



**333D Limited**  
**ACN 118 159 881**

## **Notice of 2021 Annual General Meeting And Explanatory Statement**

**Annual General Meeting of Shareholders to be held  
virtually  
at 10:00am (AEDT) on 8 November 2021**

**The Company has arranged for virtual attendance at the Meeting via Zoom Webinar. To attend the Meeting please log in via:**

<https://us02web.zoom.us/j/84844743230?pwd=YUdwRS80Q0dnaERscTA2YmFCcFZGUT09>

### **Q&A**

Shareholders will be able to view the meeting presentations and listen to the meeting live & submit questions to the Chairman in real time.

### **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 virtually commencing at 10:00am (AEDT) on 8 November 2021.

### Business

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#### Item 1 – Annual Report

To receive and consider the Annual Report of the Company for the year ended 30 June 2021 which includes the Financial Report, the Directors' Report, the Remuneration Report and the Auditor's Report.

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#### 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 2021 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.*

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#### Resolution 2 – Re-election of Dr Nigel Finch as Director

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

*“That Dr Nigel Finch, who retires by rotation in accordance with clause 6.7 of the Constitution and who is eligible and offers himself for re-election, be re-elected as a Director.”*

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#### Resolution 3 – Re-election of Dr Richard Petty as Director

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

*“That Dr Richard Petty, who retires by rotation in accordance with clause 6.7 of the Constitution and who is eligible and offers himself for re-election, be re-elected as a Director.”*

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#### Resolution 4 – Increase in aggregate cap of Non Executive Directors' Remuneration

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

*“That in accordance with ASX Listing Rule 10.17, & clause 6.5 of the Company’s Constitution and for all other purposes, the maximum aggregate amount of remuneration which may be provided by the Company to all Non Executive Directors for their services as Directors be increased by \$150,000 from \$250,000 per annum to a maximum sum of \$400,000 in a financial year, effectively immediately.”*

**Voting exclusion statement**

The Company will disregard any votes cast in favour of the Resolution:

- by or on behalf of any Directors or any associate of a Director, regardless of the capacity in which the vote is cast; or
- as a proxy by a person who is a member of the Company’s KMP at the date of the Meeting or their closely related parties,

unless the vote is cast on the Resolution:

- (a) 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) as proxy for a person entitled to vote on the resolution by the Chairman of the meeting, in accordance with an express authorisation to exercise the proxy as the Chairman decides; or
- (c) by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
- (d) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate or a person excluded from voting, on the resolution; and
- (e) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

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**Resolution 5 – 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 results 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.*

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**Resolution 6 – Approval of issue of Shares to Dr Finch for Director’s fees**

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 31,777,778 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, 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.

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## **Resolution 7 – Approval of issue of Shares to Dr Petty for Director’s fees**

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 28,888,889 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, 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.

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## **Resolution 8 – Approval of issue of Shares to Saki Partners (Services) Pty Ltd for Services Provided**

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 19,966,667 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, and any associate of that entity (**excluded person**) including Dr Nigel Finch.

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.

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## **Resolution 9 – Approval of issue of Shares to LAX Consulting Pte Ltd for Interest on Loan**

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 3,819,178 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.

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**Resolution 10 – Approval of issue of Shares to LAX Consulting Pte Ltd for Repayment of Loan**

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 200,000,000 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.

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**Resolution 11 – Approval of issue of Shares to Mr Neil Sheppard for Services Provided**

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 13,333,333 fully paid ordinary Shares to Neil Sheppard (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 Neil Sheppard, 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.

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## **Resolution 12 – Approval of issue of Shares to Mr Travis Van Zanen for Services Provided**

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 40,000,000 fully paid ordinary Shares to Travis Van Zanen (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 Travis Van Zanen, 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.

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## **Resolution 13 – Approval of issue of Shares to Ms Victoria Wells for Services Provided**

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 10,000,000 fully paid ordinary Shares to Victoria Wells (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 Victoria Wells, and any associate of that entity (**excluded person**).

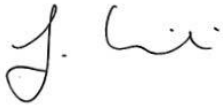
However, this does not apply to a vote cast in favour of the Resolution by:

- (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.

