



Notice of General Meeting and explanatory memorandum

333D Limited

ACN 118 159 881

Date: Thursday, 10 July 2025

Time: 11.00am (Melbourne time)

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

IMPORTANT INFORMATION

Questions from Shareholders

In order to provide an equal opportunity for all shareholders to ask questions of the Board, we ask you to submit in writing any questions to the Company prior to the Meeting. Please send your questions via email at print@333d.co.

Written questions must be received by no later than **5.00pm (Melbourne time) on Friday, 4 July 2025**.

Your questions should relate to matters that are relevant to the business of the General Meeting, as outlined in this Notice of Meeting and Explanatory Memorandum.

In accordance with the Corporations Act and the Company's policy, a reasonable opportunity will also be provided to shareholders attending the General Meeting to ask questions about, or make comments upon, matters in relation to the Company.

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

VOTING INFORMATION

Entitlement to vote at the General Meeting

A determination has been made by the Board under regulation 7.11.37 of the *Corporations Regulations 2001* that the persons eligible to vote at the General Meeting are those who are registered shareholders of the Company as at **7.00pm (Melbourne time) on Tuesday, 8 July 2025**, subject to any applicable voting exclusion.

Voting by proxy

- (a) A shareholder entitled to attend and vote at the General Meeting may appoint one proxy or, if the shareholder is entitled to cast 2 or more votes at the Meeting, 2 proxies, to attend and vote instead of the shareholder.
- (b) Where 2 proxies are appointed to attend and vote at the Meeting, each proxy may be appointed to represent a specified proportion or number of the shareholder's voting rights at the Meeting.
- (c) A proxy need not be a shareholder of the Company.
- (d) A proxy may be an individual or a body corporate. If a body corporate is appointed, the proxy form must indicate the full name of the body corporate and the full name or title of the individual representative of the body corporate for the Meeting.
- (e) A proxy form accompanies this Notice. If a shareholder wishes to appoint more than 1 proxy, they may make a copy of the proxy form attached to this Notice. For the proxy form to be valid it must be received together with the power of attorney or other authority (if any) under which the form is signed, or a (notarially) certified copy of that power or authority by **11.00am (Melbourne time) on Thursday, 8 July 2025** at the share registry, being Automic Group, as follows:

Online <https://investor.automic.com.au/#/loginsah>

By post or hand delivery Automic Group
Level 5, 126 Phillip Street
Sydney NSW 2000

By email meetings@automicgroup.com.au

Proxy voting by the Chairman

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

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

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

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

In accordance with this express authority provided by you, the Chairman will vote in favour of Resolutions 1A and 1B. If you wish to appoint the Chairman of the Meeting as your proxy, and you wish to direct him how to vote, please tick the appropriate boxes on the Proxy Form.

If you appoint as your proxy any Director of the Company, except the Chairman, or any other Key Management Personnel or any of their Closely Related Parties and you do not direct your proxy how to vote on Resolutions 1A and 1B he or she will not vote your proxy on those resolutions.

NOTICE OF GENERAL MEETING

Notice is given that a General Meeting of 333D Limited ACN 118 159 881 (the **Company**) will be held at Thomson Geer, Level 23, Rialto South Tower, 525 Collins Street, Melbourne, VIC 3000 on Thursday, 10 July 2025 at 11.00am (Melbourne time)

BUSINESS OF THE MEETING

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

Issue of Shares to Directors in lieu of fees

Resolution 1A	Approval for issue of Shares to Dr Nigel Finch in lieu of fees
Description	The Company seeks shareholder approval under ASX Listing Rule 10.11 for the issue of Shares to Dr Nigel Finch (or his nominee(s)) in lieu of fees owing to him by the Company.
Resolution (Ordinary)	To consider and, if thought fit, pass the following resolution as an ordinary resolution : <i>“THAT, for the purposes of ASX Listing Rule 10.11 and for all other purposes, shareholders approve the issue of up to 4,473,333 Shares to Dr Nigel Finch (and/or his nominee(s)), on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice.”</i>
Voting Exclusion	<p>The Company will disregard any votes cast:</p> <p>(a) in favour of this resolution by or on behalf of:</p> <p>(i) Dr Nigel Finch, his nominee(s), or any other person who will obtain a material benefit as a result of the proposed issue of Shares under this resolution (except a benefit solely by reason of being a holder of Shares in the Company); or</p> <p>(ii) any associates of the persons named in sub-paragraph (a)(i); and</p> <p>(b) on this resolution as a proxy by a member of the KMP at the date of the meeting, or that KMP’s closely related party.</p> <p>However, this does not apply to a vote cast in favour of a resolution by:</p> <p>(c) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or</p> <p>(d) the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or</p> <p>(e) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:</p> <p>(i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and</p> <p>(ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.</p>

