

For personal use only

# 333D Limited

ACN 118 159 881

# Prospectus

## Offer

For an offer of 10 Shares at an issue price of \$0.005 (**Offer**).

## Cleansing

This Prospectus has been prepared primarily for the purposes of section 708A(11) of the Corporations Act to remove any trading restrictions on the sale of certain Shares issued on or prior to the Closing Date.

## Important notice

This Prospectus is a transaction specific prospectus issued in accordance with section 713 of the Corporations Act. This is an important document that should be read in its entirety. Please read the instructions in this document and on the accompanying Application Form regarding acceptance of the Offer. If you do not understand this document you should consult your professional adviser without delay. The securities offered by this Prospectus should be considered highly speculative.

## TABLE OF CONTENTS

IMPORTANT INFORMATION	2
CORPORATE DIRECTORY	3
1. DETAILS OF THE OFFER	4
2. EFFECT OF THE OFFER	7
3. RISK FACTORS	7
4. ADDITIONAL INFORMATION	12
5. DIRECTORS' AUTHORISATION	18
6. DEFINITIONS	19

For personal use only

## IMPORTANT INFORMATION

### NOTICE

This Prospectus is issued by 333D Limited 118 159 881 (Company).

The Prospectus is dated 21 July 2017 and a copy of this Prospectus was lodged with ASIC on that date. Neither ASIC nor ASX take responsibility for the contents of this Prospectus or the merits of the investment to which the Prospectus relates.

This Prospectus is a transaction specific prospectus for an offer of continuously quoted securities (as defined in the Corporations Act) and has been prepared in accordance with section 713 of the Corporations Act.

No Shares will be issued pursuant to this Prospectus later than 13 months after the date of this Prospectus.

Persons wishing to apply for Shares pursuant to the Offer must do so using the Application Form attached to or accompanying this Prospectus. Before applying for Shares investors should carefully read this Prospectus so that they can make an informed assessment of the rights and liabilities attaching to the Shares, the assets and liabilities of the Company, its financial position and performance, profits and losses, and prospects.

Any investment in the Company should be considered highly speculative. Applicants should read this Prospectus in its entirety and persons considering applying for Shares pursuant to this Prospectus should obtain professional advice.

No person is authorised to give any information or to make any representation in relation to the Offer which is not contained in this Prospectus. Any such information or representations may not be relied upon as having been authorised by the Directors.

### PROSPECTUS AVAILABILITY

ASIC has confirmed that the Corporations Act allows distribution of an electronic prospectus and electronic application form on the basis of a paper prospectus lodged with ASIC, and the publication of notices referring to an electronic prospectus or electronic application form, subject to compliance with certain conditions.

A copy of this Prospectus can be downloaded from the Company's website at [www.333d.com.au](http://www.333d.com.au). There is no facility for online applications. Any person accessing the electronic version of this Prospectus for the purpose of making an investment in the Company must be an Australian resident and must only access this Prospectus from within Australia.

The Corporations Act prohibits any person passing onto another person an Application Form unless it is attached to a hard copy of this Prospectus or it accompanies the complete and unaltered version of this Prospectus. Any

person may obtain a hard copy of this Prospectus free of charge by contacting the Company on +61 8 6211 5099.

### RISK FACTORS

Before deciding to invest in the Company, investors should read the entire Prospectus and in particular, in considering the prospects of the Company, investors should consider the risk factors that could affect the financial performance and assets of the Company. Investors should carefully consider these factors in light of personal circumstances (including financial and taxation issues). The Shares offered by this Prospectus should be considered highly speculative. Refer to Section 3 details relating to risk factors.

### PUBLICLY AVAILABLE INFORMATION

Information about the Company is publicly available and can be obtained from ASIC and ASX (including ASX's website at [www.asx.com.au](http://www.asx.com.au)). The contents of any website or ASIC or ASX filing by the Company are not incorporated into this Prospectus and do not constitute part of the Offer. This Prospectus is intended to be read in conjunction with the publicly available information in relation to the Company which has been notified to ASX. Investors should therefore have regard to the other publicly available information in relation to the Company before making a decision whether or not to invest in Shares or the Company.

