333D Limited and controlled entities

ABN 24 118 159 881

Annual Report

for the year ended 30 June 2017

Chairman's Letter

To My Fellow Shareholders

I would like to welcome you to my 333D Chairman's address for the financial year ended 2017.

The last 12 months have seen the finalisation of the 333D acquisition by the Company formerly known as Oz Brewing Limited and its subsequent relisting as 333D Limited in August 2016.

Since relisting, the Company has faced many challenges that have required management to act swiftly in evolving our focus. Most notably, our decision to cease manufacturing our School Printer and transition the Company from a manufacturer of 3d printing hardware to a service provider that offers 3d-printing on demand, a content creator that captures 3d images, and an owner of high-value 3d digital IP.

The Company allocated substantial resources towards our School Printer, particularly in its design, engineering, sales and marketing. The worldwide thematic of STEM education (Science, Technology, Engineering and Mathematics) remains compelling, and was expected to spur demand for physical devices (ie: 3d printers, laser cutters, robotic technology, etc) that could assist students in learning those subjects. Both Federal and State Governments were making the right noises, talking about the digital revolution and jobs of tomorrow, however they failed to properly articulate and fund the programs necessary to actualise their hopes into present-day actions.

While I remain convinced that the education sector will ultimately become a strong market for 3d printers, the timeline and financial commitment necessary for the Company to generate revenue in this sector proved too great and a change in course was necessary to properly support the more viable aspects of our business in today's circumstances. As Chairman, I am truly proud of the efforts and dedication of our staff in working to create and deliver a truly Australian product with a noble purpose aimed at 'future-proofing' Australian students and jobs. From manufacturing to marketing to government lobbying, all steps were taken to give our School Printer every opportunity to succeed in the education sector and I am appreciative of those efforts.

The Company's pivot away from manufacturing has sharpened our focus on 3d printing on demand services, our 3d model me business, and the curation of high value intellectual property related to 3d digital imagery.

3d Printing On Demand

Even though 3d printing has been around since the 1980's, it has only entered the mainstream in the last few years. Take up and awareness among both professionals and consumers is still relatively low, in part because of the difficulty and complexity of creating a 3d printable file. The fact is that the majority of consumers simply do not have the skills to use the professional-grade tools that are typically employed to create 3d models via CAD or other software programs. Recently, several new solutions stand to make the creation of 3d printable files easier and more accessible for a wider range of consumers – increasing our addressable market and creating greater awareness for 3d printing.

Apps that utilise photos to create 3d printable files continue to advance and next generation mobile devices are reported to include 3D scanners that can carry out facial scanning along with the scanning of other objects. As it becomes easier to create these files, more files will be created and more 3d printing will be needed to transform "the digital" into "the physical." Just as cameras embedded in our smart phones have created an explosion in the number of digital photos we create, this next iteration that allows our cameras to capture images in 3d stands to drive an increase in 3d printing as people seek to bring their images to life in completely new ways. The Company's on-demand 3d print services are poised to benefit from the demand generated by these advances. Our quality, speed, price and expertise cannot be matched by desktop 3d printers, and among other bureaus we stand out with our abilities to print in a wide range of materials and deliver quickly in the Australian market. Our instant online quoting and ordering tool has significantly improved our customer experience and conversion rate and we are continuing to refine this digital store front. We are also currently reviewing our printing capabilities with the aim of divesting hardware that has seen little uptake from customers.

3d Digital Capture

Our digital capture vertical incorporates the 3d model me and digital image asset businesses. Over the past few weeks, the Company has achieved significant success in these areas, especially in attaining official AFL licensee status for our 3d printed player figurines and going live with our e-commerce platform, www.minileague.com.

AFL licensee status is a huge milestone with important financial significance, as the Company is now able to bypass working with an outside licensee to bring product to market. We have effectively eliminated the 'middleman' from our supply chain and can now appropriately price our products in response to demand, without compromising financial returns. Further, as a licensee, we are in control of our own retail strategy and can work directly with the AFL, its Clubs, and its players on future products, marketing strategy, and promotional initiatives for our range.

Our aim is to continue securing digital image assets of marketable AFL footballers whilst also seeking to gain licensee status across other sports, both domestic and international. We are not limiting ourselves to sport and are also currently assessing opportunities in entertainment, especially with talent that has substantial social collateral, reach, and marketability.

3d model me activations will concentrate on key events that represent a special moment in time for the subject/s, as this substantially improves our sales conversion. Unlike activations at conferences and exhibitions, these new opportunities ensure higher margin and greater return as they bear no exhibitor costs and create a sense of urgency for purchase due to their 'once-in-a-lifetime' significance.

Although the 2017 financial year was disappointing, the changes put in place in early July have substantially reduced our cash outflows and positioned the Company to better capitalise on its differentiated technologies. All staff are working tirelessly to produce positive outcomes for the Company and I would like to thank them for their dedication and commitment during what have been difficult times. We move forward together delivering high quality, highly advanced products to customers daily, and are committed to making sure we sell more of these products each day.

I would like to thank shareholders for their support over the last 12 months.

Yours Sincerely,

John Conidi | Executive Chairman

Directors	David Wheeler John Conidi Frank Pertile
Company Secretary	Nicki Farley
Registered office	Level 24, St Martin's Tower 44 St George's Terrace PERTH WA 6000
Principal place of business	Suite 4 435 Williamstown Road PORT MELBOURNE VIC 3207
Share registry	Security Transfer Australia Level 9, Suite 913 530 Little Collins Street MELBOURNE VIC 3000
Auditor	RSM Australia Partners Level 21, 55 Collins Street MELBOURNE VIC 3000
Solicitor	Gadens Lawyers Level 25, Bourke Place 600 Bourke Street MELBOURNE VIC 3000
Banker	Westpac Banking Corporation Ltd 275 Kent Street SYDNEY NSW 2000
Stock exchange listing	333D Limited shares are quoted on the Australian Securities Exchange (ASX code: T3D)
Website	www.333d.com.au
Corporate governance statement	www.333d.com.au/corp-gov/

The directors present their report, together with the financial statements, consisting of 333D Limited (referred to hereafter as the 'company' or 'parent entity') and the entities it controlled (referred to hereafter as the 'consolidated entity') at the end of, or during, the year ended 30 June 2017.

Directors

The following persons were directors of 333D Limited during the whole of the financial year and up to the date of this report, unless otherwise stated:

John Conidi
David Wheeler
Joe Graziano (resigned 18 August 2016)
Frank Pertile (appointed 18 August 2016)

Principal activities

During the financial year the principal activity of the consolidated entity was the commercialisation of its 3D printing capabilities.

Dividends

No dividends were paid during the financial year.

No dividend has been declared for payment subsequent to balance date.

Review of operations

The net loss attributable to members amounted to $5,633,141 (30 June 2016: $1,071,117 loss) for the year.

This result reflected the costs incurred in relation to the acquisition of 333D Holdings Pty Ltd in addition to the costs incurred whilst 333D continued its commercialisation of its 3D printing product offerings.

Refer to the 'Operating and Financial Review' for further information.

Significant changes in the state of affairs

Pursuant to the Share Sale Agreement dated 30 July 2015, the company acquired 100% of the shares in 333D Pty Ltd on 18 August 2016 by way of a reverse acquisition.

Other than the above, there were no significant changes in the state of affairs of the consolidated entity during the financial year.

Matters subsequent to the end of the financial year

On 10 July 2017, the consolidated entity resolved to cease its manufacturing and education operations with the expectation of reducing future operational expenditures in the order of $100,000 per month.

On 21 July 2017, the company successfully completed the placement of 105,000,000 ordinary shares with exempt investors for total cash consideration of $525,000.

No other matter or circumstance has arisen since 30 June 2017 that has significantly affected, or may significantly affect the consolidated entity's operations, the results of those operations, or the consolidated entity's state of affairs in future financial years.

Likely developments and expected results of operations

There has been a continuation of the rapid development of technology in the 3D printing industry. Management plans to continue its strategy of investment in the most advanced of these technologies to support its established printing bureau service. In addition, management will continue its digitial vertical strategy leveraging off established partnerships in the photogrammetry space to compliment the printing bureau service.

Management are confident that the prospects of the consolidated entity will continue to improve in the foreseeable future.

Environmental regulation

The consolidated entity is not subject to any significant environmental regulation under Australian Commonwealth or State law.

