



333D Limited
ACN 118 159 881

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

**Annual General Meeting of Shareholders to be held at
the offices of BoardRoom Pty Limited,
Level 12, 225 George Street, Sydney
at 10:00am (AEDT) on Wednesday 13th January 2021**

Important

This Notice should be read in its entirety. If Shareholders are in doubt as to how to vote, they should seek advice from their professional adviser prior to voting. For all enquiries regarding your holding of Shares, change of address or other registry matters, please contact Automic Group, Level 5, 126 Phillip Street, Sydney, NSW 2000.

Notice of Annual General Meeting

Notice is given that the Annual General Meeting of Shareholders of 333D Limited ACN 118 159 881 (**Company**) will be held at the offices of BoardRoom Pty Limited of Level 12, 255 George Street, Sydney commencing at 10:00am (AEDT) on Wednesday 13th January 2021.

Business

Item 1 – Annual Report

To receive and consider the Annual Report of the Company for the year ended 30 June 2020 which includes the Financial Report, the Directors' Report, the Remuneration Report and the Auditor's Report.

Resolution 1 – Adoption of Remuneration Report

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

“That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report for the year ended 30 June 2020 be adopted.”

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

Voting exclusion statement

In accordance with sections 250BD(1) and 250R(4) of the Corporations Act, no member of the Key Management Personnel (KMP) of the Company, details of whose remuneration are included in the Remuneration Report, or a member of the KMP of the Group at the date of the meeting acting as proxy or a Closely Related Party of any such member may vote on Resolution 1.

However, in accordance with the Corporations Act, a person described above may vote on Resolution 1 if:

- it is cast by such person as proxy for a person who is permitted to vote, in accordance with the direction specified on the Proxy Form how to vote; or*
- it is cast by the Chairman as proxy for a person who is permitted to vote, in accordance with an express direction specified on the Proxy Form to vote as the proxy decides even though the Resolution is connected directly or indirectly with the remuneration of a member of the KMP of the Company.*

If the Chairman is appointed as a proxy for a person who is permitted to vote on Resolution 1, the Chairman will vote any proxies which do not indicate on their Proxy Form the way the Chairman must vote, in favour of the Resolution.

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

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

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

Resolution 3 – Approval of issue of Shares to Mr Conidi

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

“That, for the purposes Listing Rule 10.11, and for all other purposes, approval is given for the issue of 43,999,200 fully paid ordinary Shares to Mr John Conidi (and/or his nominee) as set out in the Explanatory Statement.”

Voting exclusion statement

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Mr John Conidi, any associate of that person (**excluded person**) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity).

However, this does not apply to a vote cast in favour of the Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair of the meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - a. 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
 - b. the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 4 – Approval of issue of Shares to Dr Finch

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

“That, for the purposes Listing Rule 10.11, and for all other purposes, approval is given for the issue of 35,199,960 fully paid ordinary Shares to Dr Nigel Finch (and/or his nominee) as set out in the Explanatory Statement.”

Voting exclusion statement

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Dr Nigel Finch, any associate of that person (**excluded person**) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity).

However, this does not apply to a vote cast in favour of the Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair of the meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - a. 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
 - b. the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 5 – Approval of issue of Shares to Dr Petty

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

“That, for the purposes of Listing Rule 10.11, and for all other purposes, approval is given for the issue of 60,000,000 fully paid ordinary Shares to Dr Richard Petty (and/or his nominee) as set out in the Explanatory Statement.”

Voting exclusion statement

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Dr Richard Petty, any associate of that person (**excluded person**) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity).

However, this does not apply to a vote cast in favour of the Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair of the meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - a. 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
 - b. the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 6 – Approval of issue of Shares to Saki Partners

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

“That, for the purposes Listing Rule 10.11, and for all other purposes, approval is given for the issue of 31,960,350 fully paid ordinary Shares to Saki Partners (Services) Pty Ltd (and/or their nominee) as set out in the Explanatory Statement.”

Voting exclusion statement

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Saki Partners (Services) Pty Ltd, any associate of that entity (**excluded person**) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity).

However, this does not apply to a vote cast in favour of the Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair of the meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - a. 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
 - b. the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 7 – Approval of issue of Shares to LAX Consulting Pte Ltd

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

“That, for the purposes Listing Rule 7.1, and for all other purposes, approval is given for the issue of 135,000,000 fully paid ordinary Shares to LAX Consulting Pte Ltd (and/or their nominee) as set out in the Explanatory Statement.”

Voting exclusion statement

The Company will disregard any votes cast in favour of this Resolution by or on behalf of LAX Consulting Pte Ltd, and any associate of that entity (**excluded person**).

However, this does not apply to a vote cast in favour of the Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair of the meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - a. 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
 - b. the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 8 – Approval of issue of Shares to Mr Parminder Badwal

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

“That, for the purposes of Listing Rule 7.1, and for all other purposes, approval is given for the issue of 5,000,000 fully paid ordinary Shares to Mr Parminder Badwa, a salaried employee not a related party of the Company, (and/or his nominee) as set out in the Explanatory Statement.”

