



Notice of Annual General Meeting and explanatory memorandum

333D Limited

ACN 118 159 881

Date: Friday 28 November 2025

Time: 11.00 am (Melbourne time)

Place: Via virtual technology

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, G.C.C. Business & Assurance, in relation to the conduct of the external audit for the year ended 30 June 2025, or the content of its audit report. Please send your questions via email to print@333d.co.

Written questions must be received by no later than **5.00pm (Melbourne time) on Wednesday 26 November 2025**.

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 2025.

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.

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 Wednesday 26 November 2025**, 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 **11.00am (Melbourne time) on Wednesday 26 November 2025** 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 NSW 2000
By email	meetings@automicgroup.com.au
By facsimile	+ 61 2 8583 3040

Voting Virtually and Webcast

The Company is pleased to provide Shareholders with the opportunity to attend and participate in a virtual Meeting through an online meeting platform powered by Automic, where shareholders will be able to watch, listen and vote online.

Shareholders will be able to vote and ask questions at the virtual Meeting.

The Company will also provide Shareholders the opportunity to ask questions during the Meeting in respect to the formal item of business as well as general questions in respect to the Company and its business at the conclusion of the Meeting.

To attend the Meeting virtually please follow the instructions below on your computer, tablet or smartphone. Online registration will open 30 minutes before the Meeting. To make the registration process quicker, please have your SRN/HIN and registered postcode or country code ready.

Proxyholders will need to contact Automic prior to the Meeting to obtain their login details.

Please note that if you have previously submitted a Proxy Form, your online attendance at the Meeting will revoke your proxy's authority to vote, unless you inform the Company otherwise prior to commencement of the Meeting, in which case, your authority to vote at the Meeting is suspended while your proxy is present.

Attending the Meeting virtually

To access the virtual Meeting:

1. Open your internet browser and go to investor.automic.com.au
2. Login with your username and password or click "**register**" if you haven't already created an account. **Shareholders are encouraged to create an account prior to the start of the Meeting to ensure there is no delay in attending the virtual Meeting.**
3. After logging in, a banner will display at the bottom of your screen to indicate that the Meeting is open for registration.
4. Click on "**Register**" and follow the steps.
5. Click on the URL to join the webcast where you can view and listen to the virtual Meeting.
6. Once the Chair of the Meeting has declared the poll open for voting click on "**Refresh**" to be taken to the voting screen.
7. Select your voting direction and click "**save**" to submit your vote. **Note that you cannot amend your vote after it has been submitted.**

You can view the Meeting live, ask questions verbally or via a live text facility and cast votes at the appropriate times while the Meeting is in progress.

How do I create an account with Automic?

To create an account with Automic, please go to the Automic website (<https://investor.automic.com.au/#/home>), click on 'register' and follow the steps. Shareholders will require their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) to create an account with Automic.

Further information and support on how to use the platform is available on the share registry website – www.automic.com.au. It is recommended that you register to use the registry website well in advance of the Meeting to save time on the day of the Meeting. Should you have any difficulties, you can contact the registry by telephone on 1300 288 664 (within Australia) and +61 2 9698 5414 (overseas).

The Company strongly recommends Shareholders to lodge a directed proxy as soon as possible in advance of the Meeting even if they are planning to attend the Meeting online.

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, 4A, 4B, 4C, and 5**.

In accordance with this express authority provided by you, the Chairman will vote in favour of **Resolutions 1, 4A, 4B, 4C, and 5**. 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, 4A, 4B, 4C, and 5** he or she will not vote your proxy on those resolutions.

All resolutions will be by poll

Each resolution at the Meeting will be conducted by a poll. The Board considers voting by poll to be in the interests of Shareholders as a whole and is a way to ensure the views of as many Shareholders as possible are represented at the Meeting.

Documents lodged with ASX

A copy of this Notice of Annual General Meeting and Explanatory Memorandum will be lodged with ASX. Neither ASX nor any of its officers take any responsibility for the contents of this document.

Important dates and times

Unless the Meeting is adjourned, important dates and times are as follows:

Last time/date for receipt of written questions	5.00pm (Melbourne time) on Wednesday 26 November 2025
Last time/date for receipt of valid proxies	11.00am (Melbourne time) on Wednesday 26 November 2025
Record time/date to determine Shareholders eligible to vote	7.00pm (Melbourne time) on Wednesday 26 November 2025
Annual General Meeting	11.00am (Melbourne time) on Friday 28 November 2025

NOTICE OF 2025 ANNUAL GENERAL MEETING

Notice is given that the 2025 Annual General Meeting of 333D Limited ACN 118 159 881 (the **Company**) will be held via virtual technology on Friday 28 November 2025 at 11.00am (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 2025.

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 2025 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 2025 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 2025, 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 Richard Petty as Director
Description	Dr Richard Petty, who was appointed as a Director on 5 August 2019, retires as a Director in accordance with rule 6.7(a) of the Company's Constitution and, being eligible, offers himself for re-election.
Resolution (Ordinary)	To consider and, if thought fit, pass the following resolution as an ordinary resolution : <i>"THAT Dr Richard Petty, who retires as a Director in accordance with ASX Listing Rule 14.5 and rule 6.7(a) of the Company's Constitution and, being eligible, offers himself for re-election, be re-elected as a Director of the Company."</i>