## **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**

A handwritten signature in black ink, appearing to read 'J. Conidi', written in a cursive style.

John Conidi  
Executive Chairman  
333D Limited  
5 October 2021

## 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

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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) Hand Deliver to Automic Group, Level 5, 126 Phillip Street, Sydney, NSW 2000
- (c) Email to the share registry at [hello@automicgroup.com.au](mailto:hello@automicgroup.com.au)
- (d) 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) 5 November 2021. Proxy Forms received later than this time will be invalid.

### 2. Voting entitlements

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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 25 October 2021. Accordingly, transactions registered after that



time will be is regarded in determining Shareholders' entitlements to attend and vote at the Annual General Meeting.

### **3. Item 1 – Annual Report**

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The Annual Report, comprising the Financial Report, the Directors' Report, the Remuneration Report and the Auditor's Report for the year ended 30 June 2021, 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 [www.333d.com.au](http://www.333d.com.au)

### **4. Resolution 1 – Adoption of Remuneration Report**

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The Remuneration Report of the Company for the financial year ended 30 June 2021 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 Dr Nigel Finch as a Director**

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Clause 6.7 of the Company's Constitution requires that one third of the Company's Directors must retire at each annual general meeting. Accordingly, Dr Finch retires by rotation and, being eligible, offers himself for re-election.

Dr Nigel Finch is a company director and adviser with experience working with early-stage and emerging ASX-listed companies. He is Managing Director of Saki Partners, which assists clients with strategy execution and financial performance. Nigel has significant experience working across Asian markets including assisting Australian firms with international expansion and securing offshore partnerships. He was formerly an Associate Dean at The University of Sydney Business School and holds degrees in accounting, business and law and PhD in business law. He is a Chartered Accountant, a Fellow of the Taxation Institute of Australia, the Governance Institute of Australia, CPA Australia and the Australian Institute of Company Directors.

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

## **6. Resolution 3 – Re-election of Dr Richard Petty as a Director**

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Clause 6.7 of the Company's Constitution requires that one third of the Company's Directors must retire at each annual general meeting. Accordingly, Dr Petty retires by rotation and, being eligible, offers himself for re-election.

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. Richard has lived and worked in Asia for more than 20 years.

The Directors (excluding Dr Petty) recommend that Shareholders vote in favour of Resolution 3 to reappoint Dr Petty as a Director.

## **7. Resolution 4 – Increase in aggregate cap of Non Executive Directors' Remuneration**

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In accordance with ASX Listing Rule 10.17 and clause 6.5 of the Company's Constitution, Shareholder approval is sought to increase the maximum aggregate amount available for non executive Directors remuneration in any financial year by \$150,000 per annum from \$250,000 to \$400,000.

The Remuneration provided to each non executive Director for year ended June 2021 is detailed in the Remuneration Report which is set out on pages 4 to 9 of the 2021 Annual Report. The total value of remuneration paid to non executive Directors during the last financial year was \$110,000. Non Executive Directors were issued the following securities under Listing Rules 10.11/10.14 (as applicable) with shareholder approval within the preceding 3 years:

<b>Non Executive Director</b>	<b>Shares Issued 27 Sept 2018 to 27 Sept 2021</b>	<b>Options Issued 27 Sept 2018 to 27 Sept 2021</b>
John Conidi	86,532,40	50,000,000
Dr Nigel Finch	129,199,960	20,000,000
Dr Richard Petty	122,000,000	NIL

The securities issues were in accordance with the non executive Director's employment contracts which specify Directors can be remunerated with either cash, shares or options.

The maximum aggregate has not increased since 2019. It is important for the Company to be able to continue to attract Directors with appropriate skills and experience and to allow for annual adjustments in line with market conditions. It will provide the Board with the flexibility to increase the number of future Board members given the planned operational changes and to reflect the time commitment and responsibilities of the role.

If this Resolution is passed the Company will be able to retain the Non Executive Directors it requires to lead the Company.

If this Resolution is not passed the Company the maximum aggregate amount of non executive directors' annual remuneration will remain at \$250,000, and the ability to retain, and attract additional, non-executive Directors will be constrained.