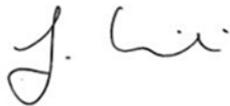
Resolution 1B	Approval for issue of Shares to Mr John Conidi in lieu of fees
Description	The Company seeks shareholder approval under ASX Listing Rule 10.11 for the issue of Shares to Mr John Conidi (or his nominee(s)) in lieu of fees owing to him by the Company.
Resolution (Ordinary)	To consider and, if thought fit, pass the following resolution as an ordinary resolution : <i>“THAT, for the purposes of ASX Listing Rule 10.11 and for all other purposes, shareholders approve the issue of up to 8,197,000 Shares to Mr John Conidi (and/or his nominee(s)), on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice.”</i>
Voting Exclusion	<p>The Company will disregard any votes cast:</p> <p>(a) in favour of this resolution by or on behalf of:</p> <p>(i) Mr John Conidi, his nominee(s), or any other person who will obtain a material benefit as a result of the proposed issue of Shares under this resolution (except a benefit solely by reason of being a holder of Shares in the Company); or</p> <p>(ii) any associates of the persons named in sub-paragraph (a)(i); and</p> <p>(b) on this resolution as a proxy by a member of the KMP at the date of the meeting, or that KMP’s closely related party</p> <p>However, this does not apply to a vote cast in favour of a resolution by:</p> <p>(c) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or</p> <p>(d) the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or</p> <p>(e) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:</p> <p>(i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and</p> <p>(ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.</p>

Amendment of Company Constitution

Resolution 2	Amendment of Company Constitution
Description	The Company seeks to amend its current Constitution to facilitate the holding of virtual general meetings.
Resolution (Special)	To consider and, if thought fit, pass the following resolution as a special resolution : <i>“THAT for the purposes of section 136(2) of the Corporations Act 2001 (Cth), and for all other purposes, the amendment to the Company Constitution as set out in the Explanatory Memorandum accompanying this Notice be approved and adopted.”</i>