Ratification of issue of Placement Shares

Resolution 3	Ratification of issue of Placement Shares
Description	The Company seeks Shareholder approval under ASX Listing Rule 7.4 for the prior issue of Shares under the Placement.
Resolution (Ordinary)	To consider and, if thought fit, pass the following resolution as an ordinary resolution : <i>"THAT, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the issue of 10,000,000 Shares to the Placement Subscribers, on the terms set out in the Explanatory Memorandum accompanying this Notice."</i>
Voting Exclusion	The Company will disregard any votes cast in favour of this resolution by or on behalf of: <ul style="list-style-type: none"> (a) the Placement Subscribers; or (b) any associate of the Placement Subscribers. <p>However, this does not apply to a vote cast on the resolution by:</p> <ul style="list-style-type: none"> (c) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; (d) the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or (e) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met: <ul style="list-style-type: none"> (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and (ii) the holder votes on resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Issue of Performance Rights to Directors

Resolution 4A	Approval for issue of Performance Rights to Dr Nigel Finch under LTIP
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 10.14 and for all other purposes, Shareholder approval is given for the Company to grant 750,000 Performance Rights, each exercisable into 1 Share in the Company, to Dr Nigel Finch (or his nominee(s)), pursuant to the Long Term Incentive Plan and on the terms set out in the Explanatory Memorandum accompanying this Notice.”</i>
Resolution 4B	Approval for issue of Performance Rights to Mr John Conidi under LTIP
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 10.14 and for all other purposes, Shareholder approval is given for the Company to grant 750,000 Performance Rights, each exercisable into 1 Share in the Company, to Mr John Conidi (or his nominee(s)), pursuant to the Long Term Incentive Plan and on the terms set out in the Explanatory Memorandum accompanying this Notice.”</i>
Resolution 4C	Approval for issue of Performance Rights to Dr Richard Petty under LTIP
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 10.14 and for all other purposes, Shareholder approval is given for the Company to grant 1,000,000 Performance Rights, each exercisable into 1 Share in the Company, to Dr Richard Petty (or his nominee(s)), pursuant to the Long Term Incentive Plan and on the terms set out in the Explanatory Memorandum accompanying this Notice.”</i>
Voting Exclusion (for Resolutions 4A, 4B and 4C)	The Company will disregard any votes cast on each of Resolutions 4A, 4B and 4C: (a) in favour of the resolution by or on behalf of a person referred to in ASX Listing Rules 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the LTIP, or any of their associates; and (b) on the 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 on the resolution by: (c) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; (d) the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or (e) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met: (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Approval of Long Term Incentive Plan

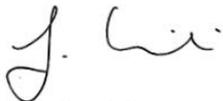
Resolution 5	Approval of Long Term Incentive Plan
Description	Shareholder approval is sought for the Company's Long Term Incentive Plan (LTIP) for the purposes of the Listing Rules and the Corporations Act.
Resolution (Ordinary)	<p>To consider and, if thought fit, pass the following resolution as an ordinary resolution:</p> <p><i>“THAT, for the purposes of Exception 13 in ASX Listing Rule 7.2, sections 259B(2) and 260C(4) of the Corporations Act, and for all other purposes, Shareholders approve the Long Term Incentive Plan and the issue of up to 10,076,024 securities under that Plan, 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 any person who is eligible to participate in the LTIP, and any associates of those persons; 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 6	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: 29 October 2025

By order of the Board of 333D Limited



John Conidi
Chief Executive Officer and Managing Director

EXPLANATORY MEMORANDUM TO NOTICE OF 2025 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 2025 to be laid before the Company's 2025 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 2025 Annual Report has been sent only to those shareholders who have elected to receive a printed copy. A copy of the 2025 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 2025, 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 G.C.C. Business & Assurance 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 2025 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.

Re-election of Dr Richard Petty as Director

Resolution 2	Re-election of Dr Richard Petty 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 Richard Petty is the Director who has been longest in office since his last election (on 30 November 2023). Accordingly, Dr Petty retires in accordance with Rule 6.7(a) of the Constitution and, being eligible, offers himself for re-election as a Director.</p>
About Dr Petty	<p>Dr Richard Petty was first appointed to the Board as a Non-Executive Director on 5 August 2019.</p> <p>Dr Petty has served on a number of boards, both public and private. He has advised on significant projects and investments across a wide range of industries. Dr Petty has been a professor or visiting academic at several universities. He holds several degrees, including a PhD. He is a Fellow of Chartered Accountants Australia and New Zealand, a Fellow of CPA Australia, and a Fellow of the Australian Institute of Company Directors. Dr Petty has lived and worked in Asia for more than 20 years.</p> <p>As at the date of this Notice, Dr Petty holds a relevant interest in 27,918,518 Shares and 1,000,001 Performance Rights in the Company. Dr Petty is considered by the Board to be an independent Director.</p>
Board Recommendation	The Board, with Dr Petty 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.

Ratification of previous issue of Shares

Resolution 3	Ratification of issue of Placement Shares
Explanation	<p>The Company seeks shareholder ratification pursuant to ASX Listing Rule 7.4 for previous issues of securities made by the Company during the past 12 months under ASX Listing Rule 7.1, which provides that a company must not, subject to specified exceptions in ASX Listing Rule 7.2, issue or agree to issue Equity Securities during any 12 month period in excess of 15% of the number of ordinary shares on issue at the commencement of that 12 month period, without shareholder approval (15% Placement Capacity).</p> <p>Listing Rule 7.4 sets out an exception to the limitations on the Company's capacity to issue Equity Securities pursuant to its 15% Placement Capacity, by permitting the ratification of previous issues of or agreements to issue Equity Securities which were not made under a prescribed exception under ASX Listing Rule 7.2 or with shareholder approval.</p> <p>If shareholders of a company approve the ratification of such previous issues of Equity Securities at a general meeting, those Equity Securities will be deemed to have been issued with shareholder approval for the purposes of ASX Listing Rule 7.1.</p>