Noting that each non executive Director has a personal interest in this matter, the Board unanimously recommends that Shareholders approve the increase in the maximum aggregate amount of non executive Director's fees proposed by Resolution 4.

## **8. Resolution 5 – Approval of 10% Placement Facility**

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### **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 \$4.186 million (as at 1 October 2021).

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 5 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 2,093,066,368 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 its +ordinary securities under rule 7.4; and "relevant period" has the same meaning as in rule 7.1.

(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 5 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 100% as against the current market price.

Variable A in Listing Rule 7.1A.2		Dilution		
		\$0.001 50% decrease in Market Price	\$0.002 Current Market Price	\$0.004 100% increase in Market Price
Current Variable A  2,093,066,368	10% Voting Dilution	2,093,066,368 shares	2,093,066,368 shares	2,093,066,368 shares
	Funds raised	\$2,093,066	\$4,186,133	\$8,372,265
50% increase in current Variable A  3,139,599,552	10% Voting Dilution	3,139,599,552 shares	3,139,599,552 shares	3,139,599,552 shares
	Funds raised	\$3,139,599.55	\$6,279,199.10	\$12,558,398.21
100% increase in current Variable A  4,186,132,736	10% Voting Dilution	4,186,132,736 shares	4,186,132,736 shares	4,186,132,736 shares
	Funds raised	\$4,186,132.74	\$8,372,265.47	\$16,744,530.94

**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 \$0.002, being the closing price of Shares on the ASX on 1 October 2021.

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 13 January 2021. 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.

## **9. Resolutions 6 & 7 – Proposed issue of Shares to Directors (or nominees)**

Resolutions 6 & 7 seek the approval of Shareholders to issue a total of 60,666,667 Shares to two Directors, being Dr Nigel Finch and Dr Richard Petty (and/or their nominees). Approval is sought pursuant to Listing Rule 10.11.

### **a. Background**

The Company proposes to issue 60,666,667 Shares as payment for accrued Directors' fees. The Shares will be issued at \$0.0015 each. The total dollar amount of the Director's fees is \$91,000 (including GST) and covers the period 1 July 2021 to 31 December 2021. 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 6 & 7 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 applies 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 6 & 7 seek the required shareholder approval to the Issue under and for the purposes of Listing Rule 10.11.

If Resolutions 6 & 7 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 6 & 7 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 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 6 & 7:

(a) **Recipients**

Dr Nigel Finch (and/or his nominees)

Dr Richard Petty (and/or his nominees)

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

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**

Dr Nigel Finch (or his nominee) will be issued 31,777,778 Shares in lieu of Director's fees, equivalent to \$47,667 (including GST) for accrued directors fees for the period 1 July 2021 to 31 December 2021.

Dr Richard Petty (or his nominee) will be issued 28,888,889 Shares in lieu of Director's fees equivalent to \$43,333 (GST free) for accrued directors fees for the period 1 July 2021 to 31 December 2021.

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

If Shareholder approval is obtained for Resolutions 6 & 7, 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 \$0.0015 each.

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

The Shares to be issued under Resolutions 6 & 7 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 July 2021 to 31 December 2021 accrued to the Directors, no funds will be raised from the issue of Shares the subject of Resolutions 6 & 7.

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

	<b>Consultant fees &amp; salary (\$)</b>	<b>Share based payments (\$)</b>
Mr John Conidi	NIL	\$100,000 per annum + GST
Dr Nigel Finch	NIL	\$100,000 per annum + GST
Dr Richard Petty	NIL	\$100,000 per annum (GST excluded)

(i) **Other information**

Material Terms of Non-Executive Director Remuneration for Dr Richard Petty:

**Commencement date:** 3 August 2019

**Parties:** Ever Wise Ventures Ltd for the appointment of Dr Richard Petty

**Service type:** Non-Executive Director

**Service description:** A non-executive director role.

**Director's fees:** \$60,000 per annum to 30 June 2021 and \$100,000 per annum from 1 September 2021.

**Payment:** Payable to Ever Wise Ventures Ltd by cash, shares and/or options

Material Terms of Non-Executive Director Remuneration for Dr Nigel Finch:

**Commencement date:** 3 September 2018

**Parties:** Saki Partners (Services) Pty Ltd for the appointment of Dr Nigel Finch

**Service type:** Non-Executive Director

**Service description:** A non-executive director role. However, in addition to duties as non-executive director, the Company may engage Dr Finch to provide consultancy services from time to time.