Information on directors

Name:	John Conidi
Title:	Executive Chairman
Qualifications:	B.Bus, CPA
Experience and expertise:	John has 20 years experience developing, acquiring and managing businesses in healthcare and tech, with a focus on diagnostic imaging, 3D printing and AI. John has a further 10 years as managing director of an ASX 300 company, involved in operations, M&A, capital raising and debt financing.
Other current directorships:	Kibaran Resources Limited – 4 May 2015 – Current
Former directorships (last 3 years):	Capitol Health Limited (resigned 6 October 2016) Total Face Group Limited (resigned 31 December 2016)
Interests in shares:	12,382,285 ordinary shares; 2,500,000 Class A performance shares; and 2,500,000 Class B performance shares
Interests in options:	Nil

Name:	David Wheeler
Title:	Non-Executive Director
Qualifications:	Fellow AICD, Member Turnaround Management Australia
Experience and expertise:	David has more than 30 years of Senior Executive Management, Corporate Advisory and Directorship experience. He is a foundation Director and Partner of Pathways Corporate a boutique Corporate Advisory firm that undertakes assignments on behalf of family offices, private clients, and ASX listed companies.
Other current directorships:	Castillo Copper Limited – 13 August 2015 – Current Ultra-Charge Limited - 1 December 2015 – Current Antilles Oil & Gas NL - 12 February 2016 – Current Protean Wave Energy Limited - 16 May 2017 - Current
Former directorships (last 3 years):	AusMex Mining Group Ltd - 1 October 2015 - 1 August 2017 Premiere Eastern Energy Limited - 25 August 2014 - 30 April 2017 TW Holdings Limited - 18 November 2015 - 19 January 2017 West Star Industrial Limited - resigned 18 November 2016
Interests in shares:	2,836,108 ordinary shares
Interests in options:	Nil
Contractual rights to shares:	Nil

Name:	Frank Pertile
Title:	Managing Director
Experience and expertise:	Mr Frank Pertile is a director and owner of a privately held investment company that holds investments across property, listed and unlisted companies. Mr Pertile previously held positions with ASX-listed wealth management companies in both client-facing and head office operational roles. Mr Pertile has undertaken studies in Applied Finance, is a Fellow of the Financial Services Institute of Australasia.
Other current directorships:	Nil
Former directorships (last 3 years):	Mach7 Technology Limited (formerly 3D Medical Limited) – 9 February 2015 – 8 April 2016
Interests in shares:	72,278,153 Shares; 2,500,000 Class A Performance Shares; and 2,500,000 Class B Performance Shares
Interests in options:	Nil
Contractual rights to shares:	Nil

Name:	Joe Graziano
Title:	Non-executive Chairman (resigned 18 August 2016)
Experience and expertise:	Mr Graziano is a Chartered Accountant with 24 years' experience providing a wide range of business, financial and taxation advice to small cap unlisted and listed public companies and privately owned businesses in Western Australia's resource-driven industries, particularly mining, banking and finance, professional services and logistics.
Other current directorships:	Kin Mining NL – 2 October 2013 – Current Lithex Resources Limited – 5 December 2013 – Current Castillo Copper Limited – 13 August 2015 – Current
Former directorships (last 3 years):	Antares Mining Limited – 12 August 2015 – 10 September 2015 The Carajas Copper Company Limited – 17 March 2016 – 10 May 2016
Interests in shares:	2,539,679 ordinary shares
Interests in options:	Nil
Contractual rights to shares:	Nil

Company secretary

Ms Farley holds a Bachelor of Laws from the University of Western Australia and has over 10 years experience working within the corporate advisory area providing advice in relation to capital raisings, corporate and securities laws, mergers and acquisitions and general commercial transactions. Ms Farley has also held a number of company secretarial roles for ASX-listed companies.

Meetings of directors

The number of meetings of the company's Board of Directors ('the Board') and of each Board committee held during the year ended 30 June 2017, and the number of meetings attended by each director were:

	Attended	Held
John Conidi	4	4
David Wheeler	4	4
Frank Pertile	4	4
Joe Graziano	-	-

Held: represents the number of meetings held during the time the director held office.

Remuneration report (audited)

The remuneration report details the key management personnel remuneration arrangements for the consolidated entity, in accordance with the requirements of the *Corporations Act 2001* and its Regulations.

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including all directors.

The remuneration report is set out under the following main headings:

- Principles used to determine the nature and amount of remuneration
- Details of remuneration
- Service agreements
- Share-based compensation
- Additional information
- Additional disclosures relating to key management personnel

Principles used to determine the nature and amount of remuneration

The objective of the consolidated entity's executive reward framework is to ensure reward for performance is competitive and appropriate for the results delivered. The framework aligns executive reward with the achievement of strategic objectives and the creation of value for shareholders, and it is considered to conform to the market best practice for the delivery of reward. The Board of Directors ('the Board') ensures that executive reward satisfies the following key criteria for good reward governance practices:

- competitiveness and reasonableness
- acceptability to shareholders
- performance linkage / alignment of executive compensation
- transparency

The reward framework is designed to align executive reward to shareholders' interests. The Board have considered that it should seek to enhance shareholders' interests by:

- having economic profit as a core component of plan design
- dividends and growth in share price, and delivering constant or increasing return on assets as well as focusing the executive on key non-financial drivers of value
- attracting and retaining high calibre executives

Additionally, the reward framework seeks to enhance executives' interests by:

- rewarding capability and experience
- reflecting competitive reward for contribution to growth in shareholder wealth
- providing a clear structure for earning rewards

In accordance with best practice corporate governance, the structure of non-executive director and executive director remuneration is separate.

Non-executive directors remuneration

Fees and payments to non-executive directors reflect the demands and responsibilities of their role. Non-executive directors' fees and payments are reviewed annually by the Board. The chairman's fees are determined independently to the fees of other non-executive directors based on comparative roles in the external market. The chairman is not present at any discussions relating to the determination of his own remuneration. Non-executive directors do not receive share options or other incentives.

ASX listing rules require the aggregate non-executive directors' remuneration be determined periodically by a general meeting. The most recent determination was at the Annual General Meeting held on 3 November 2007, where the shareholders approved a maximum annual aggregate remuneration of $150,000.

Executive remuneration

The consolidated entity aims to reward executives based on their position and responsibility, with a level and mix of remuneration which has both fixed and variable components.

The executive remuneration and reward framework has four components:

- base pay and non-monetary benefits
- share-based payments
- other remuneration such as superannuation and long service leave

The combination of these comprises the executive's total remuneration.

Fixed remuneration, consisting of base salary, superannuation and non-monetary benefits, are reviewed annually by the Board based the overall performance of the consolidated entity and comparable market remuneration.

Executives may receive their fixed remuneration in the form of cash or other fringe benefits (for example motor vehicle benefits) where it does not create any additional costs to the consolidated entity and provides additional value to the executive.

The long-term incentives ('LTI') include long service leave and share-based payments. Performance shares have been awarded to executives as long-term incentive measures. These incentives are designed to be aligned with increases in shareholders value. The Board set the long-term equity-linked performance incentives specifically for executives during the year ended 30 June 2017.

Consolidated entity performance and link to remuneration

Remuneration for certain individuals is directly linked to the performance of the consolidated entity. Conversion of performance shares are dependent on defined revenue targets being met. Any further cash bonus and incentive payments are at the discretion of the Board. Refer to the section 'Additional information' below for details of the earnings and total shareholders return for the last five years.

Use of remuneration consultants

During the financial year ended 30 June 2017, the consolidated entity, did not engage any remuneration consultants, to review its existing remuneration policies or provide recommendations on how to improve both the STI and LTI programs.

Voting and comments made at the company's 2016 Annual General Meeting ('AGM')

At the 2016 AGM, 99% of the votes received supported the adoption of the remuneration report for the year ended 30 June 2016. The company did not receive any specific feedback at the AGM regarding its remuneration practices.

Details of remuneration

Amounts of remuneration

Details of the remuneration of key management personnel of the consolidated entity are set out in the following tables.

The key management personnel (KMP) of the consolidated entity consisted of the following directors of 333D Limited:

- John Conidi
- David Wheeler
- Frank Pertile
- Joe Graziano

There have been no changes to KMP since the end of the reporting period.

	Short-term benefits		Post employment benefits	Long-term benefits	Share-based payments	Total
	Cash fees & salary	Annual leave	Super	Long-service leave	Perform. shares	
2017	$	$	$	$	$	$
John Conidi	140,800	-	-	-	50,500	191,300
David Wheeler	67,100	-	-	-	-	67,100
Frank Pertile	153,000	7,091	14,535	2,845	50,500	227,971
Joe Graziano	-	-	-	-	-	-
	360,900	7,091	14,535	2,845	101,000	486,371
2016						
John Conidi	36,000	-	-	-	-	36,000
David Wheeler	40,000	-	-	-	-	40,000
Joe Graziano	36,000	-	-	-	-	36,000
	112,000	-	-	-	-	112,000

The proportion of KMP remuneration linked to performance and the fixed proportions are as follows:

	Fixed remuneration		At risk - STI		At risk - LTI	
	2017	2016	2017	2016	2017	2016
John Conidi	74%	100%	0%	0%	26%	0%
David Wheeler	100%	100%	0%	0%	0%	0%
Frank Pertile	75%	N/a	0%	N/a	22%	N/a
Joe Graziano	N/a	100%	N/a	0%	N/a	0%

Remuneration and other terms of employment for key management personnel are formalised in service agreements. Details of these agreements are as follows:

Name	Frank Pertile
Title	Managing Director
Remuneration agreement:	Remuneration was fixed at $165,000 per annum following relisting of 333D Limited on the ASX on 18 August 2016. Prior to this remuneration was fixed at $100,000 per annum. The agreement is otherwise on terms and conditions considered standard for agreements of this nature.
Term of agreement:	Employment is ongoing, subject to one month termination notice.
Subsequent amendment:	Subsequent to the financial year end, fixed remuneration has been reduced to $40,000 per annum.

Key management personnel have no entitlement to termination payments in the event of removal for misconduct.

Share-based compensation

Issue of performance shares

Details of performance shares (convertible to ordinary shares subject to revenue hurdles being met) issued to directors and other key management personnel as part of compensation during the year ended 30 June 2017 are set out below:

Name	Date	Class	Shares	Issue price	$
John Conidi	18-Aug-16	Class A	2,500,000	0.0135	33,750
John Conidi	18-Aug-16	Class B	2,500,000	0.0067	16,750
Frank Pertile	18-Aug-16	Class A	2,500,000	0.0135	33,750
Frank Pertile	18-Aug-16	Class B	2,500,000	0.0067	16,750

No members of KMP have received remuneration in the form of options over ordinary shares.