Voting exclusion statement

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Mr Parminder Badwal, and any associate of that person (**excluded person**).

However, this does not apply to a vote cast in favour of the Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or

- (b) the Chair of the meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - a. 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
 - b. the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 9 – Adoption of New Constitution

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

“That, for the purpose of section 136(2) of the Corporations Act and for all other purposes, approval is given for the Company to repeal its Constitution and adopt a new constitution in its place in the form as signed by the Chairman of the meeting for identification purposes”

Resolution 10– Approval of 10% Placement Facility

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

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

Voting exclusion statement

The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person, or any associate of that person, who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue of equity securities under the increased placement capacity under ASX Listing Rule 7.1A, except as a benefit solely in the capacity of a holder of Shares, if this Resolution is passed.

However, this does not apply to a vote cast in favour of the Resolution by:

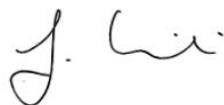
- (a) A person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) The Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) A holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - a. 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
 - b. The holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Under ASX Listing Rule 14.11.1 and the notes under that rule about Rule 7.1A, as at the date of this Notice of Meeting it is not known who may participate in the proposed issue (if any). On that basis, no Shareholders are currently excluded from voting.

Other business

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

By Order of the Board



John Conidi
Chairman, 333D Limited
3 December 2020

Explanatory Statement

This Explanatory Statement has been prepared for the information of Shareholders in relation to the business to be conducted at the Company's Annual General Meeting.

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

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

1. Proxies

Please note that:

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

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

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

- (a) post to Automic Group, Level 5, 126 Phillip Street, Sydney, NSW 2000
- (b) Email to the share registry at meetings@automicgroup.com.au
- (c) Online by visiting <https://investor.automic.com.au/#/loginsah> and following the instructions and information provided on the enclosed Proxy Form.

so that it is received by no later than 10.00am (AEDT) on Monday 11 January 2021. Proxy Forms received later than this time will be invalid.

2. Voting entitlements

In accordance with Regulations 7.11.37 and 7.11.38 of the *Corporations Regulations 2001* (Cth), the Board has determined that a person's entitlement to vote at the Annual General Meeting will be the entitlement of that person set out in the register of Shareholders as at 10.00am (AEDT) on Monday 11 January 2021. Accordingly, transactions registered after that time will be regarded in determining Shareholders' entitlements to attend and vote at the Annual General Meeting.

3. Item 1 – Annual Report

The Annual Report, comprising the Financial Report, the Directors' Report, the Remuneration Report and the Auditor's Report for the year ended 30 June 2020, will be laid before the Annual General Meeting.

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

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

The Company's Annual Report is available on the Company's website at <https://333d.com.au>

4. Resolution 1 – Adoption of Remuneration Report

The Remuneration Report of the Company for the financial year ended 30 June 2020 is included in the Directors' Report in the Annual Report. The Remuneration Report sets out the Company's remuneration arrangements for the Directors and senior management of the Company.

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

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

If at least 25% of the votes on Resolution 1 are voted against the adoption of the Remuneration Report at the Annual General Meeting, and then again at the Company's 2021 annual general meeting, the Company will be required to put to Shareholders a resolution proposing the calling of an extraordinary general meeting (**Spill Meeting**) to consider the appointment of the Directors (**Spill Resolution**).

If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene the Spill Meeting within 90 days of the Company's 2021 annual general meeting. All of the Directors who are in office when the Company's 2021 Directors' Report is approved, other than the Managing Director of the Company, will cease to hold office immediately before the end

of the Spill Meeting but may stand for re-election at the Spill Meeting. Following the Spill Meeting those persons whose election or re-election as Directors is approved will be the directors of the Company.

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

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

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

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

6. Resolutions 3 to 5 – Proposed issue of Shares to Directors (or nominees)

Resolutions 3 to 5 seek the approval of Shareholders to issue a total of 139,199,160 Shares to the Directors, being Mr John Conidi, Dr Nigel Finch and Dr Richard Petty (and/or their nominees). Approval is sought pursuant Listing Rule 10.11.

a. Background

The Company proposes to issue 139,199,160 Shares as payment for accrued Directors' fees. The Shares will be issued at \$0.001 each. The total dollar amount of the director's fees is \$139,199.16 (including GST) and covers the period 1 January 2020 to 31 December 2020. Under the Company's current circumstances, the Directors consider that the issue of Shares is a cost effective and efficient reward and incentive to provide the Directors as opposed to alternative forms of incentive such as the payment of cash compensation only. In addition, the Directors consider it prudent to remunerate the Directors by way of Shares to preserve the cash reserves of the Company.

b. Corporations Act

Chapter 2E of the Corporations Act regulates the provision of financial benefits to related parties by a public company. The issue of Shares contemplated by Resolutions 3 to 5 constitutes the provision of a financial benefit to a related party.