Dated: 6 June 2025

By order of the Board of 333D Limited



John Conidi
CEO and Managing Director

EXPLANATORY MEMORANDUM TO NOTICE OF GENERAL MEETING

Issue of Shares to Directors in lieu of fees

Resolutions 1A – 1B Approval for issue of Shares to Directors in lieu of fees										
Background	<p>Resolutions 1A and 1B seek the approval of shareholders to issue 4,473,333 Shares and 8,197,000 Shares respectively (aggregate of 12,670,333 Shares) to Directors Dr Nigel Finch and Mr John Conidi (and/or their nominee(s)) (together, the Director Shares). Approval is sought pursuant to ASX Listing Rule 10.11.</p> <p>Background</p> <p>At the Company's 2024 Annual General Meeting, the Company sought shareholder approval to issue a total of 13,860,000 Shares to Director Nigel Finch, and 11,950,000 Shares to Director John Conidi (at a deemed issue price of \$0.006 per Share), as part-payment of the following amounts owing to the Directors:</p> <ul style="list-style-type: none"> ▪ Directors' fees (in lieu of cash) for the period of 1 January 2024 – 31 December 2024 (Directors' Fees); and ▪ a one-off ex-gratia incentive to Director John Conidi (in lieu of cash), in recognition of his support in assisting the Company to identify and secure commercial opportunities, which have resulted in the Company being engaged to provide services under agreements with Next Healthcare Pty Ltd and Cloud Strike Pty Ltd t/a Align Radiology (as announced by the Company on 31 July 2024) (Incentive). <p>The total dollar amounts that were owing to each Director in respect of the Directors' Fees and Incentive (Amounts Owing) were as follows:</p> <table border="1" style="width: 100%; border-collapse: collapse; margin: 10px 0;"> <thead> <tr> <th style="text-align: left;">Director</th> <th style="text-align: left;">Directors' Fees</th> <th style="text-align: left;">Incentive</th> </tr> </thead> <tbody> <tr> <td>Nigel Finch</td> <td>\$110,000</td> <td>N/A</td> </tr> <tr> <td>John Conidi</td> <td>\$110,000</td> <td>\$50,000</td> </tr> </tbody> </table> <p>As outlined in the Notice of 2024 Annual General Meeting and accompanying Explanatory Memorandum (lodged with ASX on 4 October 2024) (Previous Notice):</p> <ul style="list-style-type: none"> ▪ as at the date of the Previous Notice, Dr Finch and Mr Conidi held a relevant interest in 14.43% and 17.94% respectively of the Company's then issued share capital; ▪ the Company will at no time issue any Shares to Directors to the extent that such issue would result in the 20% Takeovers Threshold being exceeded by any person; and ▪ on this basis, the Company sought approval to issue the maximum number of Shares to Dr Finch and Mr Conidi that could be issued to satisfy the Amounts Owing to that Director, without the 20% Takeovers Threshold being exceeded by any person (Maximum Number), as outlined in the below table: 	Director	Directors' Fees	Incentive	Nigel Finch	\$110,000	N/A	John Conidi	\$110,000	\$50,000
Director	Directors' Fees	Incentive								
Nigel Finch	\$110,000	N/A								
John Conidi	\$110,000	\$50,000								

A	B	C	D	E	F
Director	Maximum Number	Director's relevant interest in Shares after issue	Director's % holding after issue	Amount Owing reduced by	Remaining Amount Owing
Nigel Finch	13,860,000	35,197,045	19.98%	\$83,160	\$26,840
John Conidi	11,950,000	35,205,957	19.98%	\$71,700	\$88,300

At the 2024 Annual General Meeting, shareholders approved the resolutions referred to above. On the basis of those approvals, the Company issued the Maximum Number of Shares to Dr Finch and Mr Conidi (as outlined in column B above) on 18 November 2024, bringing each of their respective relevant interests in the Company's Shares to 19.98%.

The Remaining Amounts Owing (outlined in column F of the table above) continue to be outstanding as at the date of this Notice.

Purpose of Resolutions 1A and 1B

The purpose of Resolutions 1A and 1B is to seek shareholder approval under ASX Listing Rule 10.11 to issue further Shares to Dr Finch and Mr Conidi, in further payment of the Remaining Amounts Owing to each Director (\$26,840 and \$88,300 respectively).

The Company seeks to issue these further Shares pursuant to the '**3% Creep Exception**' under Item 9 of section 611 of the Corporations Act, which provides that a person can exceed the 20% Takeovers Threshold if they:

- have maintained voting power in a company of at least 19% for six months; and
- subsequently increase their voting power to a point no more than 3% higher than it was six months prior.

Dr Finch and Mr Conidi each increased their voting power (i.e., their relevant interests in the Company's Shares) to above 19% on 18 November 2024, and as at the date of the Meeting, will each have maintained such voting power for more than six months. Accordingly, each of Dr Finch and Mr Conidi is entitled to increase their holding in the Company by up to an additional 3% (the **3% Creep Maximum**) under the 3% Creep Exception.

On this basis, the Company seeks shareholder approval under Resolutions 1A and 1B to issue the following Shares to Dr Finch and Mr Conidi (in payment of the Remaining Amounts Owing), as permitted by the 3% Creep Exception:

Director	% holding before issue	No. of Shares to be issued	Deemed issue price per Share*	Relevant interest after issue	% holding after issue	% Creep	Remaining amount owing after issue
Nigel Finch	19.98%	4,473,333	\$0.006	39,670,378	21.01%	1.03%	Nil
John Conidi	19.98%	8,197,000	\$0.006	43,402,957	22.98%	3.00%	\$39,118

* The deemed issue price represents the same price at which the previous Director Shares were issued on 18 November 2024, following approval by shareholders at the 2024 Annual General Meeting.

