>An alternative to the issue of the Shares would be to pay the Consulting 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 LAX Consulting in lieu of fees is an appropriate and responsible cash-free method of reducing corporate overhead expenditure.</p> <p>If shareholders approve the issue of Shares to LAX Consulting by way of approving Resolution 4, those Shares will be issued without depleting the Company's 15% Placement Capacity.</p>

<p>Specific information for Resolution 4</p>	<p>In accordance with ASX Listing Rule 7.3, which contains requirements as to the contents of a notice sent to Shareholders for the purposes of ASX Listing Rule 7.1, the following information is provided to Shareholders:</p> <p>Name of recipient Lax Consulting Pte Ltd</p> <p>Number and class of securities to be issued 6,666,666 Shares.</p> <p>Terms of securities The Shares will be fully paid ordinary shares ranking pari-passu with other existing fully paid ordinary shares in the Company.</p> <p>Date for issue and allotment of securities Subject to Shareholder approval being obtained, the Company will issue the Shares as soon as is practicable after the Meeting, or in any event no later than 3 months after the date of the Meeting.</p> <p>Price or other consideration received for the issue The Shares will be issued for nil cash consideration, in lieu of fees for consulting services provided to the Company by LAX Consulting for the period of 1 January 2024 – 31 August 2024.</p> <p>The Shares will be issued at a deemed issue price of \$0.006 per Share.</p> <p>Purpose of issue and use of funds raised The Shares are proposed to be issued as payment in lieu of fees for services provided by LAX Consulting to the Company during the period of 1 January 2024 – 31 August 2024.</p> <p>No funds will be raised from the issue of Shares to LAX Consulting, although the Company's liability to LAX Consulting in relation to the payment of Consulting Fees in cash will be satisfied by the issue of the Shares, thus preserving the Company's cash to that extent.</p> <p>Summary of other material terms of agreement No other material terms.</p> <p>Voting exclusion statement A voting exclusion statement applies to each of Resolution 4 as set out in the Notice.</p>
<p>What will happen if shareholders give, or do not give, approval?</p>	<p>If Shareholders approve Resolution 4, the Company intends to issue 6,666,666 Shares to LAX Consulting, and those Shares will be <u>excluded</u> from calculating the Company's 15% Placement Capacity under ASX Listing Rule 7.1, effectively increasing the number of Equity Securities that the Company can issue without shareholder approval over the 12-month period following the issue date.</p> <p>If Shareholders do not approve Resolution 4, the Company intends to issue 6,666,666 Shares to LAX Consulting using its 15% Placement Capacity under ASX Listing Rule 7.1 (i.e. the Shares will be <u>included</u> in calculating the Company's 15% Placement Capacity), effectively decreasing the number of Equity Securities that the Company can issue without shareholder approval over the 12 month period following the issue date.</p>

Board Recommendation	The Directors recommend that shareholders vote in favour of Resolution 4.
Chairman's available proxies	The Chairman of the Meeting intends to vote all available proxies in favour of this resolution.

Approval for issue of employee bonus Shares to Mr Parminder Singh Badwal

Resolution 5	Approval for issue of employee bonus Shares to Mr Parminder Singh Badwal
Explanation	<p>ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions under ASX Listing Rule 7.2, issue or agree to issue Equity Securities during any 12-month period in excess of 15% of the number of ordinary shares on issue at the commencement of that 12-month period, without shareholder approval (15% Placement Capacity).</p> <p>Resolution 5 seeks shareholder approval under ASX Listing Rule 7.1 for the issue of Shares to Mr Parminder Singh Badwal (or his nominee(s)), without using the Company's 15% Placement Capacity.</p>
Background	<p>Resolution 5 seeks shareholder approval under ASX Listing Rule 7.1 for the proposed issue of 1,666,666 Shares to an employee of the Company, Mr Parminder Singh Badwal. The Company proposes to issue the Shares in lieu of a one-off discretionary bonus of \$10,000 to Mr Badwal, as a reward for his strong performance in his role as Production Engineer. The Shares are proposed to be issued to Mr Badwal at a deemed issue price of \$0.006 per Share.</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, the Company has decided to pay Mr Badwal's bonus in Shares. The Company also considers that the issue of Shares is an effective way to align Mr Badwal's interests with those of shareholders.</p> <p>An alternative to the issue of the Shares would be to pay the bonus in cash. Whilst the Board remains mindful of the need to minimise dilution to shareholders, the Board considers that the issue of Shares to Mr Badwal in lieu of a cash bonus is an appropriate and responsible cash-free method of reducing corporate overhead expenditure.</p> <p>If shareholders approve the issue of Shares to Mr Badwal by way of approving Resolution 5, those Shares will be issued without depleting the Company's 15% Placement Capacity.</p>
Specific information for Resolution 5	<p>In accordance with ASX Listing Rule 7.3, which contains requirements as to the contents of a notice sent to Shareholders for the purposes of ASX Listing Rule 7.1, the following information is provided to Shareholders:</p> <p>Name of recipient Mr Parminder Singh Badwal (or his nominee(s)).</p> <p>Number and class of securities to be issued 1,666,666 Shares.</p> <p>Terms of securities The Shares will be fully paid ordinary shares ranking pari-passu with other existing fully paid ordinary shares in the Company.</p>