An exception to the required to obtain Shareholder approval in accordance with Chapter 2E of the Corporations Act applies where the financial benefit constitutes part of the reasonable remuneration of the related party.

The Board has considered the application of Chapter 2E of the Corporations Act and has resolved that the reasonable remuneration exception provided by section 211 of the Corporations Act is relevant in the circumstances and accordingly, the Company will not also seek approval for the issue of Shares pursuant to section 208 of the Corporations Act.

c. ASX Listing Rules

ASX Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue equity securities to:

- a) A related party;
- b) A person who is, or was at any time in the six months before the issue or agreement, a substantial (30%+) holder in the company;
- c) a person who is, or was at any time in the six months before the issue or agreement, a substantial (10%+) holder in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so;
- d) an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or
- e) a person whose relationship with the company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders,

unless it obtains the approval of its shareholders.

The issue of Shares to the Directors falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. The issue of Shares therefore requires the approval of Company's Shareholders under Listing Rule 10.11.

Resolutions 3, 4 and 5 seek the required shareholder approval to the Issue under and for the purposes of Listing Rule 10.11.

If Resolutions 3, 4 and 5 are passed, the Company will be able to proceed with the issue of Shares to Directors in lieu of Director's fees within one month of the date of the Meeting.

If Resolutions 3, 4 and 5 are not passed, the Company will not be able to proceed with the Issue and a cash payment equivalent to the value of the Shares will be paid to Mr John Conidi, Dr Nigel Finch and Dr Richard Petty.

Approval pursuant to ASX Listing Rule 7.1 is not required in order to issue the Shares as approval is being obtained under ASX Listing Rule 10.11. The issue of the Shares in lieu of Director's fees will not be included in the 15% calculation for the purposes of ASX Listing Rule 7.1.

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 in relation to Resolutions 3, 4 and 5:

(a) **Recipients**

Mr John Conidi

Dr Nigel Finch

Dr Richard Petty

(b) **Category under ASX Listing Rule 10.11**

Mr John Conidi is the Chairman of the Company (Listing Rule 10.11.1)

Dr Nigel Finch is a Non-Executive Director of the Company (Listing Rule 10.11.1)

Dr Richard Petty is a Non-Executive Director of the Company (Listing Rule 10.11.1)

(c) **Total number of Shares to be issued to each Director**

Mr John Conidi will be issued 43,999,200 Shares in lieu of Director's fees, equivalent to \$43,999.20 for accrued directors fee for the period 1 January 2020 to 31 December 2020.

Dr Nigel Finch will be issued 35,199,960 Shares in lieu of Director's fees equivalent to \$35,199.96 for accrued directors fee for the period 1 January 2020 to 31 December 2020.

Dr Richard Petty will be issued 60,000,000 Shares in lieu of Director's fees equivalent to \$60,000,00 for accrued directors fee for the period 1 January 2020 to 31 December 2020.

(d) **Date of issue of Shares**

If Shareholder approval is obtained for Resolutions 3, 4 and 5, the Company intends to issue the Shares in lieu of Director's fees as soon as reasonably practicable after the Meeting, or in any event within one month after the date of the Meeting.

(e) **Issue price**

Shares will be issued at \$0.001 each.

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

The Shares to be issued under Resolutions 3, 4 and 5 are fully paid ordinary shares in the Company and rank equally with all other Shares.

(g) **Intended use of funds raised**

As the Shares will be issued in lieu of Director's fees for the period 1 January 2020 to 31 December 2020

to the Directors, no funds will be raised from the issue of Shares the subject of Resolutions 3, 4 and 5

(h) **Remuneration Package of each Director**

	Consultant fees & salary (\$)	Share based payments (\$)
John Conidi	NIL	40,000 per annum +GST
Nigel Finch	NIL	40,000 per annum +GST
Richard Petty	NIL	60,000 per annum (GST excluded)

(i) **Other information**

Other than as set out in this Explanatory Statement, there is no further information which the Shareholders would reasonably require in order to decide whether or not it is in the Company's best interests to pass Resolutions 3 to 5.

d. Directors Recommendations

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

No Director has a material personal interest in the outcome of Resolutions 3 to 5 other than in respect of the proposed issue of Shares to him or his nominee.

Resolution 3

Mr John Conidi expresses no opinion and makes no recommendation in respect of the issue of the Director Options to him (and/or his nominee) as he has a material personal interest in the outcome of Resolution 3.

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

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

Resolution 4

Dr Nigel Finch expresses no opinion and makes no recommendation in respect of the issue of Shares to him (and/or his nominee) as he has a material personal interest in the outcome of Resolution 4.