**Director's fees:** \$60,000 + GST per annum to 30 June 2021 and \$100,000 per annum + GST from 1 September 2021.

**Payment:** Payable Saki Partners (Services) Pty Ltd by cash, shares and/or options

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 6 & 7.

**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 6 & 7 other than in respect of the proposed issue of Shares to him or his nominee.

**Resolution 6**

Dr Nigel Finch 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 6

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,
- (iii) recognises the contribution Dr Finch 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 7

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 7.

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 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.

## **10. Resolution 8 – Proposed Issue of Shares to Saki Partners (Services) Pty Ltd for Services Provided**

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### **a. Background**

The Company proposes to issue 19,966,667 Shares to Saki Partners (Services) Pty Ltd in lieu of accounting service fees. The Shares will be issued at \$0.0015 each. The total dollar amount of the accounting service fees is \$29,950 (including GST) and covers the period 1 July 2021 to 31 October 2021. 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. 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 Company originally entered into a Consulting Services Agreement on 1 January 2021 and revised on 1 September 2021 with Saki Partners (Services) Pty Ltd for the provision of the following services: (a) Deliver the company's financial functions, including AP, AR, Payroll, BAS, monthly management accounts and reports; (b) Complete monthly bank reconciliations and general ledger account reconciliations; (c) Act as the Company's ASIC Agent as required; (d) Act as the Company's BAS Agent as required; (e) Assist the Company with preparing financial budgets and forecasts; (f) Provide general support and commercial advice (excluding taxation and legal advice) to the Company as required. Fees are calculated on an hourly basis ranging from \$155 per hour to \$185 per hours plus GST. The Consulting Services Agreement is on an ongoing basis and can be terminated by 30 days notice by the Company.

Approval is sought pursuant Listing Rule 10.11.

### **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 8 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).

The Directors, excluding Dr Nigel Finch, have determined that the proposed issue of Shares to Saki Partners (Services) Pty Ltd under Resolution 8 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 8.

### **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"). The Issue is not subject to a services agreement, rather it is calculated for work completed or expected to be completed over the period 1 July 2021 to 31 December 2021.

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 Finch is the sole director and sole shareholder of Saki Partners (Services) Pty Ltd and is a related party of the Company within the definition specified in ASX Listing Rule 10.11.1. 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 8 seeks the required Shareholder approval to the Issue under and for the purposes of Listing Rule 10.11.

If Resolution 8 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. The Issue of Shares to Saki Partners (Services) Pty Ltd for accounting services is a separate matter that does not relate to director services performed by Dr Nigel Finch

If Resolution 8 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 8:

**(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 19,966,667 Shares equivalent to \$29,950 (including GST) for accrued accounting service fees for the period 1 July 2021 to 31 October 2021. The issue is not intended to remunerate Dr Finch as Director.

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

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

**(d) Issue price**

Shares will be issued at \$0.0015 each.

**(e) Consulting Service Agreement**

The Company originally entered into a Consulting Services Agreement on 1 January 2021 and revised on 1 September 2021 with Saki Partners (Services) Pty Ltd for the provision of services. Fees are calculated on an hourly basis ranging from \$155 per hour to \$185 per hours plus GST. The Consulting Services Agreement is on an ongoing basis and can be terminated by 30 days notice by the Company.

**(f) Intended use of funds**

No funds will be raised from the issue of the Shares and represents a share-based payment in full consideration for the accrued accounting service fees for the period 1 July 2021 to 31 October 2021.

**(g) Terms of the securities**

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

**(h) 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 8.

**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 8.

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.