	<p>Date for issue and allotment of securities</p> <p>Price or other consideration received for the issue</p> <p>Purpose of issue and use of funds raised</p> <p>Terms of agreement</p> <p>Voting exclusion statement</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 3 months after the date of the Meeting.</p> <p>The Shares will be issued for nil cash consideration, as a one-off discretionary bonus to Mr Badwal.</p> <p>The Shares will be issued at a deemed issue price of \$0.006 per Share.</p> <p>The Shares are proposed to be issued as a one-off discretionary bonus to Mr Badwal, in recognition of his strong performance as Production Engineer.</p> <p>No funds will be raised from the issue of Shares to Mr Badwal.</p> <p>The Shares are proposed to be issued to Mr Badwal as a discretionary bonus, and are not being issued under any agreement.</p> <p>A voting exclusion statement applies to each of Resolution 5 as set out in the Notice.</p>
What will happen if shareholders give, or do not give, approval?	<p>If Shareholders approve Resolution 5, the Company intends to issue 1,666,666 Shares to Mr Parminder Singh Badwal (or his nominee(s)), and those Shares will be <u>excluded</u> from calculating the Company's 15% Placement Capacity under ASX Listing Rule 7.1, effectively increasing the number of Equity Securities that the Company can issue without shareholder approval over the 12-month period following the issue date.</p> <p>If Shareholders do not approve Resolution 5, the Company intends to issue 1,666,666 Shares to Mr Parminder Singh Badwal (or his nominee(s)) using its 15% Placement Capacity under ASX Listing Rule 7.1 (i.e. the Shares will be <u>included</u> in calculating the Company's 15% Placement Capacity), effectively decreasing the number of Equity Securities that the Company can issue without shareholder approval over the 12 month period following the issue date.</p>	
Board Recommendation	The Directors recommend that shareholders vote in favour of Resolution 5.	
Chairman's available proxies	The Chairman of the Meeting intends to vote all available proxies in favour of this resolution.	

Approval for issue of Shares to Saki Partners in lieu of service fees

Resolution 6	Approval for issue of Shares to Saki Partners in lieu of service fees
Background	<p>Resolution 6 seeks the approval of Shareholders to issue a total of 3,178,542 Shares to Saki Partners (Services) Pty Ltd (Saki Partners) or its nominee(s). Approval is sought pursuant to ASX Listing Rule 10.11.</p> <p>The Company proposes to issue the Shares as payment for accounting services provided by Saki Partners to the Company during the period of 1 January 2024 – 30 June 2024 (Service Period).</p> <p>The Shares will be issued at a deemed issue price \$0.006 per Share, which</p>

	<p>represents the volume weighted average price of the Company's Shares (VWAP) over the 90-day period ended 22 September 2024. The total dollar amount of the service fees payable in respect of the Current Service Period is \$19,071 (including GST) (Service Fees).</p> <p>Given the current stage of development of the Company, and the necessity for cash resources to be preserved and directed into the growth of the Company's business, Saki Partners has agreed to forego cash payment of the Service Fees, and to be issued Shares instead.</p> <p>An alternative to the issue of the Shares would be to pay the Service Fees in cash. Whilst the Board remains mindful of the need to minimise dilution to shareholders, the Board considers that the issue of Shares to Saki Partners in lieu of fees is an appropriate and responsible cash-free method of reducing corporate overhead expenditure.</p>
<p>Explanation</p>	<p>ASX Listing Rule 10.11 states that, unless an exception applies, an entity must not issue or agree to issue Equity Securities to any of the following persons without the approval of holders of its ordinary securities:</p> <p>10.11.1 A related party 10.11.2 A person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the entity. 10.11.3 A person who is, or was at an time in the 6 months before the issue or agreement, a substantial (10%+) holder in the entity and who has nominated a director to the board of the entity 10.11.4 An associate of a person referred to in rules 10.11.1 to 10.11.3. 10.11.5 A person whose relationship with the entity or a person referred to in rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by security holders.</p> <p>Dr Nigel Finch, a Director of the Company, has practical control over the entity Saki Partners. 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 6 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 6 will not deplete the Company's 15% Placement Capacity.</p>
<p>Approval not sought under Chapter 2E of the Corporations Act</p>	<p>As noted above, Saki Partners is a related party of the Company, and accordingly the giving of a financial benefit to the entity by the Company would ordinarily be prohibited by Chapter 2E of the Corporations Act, unless the benefit is given with the approval of Shareholders or where an exception applies.</p> <p>A "financial benefit" is defined in the Corporations Act in broad terms and expressly includes a public company issuing securities. The giving of a financial benefit to a related party of a public company is prohibited by Chapter 2E of the Corporations Act, unless the benefit is given with the approval of Shareholders or where an exception applies. One exception to the general rule is where the provision of the financial benefit is on terms that would be reasonable in the circumstance if the Company and the related party were dealing on arm's length terms (or on terms more favourable to the Company than arm's length).</p> <p>The Directors (excluding Dr Finch) have determined that the proposed issue of Shares to Saki Partners under Resolution 6 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</p>