To the extent that there is a risk of the 3% Creep Maximum being exceeded, the Company will scale back the actual number of Director Shares to be issued under Resolutions 1A and 1B (as applicable). Therefore, the actual number of Director Shares to be issued to each Director:

- will depend on the total issued Share capital of the Company at the time of issue; and

	<ul style="list-style-type: none"> ▪ will be the maximum number that can be issued to satisfy the Remaining Amounts Owing to that Director, without the 3% Creep Maximum being exceeded by any person, <p>but in any event, will not exceed the maximum number specified in the relevant Resolution.</p> <p>Reason for Share based payment</p> <p>Given the current stage of development of the Company, and the necessity for cash resources to be preserved and directed into the growth of the Company's business, Dr Finch and Mr Conidi have agreed to receive payment of amounts owing to them by way of Director Shares in lieu of cash (subject at all times to the takeovers provisions of the Corporations Act).</p> <p>An alternative to the issue of the Director Shares would be to pay the Directors' fees and Incentive in cash. Whilst the Board remains mindful of the need to minimise dilution to shareholders, the Board considers that the issue of Shares to Directors in lieu of fees is an appropriate and responsible cash-free method of reducing corporate overhead expenditure, whilst concurrently aligning the interests of the Directors with that of shareholders.</p>
<p>ASX Listing Rule 10.11</p>	<p>ASX Listing Rule 10.11 states that, unless an exception applies, an entity must not issue or agree to issue Equity Securities to any of the following persons without the approval of holders of its ordinary securities:</p> <p>10.11.1 A related party</p> <p>10.11.2 A person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the entity.</p> <p>10.11.3 A person who is, or was at an time in the 6 months before the issue or agreement, a substantial (10%+) holder in the entity and who has nominated a director to the board of the entity</p> <p>10.11.4 An associate of a person referred to in rules 10.11.1 to 10.11.3.</p> <p>10.11.5 A person whose relationship with the entity or a person referred to in rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by security holders.</p> <p>As Directors of the Company, Dr Nigel Finch and Mr John Conidi (and their controlled entities) are related parties of the Company for the purposes of ASX Listing Rule 10.11.1. Accordingly, Resolutions 1A and 1B seek the shareholder approval required by ASX Listing Rule 10.11 to allow the issue of Director Shares to the Directors (or their nominee(s)).</p> <p>If shareholder approval is given for the purposes of ASX Listing Rule 10.11, approval will not be required under ASX Listing Rule 7.1, and the securities issued under Resolutions 1A and 1B will not deplete the Company's 15% Placement Capacity.</p>
<p>Approval not sought under Chapter 2E of the Corporations Act</p>	<p>As noted above, the Dr Finch and Mr Conidi are each a related party of the Company, and accordingly the giving of a financial benefit to them by the Company would ordinarily be prohibited by Chapter 2E of the Corporations Act, unless the benefit is given with the approval of shareholders or where an exception applies.</p> <p>A "financial benefit" is defined in the Corporations Act in broad terms and expressly includes a public company issuing securities. The giving of a financial benefit to a related party of a public company is prohibited by Chapter 2E of the Corporations Act, unless the benefit is given with the approval of shareholders or where an exception applies. One exception to the general rule is where the benefit</p>