	Accordingly, if shareholders ratify the previous issue of Equity Securities made by the Company by way of approving Resolution 3, those Equity Securities will be deemed to have been issued with shareholder approval for the purposes of ASX Listing Rule 7.1 and will no longer be deducted from the Company's 15% Placement Capacity.																
Background	<p>On 16 September 2025, the Company announced it was undertaking a capital raising under a placement of 10 million Shares to sophisticated and institutional investors (Placement Subscribers) at an issue price of \$0.10 per Share, to raise \$1 million (Placement). The funds were being raised under the Placement to fund material upgrades and developments to the Company's digital asset management platform through which T3D provides services.</p> <p>Resolution 3 seeks Shareholder ratification under ASX Listing Rule 7.4 for the issue of Shares to the Placement Subscribers, which was undertaken using the Company's 15% Placement Capacity.</p> <p>If Shareholders ratify the issue of Shares to the Placement Subscribers by way of approving Resolution 3, those Shares will be deemed to have been issued with Shareholder approval for the purposes of ASX Listing Rule 7.1 and will no longer be deducted from the Company's 15% Placement Capacity.</p>																
Specific information for Resolution 3	<p>In accordance with ASX Listing Rule 7.5, which contains requirements as to the contents of a notice sent to Shareholder for the purposes of ASX Listing Rule 7.4, the following information is provided to Shareholders:</p> <table border="1"> <tr> <td>Recipients of issue</td> <td>The Placement Shares were issued to professional and sophisticated investors known to the Company and/or introduced to the Company by Alpine Capital, the lead manager of the Placement. None of the Placement Subscribers are considered material investors for the purposes of section 7.4 of ASX Guidance Note 21 (a "material investor" for this purpose is an investor who was issued more than 1% of the Company's issued Share capital under the Placement, and is a related party; a KMP, a substantial holder; an adviser; or an associate of any of them).</td> </tr> <tr> <td>Number and class of securities issued</td> <td>10,000,000 Shares</td> </tr> <tr> <td>Date of issue</td> <td>25 September 2025</td> </tr> <tr> <td>Issue price per security</td> <td>\$0.10 per Share</td> </tr> <tr> <td>Purpose of the issue and use of funds</td> <td>To raise funds, to fund material upgrades and developments to the Company's digital asset management platform through which T3D provides services.</td> </tr> <tr> <td>Terms of securities</td> <td>The Shares are fully paid ordinary shares ranking pari-passu with other existing fully paid ordinary shares in the Company.</td> </tr> <tr> <td>Terms of agreement under which securities were issued</td> <td>The Company entered into subscription agreements with each of the Placement Subscribers, under which each Placement Subscriber agreed to subscribe for Shares under the Placement at \$0.10 per Share. The subscription agreements otherwise contain terms which are customary for agreements of that nature.</td> </tr> <tr> <td>Voting exclusion statement</td> <td>A voting exclusion statement applies to this item of business, as set out in the Notice.</td> </tr> </table>	Recipients of issue	The Placement Shares were issued to professional and sophisticated investors known to the Company and/or introduced to the Company by Alpine Capital, the lead manager of the Placement. None of the Placement Subscribers are considered material investors for the purposes of section 7.4 of ASX Guidance Note 21 (a "material investor" for this purpose is an investor who was issued more than 1% of the Company's issued Share capital under the Placement, and is a related party; a KMP, a substantial holder; an adviser; or an associate of any of them).	Number and class of securities issued	10,000,000 Shares	Date of issue	25 September 2025	Issue price per security	\$0.10 per Share	Purpose of the issue and use of funds	To raise funds, to fund material upgrades and developments to the Company's digital asset management platform through which T3D provides services.	Terms of securities	The Shares are fully paid ordinary shares ranking pari-passu with other existing fully paid ordinary shares in the Company.	Terms of agreement under which securities were issued	The Company entered into subscription agreements with each of the Placement Subscribers, under which each Placement Subscriber agreed to subscribe for Shares under the Placement at \$0.10 per Share. The subscription agreements otherwise contain terms which are customary for agreements of that nature.	Voting exclusion statement	A voting exclusion statement applies to this item of business, as set out in the Notice.
Recipients of issue	The Placement Shares were issued to professional and sophisticated investors known to the Company and/or introduced to the Company by Alpine Capital, the lead manager of the Placement. None of the Placement Subscribers are considered material investors for the purposes of section 7.4 of ASX Guidance Note 21 (a "material investor" for this purpose is an investor who was issued more than 1% of the Company's issued Share capital under the Placement, and is a related party; a KMP, a substantial holder; an adviser; or an associate of any of them).																
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<p>What will happen if shareholders give, or do not give, approval?</p>	<p>If Resolution 3 is approved by Shareholders, the issue of the Placement Shares will be <u>excluded</u> in calculating the Company's 15% Placement Capacity in Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without shareholder approval over the 12 month period following the issue date.</p> <p>If Resolution 3 is not approved by shareholders, the issue of the Placement Shares will be <u>included</u> in calculating the Company's 15% Placement Capacity, effectively decreasing the number of Equity Securities that it can issue without shareholder approval over the 12 month period following the issue date.</p>
<p>Board Recommendation</p>	<p>The Directors unanimously recommend that Shareholders vote in favour of Resolution 3.</p>
<p>Chairman's available proxies</p>	<p>The Chairman of the Meeting intends to vote all available proxies in favour of Resolution 3.</p>