	<p>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 \$0.006). 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 6.</p>																		
<p>Specific information for Resolution 6</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="475 595 678 680">Identification of recipients of securities</td> <td data-bbox="772 595 1385 624">Saki Partners (Services) Pty Ltd (or its nominee(s)).</td> </tr> <tr> <td data-bbox="475 703 740 788">Category in ASX Listing Rules 10.11.1 – 10.11.5</td> <td data-bbox="772 703 1414 788">As an entity controlled by Director Dr Nigel Finch, Saki Partners is a related party of the Company under Listing Rule 10.11.1.</td> </tr> <tr> <td data-bbox="475 831 707 947">Maximum number and class of securities to be issued</td> <td data-bbox="772 831 991 860">3,178,542 Shares.</td> </tr> <tr> <td data-bbox="475 981 721 1003">Terms of securities</td> <td data-bbox="772 981 1394 1066">The Shares will be fully paid ordinary shares ranking pari-passu with other existing fully paid ordinary shares in the Company.</td> </tr> <tr> <td data-bbox="475 1108 708 1193">Date for issue and allotment of securities</td> <td data-bbox="772 1108 1401 1225">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.</td> </tr> <tr> <td data-bbox="475 1263 676 1379">Price or other consideration received for the issue</td> <td data-bbox="772 1263 1390 1348">The Shares will be issued for nil cash consideration, in lieu of fees for services provided to the Company by Saki Partners during the Service Period.</td> </tr> <tr> <td data-bbox="475 1476 692 1561">Purpose of issue and use of funds raised</td> <td data-bbox="772 1384 1401 1442">The Shares will be issued at a deemed issue price of \$0.006 per Share.</td> </tr> <tr> <td data-bbox="475 1476 692 1561"></td> <td data-bbox="772 1476 1417 1749">The Shares are proposed to be issued as payment in lieu of fees for services provided by Saki Partners to the Company during the Service Period. 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.</td> </tr> <tr> <td data-bbox="475 1780 732 1803">Terms of agreement</td> <td data-bbox="772 1780 1362 1928">The Company entered into a Consulting Services Agreement (Agreement) with Saki Partners on 1 January 2021, and a revised agreement on 1 September 2021, for the provision of the following services:</td> </tr> </table>	Identification of recipients of securities	Saki Partners (Services) Pty Ltd (or its nominee(s)).	Category in ASX Listing Rules 10.11.1 – 10.11.5	As an entity controlled by Director Dr Nigel Finch, Saki Partners is a related party of the Company under Listing Rule 10.11.1.	Maximum number and class of securities to be issued	3,178,542 Shares.	Terms of securities	The Shares will be fully paid ordinary shares ranking pari-passu with other existing fully paid ordinary shares in the Company.	Date for issue and allotment of securities	Subject to Shareholder approval being obtained, the Company will issue the Shares as soon as is practicable after the Meeting, or in any event no later than one month after the date of the Meeting.	Price or other consideration received for the issue	The Shares will be issued for nil cash consideration, in lieu of fees for services provided to the Company by Saki Partners during the Service Period.	Purpose of issue and use of funds raised	The Shares will be issued at a deemed issue price of \$0.006 per Share.		The Shares are proposed to be issued as payment in lieu of fees for services provided by Saki Partners to the Company during the Service Period. 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.	Terms of agreement	The Company entered into a Consulting Services Agreement (Agreement) with Saki Partners on 1 January 2021, and a revised agreement on 1 September 2021, for the provision of the following services:
Identification of recipients of securities	Saki Partners (Services) Pty Ltd (or its nominee(s)).																		
Category in ASX Listing Rules 10.11.1 – 10.11.5	As an entity controlled by Director Dr Nigel Finch, Saki Partners is a related party of the Company under Listing Rule 10.11.1.																		
Maximum number and class of securities to be issued	3,178,542 Shares.																		
Terms of securities	The Shares will be fully paid ordinary shares ranking pari-passu with other existing fully paid ordinary shares in the Company.																		
Date for issue and allotment of securities	Subject to Shareholder approval being obtained, the Company will issue the Shares as soon as is practicable after the Meeting, or in any event no later than one month after the date of the Meeting.																		
Price or other consideration received for the issue	The Shares will be issued for nil cash consideration, in lieu of fees for services provided to the Company by Saki Partners during the Service Period.																		
Purpose of issue and use of funds raised	The Shares will be issued at a deemed issue price of \$0.006 per Share.																		
	The Shares are proposed to be issued as payment in lieu of fees for services provided by Saki Partners to the Company during the Service Period. 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.																		
Terms of agreement	The Company entered into a Consulting Services Agreement (Agreement) with Saki Partners on 1 January 2021, and a revised agreement on 1 September 2021, for the provision of the following services:																		

	<p>(a) delivery of the Company's financial functions, including AP, AR, Payroll, BAS, monthly management accounts and reports;</p> <p>(b) completion monthly bank reconciliations and general ledger account reconciliations;</p> <p>(c) acting as the Company's ASIC or BAS agent as required;</p> <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>Voting exclusion statement A voting exclusion statement applies to each of Resolution 4 as set out in the Notice.</p>
What will happen if shareholders give, or do not give, approval?	<p>If Shareholders approve Resolution 6, the Company will issue 3,178,542 Shares to Saki Partners within one month of the date of the Meeting.</p> <p>If Shareholders do not approve Resolution 6, the Company will be required under the terms of the Agreement to pay to Saki Partners the Service Fees for the Service Period in cash.</p>
Board Recommendation	The Directors (with Dr Finch abstaining from making a recommendation) recommend 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 this resolution.

Approval for issue of Shares to Directors in lieu of Loan Variation Fees

Resolutions 7A and 7B Approval for issue of Shares to Directors in lieu of Loan Variation Fees	
Background	<p>Debt Facilities</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 (Debt Facilities). 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>(Lenders).</p> <p>The Debt Facilities provided by the Lenders are on identical terms (save for the facility amount). Each Debt Facility was for a term of 12 months, with interest only monthly</p>

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.

On 31 January 2024, the Company announced that it had entered into agreements with each Lender to extend the term of the Debt Facilities, such that they can be drawn down at any time prior to 31 December 2024. As consideration for agreeing to the facility extension, each Lender is entitled to be paid a loan variation fee of 10% of their respective loan amount (plus GST) (**Loan Variation Fee**) by the Company, which may be paid in Shares (subject to shareholder approval as required under the ASX Listing Rules) or in cash.