	<p>constitutes “reasonable remuneration” in respect of the duties and responsibilities of the related party in the management of the public company.</p> <p>In the view of the Board, the issue of the Director Shares to Dr Finch and Mr Conidi in lieu of Directors' Fees and Incentive constitutes “reasonable remuneration” to the Directors, given the Company’s circumstances and the responsibilities involved in their respective roles within the Company. As the provision of such benefits is expressly permitted by section 211(1) of the Corporations Act, the Board does not consider the Company is required to seek Shareholder approval under Chapter 2E of the Corporations Act in order to give the Directors the financial benefit that is inherent in the issue to them of the Director Shares.</p>														
<p>Specific information for Resolutions 1A and 1B</p>	<p>In accordance with ASX Listing Rule 10.13, which contains requirements as to the contents of a notice sent to shareholders for the purposes of ASX Listing Rule 10.11, the following information is provided to shareholders:</p> <table border="0"> <tr> <td data-bbox="475 685 742 775">Identification of recipients of securities</td> <td data-bbox="770 685 1362 775"> <p>Resolution 1A: Dr Nigel Finch or his nominee(s).</p> <p>Resolution 1B: Mr John Conidi or his nominee(s).</p> </td> </tr> <tr> <td data-bbox="475 808 742 898">Category in ASX Listing Rules 10.11.1 – 10.11.5</td> <td data-bbox="770 808 1406 898"> <p>As Directors, Dr Nigel Finch and Mr John Conidi (and their controlled entities) are related parties of the Company under ASX Listing Rule 10.11.1.</p> </td> </tr> <tr> <td data-bbox="475 931 742 1043">Maximum number and class of securities to be issued</td> <td data-bbox="770 931 1362 1077"> <p>Resolution 1A (Finch): a maximum of 4,473,333 Shares.</p> <p>Resolution 1B (Conidi): a maximum of 8,197,000 Shares.</p> </td> </tr> <tr> <td data-bbox="475 1111 742 1144">Terms of securities</td> <td data-bbox="770 1111 1401 1200"> <p>The Director Shares will be fully paid ordinary shares ranking pari-passu with other existing fully paid ordinary shares in the Company.</p> </td> </tr> <tr> <td data-bbox="475 1245 742 1335">Date for issue and allotment of securities</td> <td data-bbox="770 1245 1401 1357"> <p>Subject to shareholder approval being obtained, the Company will issue the Director Shares as soon as practicable after the Meeting, or in any event no later than one month after the date of the Meeting.</p> </td> </tr> <tr> <td data-bbox="475 1402 742 1514">Price or other consideration received for the issue</td> <td data-bbox="770 1402 1406 1637"> <p>The Director Shares will be issued for nil cash consideration, in lieu of Director fees payable to Dr Finch and Mr Conidi for the period of 1 January 2024 – 31 December 2024, and a one-off incentive payable to Mr Conidi.</p> <p>The Director Shares will be issued at a deemed issue price of \$0.006 per Share.</p> </td> </tr> <tr> <td data-bbox="475 1671 742 1760">Purpose of issue and use of funds raised</td> <td data-bbox="770 1671 1401 1995"> <p>The Director Shares are proposed to be issued as payment in lieu of Directors’ fees for the period of 1 January 2024 – 31 December 2024, and a one-off incentive payable to Mr Conidi.</p> <p>No funds will be raised from the issue of Director Shares to the Directors, although the Company’s liability to the Directors in relation to payment of their fees (and Mr Conidi's incentive) in cash will be satisfied by the issue of the Director Shares, thus preserving the Company’s cash to that extent.</p> </td> </tr> </table>	Identification of recipients of securities	<p>Resolution 1A: Dr Nigel Finch or his nominee(s).