Issue of Performance Rights to Directors

<p><i>Resolutions 4A – 4C: Approval for issue of Performance Rights to Directors</i></p>	
<p>Background</p>	<p>Resolutions 4A – 4C (inclusive) seek the approval of Shareholders to issue a total of 2,500,000 Performance Rights to Directors Dr Nigel Finch, Mr John Conidi and Dr Richard Petty (and/or their nominee(s)) under the Company's Long Term Incentive Plan (LTIP). Approval is sought pursuant to ASX Listing Rule 10.14.</p>
<p>Explanation</p>	<p>ASX Listing Rule 10.14 states that an entity must not permit any of the following persons to acquire Equity Securities under an employee incentive scheme, unless the issue has been approved by holders of ordinary securities:</p> <p>10.14.1 A director of the entity. 10.14.2 An associate of a director of the entity. 10.14.3 A person whose relationship with the entity or a person in rule 10.14.1 or 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by shareholders.</p> <p>For the purposes of ASX Listing Rule 10.14.1, Dr Nigel Finch, Mr John Conidi and Dr Richard Petty are Directors of the Company, and as such the Company is required to obtain shareholder approval to grant securities to each of them under the LTIP.</p> <p>In accordance with the ASX Listing Rules, Shareholders are being asked under Resolutions 4A – 4C (inclusive) to approve the grant of the Performance Rights to Dr Nigel Finch, Mr John Conidi and Dr Richard Petty (and/or their nominee(s)) under the LTIP.</p> <p>Exception 14 in ASX Listing Rule 7.2 provides that ASX Listing Rule 7.1 does not apply where shareholder approval for an issue of securities is obtained under ASX Listing Rule 10.14. This means that, if Shareholder approval is obtained for Resolutions 4A – 4C (inclusive), approval is not required for the purposes of ASX Listing Rule 7.1.</p>

Approval not sought under Chapter 2E of the Corporations Act

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.

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.

The issue of the Performance Rights is considered by the Board to constitute reasonable remuneration, given the Company’s circumstances and the responsibilities involved in each Director’s role within the organisation. 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 Performance Rights.

Terms of Performance Rights

The Performance Rights will vest in tranches, subject to the achievement of certain performance milestones, as well as each relevant Director’s continuing directorship at the time of the relevant performance milestone being met (**Vesting Conditions**).

The performance milestones relate to the growth of the Company, which will be measured by reference to the Company’s market capitalisation (**Performance Milestones**). Each Performance Milestone is separate, and a set number of Performance Rights attach to each Performance Milestone, as follows:

Performance Milestone	Number of Performance Rights which will vest upon satisfaction of Performance Milestone		
T3D market capitalisation	Nigel Finch (Resolution 4A)	John Conidi (Resolution 4B)	Richard Petty (Resolution 4C)
\$50 million	250,000	250,000	333,333
\$70 million	250,000	250,000	333,333
\$90 million	250,000	250,000	333,334
Total	750,000	750,000	1,000,000

The market capitalisation of the Company will be calculated as:

$$A = B \times C$$

where:

A = Market capitalisation of the Company

B = Number of Shares on issue in the Company

C = Volume weighted average price of Shares over 10 consecutive trading days on which the Company’s shares have actually traded

The vesting of each tranche of Performance Rights will also be conditional upon each Director remaining as a director of the Company at the time the relevant Performance Milestone is met.

If the applicable Performance Milestones are not met within the performance period of 5 years of the date of issue of the Performance Rights, the Performance Rights