Reason for Resolutions 7A and 7B

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 Loan Variation Fee by way of Shares in lieu of cash (at a deemed issue price of \$0.006 per Share) as follows:

Lender	Amount of Debt Facility	10% Loan Variation Fee (incl. GST)	Number of Shares proposed to be issued*
Conidico Superannuation Pty Ltd	\$100,000	\$11,000	1,833,334
Saki Partners (Services) Pty Ltd	\$50,000	\$5,500	916,667

**At a deemed issue price of \$0.006 per Share. The deemed issue price represents the volume weighted average price of the Company's Shares (VWAP) over the 90-day period ended 22 September 2024.*

An alternative to the issue of the Shares would be to pay the Loan Variation 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 Loan Variation Fee is an appropriate and responsible cash-free method of reducing corporate overhead expenditure.

<p>Explanation</p>	<p>ASX Listing Rule 10.11 states that, unless an exception applies, an entity must not issue or agree to issue Equity Securities to any of the following persons without the approval of holders of its ordinary securities:</p> <p>10.11.1 A related party 10.11.2 A person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the entity. 10.11.3 A person who is, or was at an time in the 6 months before the issue or agreement, a substantial (10%+) holder in the entity and who has nominated a director to the board of the entity 10.11.4 An associate of a person referred to in rules 10.11.1 to 10.11.3. 10.11.5 A person whose relationship with the entity or a person referred to in rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by security holders.</p> <p>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 7A and 7B seek the Shareholder approval required by ASX Listing Rule 10.11 to allow the issue of Shares to these entities.</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 7A and 7B (as applicable) will not deplete the Company's 15% Placement Capacity.</p>
<p>Approval not sought under Chapter 2E of the Corporations Act</p>	<p>As noted above, 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 7A and 7B respectively) have determined that the proposed issue of Shares to the Lenders under Resolutions 7A and 7B 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 Loan Variation 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 \$0.006). 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 7A and 7B.</p>

<p>Specific information for Resolutions 7A and 7B</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>Identification of recipients of securities Resolution 7A: Conidico Superannuation Pty Ltd. Resolution 7B: Saki Partners (Services) Pty Ltd.</p> <p>Category in ASX Listing Rules 10.11.1 – 10.11.5 Resolution 7A: as an entity controlled by Director Mr John Conidi, Conidico Superannuation is a related party of the Company under Listing Rule 10.11.1. Resolution 7B: 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> <p>Maximum number and class of securities to be issued Resolution 7A: 1,833,334 Shares. Resolution 7B: 916,667 Shares.</p> <p>Terms of securities The Shares will be fully paid ordinary shares ranking pari-passu with other existing fully paid ordinary shares in the Company.</p> <p>Date for issue and allotment of securities Subject to Shareholder approval being obtained, the Company will issue the Shares as soon as is practicable after the Meeting, or in any event no later than one month after the date of the Meeting.</p> <p>Price or other consideration received for the issue The Shares will be issued for nil cash consideration, in lieu of the Loan Variation Fee payable by the Company to each Lender in connection with the Debt Facilities. The Shares will be issued at a deemed issue price of \$0.006 per Share.</p> <p>Purpose of issue and use of funds raised The Shares are proposed to be issued as payment in lieu of the Loan Variation Fees payable by the Company to each Lender in connection with the Debt Facilities. 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 Loan Variation Fees in cash will be satisfied by the issue of the Shares, thus preserving the Company's cash to that extent.</p> <p>Terms of agreement The Company and its wholly owned subsidiary, 333D Holdings Pty Ltd (together, the Borrower) entered into the following loan agreements in connection with the Debt Facilities:</p> <ul style="list-style-type: none"> (a) unsecured loan agreement with Conidico Superannuation, for a \$100,000 Debt Facility; and (b) unsecured loan agreement with Saki Partners, for a \$50,000 Debt Facility, <p>(Loan Agreements).</p>
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	<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"> ▪ The Debt Facilities had an original term of 12 months, which was subsequently extended until 31 December 2024 (Term), with interest only monthly payments in arrears. ▪ 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). ▪ 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. ▪ 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 due and payable, and the Lender may (among other things) terminate the agreement. ▪ 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. ▪ The Lenders were entitled to an Establishment Fee of 10% of the relevant Debt Facility amount, which was paid by way of the issue of Shares (following shareholder approval at the 2023 Annual General Meeting). The Lenders are also entitled to a Loan Variation Fee of 10% of the relevant Debt Facility amount, pursuant to Resolutions 7A and 7B of this Notice. <p>The Loan Agreements otherwise contain terms (including warranties and representations) which are considered to be customary for agreements of this nature.</p> <p>Voting exclusion statement</p> <p>A voting exclusion statement applies to each of Resolutions 7A and 7B, as set out in this Notice.</p>
<p>What will happen if shareholders give, or do not give, approval?</p>	<p>If Shareholders approve Resolutions 7A and 7B, the Company will issue 1,833,334 Shares to Conidico Superannuation and 916,667 Shares to Saki Partners within one month of the date of the Meeting.</p> <p>If Shareholders do not approve Resolutions 7A and 7B, Conidico Superannuation and Saki Partners will be entitled to receive payment of the Loan Variation Fees in cash.</p>

Board Recommendation	The Directors, with Mr Conidi and Dr Finch abstaining from making a recommendation on Resolutions 7A and 7B respectively, unanimously recommend that shareholders vote in favour of Resolutions 7A and 7B.
Chair's available proxies	The Chair of the Meeting intends to vote all available proxies in favour of Resolutions 7A and 7B.