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

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

Resolution 5

Dr Richard Petty expresses no opinion and makes no recommendation in respect of the issue of Shares to him (and/or his nominee) as he has a material personal interest in the outcome of Resolution 5.

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

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

7. Resolution 6 – Proposed Issue of Shares to Saki Partners (Services) Pty Ltd

a. Background

The Company proposes to issue 31,960,350 Shares to Saki Partners (Services) Pty Ltd in lieu of accounting service fees. The Shares will be issued at \$0.001 each. The total dollar amount of the accounting service fee is \$31,960.35 (including GST) and covers the period 1 January 2020 to 31 December 2020. Under the Company's current circumstances, the Directors consider that the issue of Shares is a cost effective and efficient way to pay the accounting service fees owed to Saki Partners (Services) Pty Ltd.

b. Corporations Act

Chapter 2E of the Corporations Act regulates the provision of financial benefits to related parties by a public company. The issue of Shares contemplated by Resolution 6 constitutes the provision of a financial benefit to a related party.

An exception to the requirement to obtain Shareholder approval in accordance with Chapter 2E of the Corporations Act applies 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 at arm's length terms (or on terms more favourable to the Company than arm's length).

Dr Nigel Finch is Managing Director of Saki Partners (Services) Pty Ltd and a Director of 333D Limited. As Saki Partners (Services) Pty Ltd is an entity controlled by a Director of the Company, it is considered to be a related party of the Company.

The Directors, excluding Dr Nigel Finch, have determined that the proposed issue of Shares to Saki Partners (Services) Pty Ltd under Resolution 6 is reasonable in the circumstances if the Company and Dr Nigel Finch (a Director) are dealing on arm's length terms. In making this determination, the Directors considered that the issue of Shares is less favourable to Saki Partners (Services) Pty Ltd than a cash payment for its accounting service fee. 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 the Company is required to seek Shareholder approval under Chapter 2E for the proposed issues of Shares under Resolution 6.

c. ASX Listing Rules

The Company is proposing to issue Shares to Saki Partners (Services) Pty Ltd in lieu of accounting Service fees (the "Issue").

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue equity securities to:

- a) A related party;
- b) A person who is, or was at any time in the six months before the issue or agreement, a substantial (30%+) holder in the company;
- c) a person who is, or was at any time in the six months before the issue or agreement, a substantial (10%+) holder in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so;
- d) an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or
- e) a person whose relationship with the company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders,

unless it obtains the approval of its shareholders.

Dr Nigel Finch is the sole Director and sole Shareholder of Saki Partners (Services) Pty Ltd and a Director of 333D Limited. Saki Partners (Services) Pty Ltd provide accountancy services to the Company. The purpose of the Issue is payment in lieu of accounting service fees owed. The Issue is not subject to a services agreement, rather it has been calculated for accountancy work completed or expected to be completed over the period 1 January 2020 to 31 December 2020. The total dollar amount of the accounting service fees is \$31,960.35 (including GST) and covers the period 1 January 2020 to 31 December 2020

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

The Issue falls within Listing Rule 10.11.4 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of Company's Shareholders under Listing Rule 10.11.

Resolutions 6 seeks the required Shareholder approval to the Issue under and for the purposes of Listing Rule 10.11.

If Resolution 6 is passed, the Company will be able to proceed with the Issue and the Shares will be issued to Saki Partners (Services) Pty Ltd in lieu of accounting Service fees within one month of the date of the Meeting.

If Resolution 6 is not passed, the Company will not be able to proceed with the Issue and a cash payment equivalent to the value of the Shares will be paid to Saki Partner (Services) Pty Ltd for the accounting services.

Approval pursuant to ASX Listing Rule 7.1 is not required in order to issue the Shares as approval is being obtained under ASX Listing Rule 10.11. The issue of the Shares in lieu of Director's fees will not be included in the 15% calculation for the purposes of ASX Listing Rule 7.1.

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 in relation to Resolution 6:

(a) **Recipients**

Saki Partners (Services) Pty Ltd (and/or their nominees).

(b) **Total number of securities to be issued**

The total number of Shares proposed to be issued to Saki Partners (Services) Pty Ltd (and/or its nominees) is 31,960,350 Shares. This is equivalent to \$31,960.35 (including GST) for accrued accounting service fees for the period 1 January 2020 to 31 December 2020.

(c) **Date of issue of the Shares**

The Shares under Resolution 6 will be issued as soon as possible after the Meeting and in any event, no later than 1 month after the Meeting.

(d) **Issue price**

Shares will be issued at \$0.001 each.

(e) **Terms of the securities**

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

(f) **Intended use of funds**

No funds will be raised from the issue of the Shares. The issue represents a share-based payment in full consideration for the accrued accounting service fees for the period 1 January 2020 to 31 December 2020.

