

Form 603
Corporations Act 2001
Section 671B

Notice of initial substantial holder

To: Company Name/Scheme 333D Limited

ACN/ARSN 118 159 881

1. Details of substantial holder (1)

Name Frank Pertile

ACN/ARSN (if applicable)

The holder became a substantial holder on 18 / 08 / 16

2. Details of voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
Fully paid ordinary shares (ORD)	72,278,153	72,278,153	9.83%

3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
Perco Group Pty Ltd <FSP A/C>	Indirect	72,278,153 ORD

4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holders of relevant interest	Registered holder of Securities	Person entitled to be registered as a holder (8)	Class and number of securities
Perco Group Pty Ltd <FSP A/C>	Perco Group Pty Ltd <FSP A/C>	Perco Group Pty Ltd <FSP A/C>	72,278,153 ORD

5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
Perco Group Pty Ltd <FSP A/C>	18/08/16	-	(1)	65,361,486 ORD
Perco Group Pty Ltd <FSP A/C>	18/08/16	\$50,000 (2)	-	4,166,666 ORD
Perco Group Pty Ltd <FSP A/C>	06/08/15 & 17/10/15	\$33,000 (3)	-	2,750,000 ORD

- (1) 65,361,486 ORD shares were issued as consideration for the acquisition of 333D Pty Ltd.
(2) 4,166,666 ORD Shares were issued on conversion of Convertible Notes.
(3) 2,750,000 ORD Shares issued as part of the Company's Placements.

6. Associates

The reasons the person named in paragraph 3 above and associates of the substantial holder are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
Frank Pertile	Director, Shareholder and Beneficiary

7. Addresses

The addresses of persons named in this form are as follows:

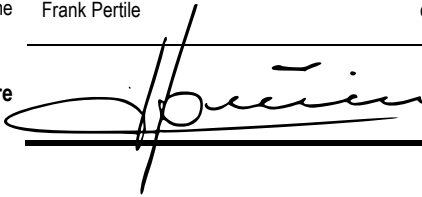
Name	Address
Frank Pertile	C/- 4/435 Williamstown Road, Port Melbourne VIC 3207

Signature

print name Frank Pertile

capacity Director

sign here



date 31 / 08 / 2016

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