Issue of Shares to Directors in lieu of fees

Resolutions 8A – 8C Approval for issue of Shares to Directors in lieu of fees													
Background	<p>Overview</p> <p>Resolutions 8A – 8C (inclusive) seek the approval of Shareholders to issue up to a maximum of 42,476,667 Shares to Directors Dr Nigel Finch, Dr Richard Petty and Mr John Conidi (and/or their nominee(s)) (Director Shares). Approval is sought pursuant to ASX Listing Rule 10.11.</p> <p>The Director Shares are proposed to be issued for the following purposes:</p> <ul style="list-style-type: none"> ▪ as payment for Directors' fees (in lieu of cash) for the period of 1 January 2024 – 31 December 2024 (Directors' Fees); and ▪ as payment of a one-off ex-gratia incentive to Director John Conidi (in lieu of cash), in recognition of his support in assisting the Company to identify and secure commercial opportunities, which have resulted in the Company being engaged to provide services under agreements with Next Healthcare Pty Ltd and Cloud Strike Pty Ltd t/a Align Radiology (as announced by the Company on 31 July 2024) (Incentive). <p>The Shares will be issued at a deemed issue price of \$0.006 per Share. The deemed issue price represents the volume weighted average price of the Company's Shares (VWAP) over the 90-day period ended 22 September 2024.</p> <p>The total dollar amounts owing to each Director in respect of the Directors' Fees and Incentive (Amounts Owing) is set out below.</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: left;">Director</th> <th style="text-align: right;">Directors' Fees</th> <th style="text-align: right;">Incentive</th> </tr> </thead> <tbody> <tr> <td>Nigel Finch</td> <td style="text-align: right;">\$110,000</td> <td style="text-align: center;">N/A</td> </tr> <tr> <td>Richard Petty</td> <td style="text-align: right;">\$100,000</td> <td style="text-align: center;">N/A</td> </tr> <tr> <td>John Conidi</td> <td style="text-align: right;">\$110,000</td> <td style="text-align: right;">\$50,000</td> </tr> </tbody> </table> <p>Given the current stage of development of the Company, and the necessity for cash resources to be preserved and directed into the growth of the Company's business, each Director has agreed to receive payment of amounts owing to them, by way of Director Shares in lieu of cash (subject at all times to the 20% Takeovers Threshold).</p> <p>An alternative to the issue of the Director Shares would be to pay the Directors' fees and Incentive 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>	Director	Directors' Fees	Incentive	Nigel Finch	\$110,000	N/A	Richard Petty	\$100,000	N/A	John Conidi	\$110,000	\$50,000
Director	Directors' Fees	Incentive											
Nigel Finch	\$110,000	N/A											
Richard Petty	\$100,000	N/A											
John Conidi	\$110,000	\$50,000											

Number of Shares to be issued under Resolutions 8A – 8C

As at the date of this Notice, Dr Finch, Dr Petty and Mr Conidi hold a relevant interest in 14.43%, 8.86% and 17.94% respectively of the Company's current issued share capital.

The Company will not issue any Shares under Resolutions 8A - 8C to the extent that such issue would result in the 20% Takeovers Threshold being exceeded by any person. Resolutions 8A-8C each seek approval for a maximum number of Director Shares proposed to be issued to each Director. These maximum share numbers been calculated on the basis that the relevant interest of each Director, after the issuance of all Shares the subject of this Notice of Meeting, must not exceed 20%.

To the extent that there is a risk of the 20% Takeovers Threshold being exceeded, the Company will scale back the actual number of Director Shares to be issued under Resolutions 8A, 8B and/or 8C (as applicable). Therefore, the actual number of Director Shares to be issued to each Director:

- will depend on the total issued Share capital of the Company at the time of issue; and
- will be the maximum number that can be issued to satisfy the Amounts Owing to that Director, without the 20% Takeovers Threshold being exceeded by any person (**Maximum Number**),

but in any event, will not exceed the maximum number specified in the relevant Resolution.

Based on each Director's relevant interest in Shares as at the date of this Notice, and the Company's current shares on issue (119,444,935), and assuming that:

- Resolutions 4, 5, 6, 7A, 7B and 8A – 8C of this Notice (**Relevant Resolutions**) are approved by shareholders; and
- all Shares the subject of Resolutions 4, 5, 6, 7A and 7B have been issued to their respective recipients (increasing the total issued Share capital of the Company to 133,706,810 Shares),

the Maximum Number of Director Shares that the Company intends to issue under Resolutions 8A – 8C, without the 20% Takeovers Threshold being exceeded, will be as follows:

A	B	C	D	E	F
Resolution (Director)	Maximum Number	Director's relevant interest in Shares after issue	Director's % holding after issue	Amount Owing reduced by	Remaining Amount Owing (and number of Shares this Amount Owing would represent, at \$0.006)*
8A (Nigel Finch)	13,860,000	35,197,045	19.98%	\$83,160	\$26,840 (4,473,333 Shares)
8B (Richard Petty)	16,666,667	27,251,852	15.47%	\$100,000	Nil
8C (John Conidi)	11,950,000	35,205,957	19.98%	\$71,700	\$88,300 (14,716,667 Shares)

**The Share numbers in Column F are provided for reference purposes only, to demonstrate the number of Shares that may have been issued, but for the 20% Takeovers Threshold. Resolutions 8A-8C only seek approval for the issue of the Maximum Number of Shares to each Director set out in Column B (as applicable).*

If any of the Relevant Resolutions are not passed (and the underlying Shares are not issued), then the Maximum Number of Director Shares issued to each Director may be correspondingly reduced.