(g) **Other information**

Other than as set out in this Explanatory Statement, there is no further information which the Shareholders would reasonably require in order to decide whether or not it is in the Company's best interests to pass Resolution 6.

d. Directors Recommendations

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

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

8. Resolution 7– Proposed Issue of Shares LAX Consulting Pte Ltd

a. Background

As announced to the market on 31st March 2017, the Company secured access to a debt funding facility of \$1,000,000 from LAX Consulting Pte Ltd ("LAX"). The original debt funding facility was for a term of 24 months with interest only monthly payments. A further announcement was made to the market on 12th June 2020 to advise that the Company had

entered into an agreement with LAX for a reduction and extension of the debt funding facility secured in 2017.

The Loan of \$600,000 required interest payable at the rate of 15 percent per annum (in the event of default, 20 percent per annum). The expiry date of the Loan was 30 June 2020.

Interest accrues monthly in arrears at a rate of 10% per annum based on the balance drawn. However, in the event of default, interest is retrospectively payable at a rate of 20%. The balance of the loan has been reduced since 2017 and is \$600,000 at 30 June 2020 plus accrued interest of \$135,000. The term of the loan has been extended to 1 July 2021.

The Company proposes to issue 135,000,000 Shares to LAX Consulting Pte Ltd in lieu of an interest repayment of \$135,000 due on a loan. The Company seeks Shareholder approval pursuant to ASX Listing Rule 7.1 for an issue of 135,000,000 Shares at an issue price of \$0.001 per Share to LAX Consulting Pte Ltd. The Directors consider that the issue of Shares is a cost effective and efficient way to repay the interest on the loan.

b. ASX Listing Rule 7.1

The Company is proposing to issue Shares to LAX Consulting Pte Ltd in lieu of a cash payment due as an interest repayment on the loan (the "LAX Issue") The total dollar amount of the accrued interest is \$135,000 (after the deduction of withholding tax) and covers the period 1 April 2019 to 30 June 2020.

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

The LAX Issue does not fit within any of these exceptions. While the LAX Issue does not exceed the 15% limit in Listing Rule 7.1 and can therefore be made without breaching that rule, the Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain Shareholder approval under Listing Rule 7.1. To do this, the Company is asking Shareholders to approve the LAX Issue under Listing Rule 7.1 so that it does not use up any of the 15% limit on issuing equity securities without Shareholder approval set out in Listing Rule 7.1.

To this end, Resolution 7 seeks Shareholder approval to the LAX Issue under and for the purposes of Listing Rule 7.1. If Resolution 7 is passed, the Issue can proceed without using up any of the Company's 15% limit on issuing equity securities without Shareholder approval set out in Listing Rule 7.1.

If Resolution 7 is not passed, the LAX Issue can still proceed but it will reduce, to that extent, the Company's capacity to issue equity securities without Shareholder approval under Listing Rule 7.1 for 12 months following the Issue.

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 in relation to Resolution 7:

(a) **Recipient**

LAX Consulting Pte Ltd (and/or their nominees).

(b) **Total number of securities to be issued**

The total number of Shares proposed to be issued to LAX Consulting Pte Ltd (and/or its nominees) is 135,000,000 Shares. The total dollar amount of the accrued interest is

\$135,000 (after the deduction of withholding tax) and covers the period 1 April 2019 to 30 June 2020.

(c) **Date of issue of the Shares**

The Shares under Resolution 7 will be issued as soon as possible after the Meeting and in any event, no later than 3 months after the Meeting.

(d) **Issue price**

Shares will be issued at \$0.001 each.

(e) **Terms of the securities**

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

(f) **Intended use of funds**

No funds will be raised from the issue of the Shares and represent a share-based payment in full consideration for the accrued interest for the period 1 April 2019 to 30 June 2020.

(g) **Other information**

The original debt funding facility has been reduced since 2017 to \$600,000 plus accrued interest totally \$135,000.

Under the varied terms of the debt facility agreement, the debt facility will be extended for a period of 12 months expiring on 30 June 2021. The interest rate has been reduced from 15 percent per annum (in the event of default, 20 percent per annum) to 10 percent per annum (in the event of default, 10 percent per annum). Additionally, the lender has agreed an interest free period of 6 months commencing 1 July 2020. All other terms remain unchanged. The Company proposes to issue 135,000,000 Shares to LAX Consulting Pte Ltd in lieu of an interest repayment of \$135,000. The 50% reduction in the default interest rate and the interest free period of 6 months, will save around \$90,000 in interest expense during FY2021 and the conversion of the accrued interest into shares will further reduce the Company's cash commitments.

Other than as set out in this Explanatory Statement, there is no further information which the Shareholders would reasonably require in order to decide whether or not it is in the Company's best interests to pass Resolution 7.

c. Directors Recommendations

Each of the Directors recommend that Shareholders vote in favour of the issue of Shares to LAX Consulting Pte Ltd (and/or its nominee) for the reasons set out in this Explanatory Statement.