## **11. Resolution 9 – Proposed Issue of Shares LAX Consulting Pte Ltd for Interest on Loan**

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As announced to the ASX on 15 July 2021 the Company entered into an agreement with LAX Consulting Pte Ltd for an extension to the existing \$300,000 debt funding facility. The loan was extended to 30 June 2022 with interest at the rate of 10% p.a. LAX Consulting Pte Ltd has agreed to the early repayment of the loan.

The Company proposes to issue 3,819,178 Shares to LAX Consulting Pte Ltd in lieu of accrued interest on loan. The Shares will be issued at \$0.0015 each. The total dollar amount of the accrued interest on loan is \$5,729 (after the deduction of withholding tax) and covers the period 1 July 2021 to 27 October 2021. Under the Company's current circumstances, the Directors consider that the issue of Shares is a cost effective and efficient way to pay the interest on loan owed to LAX Consulting Pte Ltd.

### **a. ASX Listing Rule 7.1**

The Company is proposing to issue Shares to LAX Consulting Pte Ltd in lieu of interest on loan (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 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 9 seeks Shareholder approval to the LAX Issue under and for the purposes of Listing Rule 7.1. If Resolution 9 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 9 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 9:

#### **(a) Recipients**

LAX Consulting Pte Ltd (and/or their nominees). LAX Consulting Pte Ltd is not a related party.

#### **(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 3,819,178 Shares equivalent to \$5,728.77 in lieu of interest (after the deduction of withholding tax) on loan for the period 1 July 2021 to 27 October 2021.

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

The Shares under Resolution 9 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 \$0.0015 each.

**(e) Terms of the Loan Agreement**

As announced to the ASX on 15 July 2021 the Company entered into an agreement with LAX Consulting Pte Ltd for an extension to the existing \$300,000 debt funding facility. The loan was extended to 30 June 2022 with interest at the rate of 10% p.a. LAX Consulting Pte Ltd has agreed to the early repayment of the loan.

**(f) Intended use of funds**

No funds will be raised from the issue of the Shares and represents a share-based payment in full consideration for the accrued interest on loan for the period 1 July 2021 to 27 October 2021.

**(g) Terms of Securities**

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

**(h) 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 9.

**b. 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.

**12. Resolution 10 – Approval of issue of Shares to LAX Consulting Pte Ltd for Repayment of Loan**

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As outlined in Resolution 9, throughout the 2019 financial year, Company secured access to a debt facility of \$600,000 from LAX Consulting Pte Ltd. Interest accrues monthly in arrears at a rate of 10% per annum based on the balance drawn. The balance of the loan is \$300,000 on 30 June 2021. The term of the loan has been extended to 30 June 2022. LAX Consulting Pte Ltd has agreed to the early repayment of the loan.

Company proposes to issue 200,000,000 Shares to LAX Consulting Pte Ltd as full payment of \$300,000 of the outstanding loan balance to extinguish the loan in full.

The Company seeks Shareholder approval pursuant to ASX Listing Rule 7.1 for an issue of 200,000,000 Shares at an issue price of \$0.0015 per Share to LAX Consulting Pte Ltd. The Directors consider that the issue of Shares is a cost effective and efficient way to repay part of the loan.

**a. 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 a partial loan repayment (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 LAX Consulting issue does not fit within any of these exceptions. While the LAX Consulting 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 Consulting 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 10 seeks Shareholder approval to the John Conidi issue under and for the purposes of Listing Rule 7.1. If Resolution 10 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 10 is not passed, the LAX Consulting 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 10:

**a) Recipient**

LAX Consulting Pte Ltd (and/or its 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 his nominees) is 200,000,000 Shares.

**c) Terms of the Loan Agreement**

As announced to the ASX on 15 July 2021 the Company entered into an agreement with LAX Consulting Pte Ltd for an extension to the existing \$300,000 debt funding facility. The loan was extended to 30 June 2022 with interest at the rate of 10% p.a. LAX Consulting Pte Ltd has agreed to the early repayment of the loan. The Shares are fully paid ordinary shares in the Company and rank equally with all other Shares.

**d) Date of issue of the Shares**

The Shares under Resolution 10 will be issued as soon as possible after the Meeting and in any event, no later than 3 months after the Meeting.