	<p>If Resolutions 8A-8C are approved and underlying Shares are issued, then the amount of debt owed to each Director will either be reduced or extinguished (as the case may be, depending on the actual number of Shares issued to the relevant Director).</p>
Explanation	<p>ASX Listing Rule 10.11 states that, unless an exception applies, an entity must not issue or agree to issue Equity Securities to any of the following persons without the approval of holders of its ordinary securities:</p> <p>10.11.1 A related party 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 8A – 8C (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 8A–8C (inclusive) will not deplete the Company's 15% Placement Capacity.</p>
Approval not sought under Chapter 2E of the Corporations Act	<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 Directors' Fees and Incentive 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>
Specific information for Resolutions 8A, 8B and 8C	<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>Identification of recipients of securities</p>	<p>Resolution 8A: Dr Nigel Finch or his nominee(s).</p> <p>Resolution 8B: Dr Richard Petty or his nominee(s).</p> <p>Resolution 8C: Mr John Conidi or his nominee(s).</p>
	<p>Category in ASX Listing Rules 10.11.1 – 10.11.5</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>Maximum number and class of securities to be issued</p>	<p>Resolution 8A (Finch): a maximum of 13,860,000 Shares.</p> <p>Resolution 8B (Petty): a maximum of 16,666,667 Shares.</p> <p>Resolution 8C (Conidi): a maximum of 11,950,000 Shares.</p>
	<p>Terms of securities</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>Date for issue and allotment of securities</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>Price or other consideration received for the issue</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 2024 – 31 December 2024, and a one-off incentive payable to Mr Conidi.</p>
	<p>Purpose of issue and use of funds raised</p>	<p>The Director Shares will be issued at a deemed issue price of \$0.006 per Share.</p> <p>The Director Shares are proposed to be issued as payment in lieu of Directors' fees for the period of 1 January 2024 – 31 December 2024, and a one-off incentive payable to Mr Conidi.</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 (and Mr Conidi's incentive) in cash will be satisfied by the issue of the Director Shares, thus preserving the Company's cash to that extent.</p>

	<p>Details of Director remuneration packages</p> <p>The details of each Director's current total remuneration package is as follows:</p> <ul style="list-style-type: none"> ▪ Dr Nigel Finch (Non-Executive Director): \$110,000 p.a. (including GST) ▪ Dr Richard Petty (Non-Executive Director): \$100,000 p.a (excluding GST). ▪ Mr John Conidi (Executive Chairman): \$110,000 p.a. (including GST) <p>Voting exclusion statement</p> <p>A voting exclusion statement applies to each of Resolutions 8A, 8B and 8C as set out in the Notice.</p>
What will happen if shareholders give, or do not give, approval?	<p>If Shareholders approve Resolutions 8A – 8C, 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 8A – 8C, the Company will be required to pay the relevant Director(s) 100% of their remuneration for the period of 1 January 2024 – 31 December 2024 in cash. Similarly, Mr Conidi will be entitled to receive his one-off Incentive in cash.</p>
Board Recommendation	The Directors (with Dr Finch, Dr Petty and Mr Conidi abstaining from making a recommendation on resolutions 8A – 8C respectively) unanimously recommend that shareholders vote in favour of Resolutions 8A, 8B and 8C.
Chairman's available proxies	The Chairman of the Meeting intends to vote all available proxies in favour of this resolution.

Approval of 10% Placement Capacity

Resolution 9	Approval of 10% Placement Capacity
General	<p>Under Listing Rule 7.1, every listed entity has the ability to issue 15% of its issued capital without shareholder approval in a 12 month period (15% Placement Capacity). Listing Rule 7.1A permits eligible small and mid-cap ASX-listed entities, subject to shareholder approval, to issue Equity Securities of up to an additional 10% of its issued capital by way of placements over a 12 month period, in addition to its ability to issue securities under Listing Rule 7.1 (10% Placement Capacity).</p> <p>The Company seeks shareholder approval under Listing Rule 7.1A for the 10% Placement Capacity. The effect of this resolution will be to allow the Company, subject to the conditions set out below, to issue Equity Securities under the 10% Placement Capacity without using its 15% placement capacity under Listing Rule 7.1.</p> <p>Resolution 9 is a special resolution. Accordingly, at least 75% of votes cast by shareholders present and eligible to vote (in person or by proxy) at the meeting must be in favour of this resolution for it to be passed.</p>
Eligibility	<p>ASX-listed entities which have a market capitalisation of \$300 million or less, and which are not included in the S&P/ASX 300 Index, are eligible to seek shareholder approval under Listing Rule 7.1A.</p> <p>As at the date of this Notice, the Company, which has a market capitalisation of less than \$300 million, is not included in the S&P/ASX 300 Index. Accordingly, the Company is eligible to seek shareholder approval under Listing Rule 7.1A.</p>