Additional information

The earnings of the consolidated entity for the five years to 30 June 2017 are summarised below:

	2017 $	2016 $	2015 $	2014 $	2013 $
Revenue	346,310	1,093	1,064	3,192	19,807
Net loss after income tax	(5,633,141)	(464,192)	(374,480)	(992,156)	(664,662)

The factors that are considered to affect total shareholders return ('TSR') are summarised below:

Share price at financial year end ($)	0.005	0.004	0.006	0.003	0.004
Dividends declared (cents per share)	-	-	-	-	-
Basic EPS (cents per share)	(0.84)	(0.39)	(0.06)	(0.24)	(0.16)

Shareholding

The number of shares in the company held during the financial year by each director and other members of key management personnel of the consolidated entity, including their personally related parties, is set out below:

	Balance at start of year	Recevied as remun.	Additions	Disposals/ other	Balance at end of year
David Wheeler	2,836,108	-	-	-	2,836,108
John Conidi	-	-	12,382,285	-	12,382,285
Frank Pertile	-	-	72,278,153	-	72,278,153
Joe Graziano	2,539,679	-	-	-	2,539,679
	5,375,787	-	84,660,438	-	90,036,225

This concludes the remuneration report, which has been audited.

Shares under option

Unissued ordinary shares of 333D Limited under option at the date of this report are as follows:

Grant date	Expiry date	Exercise price	# under option
18 August 2016	18 February 2018	$ 0.020	62,500,000
18 August 2016	18 August 2018	$ 0.024	125,000,000

No person entitled to exercise the options had or has any right by virtue of the option to participate in any share issue of the company or of any other body corporate.

Indemnity and insurance of officers

The company has indemnified the directors and executives of the company for costs incurred, in their capacity as a director or executive, for which they may be held personally liable, except where there is a lack of good faith.

During the financial year, the company paid a premium in respect of a contract to insure the directors and executives of the company against a liability to the extent permitted by the *Corporations Act 2001* . The contract of insurance prohibits disclosure of the nature of the liability and the amount of the premium.

Indemnity and insurance of auditor

The company has not, during or since the end of the financial year, indemnified or agreed to indemnify the auditor of the company or any related entity against a liability incurred by the auditor.

During the financial year, the company has not paid a premium in respect of a contract to insure the auditor of the company or any related entity.

Proceedings on behalf of the company

No person has applied to the Court under section 237 of the *Corporations Act 2001* for leave to bring proceedings on behalf of the company, or to intervene in any proceedings to which the company is a party for the purpose of taking responsibility on behalf of the company for all or part of those proceedings.

Non-audit services

No amounts have been paid or are payable to the auditor in respect of non-audit services provided during the financial year.

Officers of the company who are former partners of RSM Australia Partners

There are no officers of the company who are former partners of RSM Australia Partners.

Auditor's independence declaration

A copy of the auditor's independence declaration as required under section 307C of the *Corporations Act 2001* is set out immediately after this directors' report.

Auditor

RSM Australia Partners continue in office in accordance with section 327 of the *Corporations Act 2001*.

This report is made in accordance with a resolution of directors, pursuant to section 298(2)(a) of the *Corporations Act 2001*.

On behalf of the directors

John Conidi
Executive Chairman

21 August 2017
Melbourne

RSM Australia Partners

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AUDITOR'S INDEPENDENCE DECLARATION

As lead auditor for the audit of the financial report of 333D Limited and its controlled entities for the year ended 30 June 2017, I declare that, to the best of my knowledge and belief, there have been no contraventions of:

(i) the auditor independence requirements of the *Corporations Act 2001* in relation to the audit; and

(ii) any applicable code of professional conduct in relation to the audit.

RSM AUSTRALIA PARTNERS

R B MIANO
Partner

Melbourne, Victoria
21 August 2017

Contents

General information

The financial statements cover 333D Limited as a consolidated entity consisting of 333D Limited and the entities it controlled at the end of, or during, the financial year. The financial statements are presented in Australian dollars, which is 333D Limited's functional and presentation currency.

333D Limited is an ASX listed public company limited by shares, incorporated and domiciled in Australia. Its registered office and principal place of business are:

Registered office	**Principal place of business**
Level 24, St Martin's Tower	Suite 4
44 St George's Terrace	435 Williamstown Road
PERTH WA 6000	PORT MELBOURNE VIC 3207

A description of the nature of 333D's operations and its principal activities are included in the directors' report, which is not part of the financial statements.

The financial statements were authorised for issue, in accordance with a resolution of directors, on 21 August 2017. The directors have the power to amend and reissue the financial statements.

333D Limited and controlled entities
Statement of profit or loss and other comprehensive income
For the year ended 30 June 2017

	Note	Consolidated 2017 $	Consolidated 2016 $
Income			
Revenue	5	126,559	144,286
Other income	6	219,751	338,434
		346,310	482,721
Expenses			
Raw materials and consumables used		(252,901)	(15,908)
Employee benefits expense	7	(594,218)	(382,544)
Depreciation and amortisation expense	7	(542,235)	(25,151)
Occupancy expense		(103,655)	(86,743)
Administrative expense		(1,125,391)	(488,124)
Share based payment expense	8	(2,577,355)	-
Impairment expense	7	(241,707)	(544,096)
Other expenses		(463,876)	(8,583)
Finance costs	7	(78,113)	(2,690)
		(5,979,451)	(1,553,838)
Profit (loss) before income tax expense		**(5,633,141)**	**(1,071,117)**
Income tax expense	9	-	-
Profit (loss) after income tax expense for the year		**(5,633,141)**	**(1,071,117)**
Other comprehensive income		-	-
Total comprehensive income for the year		(5,633,141)	(1,071,117)
Profit (loss) for the year is attributable to:			
Owners of 333D Limited		(5,633,141)	(1,071,117)
Total (loss) comprehensive income for the year is attributable to:			
Owners of 333D Limited		(5,633,141)	(1,071,117)
		Cents	**Cents**
Basic earnings per share		(0.84)	(3.64)
Diluted earnings per share		(0.84)	(3.64)

The above financial statement should be read in conjunction with the accompanying notes.

333D Limited and controlled entities
Statement of financial position
As at 30 June 2017

	Note	Consolidated 2017 $	2016 $
Assets			
Current assets			
Cash and cash equivalents	10	175,582	70,603
Trade and other receivables	11	142,808	52,186
Inventories	12	13,227	48,332
Other assets	13	7,263	4,074
		338,880	175,195
Non-current assets			
Receivables		1,612	1,612
Available-for- sale financial assets	14	50,985	99,731
Property, plant and equipment	15	1,061,422	80,893
Intangibles	16	16,529	-
		1,130,548	182,236
Total assets		1,469,428	357,431
Liabilities			
Current liabilities			
Trade and other payables	17	716,123	903,181
Short-term borrowings	18	1,159,049	123,000
Short-term employee benefits	19	57,667	23,209
		1,932,839	1,049,390
Non-current liabilities			
Long-term borrowings	18	108,628	-
Long-term employee benefits	19	10,783	-
		119,411	-
Total liabilities		2,052,250	1,049,390
Net assets		(582,822)	(691,959)
Equity			
Issued capital	20	4,473,153	851,001
Reserves	21	2,120,125	-
Retained profits		(7,176,100)	(1,542,960)
Total equity		(582,822)	(691,959)

333D Limited and controlled entities
Statement of changes in equity
For the year ended 30 June 2017

		Consolidated			
	Note	Issued capital	Retained profits	Reserves	Total equity
Balance at 1 July 2015		851,001	(471,842)	-	379,159
Profit (loss) after income tax expense for the year		-	(1,071,117)	-	(1,071,117)
Other comprehensive income for the year		-	-	-	-
Balance at 30 June 2016		851,001	(1,542,960)	-	(691,959)
Value of shares deemed issued to 333D Ltd shareholders on acquisition date	22	3,399,657	-	-	3,399,657
Share-based payment expense	8	333,333	-	2,120,125	2,453,458
Share-based capital acquisition		145,602	-	-	145,602
Profit (loss) after income tax expense for the year		-	(5,633,141)	-	(5,633,141)
Capital raising costs		(256,440)	-	-	(256,440)
Other comprehensive income for the year		-	-	-	-
Balance at 30 June 2017		4,473,153	(7,176,100)	2,120,125	(582,822)

333D Limited and controlled entities
Statement of cash flows
For the year ended 30 June 2017

	Note	Consolidated 2017 $	2016 $
Cash flows from operating activities			
Receipts from customers (inclusive of GST)		177,437	470,595
Payments to suppliers and employees (inclusive of GST)		(3,315,769)	(500,492)
Interest received		3,842	37
Other income - R&D tax offsets received		211,398	328,979
Interest and other finance costs paid		(78,113)	(2,690)
	31	(3,001,205)	296,429
Cash flows from investing activities			
Cash acquired on reverse acquisition, net of transaction costs		3,478,499	-
Payments for property, plant and equipment		(953,246)	(18,369)
Payments for investments		(50,985)	-
		2,474,268	(18,369)
Cash flows from financing activities			
Proceeds from borrowings		1,306,897	-
Capital raising costs paid		(256,440)	-
Repayment of borrowings		(418,541)	(418,554)
		631,916	(418,554)
Net increase/(decrease) in cash and cash equivalents		104,979	(140,494)
Cash and cash equivalents at the beginning of the financial year		70,603	211,097
Effects of exchange rate changes on cash and cash equivalents		-	-
Cash and cash equivalents at the end of the financial year	10	**175,582**	**70,603**

Note 1. Significant accounting policies

The principal accounting policies adopted in the preparation of the financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

New or amended Accounting Standards and Interpretations adopted

The consolidated entity has adopted all of the new or amended Accounting Standards and Interpretations issued by the Australian Accounting Standards Board ('AASB') that are mandatory for the current reporting period.