9. Resolution 8 – Proposed Issue of Shares to Mr Parminder Badwal

a. Background

The Company seeks Shareholder approval pursuant to ASX Listing Rule 7.1 for an issue of 5,000,000 Shares at an issue price of \$0.001 per Share to Mr. Parminder Badwal, an employee of the Company, as an incentive to encourage employee retention and a reward for past performance to the Company.

b. ASX Listing Rule 7.1

Company is proposing to issue Shares to Mr Parminder Badwal as an incentive and reward for contributions to the Company (the "Issue").

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

The Issue does not fit within any of these exceptions. While the Issue does not exceed the 15% limit in Listing Rule 7.1 and can therefore be made without breaching that rule, the Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain Shareholder approval under Listing Rule 7.1. To do this, the Company is asking Shareholders to approve the Issue under Listing Rule 7.1 so that it does not use up any of the 15% limit on issuing equity securities without Shareholder approval set out in Listing Rule 7.1.

To this end, Resolution 8 seeks Shareholder approval to the Issue under and for the purposes of Listing Rule 7.1. If Resolution 8 is passed, the Issue can proceed without using up any of the Company's 15% limit on issuing equity securities without Shareholder approval set out in Listing Rule 7.1.

If Resolution 8 is not passed, the Issue can still proceed but it will reduce, to that extent, the Company's capacity to issue equity securities without Shareholder approval under Listing Rule 7.1 for 12 months following the Issue.

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 in relation to Resolution 8:

(a) **Recipients**

Mr Parminder Badwal.

(b) **Total number of Shares to be issued**

5,000,000 Shares. . This is the equivalent of a cash reward of \$5,000

(c) **Issue Price**

(d) The price at which the securities will be issued is \$0.001 **Issue Date**

The Shares under Resolution 8 will be issued as soon as possible after the Meeting and in any event, no later than 3 months after the Meeting.

(e) **Terms of the Shares**

The securities are fully paid ordinary shares which rank equally with existing Shares on issue.

(f) **Purpose of the issue**

The Shares will be issued to an employee of the Company as an incentive to encourage employee retention and a reward for past contributions to the Company.

(g) **Intended use of funds**

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

c. Directors Recommendations

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

10. Resolution 9 – Adoption of New Constitution

This Resolution is a special resolution which seeks to repeal the Company's existing Constitution and adopt a new constitution (**Proposed Constitution**).

The Company has undertaken a comprehensive review of its Constitution and has determined that it is appropriate to update the constitution to more closely reflect the current form of the Company and changes to the Corporations Act, the ASX Listing Rules and other regulatory requirements since the Constitution was first adopted. Rather than make significant amendments to the Company's existing Constitution, the Directors believe that it is preferable to repeal the current Constitution and replace it with a new Constitution.

In addition, changes to the Listing Rules and Guidance Notes came into effect from 1 December 2019 which require a listed entity's constitution to contain certain provisions regarding restricted securities and off market transfer fees.

The Directors believe these amendments are not material nor will they have any significant impact on Shareholders. It is not practicable to list all of the changes to the Constitution in detail in this Explanatory Memorandum, however, a summary of the proposed material changes are set out below.

A copy of the Proposed Constitution is available upon request from the Company Secretary at company.secretary@boardroomlimited.com.au.

Summary of material proposed changes

Restricted Securities

The amendments to Listing Rule 9.1(a) require an ASX listed entity to include in its constitution the provisions set out in Listing Rule 15.12. Listing Rule 15.12 prescribes the required clause for the Constitution on Restricted Securities. Listing Rule 15.12 has also been amended. Certain changes are required to the customary provisions of constitutions of ASX-listed entities regarding restricted securities. These changes require that:

- a holder of restricted securities must not dispose of, or agree or offer to dispose of, the securities during the escrow period applicable to those securities except as permitted by the Listing Rules or ASX;
- if the securities are in the same class as quoted securities, the holder will be taken to have agreed in writing that the restricted securities are to be kept on the entity's issuer sponsored sub register and are to have a holding lock applied for the duration of the escrow period applicable to those securities;
- the Company will refuse to acknowledge any disposal (including, without limitation, to register any transfer) of restricted securities during the escrow period applicable to those securities except as permitted by the Listing Rules or ASX;
- a holder of restricted securities will not be entitled to participate in any return of capital on those securities during the escrow period applicable to those securities except as permitted by the Listing Rules or ASX; and
- if a holder of restricted securities breaches a restriction deed or a provision of the Company's Constitution restricting a disposal of those securities, the holder will not be entitled to any dividend or distribution, or to exercise any voting rights, in respect of those securities for so long as the breach continues.

Reasonable fee for the registration of transfers

ASX Listing Rule 8.14.1 permits a reasonable fee to be charged for registering a paper-based share transfer, commonly known as an "off market transfer". These fees are intended to cover the costs associated with processing such off market transfers, reducing the risks of errors and enhancing fraud detection practices. The Proposed Constitution expressly enables the Company to charge a reasonable fee when it is required to register off-market transfers from Shareholders.