</p> <p>Resolution 1B: Mr John Conidi or his nominee(s).</p>	Category in ASX Listing Rules 10.11.1 – 10.11.5	<p>As Directors, Dr Nigel Finch and Mr John Conidi (and their controlled entities) are related parties of the Company under ASX Listing Rule 10.11.1.</p>	Maximum number and class of securities to be issued	<p>Resolution 1A (Finch): a maximum of 4,473,333 Shares.</p> <p>Resolution 1B (Conidi): a maximum of 8,197,000 Shares.</p>	Terms of securities	<p>The Director Shares will be fully paid ordinary shares ranking pari-passu with other existing fully paid ordinary shares in the Company.</p>	Date for issue and allotment of securities	<p>Subject to shareholder approval being obtained, the Company will issue the Director Shares as soon as practicable after the Meeting, or in any event no later than one month after the date of the Meeting.</p>	Price or other consideration received for the issue	<p>The Director Shares will be issued for nil cash consideration, in lieu of Director fees payable to Dr Finch and Mr Conidi for the period of 1 January 2024 – 31 December 2024, and a one-off incentive payable to Mr Conidi.</p> <p>The Director Shares will be issued at a deemed issue price of \$0.006 per Share.</p>	Purpose of issue and use of funds raised	<p>The Director Shares are proposed to be issued as payment in lieu of Directors’ fees for the period of 1 January 2024 – 31 December 2024, and a one-off incentive payable to Mr Conidi.</p> <p>No funds will be raised from the issue of Director Shares to the Directors, although the Company’s liability to the Directors in relation to payment of their fees (and Mr Conidi's incentive) in cash will be satisfied by the issue of the Director Shares, thus preserving the Company’s cash to that extent.</p>
Identification of recipients of securities	<p>Resolution 1A: Dr Nigel Finch or his nominee(s).</p> <p>Resolution 1B: Mr John Conidi or his nominee(s).</p>														
Category in ASX Listing Rules 10.11.1 – 10.11.5	<p>As Directors, Dr Nigel Finch and Mr John Conidi (and their controlled entities) are related parties of the Company under ASX Listing Rule 10.11.1.</p>														
Maximum number and class of securities to be issued	<p>Resolution 1A (Finch): a maximum of 4,473,333 Shares.</p> <p>Resolution 1B (Conidi): a maximum of 8,197,000 Shares.</p>														
Terms of securities	<p>The Director Shares will be fully paid ordinary shares ranking pari-passu with other existing fully paid ordinary shares in the Company.</p>														
Date for issue and allotment of securities	<p>Subject to shareholder approval being obtained, the Company will issue the Director Shares as soon as practicable after the Meeting, or in any event no later than one month after the date of the Meeting.</p>														
Price or other consideration received for the issue	<p>The Director Shares will be issued for nil cash consideration, in lieu of Director fees payable to Dr Finch and Mr Conidi for the period of 1 January 2024 – 31 December 2024, and a one-off incentive payable to Mr Conidi.</p> <p>The Director Shares will be issued at a deemed issue price of \$0.006 per Share.</p>														
Purpose of issue and use of funds raised	<p>The Director Shares are proposed to be issued as payment in lieu of Directors’ fees for the period of 1 January 2024 – 31 December 2024, and a one-off incentive payable to Mr Conidi.</p> <p>No funds will be raised from the issue of Director Shares to the Directors, although the Company’s liability to the Directors in relation to payment of their fees (and Mr Conidi's incentive) in cash will be satisfied by the issue of the Director Shares, thus preserving the Company’s cash to that extent.</p>														