Any new or amended Accounting Standards or Interpretations that are not yet mandatory have not been early adopted.

Basis of preparation

These general purpose financial statements have been prepared in accordance with Australian Accounting Standards and Interpretations issued by the Australian Accounting Standards Board ('AASB') and the Corporations Act 2001, as appropriate for for-profit oriented entities. These financial statements also comply with International Financial Reporting Standards as issued by the International Accounting Standards Board ('IASB').

Historical cost convention

The financial statements have been prepared under the historical cost convention, except for, where applicable, the revaluation of available-for-sale financial assets, financial assets and liabilities at fair value through profit or loss, investment properties, certain classes of property, plant and equipment and derivative financial instruments.

Critical accounting estimates

The preparation of the financial statements requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the consolidated entity's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements, are disclosed in note 2.

Acquisition accounting

On 18 August 2016, 333D Limited (T3D) acquired 333D Holdings Pty Ltd (333D) pursuant to the Share Sale Agreement (the Agreement). Under the terms of the Agreement, each 333D security was exchanged for 12.03 T3D securities, resulting in T3D as the legal acquirer and 333D as the legal acquiree.

Notwithstanding that the transaction took the format of a reverse acquisition as described in AASB 3 Business Combinations, the transaction was not deemed a business combination on the basis that T3D did not meet the definition of a business as noted in that standard. The Group applied, by analogy, the guidance in AASB 3 on reverse acquisitions, resulting in 333D (the non-listed operating entity) being identified as the accounting acquirer and T3D (the listed non-operating entity) being identified as the accounting acquiree. As the transaction is not within the scope of AASB 3, the transaction was treated as a share-based payment transaction accounted for in accordance with AASB 2 Share-based payment.

Note 1. Significant accounting policies (continued)

As such, the consolidated financial statements represent a continuation of the financial statements of 333D and reflect a year of 333D's results plus T3D's results from the date of accounting acquisition, being 18 August 2016. The comparative period information presented is of 333D and its controlled entities only, unless otherwise stated. Refer to Note 22 for further details.

Parent entity information

In accordance with the *Corporations Act 2001* , these financial statements present the results of the consolidated entity only. Supplementary information about the parent entity (T3D) is disclosed in Note 24.

Foreign currency translation

The financial statements are presented in Australian dollars, which is 333D Limited's functional and presentation currency.

Foreign currency transactions

Foreign currency transactions are translated into Australian dollars using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at financial year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in profit or loss.

Principles of consolidation

The consolidated financial statements incorporate the assets and liabilities of all legal subsidiaries of 333D Limited ('company' or 'parent entity') as at 30 June 2017 and the results of all subsidiaries for the year then ended. 333D Limited and its subsidiaries together are referred to in these financial statements as the 'consolidated entity'.

Subsidiaries are all those entities over which the consolidated entity has control. The consolidated entity controls an entity when the consolidated entity is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the consolidated entity. They are de-consolidated from the date that control ceases.

Intercompany transactions, balances and unrealised gains on transactions between entities in the consolidated entity are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of the impairment of the asset transferred. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the consolidated entity.

The acquisition of subsidiaries is accounted for using the acquisition method of accounting. A change in ownership interest, without the loss of control, is accounted for as an equity transaction, where the difference between the consideration transferred and the book value of the share of the non-controlling interest acquired is recognised directly in equity attributable to the parent.

Note 1. Significant accounting policies (continued)

Non-controlling interest in the results and equity of subsidiaries are shown separately in the statement of profit or loss and other comprehensive income, statement of financial position and statement of changes in equity of the consolidated entity. Losses incurred by the consolidated entity are attributed to the non-controlling interest in full, even if that results in a deficit balance.

Where the consolidated entity loses control over a subsidiary, it derecognises the assets including goodwill, liabilities and non-controlling interest in the subsidiary together with any cumulative translation differences recognised in equity. The consolidated entity recognises the fair value of the consideration received and the fair value of any investment retained together with any gain or loss in profit or loss.

Goods and Services Tax ('GST')

Revenues, expenses and assets are recognised net of the amount of associated GST, unless the GST incurred is not recoverable from the tax authority. In this case it is recognised as part of the cost of the acquisition of the asset or as part of the expense.

Receivables and payables are stated inclusive of the amount of GST receivable or payable. The net amount of GST recoverable from, or payable to, the tax authority is included in other receivables or other payables in the statement of financial position.

Cash flows are presented on a gross basis. The GST components of cash flows arising from investing or financing activities which are recoverable from, or payable to the tax authority, are presented as operating cash flows.

Commitments and contingencies are disclosed net of the amount of GST recoverable from, or payable to, the tax authority.

New Accounting Standards and Interpretations not yet mandatory or early adopted

Australian Accounting Standards and Interpretations that have recently been issued or amended but are not yet mandatory, have not been early adopted by the consolidated entity for the annual reporting period ended 30 June 2017.

The consolidated entity's assessment of the impact of these new or amended Accounting Standards and Interpretations, most relevant to the consolidated entity, are set out below.

AASB 9 Financial Instruments

This standard is applicable to annual reporting periods beginning on or after 1 January 2018. The standard replaces all previous versions of AASB 9 and completes the project to replace IAS 39 'Financial Instruments: Recognition and Measurement'. New impairment requirements will use an 'expected credit loss' ('ECL') model to recognise an allowance. Impairment will be measured under a 12-month ECL method unless the credit risk on a financial instrument has increased significantly since initial recognition in which case the lifetime ECL method is adopted. The standard introduces additional new disclosures. Based on the consolidated entity's financial instrument profile no impact is expected on adoption of this standard.

Note 1. Significant accounting policies (continued)

AASB 15 Revenue from Contracts with Customers

This standard is applicable to annual reporting periods beginning on or after 1 January 2018. The standard provides a single standard for revenue recognition. The core principle of the standard is that an entity will recognise revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. The consolidated entity's preliminary assessment indicates no change to the point of revenue recognition will be required on this standard's adoption.

AASB 16 Leases

This standard is applicable to annual reporting periods beginning on or after 1 January 2019. The standard replaces AASB 117 'Leases' and for lessees will eliminate the classifications of operating leases and finance leases. Subject to exceptions, a 'right-of-use' asset will be capitalised in the statement of financial position, measured at the present value of the unavoidable future lease payments to be made over the lease term. The exceptions relate to short-term leases of 12 months or less and leases of low-value assets where an accounting policy choice exists to either recognise a 'right-of-use' asset or a lease payments expense as incurred. A liability corresponding to the capitalised lease will also be recognised, adjusted for lease prepayments, lease incentives received, initial direct costs incurred and an estimate of any future restoration, removal or dismantling costs. Straight-line operating lease expense recognition will be replaced with a depreciation charge for the leased asset (included in operating costs) and an interest expense on the recognised lease liability (included in finance costs). In the earlier periods of the lease, the expenses associated with the lease under AASB 16 will be higher when compared to lease expenses under AASB 117. For classification within the statement of cash flows, the lease payments will be separated into both a principal (financing activities) and interest (either operating or financing activities) component. The consolidated entity has assessed that this standard will require the recognition of a right-of-use asset and corresponding lease liability for the operating lease commitments outlined in Note 29.

Note 2. Critical accounting judgements, estimates and assumptions

Management bases its judgements, estimates and assumptions on historical experience and on other various factors, including expectations of future events, management believes to be reasonable under the circumstances. The judgements, estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities (refer to the respective notes) within the next financial year are discussed below:

Share-based payment transactions with employees

The consolidated entity measures the cost of equity-settled transactions with employees by reference to the fair value of the equity instruments at the date at which they are granted. The fair value is determined by using the Black-Scholes model taking into account the terms and conditions upon which the instruments were granted. The accounting estimates and assumptions relating to equity-settled share-based payments would have no impact on the carrying amounts of assets and liabilities within the next annual reporting period but may still impact profit or loss and equity.

Note 2. Critical accounting judgements, estimates and assumptions (continued)

Share-based payment transactions with other parties

The consolidated entity measures the cost of equity-settled transactions with other parties by reference to the fair value of the goods and services received, or if this cannot be determined, the fair value of the equity instruments issued, at the date at which they are granted. The fair value is determined using the assumptions that market participants would use when pricing like goods and services. The accounting estimates and assumptions relating to equity-settled share-based payments would have no impact on the carrying amounts of assets and liabilities, profit or loss, or equity within the next annual reporting period.

Estimation of useful lives of assets

The consolidated entity determines the estimated useful lives and related depreciation and amortisation charges for its property, plant and equipment and finite life intangible assets. The useful lives could change significantly as a result of technical innovations or some other event. The depreciation and amortisation charge will increase where the useful lives are less than previously estimated lives, or technically obsolete or non-strategic assets that have been abandoned or sold will be written off or written down.

Note 3. Going concern basis of accounting

The financial statements have been prepared on the going concern basis, which contemplates continuity of normal business activities and the realisation of assets and discharge of liabilities in the normal course of business.

As disclosed in the financial statements, 333D Ltd and controlled entities incurred a loss of $5,633,141 and had net cash outflows from operating activities of $3,001,205 for the year ended 30 June 2017. As at that date, the consolidated entity had net current liabilities of $1,593,959 and net liabilities of $582,822.

These factors indicate material uncertainty that may cast signficant doubt about the consolidated entity's ability to continue as a going concern and therefore whether it will realise its assets and extinguish its liabilities in the normal course of business and at the amounts stated in the financial statements.