**e) Issue price**

Shares will be issued at \$0.0015 each.

**f) Terms of the securities**

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



**g) Intended use of funds**

No funds will be raised from the issue of the Shares and represent a share-based payment as full and final consideration for the loan to the amount of \$300,000.

**h) 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 10.

**b. Directors Recommendations**

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

**13. Resolution 11 – Approval of issue of Shares to Mr Neil Sheppard for Services Provided**

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The Company proposes to issue 13,333,333 Shares to Neil Sheppard in lieu of professional service fees. The Shares will be issued at \$0.0015 each. The total dollar amount of the professional service fees is \$20,000 (including GST). Under the Company's current circumstances, the Directors consider that the issue of Shares is a cost effective and efficient way to pay the professional service fees owed to Neil Sheppard.

The professional service comprises \$20,000 incurred in June 2021 for IT consultancy services related to the Company's ongoing R&D projects in NFT, Blockchain and e-commerce marketplaces.

**a. ASX Listing Rule 7.1**

The Company is proposing to issue Shares to Mr Neil Sheppard in lieu of professional service fee (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 Shares to Neil Sheppard Issue does not fit within any of these exceptions. While the Shares to Neil Sheppard 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 Shares to Neil Sheppard 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 11 seeks Shareholder approval to the Shares to Neil Sheppard Issue under and for the purposes of Listing Rule 7.1. If Resolution 11 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 11 is not passed, the Shares to Neil Sheppard 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 11:

**(a) Recipients**

Mr Neil Sheppard (and/or their nominees). Mr Neil Sheppard is not a related party.

**(b) Terms of the Agreement**

The IT consultancy services agreement comprises a fixed service fee of \$20,000 (including GST) for the provision of technical expertise relating to the company's ongoing R&D projects in NFT, Blockchain and e-commerce marketplaces. The IT consultancy service agreement requires payment by way of issue of capital Shares. The agreement commenced in April 2021 and expires at the conclusion of the project (estimated to be December 2021).

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

The total number of Shares proposed to be issued to Mr Neil Sheppard (and/or its nominees) is 13,333,333 Shares equivalent to \$20,000 (including GST) in lieu of professional services fee incurred in 2021.

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

The Shares under Resolution 11 will be issued as soon as possible after the Meeting and in any event, no later than 3 months after the Meeting.

**(e) Issue price**

Shares will be issued at \$0.0015.

**(f) Terms of the securities**

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

**(g) Intended use of funds**

No funds will be raised from the issue of the Shares and represents a share-based payment in full consideration for the accrued professional services fee incurred in 2021.

**(h) 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 11.

**b. Directors Recommendations**

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

**14. Resolution 12 – Approval of issue of Shares to Mr Travis Van Zanen for Services Provided**

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The Company proposes to issue 40,000,000 Shares to Travis Van Zanen in lieu of professional service fees. The Shares will be issued at \$0.0015 each. The total dollar amount of the professional service fees is \$60,000 (including GST). Under the Company's current circumstances, the Directors consider that the issue of Shares is a cost effective and efficient way to pay the professional service fees owed to Travis Van Zanen.

In September 2021, the Company engaged Travis Van Zanen, a virtual reality painter and sculptor known in the cryptoarts market as “Giant Swan”, on a continuing basis to assist the Company in the curation of its digital assets and their adoption to NFT. The annual service fee of \$60,000 (including GST) is payable in advance and reviewed annually.

**a. ASX Listing Rule 7.1**

The Company is proposing to issue Shares to Mr Travis Van Zanen in lieu of professional service fee (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 Shares to Travis Van Zanen Issue does not fit within any of these exceptions. While the Shares to Travis Van Zanen 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 Shares to Travis Van Zanen 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 12 seeks Shareholder approval to the Shares to Travis Van Zanen Issue under and for the purposes of Listing Rule 7.1. If Resolution 12 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 12 is not passed, the Shares to Travis Van Zanen 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 12:

**(i) Recipients**

Mr Travis Van Zanen (and/or their nominees). Mr Travis Van Zanen is not a related party.