	<p>will lapse. The Board will assess achievement of the Performance Milestones on a continuing basis throughout the performance period.</p> <p>Upon satisfaction of the Vesting Conditions, the Performance Rights can be exercised by their holder into Shares during the period of 5 years from the vesting date, following which the Performance Rights will lapse.</p> <p>Following the valid exercise of a vested Performance Right, the Company must issue a new Share or procure the transfer of an existing Share to the holder. No cash consideration will be payable for the issue of the Performance Rights, or the issue or transfer of the underlying Share upon exercise of a Performance Right.</p> <p>The Company will not issue any underlying Shares (upon vesting of Performance Rights) under Resolutions 4A - 4C to the extent that such issue would result in the 20% takeovers threshold being exceeded by any person.</p> <p>Subject to the LTIP, the Performance Rights:</p> <ul style="list-style-type: none"> ▪ will not be quoted on ASX; ▪ will not be transferable; ▪ will not carry any voting rights or rights to dividends declared or determined by the Company; and ▪ will have no right to participate in any new issues of securities undertaken by the Company. 						
<p>Specific information for Resolutions 4A, 4B and 4C</p>	<p>In accordance with ASX Listing Rule 10.15, which contains requirements as to the contents of a notice sent to Shareholders for the purposes of ASX Listing Rule 10.14, the following information is provided to Shareholders:</p> <table border="1" data-bbox="459 1088 1430 1951"> <tr> <td data-bbox="459 1088 759 1397"> <p>Identification of recipients of securities</p> </td> <td data-bbox="759 1088 1430 1397"> <p>Resolution 4A: Dr Nigel Finch or his nominee(s).</p> <p>Resolution 4B: Mr John Conidi or his nominee(s).</p> <p>Resolution 4C: Dr Richard Petty or his nominee(s).</p> <p>Dr Nigel Finch, Mr John Conidi and Dr Richard Petty are Directors of the Company for the purposes of ASX Listing Rule 10.14.1.</p> </td> </tr> <tr> <td data-bbox="459 1397 759 1581"> <p>Number and class of securities to be issued</p> </td> <td data-bbox="759 1397 1430 1581"> <p>Resolution 4A: 750,000 Performance Rights</p> <p>Resolution 4B: 750,000 Performance Rights</p> <p>Resolution 4C: 1,000,000 Performance Rights</p> </td> </tr> <tr> <td data-bbox="459 1581 759 1951"> <p>Details of Director remuneration packages</p> </td> <td data-bbox="759 1581 1430 1951"> <p>The details of each Director's current total remuneration package are as follows:</p> <ul style="list-style-type: none"> ▪ Dr Nigel Finch (Non-Executive Director): \$30,000 p.a. ▪ Mr John Conidi (Chief Executive Officer and Managing Director): \$270,000 p.a. ▪ Dr Richard Petty (Non-Executive Director): \$30,000 p.a </td> </tr> </table>	<p>Identification of recipients of securities</p>	<p>Resolution 4A: Dr Nigel Finch or his nominee(s).</p> <p>Resolution 4B: Mr John Conidi or his nominee(s).</p> <p>Resolution 4C: Dr Richard Petty or his nominee(s).</p> <p>Dr Nigel Finch, Mr John Conidi and Dr Richard Petty are Directors of the Company for the purposes of ASX Listing Rule 10.14.1.</p>	<p>Number and class of securities to be issued</p>	<p>Resolution 4A: 750,000 Performance Rights</p> <p>Resolution 4B: 750,000 Performance Rights</p> <p>Resolution 4C: 1,000,000 Performance Rights</p>	<p>Details of Director remuneration packages</p>	<p>The details of each Director's current total remuneration package are as follows:</p> <ul style="list-style-type: none"> ▪ Dr Nigel Finch (Non-Executive Director): \$30,000 p.a. ▪ Mr John Conidi (Chief Executive Officer and Managing Director): \$270,000 p.a. ▪ Dr Richard Petty (Non-Executive Director): \$30,000 p.a
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	<p>Number of securities previously issued to Directors under the LTIP and the average acquisition price</p>	<p>On 28 February 2022, following Shareholder approval, the Directors were issued the following Performance Rights for nil cash consideration (in each case, after taking into account a subsequent 30:1 Share consolidation):</p> <ul style="list-style-type: none"> ▪ Dr Nigel Finch was issued 2,500,000 Performance Rights under the LTIP; ▪ Mr John Conidi was issued 2,500,000 Performance Rights; and ▪ Dr Richard Petty was issued 1,666,667 Performance Rights under the LTIP.
	<p>Reason why Performance Rights have been selected</p>	<p>The Company has determined to utilise performance rights as a mechanism to provide long term incentives to the Directors, on the basis that performance rights (as compared to other types of equity securities) motivate Directors to take a long-term view of the Company's performance, and links reward to investors' experience.</p>
	<p>Value attributed to the Performance Rights</p>	<p>The face value attributed to each Performance Right is \$0.086, which is based on the current market price of Company's Shares. Based on this, the deemed total value of the Performance Rights being issued to each Director is as follows:</p> <ul style="list-style-type: none"> ▪ Dr Nigel Finch - \$64,500 ▪ Mr John Conidi - \$64,500 ▪ Dr Richard Petty - \$86,000
	<p>Date of issue</p>	<p>Subject to Shareholder approval being obtained, the Company will issue the Performance Rights as soon as practicable after the Meeting, and in any event no later than three years after the date of the Meeting.</p>
	<p>Price or other consideration received for the issue</p>	<p>No consideration will be payable for the grant of Performance Rights under the LTIP to the Directors, or for the issue of underlying Shares upon vesting of the Performance Rights.</p>
	<p>No loans</p>	<p>No loans will be provided in relation to the acquisition of the Performance Rights under Resolutions 4A-4C (inclusive).</p>
	<p>Summary of LTIP</p>	<p>A summary of the LTIP is set out in the explanatory notes to Resolution 5 below.</p>
	<p>Voting exclusion statement</p>	<p>A voting exclusion statement applies to each of Resolutions 4A, 4B and 4C as set out in the Notice.</p>
<p>Details of securities issued under LTIP</p>	<p>Details of any securities issued under the LTIP will be published in the Company's annual report relating to the period in which they were issued, along with a statement that their approval for the issue was obtained under ASX Listing Rule 10.14.</p> <p>Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of securities under the LTIP after the resolution is approved, and who were not named in the notice of meeting, will not participate until approval is obtained under that Listing Rule.</p>	

What will happen if shareholders give, or do not give, approval?	<p>If Shareholders approve Resolutions 4A – 4C, the Company will issue the Performance Rights to the Directors within 3 years of the date of the Meeting.</p> <p>If Shareholders do not approve any of Resolutions 4A – 4C, the Company will have to explore alternative methods of incentivising the Directors, including in cash.</p>
Board Recommendation	The Directors (with Dr Finch, Mr Conidi and Dr Petty abstaining from making a recommendation on resolutions 4A – 4C respectively) unanimously recommend that shareholders vote in favour of Resolutions 4A, 4B and 4C.
Chairman’s available proxies	The Chairman of the Meeting intends to vote all available proxies in favour of this resolution.