The directors believe there are reasonable grounds to believe the consolidated entity will continue as going concern subject to successful implementation of the following strategies:

• increased sales from the consolidated entity's business activities;

• successful lodgement and receipt in relation to the company's claim for research and development costs; and

• future capital raisings.

Accordingly, the Directors believe that the consolidated entity will be able to continue as a going concern and that it is appropriate to adopt the going concern basis in the preparation of the financial report.

The financial report does not include any adjustments relating to the amounts or classification of recorded assets and liabilities that might be necessary if the consolidated entity does not continue as a going concern.

Note 4. Operating segments

The company is in the process of commercialising its 3D printing operations and as such, there are not presently any operating segments with discrete financial information. The company also operates in one geographic location, being Australia. The Board of Directors review internal management reports that are consistent with the information provided in the statement of profit or loss and other comprehensive income, statement of financial position and statement of cash flows presented in this interim financial report.

		Consolidated	
		2017	**2016**
	Note	**$**	**$**

Note 5. Revenue

Sales of 3D prints		45,323	12,006
Sales of 3D printing equipment and consumables		34,895	34,860
Rendering of services		44,206	44,920
Other revenue		2,135	52,500
		126,559	144,286

Sales are recognised at the point of customer delivery of the goods ordered, when the risks and rewards are transferred under the terms of sale.

Rendering of services revenue is recognised on completion of the services for which the consolidated entity has been contracted.

Interest revenue is recognised as interest accrues using the effective interest rate method.

Note 6. Other income

R&D tax offset		211,398	335,241
Net foreign exchange gains		4,410	-
Interest		3,842	493
Other		101	2,701
		219,751	338,434

Other income is recognised when it is received or when the right to receive payment is established, usually on receipt.

Note 7. Expenses

Loss before income tax from continuing operations includes the following specific expenses:

Depreciation and amortisation			
Property, plant & equipment	15	514,629	25,151
Intangibles	16	27,606	-
		542,235	25,151
Employee benefits			
Short-term benefits		536,423	353,137
Long-term employee benefits		10,783	-
Post-employment benefits		47,012	29,407
		594,218	382,544

Contributions to defined contribution superannuation plans are expensed in the period in which they are incurred.

	Consolidated 2017 $	2016 $
Impairment expense		
Trade receivables	15,414	-
Financial assets	99,731	-
Property, plant & equipment	126,562	-
Goodwill	-	539,346
Other	-	4,750
	241,707	544,096

Impairment is recognised for the amount by which the carrying amount of assets exceed their recoverable amount. Recoverable amount is the higher of an asset's fair value less costs of disposal and value-in-use. The value-in-use is the present value of the estimated future cash flows relating to the asset using a pre-tax discount rate specific to the asset.

	2017 $	2016 $
Finance costs		
Lease liabilities	42,951	-
Borrowings	35,162	2,690
	78,113	2,690

Finance costs are expensed in the period in which they are incurred.

Note 8. Share-based payment expense

	Note	2017 $	2016 $
ASX listing expense	22	123,897	-
Equity settled transaction facilitation expenses - ordinary shares	20	333,333	-
Equity settled transaction facilitation expense - options	21	1,606,250	-
Performance shares expense	33	513,875	-
		2,577,355	-

The cost of equity-settled transactions are measured at fair value on grant date. Fair value is independently determined using either the Black-Scholes option pricing model, or share price at grant date, together with vesting conditions that determine whether employees are entitled to receive payment. No account is taken of any other vesting conditions.

These share-based payments has been measured with reference to the fair-value of the equity instruments as the fair value of the services received could not be determined.

Equity settled facilitation expenses comprise shares and options issued to parties that assisted in facilitating the transaction outlined in Note 22 pursuant to the Share Sale and Purchase Agreement dated 30 July 2015.

Performance shares expense represents the two tranches of shares for services provided to 333D Holdings Pty Ltd pursuant to the the Share Sale and Purchase agreement dated 30 July 2015.

	Note	Consolidated 2017 $	Consolidated 2016 $
Note 9. Income tax expense			
Current income tax expense		-	-
Deferred income tax expense		-	-
		-	-
Loss before income tax expense		(5,633,141)	(1,071,117)
Prima facie income tax at the statutory rate of 30%		(1,689,942)	(321,335)
Tax effect of amounts non-deductible in calculating taxable income			
Share-based payment expenses		773,206	-
Impairment expense		72,512	163,229
Entertainment expenses		16,767	-
Income tax losses not recognised as deferred tax assets		827,457	158,106
Income tax expense		-	-

The income tax expense or benefit for the period is the tax payable on that period's taxable income based on the applicable income tax rate for each jurisdiction, adjusted by the changes in deferred tax assets and liabilities attributable to temporary differences, unused tax losses and the adjustment recognised for prior periods, where applicable.

Deferred tax assets are recognised for deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Note 10. Cash and cash equivalents

	2017 $	2016 $
Cash on hand	120	120
Cash at bank	175,462	70,483
	175,582	70,603

Cash and cash equivalents includes cash on hand, and deposits held at call with financial institutions.

		Consolidated	
		2017	2016
	Note	$	$
Note 11. Trade and other receivables			
Trade receivables		18,713	19,085
Allowance for impairment of trade receivables		-	-
		18,713	19,085
GST recoverable from Australian Taxation Office		103,455	25,123
Other receivables		20,640	7,978
		142,808	52,186

Trade receivables are initially recognised at fair value and subsequently measured at amortised cost, less any provision for impairment. Trade receivables are generally due for settlement within 14 days.

Collectability of trade receivables is reviewed on an ongoing basis. Debts which are known to be uncollectable are written off by reducing the carrying amount directly. Allowance for impairment of trade receivables is raised when there is objective evidence that the consolidated entity will not be able to collect all amounts due.

The ageing of the impaired receivables provided for above are as follows:

	2017	2016
0-3 months overdue	-	-
3-6 months overdue	-	-
Over 6 months overdue	-	-
	-	-

Movements in the provision for impairment of receivables are as follows:

	2017	2016
Opening balance	-	-
Additional allowance recognised	15,414	-
Receivables written off during the year as uncollectable	(15,414)	-
Usused amounts reversed	-	-
	-	-

Customers with balances past due but without allowance for impairment of receivables amount to $8,090 as at 30 June 2017 ($18,278 as at 30 June 2016).

The ageing of the past due but not impaired receivables are as follows:

	2017	2016
0-3 months overdue	7,558	1,778
3-6 months overdue	-	8,250
Over 6 months overdue	532	8,250
	8,090	18,278

	Note	Consolidated 2017 $	Consolidated 2016 $
Note 12. Inventories			
Consumables and supplies		662	34,120
Finished goods & product held for sale		12,565	14,212
		13,227	48,332

Inventories are stated at the lower of cost and net realisable value on a 'first in first out' basis. Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

Note 13. Other assets

		2017 $	2016 $
Prepayments		7,263	4,074

Deferred expenses paid are initially recognised as prepayments and are subsequently amortised to profit or loss over the period of their expected benefit.

Note 14. Available-for- sale financial assets

		2017 $	2016 $
Term deposit		50,985	-
Ordinary shares in unlisted entity		-	99,731
		50,985	99,731

Term deposit is recognised at amortised cost.

Ordinary shares in unlisted entity are equity securities recognised at fair value.

	Note	Consolidated 2017 $	2016 $
Note 15. Property, plant & equipment			
3D printing equipment - at cost		1,457,963	90,498
Accumulated depreciation		(414,930)	(24,605)
		1,043,033	65,893
IT & computer equipment - at cost		-	7,063
Accumulated depreciation		-	(2,296)
		-	4,767
Office equipment - at cost		-	2,203
Accumulated depreciation		-	(108)
		-	2,095
Leasehold improvements - at cost		-	-
Accumulated depreciation		-	-
		-	-
Factory tooling & equipment - at cost		-	8,621
Accumulated depreciation		-	(483)
		-	8,138
Photogrammetry equipment - at cost		21,200	-
Accumulated depreciation		(2,811)	-
		18,389	-
		1,061,422	80,893

Plant and equipment is stated at historical cost less accumulated depreciation and impairment. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Depreciation is calculated on a straight-line basis to write off the net cost of each item of property, plant and equipment (excluding land) over their expected useful lives as follows:

	2017	2016
3D printing equipment	2.5 years	4 years
IT & computer equipment	2.5 years	3 years
Office equipment	15 years	15 years
Leasehold improvements	5 years	5 years
Factory tooling & equipment	15 years	15 years
Photogrammetry equipment	5 years	-

The residual values, useful lives and depreciation methods are reviewed, and adjusted if appropriate, at each reporting date.

Note 15. Property, plant & equipment (continued)

Reconciliations of the written down values at the beginning and end of the current and previous financial year are set out below:

Consolidated	Note	3D printing equipment $	IT & compter equipment $	Office equipment $	Leasehold improvements $	Factory tooling & equipment $	Photogrammetry equipment $	Total $
Balance at 1 July 2015		35,478	-	-	-	1,240	-	36,718
Additions		52,699	7,063	2,203	-	7,361	-	69,326
Disposals		-	-	-	-	-	-	-
Depreciation expense		(22,284)	(2,296)	(108)		(463)	-	(25,151)
Transfers		-	-	-	-	-	-	-
Balance at 30 June 2016		65,893	4,767	2,095	-	8,138	-	80,893
Additions		1,386,051	29,849	2,865	187,494	20,444	-	1,626,703
Share-based capital additions		60,000	1,171	-	-	-	40,296	101,467
Disposals		(13,853)	(25,547)	(4,720)	(17,517)	(27,300)	(17,513)	(106,450)
Depreciation expense		(430,197)	(9,620)	(240)	(68,896)	(1,282)	(4,394)	(514,629)
Impairment expense		(24,861)	(620)	-	(101,081)	-	-	(126,562)
Transfers		-	-	-	-	-	-	-
Balance at 30 June 2017		1,043,033	-	-	-	-	18,389	1,061,422

Refer to note 29 for further information on property, plant and equipment secured under finance leases.