**(j) Terms of the Agreement**

The professional service fee comprises an annual fixed fee of \$60,000 (including GST) for the provision of creative expertise relating to the curation of the Company’s digital assets and their adoption to NFT. The professional service fee requires payment by way of issue of capital Shares. The agreement commenced in September 2021 and is ongoing, subject to annual review and cancellable with 90 days notice by either party.

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

The total number of Shares proposed to be issued to Mr Travis Van Zanen (and/or its nominees) is 40,000,000 Shares equivalent to \$60,000 (including GST) in lieu of professional services fee incurred in 2021.

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

The Shares under Resolution 12 will be issued as soon as possible after the Meeting and in any event, no later than 3 months after the Meeting.

**(m) Issue price**

Shares will be issued at \$0.0015.

**(n) Terms of the securities**

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

**(o) Intended use of funds**

No funds will be raised from the issue of the Shares and represents a share-based payment in full consideration for the accrued professional services fee incurred from 1 July 2021 to 31 December 2021.

**(p) 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 12.

**b. Directors Recommendations**

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

**15. Resolution 13 – Approval of issue of Shares to Ms Victoria Wells for Services Provided**

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The Company proposes to issue 10,000,000 Shares to Ms Victoria Wells in lieu of professional service fees. The Shares will be issued at \$0.0015 each. The total dollar amount of the professional service fees is \$15,000 (including GST). Under the Company's current circumstances, the Directors consider that the issue of Shares is a cost effective and efficient way to pay the professional service fees owed to Ms Victoria Wells.

In July 2021, the Company engaged Ms Victoria Wells to assist the Company with introductions and referrals to prospective customers, curators, collectors and other owners of digital assets. The purpose of the introductions and referrals is to assist the Company in expanding its digital asset library. The one-off service fee of \$15,000 (including GST) is payable by way of share issue.

**a. ASX Listing Rule 7.1**

The Company is proposing to issue Shares to Ms Victoria Wells in lieu of professional service fee (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 Shares to Victoria Wells Issue does not fit within any of these exceptions. While the Shares to Victoria Wells 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 Shares to Victoria Wells 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 13 seeks Shareholder approval to the Shares to Victoria Wells Issue under and for the purposes of Listing Rule 7.1. If Resolution 13 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 13 is not passed, the Shares to Victoria Wells 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 13:

**(q) Recipients**

Ms Victoria Wells (and/or their nominees). Ms Victoria Wells is not a related party.

**(r) Terms of the Agreement**

The professional service fee comprises a one-time fixed fee of \$15,000 (including GST) for the provision of introductions and referrals to prospective customers, curators, collectors and other owners of digital assets, where those introductions and referrals may assist the Company in expanding its digital asset library. The professional service fee requires payment by way of issue of capital Shares. The agreement commenced in July 2021 for a period of 12-months only.

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

The total number of Shares proposed to be issued to Ms Victoria Wells (and/or its nominees) is 10,000,000 Shares equivalent to \$15,000 (including GST) in lieu of professional services fee incurred in 2021.

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

The Shares under Resolution 13 will be issued as soon as possible after the Meeting and in any event, no later than 3 months after the Meeting.

**(u) Issue price**

Shares will be issued at \$0.0015.

**(v) Terms of the securities**

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

**(w) Intended use of funds**

No funds will be raised from the issue of the Shares and represents a share-based payment in full consideration for the accrued professional services fee incurred from 1 July 2021 to 31 December 2021.

**(x) 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 13.

**b. Directors Recommendations**

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

## Glossary

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

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

## 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 [hello@automicgroup.com.au](mailto:hello@automicgroup.com.au)
- (d) 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 5 November 2021. Proxy Forms received later than this time will be invalid.





333D Limited | ABN 24 118 159 881

# Proxy Voting Form

If you are attending the virtual Meeting  
please retain this Proxy Voting Form  
for online Securityholder registration.

Holder Number:

Your proxy voting instruction must be received by **10.00am (AEDT) on Saturday, 6<sup>th</sup> November 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](mailto:meetings@automicgroup.com.au)

### BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

### PHONE:

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