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

	<p>(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 (VWAP) for Equity Securities in that class, calculated over the 15 trading days on which trades in that class were recorded immediately before either:</p> <ul style="list-style-type: none"> i. the date on which the price at which the Equity Securities are to be issued is agreed by the entity and the recipient of the securities; or ii. if the Equity Securities are not issued within 10 trading days of the date in paragraph (i), the date on which the securities are issued.
Period of validity of shareholder approval	<p>In the event that the Company obtains shareholder approval of Resolution 9, 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"> (a) 12 months after the date of this Annual General Meeting; (b) the time and date of the Company's next annual general meeting; or (c) if applicable, the time and date on which the Company's shareholders approve a change to the nature or scale of the Company's activities under Listing Rule 11.1.2, or the disposal of the Company's main undertaking under Listing Rule 11.2. <p>(Placement Period)</p>
Information to be provided to shareholders under Listing Rule 7.3A	
Minimum issue price	<p>The issue price of each Equity Security issued under the 10% Placement Capacity must be no less than 75% of the VWAP for Equity Securities in that class, calculated over the 15 trading days on which trades in that class were recorded immediately before either:</p> <ul style="list-style-type: none"> i. the date on which the price at which the Equity Securities are to be issued is agreed by the entity and the recipient of the securities; or ii. if the Equity Securities are not issued within 10 trading days of the date in paragraph (i), the date on which the securities are issued.
Risk of dilution to shareholders	<p>If Resolution 9 is approved by shareholders, any issue of Equity Securities under the 10% Placement Capacity may present a risk of economic and voting dilution of existing shareholders, including the risk that:</p> <ul style="list-style-type: none"> ▪ the market price of the Company's Equity Securities may be significantly lower on the relevant issue date than on the date of the Meeting; and ▪ the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date. <p>The table below shows the potential dilution of existing shareholders under various scenarios on the basis of:</p> <ul style="list-style-type: none"> ▪ an issue price of \$0.006 per Share which was the closing price of the Company's Shares on the ASX on 3 September 2024; and ▪ the variable 'A' being calculated as the number of fully paid ordinary shares on issue as at the date of this Notice, being 119,444,935. <p>The table also shows:</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
- (b) two examples of where the issue price of shares has decreased by 50% and increased by 100%.

VARIABLE 'A'		Dilution		
		50% decrease in issue price \$0.003	Issue price \$0.006	100% increase in issue price \$0.012
Current Variable 'A' 119,444,935 shares	10% voting dilution	11,944,493 shares	11,944,493 shares	11,944,493 shares
	Funds raised	\$35,833	\$71,666	\$143,333
50% increase in current Variable 'A' 179,167,403 shares	10% voting dilution	17,916,740 shares	17,916,740 shares	17,916,740 shares
	Funds raised	\$53,750	\$107,500	\$215,000
100% increase in current Variable 'A' 238,889,870	10% voting dilution	23,888,987 shares	23,888,987 shares	23,888,987 shares
	Funds raised	\$71,666	\$143,333	\$286,667

The table has been prepared on the following assumptions:

- (a) the Company issues the maximum number of shares available under the 10% Placement Capacity;
- (b) no options to acquire shares on issue in the Company are exercised;
- (c) the 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue;
- (d) the table does not show an example of dilution that may be caused to a particular shareholder as a result of placements under the 10% Placement Capacity based on that shareholder's holding at the date of the Meeting.
- (e) the table shows only the effect of issues of Equity Securities under the 10% Placement Capacity in accordance with Listing Rule 7.1A and not under the 15% placement capacity under Listing Rule 7.1.
- (f) the issue of Equity Securities under the 10% Placement Capacity consists only of shares.
- (g) the issue price is \$0.006, being the closing price of the Company's shares on the ASX on 3 September 2024.

Period of validity	The Company will only issue and allot the Equity Securities during the Placement Period. The approval under Resolution 9 for the issue of the Equity Securities will cease to be valid in the event that shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or Listing Rule 11.2 (disposal of main undertaking).
Purpose for which the funds may be used	<p>The Company may seek to issue the Equity Securities for cash consideration, the proceeds of which will be applied to fund the Company's existing and future activities, appraisal of corporate opportunities, investment in new businesses (if any), the costs incurred in undertaking placement(s) of shares under Listing Rule 7.1.A and for general working capital.</p> <p>The Company will comply with the disclosure obligations under Listing Rules 7.1A.4 and 3.10.3 upon issue of any Equity Securities.</p>
Allocation policy	<p>The Company may not issue any or all the Equity Securities for which approval is given and may issue the Equity Securities progressively as the Company places the Equity Securities with investors.</p> <p>The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Capacity. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to factors such as:</p> <ol style="list-style-type: none"> 1. fund raising options (and their viability) available to the Company at the relevant time; 2. the effect of the issue of the Equity Securities on the control of the Company; 3. the financial situation of the Company and the urgency of the requirement for funds; and 4. advice from the Company's corporate, financial, legal and broking advisers. <p>The allottees under the 10% Placement Capacity have not been determined as at the date of this Notice. It is intended that the allottees will be suitable professional and sophisticated investors, and other investors not requiring a disclosure document under section 708 of the Corporations Act, that are known to the Company and/or introduced by third parties.</p> <p>The allottees may include existing substantial shareholders and/or new shareholders, but the allottees will not be related parties of the Company.</p> <p>In the event that the shares under the 10% Placement Capacity are issued as consideration for the acquisition of businesses, assets or investments, it is likely that the allottees will be the vendors of such businesses, assets or investments.</p>
Securities issued in previous 12 months under Listing Rule 7.1A.2	The Company has not issued or agreed to issue any securities under its 10% Placement Capacity in the 12 months preceding the date of the Meeting.
What will happen if shareholders give, or do not give, approval?	<p>If Resolution 9 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 9 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>

Board Recommendation	The Directors unanimously recommend that shareholders vote in favour of this Resolution.
Chairman's available proxies	The Chairman of the Meeting intends to vote all available proxies in favour of this Resolution.