	<p>Details of Director remuneration packages</p> <p>The details of each Director's current total remuneration package is as follows:</p> <ul style="list-style-type: none"> ▪ Dr Nigel Finch (Non-Executive Director): \$110,000 p.a. ▪ Mr John Conidi (CEO and Managing Director): \$240,000 p.a. for his role as CEO and Managing Director, plus \$30,000 p.a. in Director's fees. <p>Voting exclusion statement</p> <p>A voting exclusion statement applies to each of Resolutions 1A and 1B as set out in the Notice.</p>
What will happen if shareholders give, or do not give, approval?	<p>If shareholders approve Resolutions 1A and 1B, the Company will issue the Director Shares to the Directors within one month of the date of the Meeting.</p> <p>If shareholders do not approve any of Resolutions 1A and 1B, the Company will be required to pay the relevant Director(s) the relevant amounts owing to each Director in cash.</p>
Board Recommendation	<p>The Directors (with Dr Finch and Mr Conidi abstaining from making a recommendation on resolutions 1A and 1B respectively) unanimously recommend that shareholders vote in favour of Resolutions 1A and 1B.</p>
Chairman's available proxies	<p>The Chairman of the Meeting intends to vote all available proxies in favour of this resolution.</p>

Amendment of Company Constitution

Resolution 2	Amendment of Company Constitution
Explanation	<p>In accordance with section 136(2) of the Corporations Act, the Company may modify its constitution by a special resolution of its shareholders.</p> <p>The Company proposes to amend its Constitution, as outlined below, to reflect developments in the Corporations Act regarding the holding of virtual shareholder meetings.</p> <p>A copy of the proposed amended Constitution will be sent to any shareholder on written request made to the Company via email (print@333d.co).</p> <p>The resolution the subject of Resolution 2 is a special resolution. Accordingly, at least 75% of votes cast by shareholders present and eligible to vote (in person or by proxy) at the meeting must be in favour of this resolution for it to be passed.</p> <p>If shareholders vote in favour of this special resolution, the amended Constitution will operate with effect from the conclusion of the Meeting.</p>
Explanation and proposed amendments	<p>In 2022, amendments to the Corporations Act were introduced which permit companies to hold wholly virtual shareholder meetings (as opposed to in-person or hybrid meetings, which were the only meeting formats previously permitted). However, the provisions only apply to the extent that the holding of virtual meetings is required or allowed by the company's Constitution.</p> <p>The Company therefore proposes to amend its constitution to insert a new clause 5.1(e), which permits the use of technology for wholly virtual shareholder meetings, to the extent permitted by the Corporations Act and any other applicable laws:</p> <p style="padding-left: 40px;">(e) <i>Subject to the Act and any other applicable law:</i></p>

	<p>(i) <i>a general meeting may be held by means of such telephone, electronic or other communications facilities as approved by the Board that permits all persons in the meeting to communicate with each other simultaneously and instantaneously, and gives the members as a whole a reasonable opportunity to participate in the proceedings;</i></p> <p>(ii) <i>participation in such meeting shall constitute presence in person at such meeting (including for the purpose of any quorum requirements in this Constitution); and</i></p> <p>(iii) <i>a reference to a “place” or “venue” when used in the context of a general meeting may be, but need not be, a physical place or venue.</i></p> <p>The Company proposes to insert the above clause in order to afford the Company the flexibility to hold virtual meetings in the future, should this be necessary or appropriate in the circumstances. The Company is committed to ensuring that shareholders are afforded the opportunity to attend and participate in meetings to the maximum extent possible, and does not view virtual meetings as a permanent replacement for physical "in-person" meetings. However, the Company considers that having the flexibility to hold virtual shareholder meetings is valuable.</p>
Board Recommendation	The Directors unanimously recommend that shareholders vote in favour of Resolution 2.
Chairman’s available proxies	The Chairman of the Meeting intends to vote all available proxies in favour of Resolution 2.

DEFINITIONS

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

Your proxy voting instruction must be received by **11.00am (AEST) on Tuesday, 08 July 2025**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

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

YOUR NAME AND ADDRESS

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

STEP 1 – APPOINT A PROXY

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

DEFAULT TO THE CHAIR OF THE MEETING

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

STEP 2 - VOTES ON ITEMS OF BUSINESS

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

APPOINTMENT OF SECOND PROXY

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

SIGNING INSTRUCTIONS

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

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

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

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

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

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

CORPORATE REPRESENTATIVES

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

Lodging your Proxy Voting Form:

Online

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/loginsah> or scan the QR code below using your smartphone

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



BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

WEBSITE:

<https://automicgroup.com.au>

PHONE:

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



6 June 2025

Dear Shareholder,

333D LIMITED GENERAL MEETING – NOTICE OF ACCESS

333D Limited (ASX: **T3D**) (**333D** or the **Company**) advises that it will hold a General Meeting of shareholders on Thursday 10 July 2025 at 11.00am (Melbourne time), at Thomson Geer, Level 23, Rialto South Tower, 525 Collins Street, Melbourne VIC 3000 (**AGM**).

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

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

VOTING BY PROXY

Shareholders are strongly encouraged to vote by proxy prior to the meeting. Shareholders must complete and submit their proxies before **11.00am (Melbourne time) on Tuesday 8 July 2025**.

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

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

QUESTIONS

In order to provide an equal opportunity for all shareholders to ask questions of the Board, we ask you to submit in writing any questions to the Company. Please send your questions via email to print@333d.co.

Written questions must be received by no later than 5.00pm (Melbourne time) on Friday 4 July 2025. Your questions should relate to matters that are relevant to the business of the General Meeting, as outlined in this Notice of Meeting. Please note that individual responses will not be sent to shareholders.

My fellow Directors and I look forward to your participation at the meeting and appreciate your ongoing support.

Yours faithfully

A handwritten signature in black ink, appearing to read "J. Conidi".

John Conidi
CEO and Managing Director