Approval of Long Term Incentive Plan

Resolution 5	Approval of Long Term Incentive Plan
Explanation	Shareholder approval is sought for the Company’s Long Term Incentive Plan (LTIP), and the issue of securities under the LTIP, for the purposes of the Listing Rules and the Corporations Act.
Listing Rules	<p>Listing Rule 7.1 provides that a company may not issue Equity Securities, or agree to issue Equity Securities, without the approval of shareholders, if the number of Equity Securities to be issued in any 12 month period exceeds 15% of the number of ordinary shares on issue at the commencement of that 12 month period.</p> <p>Listing Rule 7.2 contains a number of exceptions to the prohibition contained in Listing Rule 7.1. In particular, under Exception 13 in Listing Rule 7.2, any Equity Securities issued under an employee incentive scheme within 3 years of the date on which shareholders approve the issue of Equity Securities under that scheme are not counted for the purposes of Listing Rule 7.1. Resolution 5 is designed to satisfy the requirements of Listing Rule 7.2.</p>
Corporations Act	<p>Section 259B(1) of the Corporations Act prohibits a company from taking security over its shares except as permitted by section 259B(2). Section 259B(2) states that a company may take security over shares in itself under an employee share scheme that has been approved by resolution passed at a general meeting of the company.</p> <p>Section 260A(1)(c) of the Corporations Act prohibits a company from financially assisting a person to acquire shares in itself except as permitted by section 260(C). Section 260(C)(4) provides for special exemption for approved employee shares schemes and states that financial assistance is exempted from section 260(A) if a resolution is passed at a general meeting of the company.</p> <p>Accordingly Shareholder approval is sought under Resolution 5 to ensure compliance with these sections of the Corporations Act.</p>

<p>Purpose of LTIP</p>	<p>The purpose of the LTIP is to provide incentives to management and Directors of the Company who are integral to the operations and ongoing success of the Company. These incentives are designed to encourage greater productivity from Directors and management and to better enable the Company to retain its management personnel in a highly competitive industry.</p> <p>A summary of the LTIP is provided below.</p> <p>Should this Resolution 5 be passed, the Company will have the necessary flexibility to issue securities as an incentive to key management, and the issue of securities under the LTIP will not be included within the Company's placement capacity pursuant to Listing Rule 7.1.</p>
<p>Details of the LTIP</p>	<p>General</p> <p>The LTIP is intended to retain and motivate the Company's management, employees and Directors. Under the LTIP, the Board has the discretion to offer shares or grant options or performance rights to eligible employees (which includes Directors) of the Company or a related body corporate. An offer of shares may be accompanied by an offer of a loan (acquisition loan) from the Company or a related body corporate to acquire the shares. Note: there is no current proposal to offer acquisition loans under the LTIP.</p> <p>Both options and performance rights give a participant in the LTIP a right to acquire shares in the Company subject to the achievement of time based and/or performance based vesting conditions, with options requiring the payment of an exercise price to acquire the shares and a performance right not requiring the payment of an exercise price.</p> <p>The Board has the discretion to amend the rules of the LTIP (including in respect of previous awards of shares, options or performance rights) but not so as to reduce the rights of participants, except where necessary to correct obvious errors or mistakes or to comply with legal requirements or where agreed by the participant. Awards under the LTIP are made at the Board's discretion.</p> <p>Eligibility</p> <p>The rules allow for offers under the LTIP to be made to any employee, contractor or director of the Company or a related body corporate, or such other person as the Board determines.</p> <p>However, it has been the case and it is currently intended to continue to be the case that participation in the LTIP will only be offered to the Company's senior executive leadership team including Directors.</p> <p>Issue of shares and grant of options and performance rights</p> <p>Shares, options and performance rights may be issued under the LTIP subject to vesting conditions, including time and performance based hurdles.</p> <p>The Board determines the details of the vesting conditions attaching to shares, options and performance rights under the LTIP prior to offers of participation being made. Shares, options or performance rights will only vest (under normal circumstances) upon satisfaction of the time and performance based vesting conditions. If those conditions are not met, shares will be bought back or the options or performance rights will generally expire and not be capable of exercise.</p> <p>No amount is payable on the grant of options or performance rights offered under the LTIP.</p>

	<p>Delivery of shares</p> <p>Shares in the Company will be delivered to participants upon exercise of vested options or performance rights. On exercise, the Company may deliver shares by new issue or by purchasing shares for transfer to participants. No exercise price is payable on the exercise of performance rights unless otherwise determined by the Board at the date of grant.</p> <p>Buy-back of shares</p> <p>The LTIP provides for the buy-back of shares offered under the LTIP in certain circumstances, including on the forfeiture of the shares. Buy-back proceeds must be applied towards the repayment of any acquisition loan used to acquire the shares.</p> <p>Change of control</p> <p>On a change of control of the Company, the Board has discretion to waive the vesting conditions applicable to unvested options and performance rights, subject to such terms and conditions as it determines.</p> <p>Plan limits</p> <p>Issues of shares including on exercise of options or performance rights granted under the LTIP will be subject to a cap of 5% of the issued share capital of the Company.</p> <p>Expiry of options and performance rights</p> <p>Unless otherwise determined by the Board in its discretion, options and performance rights which have not been exercised will expire and cease to exist on the expiry date specified at the date of grant or upon the Board making a determination that the options or performance rights are to be forfeited.</p> <p>Restrictions on shares and forfeiture conditions</p> <p>Shares, options and performance rights, and shares delivered on exercise, may be subject to forfeiture (subject to lifting at the discretion of the Board) if a participant commits any act of fraud, defalcation or gross misconduct in relation to the Company or a related body corporate. In addition, the Board can decide, on the offer of shares or the grant of options or performance rights under the LTIP the circumstances under which the shares, options or performance rights are to be forfeited in additional circumstances, such as the termination or cessation of employment.</p> <p>Shares delivered on exercise of options or performance rights may be subject to disposal restrictions (subject to removal at the discretion of the Board).</p> <p>Hedging economic exposure prohibited</p> <p>Without limiting the prohibitions in Part 2D.7 of the Corporations Act (ban on hedging remuneration of key management personnel), the terms of the LTIP prohibit entering into transactions or arrangements which limit the economic risk of participating in unvested entitlements under the LTIP.</p>
<p>Securities issued under the LTIP</p>	<p>The LTIP has not been previously approved by Shareholders for the purposes of Listing Rule 7.2 (<i>Exception 13</i>).</p> <p>The LTIP provides that securities can only be issued under the LTIP pursuant to an offer (Offer) if:</p>