DEFINITIONS

10% Placement Capacity	Means the Company's capacity to issue shares under ASX Listing Rule 7.1A.
15% Placement Capacity	Means the Company's capacity to issue shares under ASX Listing Rule 7.1.
20% Takeovers Threshold	Means the general prohibition under s606(1) of the Corporations Act, which (broadly) prohibits a person acquiring a relevant interest in a company's shares which will have the effect of increasing that person's, or someone else's, voting power in the company: a) from 20% or below to more than 20%; or b) from a starting point that is above 20% and below 90%, subject to certain exceptions.
ASIC	Means the Australian Securities and Investments Commission.
ASX	Means ASX Limited (ACN 008 624 691) or the securities exchange operated by ASX Limited (as the context requires).
Board	Means the board of Directors of the Company.
Company or 333D	Means 333D Limited ACN 118 159 881.
Conidico Superannuation	Means Conidico Superannuation Pty Ltd ACN 652 922 168.
Constitution	Means the constitution of the Company.
Corporations Act	Means the <i>Corporations Act 2001</i> (Cth).
Closely Related Party (of a member of KMP of an entity)	Has the definition given to it by section 9 of the Corporations Act, and means: c) a spouse or child of the member; or d) a child of the member's spouse; or e) a dependant of the member or of the member's spouse; or f) 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 g) a company the member controls; or h) a person prescribed by the regulations for the purposes of this definition.
Debt Facilities	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 (as varied) (each a Debt Facility).
Director	Means a director of the Company.
Equity Security	Means: a) a share; b) a right to a share or option; c) an option over an issued or unissued security; d) a convertible security; e) any security that ASX decides to classify as an equity security.
Key Management Personnel or KMP	Means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company.
LAX Consulting	Means LAX Consulting Pte Ltd.
Lenders	Means Conidico Superannuation and Saki Partners (each being a Lender).

Loan Variation Fee	<p>Means the loan variation fee payable to each Lender for the extension of the term 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" data-bbox="528 315 1444 566"> <thead> <tr> <th data-bbox="528 315 743 398">Lender</th> <th data-bbox="743 315 932 398">Amount of Debt Facility</th> <th data-bbox="932 315 1177 398">10% Loan Variation Fee (incl. GST)</th> <th data-bbox="1177 315 1444 398">Number of Shares proposed to be issued*</th> </tr> </thead> <tbody> <tr> <td data-bbox="528 398 743 481">Conidico Superannuation Pty Ltd</td> <td data-bbox="743 398 932 481">\$100,000</td> <td data-bbox="932 398 1177 481">\$11,000</td> <td data-bbox="1177 398 1444 481">1,833,334</td> </tr> <tr> <td data-bbox="528 481 743 566">Saki Partners (Services) Pty Ltd</td> <td data-bbox="743 481 932 566">\$50,000</td> <td data-bbox="932 481 1177 566">\$5,500</td> <td data-bbox="1177 481 1444 566">916,667</td> </tr> </tbody> </table> <p data-bbox="528 600 970 622"><i>*At a deemed issue price of \$0.006 per Share.</i></p>	Lender	Amount of Debt Facility	10% Loan Variation Fee (incl. GST)	Number of Shares proposed to be issued*	Conidico Superannuation Pty Ltd	\$100,000	\$11,000	1,833,334	Saki Partners (Services) Pty Ltd	\$50,000	\$5,500	916,667
Lender	Amount of Debt Facility	10% Loan Variation Fee (incl. GST)	Number of Shares proposed to be issued*										
Conidico Superannuation Pty Ltd	\$100,000	\$11,000	1,833,334										
Saki Partners (Services) Pty Ltd	\$50,000	\$5,500	916,667										
Saki Partners	Means Saki Partners (Services) Pty Ltd ACN 618 836 892.												
Share	Means a fully paid ordinary share in the capital of the Company.												

ANNEXURE A – NOTICE OF AUDITOR NOMINATION

20 September 2024

The Directors
333D Limited
Level 23, Rialto South Tower
525 Collins Street
Melbourne VIC 3000

Dear Directors

NOTICE OF NOMINATION OF AUDITOR

Saki Partners Pty Ltd, a member of 333D Limited ACN 118 159 881 (the **Company**), hereby gives the Company notice under section 328B(1) of the *Corporations Act 2001* (Cth) of its nomination of G.C.C. Business & Assurance Pty Limited of Suite 807, 109 Pitt Street, Sydney NSW 2000, for appointment as auditor of the Company at the 2024 Annual General Meeting of the Company or at any adjournment thereof.

Yours faithfully

DocuSigned by:

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Nigel Finch
Director
Saki Partners (Services) Pty Ltd

Your proxy voting instruction must be received by **02.00pm (AEDT) on Tuesday, 05 November 2024**, 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 Key Management Personnel.

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

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)



4 October 2024

Dear Shareholder,

2024 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 7 November 2024 at 2.00pm (Melbourne time), at Thomson Geer, Level 23, Rialto South Tower, 525 Collins Street, Melbourne VIC 3000 (**AGM**).

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

The Company's 2024 Annual Report is also available at <https://333d.co/investors/>.

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

VOTING BY PROXY

Shareholders are strongly encouraged to vote by proxy prior to the meeting. Shareholders must complete and submit their proxies before **2.00pm (Melbourne time) on Tuesday 5 November 2024**.

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

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

QUESTIONS

In order to provide an equal opportunity for all shareholders to ask questions of the Board, we ask you to submit in writing any questions to the Company or to the Company's auditor, RSM Australia Partners, in relation to the conduct of the external audit for the year ended 30 June 2024, or the content of its audit report. Please send your questions via email to:

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

Written questions must be received by no later than 5.00pm (Melbourne time) on Tuesday 5 November 2024. 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