This Resolution is a special resolution. Accordingly, at least 75% of votes cast by Shareholders entitled to vote and voting on this Resolution must be in favour of this Resolution for it to be passed.

Directors' recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 9.

11. Resolution 10 - Approval of 10% Placement Facility

a. General

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

Under Listing Rule 7.1A, however, an eligible entity can seek approval from its members, by way of a special resolution passed at its Annual General Meeting, to increase this 15% limit by an extra 10% to 25%.

An 'eligible entity' means an entity which is not included in the S&P/ASX 300 Index and which has a market capitalisation of \$300 million or less.

The Company is an Eligible Entity as it is not included in the S&P/ASX 300 Index and has a current market capitalisation of approximately \$1.065 million (as at 24 November 2020).

The Resolution seeks Shareholder approval by way of special resolution for the Company to have the additional 10% capacity provided for in Listing Rule 7.1A to issue equity securities without Shareholder approval.

If the Resolution 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.

If the Resolution is not passed, the Company will not be able to access the additional 10% 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.

The Resolution is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders entitled to vote and voting on this Resolution for it to be passed.

The Board believes that Resolution 10 is in the best interests of the Company and unanimously recommends that Shareholders vote in favour of this Resolution.

b. Description of Listing Rule 7.1A

(a) Shareholder approval

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

(b) Equity Securities

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

As at the date of this Notice of Annual General Meeting, the only quoted Equity Securities that the Company has on issue are its 1,065,995,764 Shares.

(c) **Formula for calculating 10% Placement Facility**

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

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

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

- (A) plus the number of fully paid ordinary securities issued in the 12 months under an exception in ASX Listing Rule 7.2 other than exception 9, 16 or 17;
- (B) plus the number of fully paid ordinary securities issued in the relevant period on the conversion of convertible securities under rule 7.2 exception 9 where:
 - a. the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or
 - b. 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 rule 7.4;
- (C) 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:
 - a. the agreement was entered into before the commencement of the relevant period; or
 - b. the agreement or issue was approved, or taken under these rules to have been approved, under rule 7.1 or 7.4;
- (D) plus the number of fully paid ordinary securities issued in the relevant period with approval under rule 7.1 or rule 7.4;
- (E) plus the number of partly paid ordinary securities that became fully paid in the 12 months;
- (F) less the number of fully paid ordinary securities cancelled in the 12 months;

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

D is 10%.

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

(d) **Listing Rule 7.1 and Listing Rule 7.1A**

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

The actual number of Equity Securities that the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section 11(c) above).

(e) **Minimum Issue Price**

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

- (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
 - (ii) if the Equity Securities are not issued within 10 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.
- (f) **10% Placement Period**

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

- (i) the date that is 12 months after the date of the annual general meeting at which the approval is obtained;
- (ii) the time and date of the Company's next annual general meeting; or
- (iii) the date of the approval by Shareholders of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

("10% Placement Period").

3.3 Specific information required by Listing Rule 7.3A

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

- (a) If Resolution 10 is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company will be diluted as shown in the below table. There is a risk that:
 - (i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Annual General Meeting; and
 - (ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date or the Equity Securities are issued as part of consideration for the acquisition of a new asset, which may have an effect on the amount of funds raised by the issue of the Equity Securities.

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

The table also shows:

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

- (ii) two examples of where the issue price of ordinary securities has decreased by 50% and increased by 50% as against the current market price.

Variable A in Listing Rule 7.1A.2		Dilution		
		\$0.0005 50% decrease in Market Price	\$0.001 Current Market Price	\$0.0024 100% increase in Market Price
Current Variable A 1,065,995,764	10% Voting Dilution	106,599,576 Shares	106,599,576 Shares	106,599,576 Shares
	Funds raised	\$53,300	\$106,600	\$213,199
50% increase in current Variable A 1,598,993,646	10% Voting Dilution	159,899,365 Shares	159,899,365 Shares	159,899,365 Shares
	Funds raised	\$79,950	\$159,899	\$319,799
100% increase in current Variable A 2,131,991,528	10% Voting Dilution	213,199,152 Shares	213,199,153 Shares	213,199,153 Shares
	Funds raised	\$106,600	\$213,199	\$426,398

The table has been prepared on the following assumptions:

1. The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
2. The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
3. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the Annual General Meeting.
4. The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
5. The issue of Equity Securities under the 10% Placement Facility consists only of Shares.
6. The issue price is \$0.001, being the closing price of Shares on the ASX on 1 October 2020.

The Company will issue the Equity Securities for cash consideration. In such circumstances, the Company may use the funds raised towards its existing projects and/or for acquisition of new assets or investments (including expenses associated with such acquisitions) and general working capital.