	<ul style="list-style-type: none"> ▪ the total number of Shares that are, or are covered by, the securities that may be issued under the Offer (for avoidance of doubt, including pursuant to the exercise of Options or Performance Rights); and ▪ the total number of Shares issued or that may be issued as in respect of securities (including upon exercise of Options or Performance Rights) issued under the LTIP at any time during the three (3) years ending on the day the Offer is made, <p>does not exceed 5% of the total number of Shares on issue at the time of the proposed issue. This 5% calculation does not include any securities issued to exempt investors under s708 of the Corporations Act (such as directors or senior managers of the Company). Further, the 5% calculation excludes any performance rights or options that lapse without being exercised, or any securities where payment is not required to be made by the relevant employee (such as zero priced options or performance rights). The 5% maximum may be also be increased by an amendment to the Company's constitution.</p> <p>For the purposes of Listing Rule 7.2 (<i>Exception 13</i>), the Company will only issue a maximum of 10,076,024 securities under the LTIP (representing 5% of the Company's issued capital at the date of this Notice). For the avoidance of doubt, this maximum number does not include the securities proposed to be issued under Resolutions 4A to 4C (inclusive). This maximum is not intended to be a prediction of the actual number of securities to be issued under the LTIP, but is specified for the purposes of setting a ceiling on the number of securities approved to be issued for the purposes of Listing Rule 7.2 (<i>Exception 13</i>). Once that number is reached, any additional issues of securities under the LTIP will not have the benefit of Exception 13 without fresh Shareholder approval, and will only be able to be made without Shareholder approval under Listing Rule 7.1 if the Company has sufficient placement capacity available at the time under Listing Rule 7.1. The actual number of securities issued will still remain subject to the maximum allowable cap under the terms of the LTIP, as described above.</p>
<p>What will happen if Shareholders give, or do not give, approval?</p>	<p>If Resolution 5 is approved by Shareholders, the Company will be able to issue securities under the LTIP (up to the maximum number above) without depleting the Company's placement capacity pursuant to Listing Rule 7.1.</p> <p>If Resolution 5 is not approved by Shareholders, the Company will not be able to rely on Exception 13 of Listing Rule 7.1 when issuing securities under the LTIP. This means that any new issue of securities under the LTIP will be deducted from the Company's Placement Capacity pursuant to Listing Rule 7.1</p>
<p>Voting Exclusion</p>	<p>A voting exclusion statement applies to this item of business, as set out in the Notice.</p>
<p>Board Recommendation</p>	<p>As the Directors are eligible to participate in the LTIP, the Directors do not make any recommendation to Shareholders in relation to this Resolution.</p>
<p>Chairman's available proxies</p>	<p>The Chairman of the Meeting intends to vote all available proxies in favour of this resolution.</p>

Approval of 10% Placement Capacity

Resolution 6	Approval of 10% Placement Capacity
<p>General</p>	<p>Under Listing Rule 7.1, every listed entity has the ability to issue 15% of its issued capital without shareholder approval in a 12 month period (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 6 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>
<p>Eligibility</p>	<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,

	<ul style="list-style-type: none"> ▪ 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>
Conditions of issue under the 10% Placement Capacity	<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> <ol style="list-style-type: none"> i. the date on which the price at which the Equity Securities are to be issued is agreed by the entity and the recipient of the securities; or ii. if the Equity Securities are not issued within 10 trading days of the date in paragraph (i), the date on which the securities are issued.
Period of validity of shareholder approval	<p>In the event that the Company obtains shareholder approval of Resolution 6, such approval will commence on the date of this Meeting, and will cease to be valid upon the earlier of:</p> <p>(a) 12 months after the date of this Annual General Meeting;</p> <p>(b) the time and date of the Company's next annual general meeting; or</p> <p>(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> <p>(Placement Period)</p>
Information to be provided to shareholders under Listing Rule 7.3A	
Minimum issue price	<p>The issue price of each Equity Security issued under the 10% Placement Capacity must be no less than 75% of the VWAP for Equity Securities in that class, calculated over the 15 trading days on which trades in that class were recorded immediately before either:</p> <ol style="list-style-type: none"> i. the date on which the price at which the Equity Securities are to be issued is