Note 16. Intangibles

	Note	Consolidated 2017 $	2016 $
Goodwill		-	539,346
Impairment		-	(539,346)
Exclusive marketing rights		44,135	-
Accumulated amortisation		(27,606)	-
		16,529	-

Reconciliations of the written down value at the beginning and end of the current and previous financial years are set out below:

	2017 $	2016 $
Balance at beginning of the year	-	539,346
Additions	44,135	-
Amortisation expense	(27,606)	-
Impairment	-	(539,346)
	16,529	-

Goodwill arises on the acquisition of a business. Goodwill is not amortised, but is tested annually for impairment, and is carried at cost less accumulated impairment losses. Impairment losses on goodwill are taken to profit or loss and are not subsequently reversed.

Costs associated with exclusive marketing rights are deferred and amortised on a straight-line basis over the period of their expected benefit.

Note 17. Trade and other payables

	2017 $	2016 $
Trade payables	638,181	637,400
Accrued expenses	48,004	123,172
Other payables	29,938	142,609
	716,123	903,181

These amounts represent liabilities for goods and services provided to the consolidated entity prior to the end of the financial year and which are unpaid. Due to their short-term nature they are measured at amortised cost and are not discounted. The amounts are unsecured and are usually paid within 30 days of recognition.

Refer to note 23 for further information on financial instruments.

	Note	Consolidated 2017 $	2016 $
Note 18. Borrowings			
Current			
Corporate credit card liabilities		39,520	-
Lease liabilities		119,599	-
Advances from associated entities		-	123,000
Debt facility		999,930	-
		1,159,049	123,000
Non current			
Lease liabilities		108,628	-
		1,267,677	123,000

Borrowings are initially recognised at the fair value of the consideration received, net of transaction costs, and subsequently measured at amortised cost using the effective interest method.

Finance leases are capitalised at the present value of minimum lease payments. Lease payments are allocated between the principal component of the lease liability and the finance costs, so as to achieve a constant rate of interest on the remaining balance of the liability.

Refer to note 23 for further information on financial instruments.

On 31 March 2017, the consolidated entity secured access to a debt facility of $1,000,000. Interest is paid monthly in arrears at a rate of 15% per annum based on the balance drawn. However, in the event of default, interest is retrospectively payable at a rate of 20%. The facility is secured by a floating charge over the assets of the consolidated entity.

Finance lease liabilities are secured by rights to specific 3D printing assets, which will revert to the lessor in the event of default.

Unrestricted access was available at the reporting date to the debt facility as follows:

	2017 $	2016 $
Unused	70	-
Used	999,930	-
	1,000,000	-

	Note	Consolidated 2017 $	Consolidated 2016 $
Note 19. Employee benefits			
Current		57,667	23,209
Non-current		10,783	-
		68,450	23,209

Liabilities for wages and salaries, including non-monetary benefits, annual leave and long service leave expected to be settled wholly within 12 months of the reporting date are measured at the amounts expected to be paid when the liabilities are settled.

The liability for annual leave and long service leave not expected to be settled within 12 months of the reporting date are measured at the present value of expected future payments to be made in respect of services provided by employees up to the reporting date. Consideration is given to expected future wage and salary levels, experience of employee departures and periods of service. Expected future payments are discounted using market yields at the reporting date on corporate bonds with terms to maturity and currency that match, as closely as possible, the estimated future cash outflows.

Note 20. Share capital

	Note	Number of shares	$
Balance at 1 July 2015		29,450,001	851,001
Movement		-	-
Balance at 30 June 2016		29,450,001	851,001
Shares in 333D Holdings Pty Ltd exchanged at acquisition date		(29,450,001)	-
Shares in 333D Ltd on issue at acquisition date		364,392,861	-
Shares issued to transaction facilitators		16,666,665	333,333
Shares issued to vendors of 333D Holdings Pty Ltd		354,166,648	3,399,657
Capital raising costs		-	(256,440)
Shares issued to vendor of exclusive rights to market Doob technology		15,000,000	145,602
Balance at 30 June 2017		750,226,174	4,473,153

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

Ordinary shares entitle the holder to participate in dividends and the proceeds on the winding up of the company in proportion to the number of and amounts paid on the shares held. The fully paid ordinary shares have no par value and the company does not have a limited amount of authorised capital.

On a show of hands every member present at a meeting in person or by proxy shall have one vote and upon a poll each share shall have one vote.

	Note	Consolidated 2017 $	Consolidated 2016 $
Note 21. Reserves			
Share option reserve	8	1,606,250	-
Performance share reserve	33	513,875	-
		2,120,125	-

The share option reserve is used to recognise the cost of options issued for transaction facilitation.

The performance share reserve is used to recognise the cost of performance shares issued to employees and other parties.

Note 22. Acquisition of 333D Limited

On 18 August 2016, 333D Limited acquired 333D Holdings Pty Ltd through a scrip-for-scrip exchange. 100% of the share capital of 333D Holdings Pty Ltd was exchanged for 354,166,648 shares in 333D Limited. The effect of this transaction was that the shareholders of 333D Holdings Pty Ltd held 67.38% of the combined entity, and therefore 333D Holdings Pty Ltd was determined to be the acquirer and 333D Limited the subsidiary for accounting purposes.

Under AASB 3 Business Combinations, the acquisition does not meet the definition of a business combination as the activities of 333D Limited at the date of acquisition did not represent a business. The transaction has therefore been accounted for using the principles of reverse acquisition accounting by analogy. The transaction has been accounted for by reference to AASB 2 Share Based Payments as a share-based payment for the purposes of obtaining a stock-exchange listing. Applying the reverse acquisition method of accounting, following the acquisition, the consolidated financial statements are required to represent the continuation of the financial statements of 333D Holdings Pty Ltd.

The acquisition date fair value of the net assets of 333D Limited, being the acquired entity for accounting purposes, was as follows:

	$
Assets	
Cash and cash equivalents	3,528,499
Trade and other receivables	18,000
Other assets	3,736
Trade and other payables	(274,475)
	3,275,760

The fair value of consideration given by 333D Limited to the shareholders of 333D Holdings Pty Ltd was:

Share capital issued	3,399,657
	3,399,657
Amount recognised as ASX listing expense	
Fair value of consideration for acquisition*	3,399,657
Fair value of net assets acquired	(3,275,760)
	123,897

*This consideration must be valued at fair value, using the most reliable measure available in accordance with the fair value hierarchy in AASB 13 *Fair Value Measurement* .

As an unlisted entity, a reliable measure of fair value for 333D Limited shares was not available. However, 333D Limited has, in a related transaction, issued ordinary shares for a cash price of $0.02 each. This represents an orderly arms-length transaction between market participants, and is therefore considered the most reliable indicator of fair value available. The fair value of 333D Limited's shares issued in consideration has therefore been determined by reference to the fair value of the 333D Limited shares acquired. The deemed acquisition cost is therefore $0.02 multiplied by the 169,982,832 shares in the combined entity held by former 333D Limited shareholders. This gives an acquisition consideration price of $3,399,657.

Note 23. Financial instruments

Financial risk management objectives

The consolidated entity's activities expose it to a variety of financial risks: market risk (including foreign currency risk, and interest rate risk), credit risk and liquidity risk. The consolidated entity's overall risk management program focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the financial performance of the consolidated entity. The consolidated entity uses different methods to measure different types of risk to which it is exposed. These methods include sensitivity analysis in the case of interest rate, foreign exchange and other price risks, and ageing analysis for credit risk.

Risk management is directed by the Board of Directors ('the Board'). This direction includes identification and analyses of the risk exposure of the consolidated entity and appropriate procedures, controls and risk limits.

Market risk

Foreign currency risk

The consolidated entity undertakes certain transactions denominated in foreign currency and is exposed to foreign currency risk through foreign exchange rate fluctuations.

In order to protect against exchange rate movements, the consolidated entity has a policy of settling outstanding foreign currency denominated transactions as quickly as possible to minimise its exposure to exchange rate movements.

The carrying amount of the consolidated entity's foreign currency denominated financial assets and financial liabilities at the reporting date were as follows:

		Consolidated	
		2017	**2016**
	Note	**$**	**$**
Liabilities			
US dollars		11,641	-
Euros		130,001	-
		141,642	-

Price risk

The consolidated entity is not exposed to any significant price risk.

Interest rate risk

The consolidated entity's main interest rate risk arises from its borrowings. Borrowings obtained at fixed rates expose the consolidated entity to fair value risk. The policy is to maintain approximately 100% of current borrowings at fixed rates to mitigate interest rate risk. Consequently, the consolidated entity has negligible interest rate risk exposure.

Note 23. Financial instruments (continued)

Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the consolidated entity. The maximum exposure to credit risk at the reporting date to recognised financial assets is the carrying amount, net of any provisions for impairment of those assets, as disclosed in the statement of financial position and notes to the financial statements. The consolidated entity does not hold any collateral.

Liquidity risk

Liquidity risk management requires the consolidated entity to maintain sufficient liquid assets and available borrowing facilities to be able to pay debts as and when they become due and payable.

The consolidated entity manages liquidity risk by maintaining adequate cash reserves drawing on borrowing facilities to match forecast cash flows.

With the exception of the contractual cash flows associated lease liabilities disclosed at Note 29, the remainder of financial liabilities have contractual maturity dates within 1 year.