The Company will comply with the disclosure obligations under Listing Rules 7.1A.4 and 3.10.3 upon issue of any Equity Securities.

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

- (iv) the financial situation and solvency of the Company;
- (v) prevailing market conditions; and
- (vi) advice from corporate, financial and broking advisers (if applicable).

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

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

- (c) The Company obtained Shareholder approval under Listing Rule 7.1A at its last annual general meeting held on 27 November 2019. No securities were issued under the ASX Listing Rule 7.1A in the previous 12 months.
- (d) A voting exclusion statement is included in the Notice. At the date of the Notice, the Company has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the Equity Securities. No existing Shareholder's votes will therefore be excluded under the voting exclusion in the Notice.

Glossary

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

AEDT	Australian Eastern Daylight Time.
Annual General Meeting	the annual general meeting convened by this Notice.
ASX	ASX Limited (ACN 008 624 691) trading as the Australian Securities Exchange.
ASX Listing Rules	the ASX Listing Rules of the ASX.
Board	the board of Directors.
Chairman	the chair of the Annual General Meeting.
Company	333D Limited ACN 118 159 881.
Corporations Act	<i>Corporations Act 2001</i> (Cth).
Director	a director of the Company.
Explanatory Statement	the explanatory statement incorporating this Notice.
Notice	the notice of annual general meeting accompanying the Explanatory Statement.
Proxy Form	the proxy form attached to this Notice.
Resolution	a resolution to be considered at the Annual General Meeting or contained in the Notice.
Share	a fully paid ordinary share in the capital of the Company.
Shareholder	a holder of a Share.



333D Limited | ACN 118 159 881

Proxy Voting Form

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

Holder Number:

Your proxy voting instruction must be received by **10:00am (AEDT) on Monday, 11 January 2021**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

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

YOUR NAME AND ADDRESS

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

STEP 1 – APPOINT A PROXY

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

DEFAULT TO THE CHAIR OF THE MEETING

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

STEP 2 - VOTES ON ITEMS OF BUSINESS

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

APPOINTMENT OF SECOND PROXY

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

SIGNING INSTRUCTIONS

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

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

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

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

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

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

CORPORATE REPRESENTATIVES

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

Lodging your Proxy Voting Form:

Online:

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

or scan the QR code below using your smartphone

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



BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

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

PHONE: 1300 288 664 (Within Australia)

+61 2 9698 5414 (Overseas)

Instructions for Proxy Form

1. Your name and address

Please print your name and address as it appears on your holding statement and the Company's share register. If Shares are jointly held, please ensure the name and address of each joint shareholder is indicated. Shareholders should advise the Company of any changes. Shareholders sponsored by a broker should advise their broker of any changes. Please note you cannot change ownership of your securities using this form.

2. Appointment of a proxy

You are entitled to appoint no more than two proxies to attend and vote on a poll on your behalf. The appointment of a second proxy must be done on a separate copy of the Proxy Form. Where more than one proxy is appointed, such proxy must be allocated a proportion of your voting rights. If you appoint two proxies and the appointment does not specify this proportion, each proxy may exercise half of your votes.

If you wish to appoint the Chairman of the Annual General Meeting as your proxy, please mark the box. If you leave this section blank or your named proxy does not attend the Annual General Meeting, the Chairman will be your proxy. A proxy need not be a Shareholder.

3. Voting on Resolutions

You may direct a proxy how to vote by marking one of the boxes opposite each item of business. Where a box is not marked the proxy may vote as they choose. Where more than one box is marked on an item your vote will be invalid on that item.

4. Signing instructions

You must sign this form as follows in the spaces provided:

- **(Individual)** Where the holding is in one name, the holder must sign.
- **(Joint holding)** Where the holding is in more than one name, all of the shareholders should sign.
- **(Power of Attorney)** If you have not already lodged the Power of Attorney with the Company's share registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.
- **(Companies)** Where the company has a sole director who is also the sole company secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act) does not have a company secretary, as sole director can also sign alone. Otherwise this form must be signed by a director jointly with either another director or a company secretary. Please indicate the office held by signing in the appropriate place.

If a representative of the corporation is to attend the meeting a "Certificate of Appointment of Corporate Representative" should be produced prior to admission.

5. Return of a Proxy Form

To vote by proxy, please complete and sign the enclosed Proxy Form (and any Power of Attorney and/or second Proxy Form) and return by:

- (a) post to Automic Group, Level 5, 126 Phillip Street, Sydney, NSW 2000.
- (b) Hand Deliver to Automic Group, Level 5, 126 Phillip Street, Sydney, NSW 2000.
- (c) Email to the share registry at meeting@automicgroup.com
- (d) Online by visiting and following the instructions and information provided on the enclosed Proxy Form.

so that it is received by no later than 10.00am (AEDT) on Monday 11 January 2021. Proxy Forms received later than this time will be invalid.