	<p>agreed by the entity and the recipient of the securities; or</p> <p>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.</p>																																			
<p>Risk of dilution to shareholders</p>	<p>If Resolution 6 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 \$0.086 per Share which was the closing price of the Company’s Shares on the ASX on 21 October 2025; and ▪ the variable ‘A’ being calculated as the number of fully paid ordinary shares on issue as at the date of this Notice, being 201,520,476. <p>The table also shows:</p> <p>(a) two examples where variable ‘A’ has increased by 50% and 100%. The number of shares on issue in the Company may increase as a result of the issue of shares that do not require approval of shareholders (for example, pro-rata entitlement issues or scrip issues under takeover offers) or future placements of shares under Listing Rule 7.1 of up to 15% of issued capital that are approved at future general meetings of shareholders; and</p> <p>(b) two examples of where the issue price of shares has decreased by 50% and increased by 100%.</p> <table border="1" data-bbox="464 1285 1476 1883"> <thead> <tr> <th rowspan="2">VARIABLE ‘A’</th> <th rowspan="2"></th> <th colspan="3">Dilution</th> </tr> <tr> <th>50% decrease in issue price \$0.043</th> <th>Issue price \$0.086</th> <th>100% increase in issue price \$0.172</th> </tr> </thead> <tbody> <tr> <td rowspan="2">Current Variable ‘A’ 201,520,476 shares</td> <td>10% voting dilution</td> <td>20,152,048 shares</td> <td>20,152,048 shares</td> <td>20,152,048 shares</td> </tr> <tr> <td>Funds raised</td> <td>\$866,538</td> <td>\$1,733,076</td> <td>\$3,466,152</td> </tr> <tr> <td rowspan="2">50% increase in current Variable ‘A’ 302,280,714 shares</td> <td>10% voting dilution</td> <td>30,228,071 shares</td> <td>30,228,071 shares</td> <td>30,228,071 shares</td> </tr> <tr> <td>Funds raised</td> <td>\$1,299,807</td> <td>\$2,599,614</td> <td>\$5,199,228</td> </tr> <tr> <td rowspan="2">100% increase in current Variable ‘A’ 403,040,952 shares</td> <td>10% voting dilution</td> <td>40,304,095 shares</td> <td>40,304,095 shares</td> <td>40,304,095 shares</td> </tr> <tr> <td>Funds raised</td> <td>\$1,733,076</td> <td>\$3,466,152</td> <td>\$6,932,304</td> </tr> </tbody> </table> <p>The table has been prepared on the following assumptions:</p> <p>(a) the Company issues the maximum number of shares available under the 10% Placement Capacity;</p>	VARIABLE ‘A’		Dilution			50% decrease in issue price \$0.043	Issue price \$0.086	100% increase in issue price \$0.172	Current Variable ‘A’ 201,520,476 shares	10% voting dilution	20,152,048 shares	20,152,048 shares	20,152,048 shares	Funds raised	\$866,538	\$1,733,076	\$3,466,152	50% increase in current Variable ‘A’ 302,280,714 shares	10% voting dilution	30,228,071 shares	30,228,071 shares	30,228,071 shares	Funds raised	\$1,299,807	\$2,599,614	\$5,199,228	100% increase in current Variable ‘A’ 403,040,952 shares	10% voting dilution	40,304,095 shares	40,304,095 shares	40,304,095 shares	Funds raised	\$1,733,076	\$3,466,152	\$6,932,304
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	<p>(b) no options to acquire shares on issue in the Company are exercised;</p> <p>(c) the 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue;</p> <p>(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.</p> <p>(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.</p> <p>(f) the issue of Equity Securities under the 10% Placement Capacity consists only of shares.</p> <p>(g) the issue price is \$0.086, being the closing price of the Company's shares on the ASX on 21 October 2025.</p>
Period of validity	<p>The Company will only issue and allot the Equity Securities during the Placement Period. The approval under Resolution 6 for the issue of the Equity Securities will cease to be valid in the event that shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or Listing Rule 11.2 (disposal of main undertaking).</p>
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>

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 6 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 6 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.
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.
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: <ul style="list-style-type: none"> a) a spouse or child of the member; or b) a child of the member's spouse; or c) a dependant of the member or of the member's spouse; or d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the entity; or e) a company the member controls; or f) a person prescribed by the regulations for the purposes of this definition.
Director	Means a director of the Company.
Equity Security	Means: <ul style="list-style-type: none"> a) a share; b) a right to a share or option; c) an option over an issued or unissued security; d) a convertible security; e) any security that ASX decides to classify as an equity security.
Key Management Personnel or KMP	Means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company.
Listing Rules	Means the ASX Listing Rules.
LTIP	Means the Company's Long Term Incentive Plan (as amended from time to time)
Share	Means a fully paid ordinary share in the capital of the Company.
Shareholder	Means a holder of a Share.

Your proxy voting instruction must be received by **11:00am (AEDT) on Wednesday, 26 November 2025**, 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://automicgroup.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)



29 October 2025

Dear Shareholder,

2025 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 via virtual technology on **Friday 28 November 2025 at 11.00am (Melbourne time) (Meeting)**.

Notice of Meeting and Annual Report

The Notice of Meeting and Explanatory Memorandum (**Notice**) for the Meeting is available online and can be viewed and downloaded by shareholders of the Company (**Shareholders**) from the Company's website 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 2025 Annual Report is also available at <https://333d.co/investors/>.

In accordance with sections 110C-110K of the *Corporations Act 2001* (Cth) (as inserted by the *Treasury Laws Amendment (2021 Measures No.1) Act 2021* (Cth), Shareholders will not be sent a hard copy of the Notice or Proxy Form unless Shareholders have already notified the Company that they wish to receive documents such as the Notice and Proxy Form in hard copy.

VOTING BY PROXY

Shareholders are strongly encouraged to vote by proxy prior to the meeting. Shareholders must complete and submit their proxies before **11.00am (Melbourne time) on Wednesday 26 November 2025**.

<p>Online scan the QR code below using your smartphone</p> 	<p>Lodge the Proxy Form online at https://investor.automic.com.au/#/loginsah by following the instructions:</p> <ol style="list-style-type: none">1. Login to the Automic website using the holding details as shown on the Proxy Form.2. Click on 'View Meetings' – 'Vote'. <p>To use the online lodgment facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown as shown at the top of your holding statement.</p>
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For further information on the online proxy lodgment process, or if you require a hard copy Notice of Meeting, Annual Report or Proxy Form, please contact the Company's Share Registry, Automic Registry Services (**Automic**), at hello@automicgroup.com.au or via phone on 1300 288 664 (within Australia) or +61 2 9698 5414 (overseas).

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 in relation to the conduct of the external audit for the year ended 30 June 2025, 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 Graham Greene of G.C.C. Business & Assurance, at gmg@graemegreen.com.au.

Written questions must be received by no later than 5.00pm (Melbourne time) on Wednesday 26 November 2025. 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

Chief Executive Officer and Managing Director