	Note	2017 $	2016 $
Note 24. Parent entity information			
Set out below is the supplementary financial information of the parent entity, 333D Ltd (T3D):			
Statement of profit or loss and other comprehensive income			
Loss after income tax		(2,875,468)	(464,612)
Total comprehensive income		(2,875,468)	(464,612)
Statement of financial position			
Total current assets		3,282,755	2,379,141
Total assets		6,733,397	2,379,141
Total current liabilities		482,202	2,610,627
Total liabilities		590,829	2,610,627
Equity			
Issued capital		10,154,826	2,997,719
Reserves		2,250,887	-
Retained earnings		(3,387,676)	(3,229,205)
Total equity		9,018,037	(231,486)

Contingent liabilities

The parent entity had no contingent liabilities as at 30 June 2017 and 30 June 2016.

Accounting policies

The accounting policies of the parent entity are consistent with those of the consolidated entity, as disclosed, except for the following:

- Investments in associates are accounted for at cost, less any impairment, in the parent entity
- Investments in subsidiaries are accounted for at cost, less any impairment, in the parent entity

Note 25. Interests in subsidiaries

The consolidated financial statements incorporate the assets, liabilities and results of the following wholly-owned subsidiaries in accordance with the accounting policy described in note 1:

	Ownership interest	
	2017	**2016**
	%	**%**
333D Holdings Pty Ltd	100%	100%
3D Group Pty Ltd*	-	-
3D Industries Pty Ltd	100%	100%

All entities listed above are incorporated in Australia.

* 333D Limited has control over 3D Group Pty Ltd as the company has the ability to effect any returns through its power to direct the activities of 3D Group Pty Ltd.

Note 26. Key management personnel and related party disclosures

The aggregate compensation made to directors and other members of key management personnel of the consolidated entity is set out below:

	Consolidated	
	2017	**2016**
	$	**$**
Short-term benefits	369,268	180,635
Post-employement benefits	14,535	9,500
Long-term benefits	2,845	1,859
Share-based payments	101,000	-
	487,648	191,994

Other than payment of the director fees disclosed above to director-related entities, no transactions with related parties occurred (2016: nil).

Note 27. Remuneration of auditors

During the financial year the following fees were paid or payable for services provided by RSM Australia Partners, the auditor of the company:

Audit or review of the financial statements	67,800	18,500

Note 28. Contingencies

The consolidated entity did not have contingent assets at balance date (2016: nil).

The consolidated entity did not have contingent liabilities at balance date (2016: nil).

	Note	Consolidated 2017 $	Consolidated 2016 $

Note 29. Commitments

Operating lease commitments

	2017 $	2016 $
Committed at the reporting date but not recognised as liabilities, payable:		
Within one year	142,526	132,750
One to five years	23,870	166,397
More than five years	-	-
	166,396	299,147

Operating lease commitments represent contracted amounts for office and factory premises under non-cancellable operating leases. On renewal, the terms of the leases are renegotiated.

Finance lease commitments

	2017 $	2016 $
Committed at the reporting date and recognised as liabilities, payable:		
Within one year	140,242	-
One to five years	115,309	-
More than five years	-	-
	255,551	-
Future finance charges	(27,324)	-
	228,227	-

Commitments and contingencies are disclosed net of the amount of GST recoverable from, or payable to, the Australian Taxation Office.

Note 30. Earnings per share

	2017 Number	2016 Number
Weighted average number of ordinary shares used in calculating earnings per share	667,004,492	29,450,001

Basic earnings per share is calculated by dividing the profit attributable to the owners of 333D Limited, by the weighted average number of ordinary shares outstanding during the financial year.

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account the dilutive potential ordinary shares and the weighted average number of shares assumed to have been issued for no consideration in relation to dilutive potential ordinary shares.

	Note	Consolidated 2017 $	Consolidated 2016 $
Note 31. Cash flow reconciliation			
Loss after income tax for the year		(5,633,141)	(1,071,117)
Adjusted for non-cash items:			
Depreciation and amortisation		542,235	25,151
Impairment		241,707	544,096
Net gain (loss) on disposal of assets		105,676	-
Foreign exchange differences		-	-
Share-based payments		2,577,355	-
Changes in assets and liabilities, net of movements arising from share-based payments:			
(Increase)/decrease in trade and other receivables		5,709	247,409
(Increase)/decrease in inventories		35,105	(48,332)
(Increase)/decrease in other assets		547	348,049
Increase/(decrease) in trade and other payables		(921,639)	256,766
Increase/(decrease) in employee benefits		45,241	(5,593)
Net cash flow from operating activities		(3,001,205)	296,428

Note 32. Events after the reporting date

On 10 July 2017, the consolidated entity resolved to cease its manufacturing and education operations with the expectation of reducing future operational expenditures in the order of $100,000 per month.

On 21 July 2017, the company successfully completed the placement of 105,000,000 ordinary shares with exempt investors for total cash consideration of $525,000.

No other matter or circumstance has arisen since 30 June 2017 that has significantly affected, or may significantly affect the consolidated entity's operations, the results of those operations, or the consolidated entity's state of affairs in future financial years.

Note 33. Share-based payments

On 18 August 2016, pursuant to the Share Sale and Puchase Agreement dated 30 July 2017, 48,750,000 performance shares were issued as set out below:

Grant date	Vesting date	Balance at start of year	Granted	Exercised	Expired/ forfeited	Balance at end of year
18-Aug-16	18-Aug-16	-	27,500,000	-	-	27,500,000
18-Aug-16	18-Aug-16	-	21,250,000	-	-	21,250,000
		-	48,750,000	-	-	48,750,000
Weighted average exercise price			0.02			0.02

No share-based payments were made in the comparative period.

Set out below are the options over ordinary shares issued and exercisable at the end of the financial year:

Grant date	Vesting date	Expiry date	Strike price	2017 #	2016 #
18-Aug-16	18-Aug-16	18-Feb-18	0.020	125,000,000	
18-Aug-16	18-Aug-16	18-Aug-18	0.024	62,500,000	-
				187,500,000	-

The weighted average remaining contractual life of options outstanding at the end of the financial year was was 0.81 years (2016: N/a)

The valuation model inputs used to determine the the fair value of options (above) granted during the financials were as follows:

Grant date	Expiry date	Exercise price	Expected volatility	Dividend yield	Risk free rate	Fair value
18-Aug-16	18-Feb-18	0.020	90.00%	0.00%	1.79%	1,062,500
18-Aug-16	18-Aug-18	0.024	90.00%	0.00%	1.79%	543,750
						1,606,250

On 2 March 2017, pursuant to the Sale and Purchase of Assets Agreement dated 17 February 2017, 15,000,000 ordinary shares were issued as consideration for assets acquired. In accordance with AASB 2 *Share-based payment* , the fair value of $145,602 ascribed to these ordinary shares was determined with reference to the fair value of the assets acquired.

In the directors' opinion:

a) the attached financial statements and notes comply with the *Corporations Act 2001* , the Accounting Standards, the *Corporations Regulations 2001* and other mandatory professional reporting requirements;

b) the attached financial statements and notes comply with International Financial Reporting Standards as issued by the International Accounting Standards Board as described in note 1 to the financial statements;

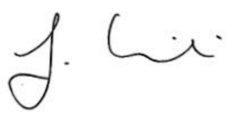
c) the attached financial statements and notes give a true and fair view of the consolidated entity's financial position as at 30 June 2017 and of its performance for the financial year ended on that date; and

d) there are reasonable grounds to believe that the company will be able to pay its debts as and when they become due and payable.

The directors have been given the declarations required by section 295A of the Corporations Act 2001.

Signed in accordance with a resolution of directors made pursuant to section 295(5)(a) of the *Corporations Act 2001* .

On behalf of the directors.



John Conidi
Executive Chairman

21 August 2017
Melbourne

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INDEPENDENT AUDITOR'S REPORT
TO THE MEMBERS OF 333D LIMITED

Opinion

We have audited the financial report of 333D Limited (the Company) and its controlled entities (the consolidated entity), which comprises the consolidated statement of financial position as at 30 June 2017, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies, and the directors' declaration.

In our opinion the accompanying financial report of the consolidated entity is in accordance with the *Corporations Act 2001*, including:

(i) giving a true and fair view of the consolidated entity's financial position as at 30 June 2017 and of its financial performance for the year then ended; and

(ii) complying with Australian Accounting Standards and the *Corporations Regulations 2001.*

Basis for Opinion

We conducted our audit in accordance with Australian Auditing Standards. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Report* section of our report. We are independent of the consolidated entity in accordance with the auditor independence requirements of the *Corporations Act 2001* and the ethical requirements of the Accounting Professional and Ethical Standards Board's APES 110 *Code of Ethics for Professional Accountants* (the Code) that are relevant to our audit of the financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

We confirm that the independence declaration required by the *Corporations Act 2001,* which has been given to the directors of the Company, would be in the same terms if given to the directors as at the time of this auditor's report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Related to Going Concern

We draw attention to Note 3 in the financial report, which indicates that the consolidated entity incurred a net loss of $5,633,141 during the year ended 30 June 2017 and, as of that date, the consolidated entity's current liabilities exceeded its current assets by $1,593,959. As stated in Note 3, these events or conditions, along with other matters as set forth in Note 3, indicate that a material uncertainty exists that may cast significant doubt on the consolidated entity's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial report of the current period. These matters were addressed in the context of our audit of the financial report as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. In addition to the matter described in the Material Uncertainty Related to Going Concern section, we have determined the matters described below to be the key audit matters to be communicated in our report

Key Audit Matter	How our audit addressed this matter
Accounting for acquisition Refer to Note 22 in the consolidated financial statements	
During the year, the Company acquired 333D Holdings Pty Ltd ("333D") pursuant to a share sale agreement, through a scrip-for-scrip exchange. We identified the acquisition as a key audit matter due to the complexity and judgment involved in the accounting for this transaction. The effect of this transaction was that the shareholders of 333D hold 67.38% in the combined entity, and therefore 333D has been determined to be the accounting acquirer and the Company the accounting subsidiary. Furthermore, the acquisition did not meet the definition of a business combination under AASB 3 *Business Combinations* as the activities of 333D limited at the date of acquisition did not represent a business. By analogy, whilst not in the scope of AASB 3, the transaction has been accounted for using the principles of reverse acquisition accounting set out in that standard. The acquisition of 333D is technically complex from an accounting perspective and involves significant management judgment in determining the acquiring entity, the fair value of consideration paid, and whether the accounting acquiree meets the definition of a business under AASB 3 *Business Combinations.*	Our audit procedures in relation to the accounting for acquisition included: • reviewing the Share sale agreement in order to obtain an understanding of the transaction and the related accounting considerations; • critically evaluating management's determination that 333D was the acquiring entity, and that the acquired entity did not meet the definition of a business • challenging the key assumptions used by management in determining the accounting treatment, the fair value of consideration paid, having consideration of the various related documents and agreements as well as the requirements of the Australian Accounting Standards; • inspecting management's support for the fair values of assets and liabilities acquired as part of the transaction and testing the reasonableness of the assumptions and inputs used in determining the fair value of consideration paid; and • assessing the appropriateness of financial statement disclosures in relation to the acquisition.

Other Information

The directors are responsible for the other information. The other information comprises the information included in the consolidated entity's annual report for the year ended 30 June 2017, but does not include the financial report and the auditor's report thereon.

Our opinion on the financial report does not cover the other information and accordingly we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial report, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial report or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of the Directors for the Financial Report

The directors of the Company are responsible for the preparation of the financial report that gives a true and fair view in accordance with Australian Accounting Standards and the *Corporations Act 2001* and for such internal control as the directors determine is necessary to enable the preparation of the financial report that gives a true and fair view and is free from material misstatement, whether due to fraud or error.

In preparing the financial report, the directors are responsible for assessing the ability of the consolidated entity to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the consolidated entity or to cease operations, or have no realistic alternative but to do so.

Auditor's Responsibilities for the Audit of the Financial Report

Our objectives are to obtain reasonable assurance about whether the financial report as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the Australian Auditing Standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this financial report.

A further description of our responsibilities for the audit of the financial report is located at the Auditing and Assurance Standards Board website at: www.auasb.gov.au/auditors_responsibilities/ar2.pdf . This description forms part of our auditor's report.

Report on the Remuneration Report

Opinion on the Remuneration Report

We have audited the Remuneration Report included in pages 9 to 14 of the directors' report for the year ended 30 June 2017.

In our opinion, the Remuneration Report of 333D Limited for the year ended 30 June 2017, complies with section 300A of the *Corporations Act 2001.*

Responsibilities

The directors of the Company are responsible for the preparation and presentation of the Remuneration Report in accordance with section 300A of the *Corporations Act 2001.* Our responsibility is to express an opinion on the Remuneration Report, based on our audit conducted in accordance with Australian Auditing Standards.

RSM AUSTRALIA PARTNERS

R B MIANO
Partner

Melbourne, Victoria
22 August 2017

ASX ADDITIONAL INFORMATION

Additional information required by the Australian Securities Exchange Limited Listing Rules and not disclosed elsewhere in this report is set out below. The information was applicable as at 11 September 2017.

A. Distribution of Equity Securities

Analysis of numbers of security holders by size of holding:

Distribution	Number of shareholders	Number of Shares
1 – 1,000	52	22,689
1,001 – 5,000	233	420,704
5,001 – 10,000	31	216,585
10,001- 100,000	448	22,394,763
More than 100,000	419	832,171,433
Totals	**1,183**	**855,226,174**

There were 611 shareholders holding less than a marketable parcel of ordinary shares. There were no listed options.

B. Substantial Shareholders

An extract of the Company's Register of Substantial Shareholders (who hold 5% or more of the issued capital) is set out below:

Shareholder Name	Number of Shares	%
Tannen Investments Pty Ltd	119,924,226	14.02%
Talisman Capital Pte Ltd	110,338,846	12.90%
Perco Group Pty Ltd <FSP A/C>	69,528,152	8.13%
Baker 4 Pty Ltd <Baker 4 A/C>	50,100,000	5.86%

C. Twenty Largest Shareholders

The names of the twenty largest holders of quoted shares are listed below:

	Shareholder Name	Number of Shares	%
1	Tannen Investments Pty Ltd	119,924,226	14.02%
2	Talisman Capital Pte Ltd	110,338,846	12.90%
3	Perco Group Pty Ltd <FSP A/C>	69,528,152	8.13%
4	Baker 4 Pty Ltd <Baker 4 A/C>	50,100,000	5.86%
5	Seventh Avenue Investments Pty Ltd <Seventh Avenue A/C>	37,137,096	4.34%
6	Triple Three Investments Pty Ltd	30,245,483	3.54%
7	Lax Consulting Pte Ltd	24,052,064	2.81%
8	Australian Executor Trustees Ltd <No 1 Account>	18,800,000	2.20%
9	Dejan Popovski	18,039,048	2.11%
10	Poutakidis Super Fund Pty Ltd < Poutakidis Super>	17,437,747	2.04%
11	Christopher David Wilks	15,000,000	1.75%
12	Street Capital Partners Pty Ltd	13,973,775	1.63%
13	Idinoc Pty Ltd <Conidi Family A/C>	11,382,285	1.33%
14	Clemenza Pty Ltd	11,000,000	1.29%
15	CPS Control Systems Pty Ltd <Ian Campbel S/F A/C>	10,000,000	1.17%
16	Celtic Capital Pty Ltd <Celtic Capital A/C>	10,000,000	1.17%
17	Clemenza Pty Ltd	8,418,222	0.98%
18	Karen Thomas	7,000,000	0.82%
19	Paul Richard Fielding	6,000,000	0.70%
20	Trident Capital Pty Ltd	5,555,555	0.65%
	Total	**593,932,499**	**69.44%**

ASX ADDITIONAL INFORMATION

D. Unquoted Securities

Unlisted Options - $0.02; 18 February 2018	
Number of Options	125,000,000
Number of Holders	1
Holders with more than 20%	Street Capital Partners Pty Ltd – 100%

Unlisted Options - $0.024; 18 August 2018	
Number of Options	62,500,000
Number of Holders	1
Holders with more than 20%	Street Capital Partners Pty Ltd – 100%

Class A Performance Shares	
Number of Class A Performance Shares	27,500,000
Number of Holders	6
Holders with more than 20%	Talisman Capital Pte Ltd – 27.27% King Spades Limited - 27.27%

Class B Performance Shares	
Number of Class B Performance Shares	21,250,000
Number of Holders	6
Holders with more than 20%	Talisman Capital Pte Ltd – 23.5% King Spades Limited – 23.5% Lax Consulting Pte Ltd – 23.5%

E. Voting Rights

In accordance with the Company's Constitution, voting rights in respect of ordinary shares are on a show of hands whereby each member present in person (or representing a corporation who is a member) shall have one vote and upon a poll, each share will have one vote.

F. On-market buy-back

There is no current on-market buy-back.

ASX ADDITIONAL INFORMATION

G. Restricted Securities

Shares – voluntary escrowed 12 months to 2 March 2018	
Number of Shares	15,000,000

Shares – escrowed 24 months to 24 August 2018	
Number of Shares	211,076,675

Unlisted Options - escrowed 24 months to 24 August 2018	
Unlisted Options ($0.02; expiring 18/02/18)	125,000,000
Unlisted Options ($0.024; expiring 18/08/18)	62,500,000

Class A Performance Shares - escrowed 24 months to 24 August 2018	
Number of Class A Performance Shares	27,500,000

Class B Performance Shares - escrowed 24 months to 24 August 2018	
Number of Class B Performance Shares	21,250,000

H. Details Performance Shares

Each of the 27,500,000 Class A Performance Shares and 21,250,000 Class B Performance Shares will convert to one (1) fully paid ordinary share upon satisfaction of the relevant Milestone. Accordingly, the Class A Performance Milestone will be achieved if the Company or any subsidiaries of the Company achieve aggregate gross revenue of $5 million in the 4 years commencing from 25 August 2016, being the date the Company was readmitted to quotation on ASX after re-compliance with Chapters 1 and 2 of the Listing Rules. The Class B Performance Milestone will be achieved if the Company or any subsidiaries of the Company achieve aggregate gross revenue of $8 million in the 4 years commencing from 25 August 2016, being the date the Company was readmitted to quotation on ASX after re-compliance with Chapters 1 and 2 of the Listing Rules.

The Performance Shares were issued on 18 August 2016. No Performance Shares were converted or cancelled during the period. No performance milestones were met during the period.

I. ASX Listing Rule 4.10.19 Confirmation

The Directors of 333D Limited confirm in accordance with ASX Listing Rule 4.10.19 that during the period from reinstatement to 30 June 2017, the Company has used its cash, and assets that are readily convertible to cash, in a way consistent with its business objectives.

CORPORATE GOVERNANCE

The Company continued to follow best practice recommendations as set out by 3rd edition of the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations. Where the Company has not followed best practice for any recommendation, explanation is given in the Corporate Governance Statement which is available on the Company's website at http://333d.com.au/corp-gov/