### FINANCIAL AMOUNTS

All references in this Prospectus to "\$", "AUD", "dollars" or "cents" are references to Australian currency unless otherwise stated.

Any discrepancies between the totals and sums of components in tables contained in this Prospectus are due to rounding.

### DEFINITIONS AND TIME

A number of terms and abbreviations used in this Prospectus have defined meanings which are set out in Section 6.

All references to time relate to the time in Perth, Western Australia unless otherwise stated or implied.

### GOVERNING LAW

This Prospectus and the contracts that arise from the acceptance of the applications under this Prospectus are governed by the law applicable in Western Australia and each applicant submits to the exclusive jurisdiction of the courts of Western Australia.

# CORPORATE DIRECTORY

## DIRECTORS

John Conidi  
Executive Chairman

Frank Pertile  
Managing Director

David Wheeler  
Non-Executive Director

## COMPANY SECRETARY

Nicki Farley

## REGISTERED OFFICE

Level 24, St Martin's Tower  
44 St George's Terrace

Tel: +61 8 6211 5099  
Fax: +61 8 9218 8875

## WEBSITE

[www.333d.com.au](http://www.333d.com.au)

## ASX CODE

T3D

## SHARE REGISTRY

Security Transfer Australia Pty Ltd  
770 Canning Highway  
Applecross WA 6153

Tel: +61 8 9315 2333  
Fax: +61 8 9315 2233

## AUDITOR

RSM Australia Partners  
Level 21, 55 Collins Street  
Melbourne VIC 3000

## LEGAL ADVISER

Price Sierakowski Corporate  
Level 24, 44 St Georges Terrace  
Perth WA 6000

# 1. DETAILS OF THE OFFER

## 1.1 OVERVIEW

The Company is making an offer of 10 Shares at an issue price of \$0.005. The Offer is open to persons by invitation from the Company only.

## 1.2 PURPOSE OF THE OFFER

As the Company is only offering 10 Shares at an issue price of \$0.005, the primary purpose of the Offer is not to raise capital.

On or about the date of this Prospectus, the Company intends to issue 105,000,000 Shares at an issue price of \$0.005 each to Exempt Investors to raise \$525,000 before costs (**Placement**). The Placement was announced to ASX on 17 July 2017.

Generally, section 707(3) of the Corporations Act requires that a prospectus is issued in order for a person to whom securities were issued without disclosure under Part 6D of the Corporations Act to offer those securities for sale within 12 months of their issue.

Relevantly, section 708A(11)(b) provides that a sale offer does not need disclosure to investors if:

- the relevant securities are in a class of securities of the company that are already quoted on the ASX;
- a prospectus is lodged with ASIC either:
  - on or after the day on which the relevant securities were issued (section 708A(11)(b)(i)); or
  - before the day on which the relevant securities are issued and offers of securities that have been made under the prospectus are still open for acceptance on the day on which the relevant securities were issued (section 708A(b)(ii)); and
- the prospectus is for an offer of securities issued by the company that are in the same class of securities as the relevant securities.

Accordingly, the primary purpose of this Prospectus is to remove any trading restrictions that may attach to Shares issued by the Company on or before the Closing Date under the Placement.

Any issue of Shares under the Placement is not being undertaken by the Company for the purpose of the recipients selling or transferring the Shares. However, the Directors consider that the persons who are issued Shares should be entitled, if they wish, to on-sell their shares prior to the expiry of 12 months after being issued (subject to any escrow arrangements).

## 1.3 TIMETABLE

The indicative timetable for the Offer is as follows:

Event	Date
Lodgement of this Prospectus with ASIC and ASX	21 July 2017
Opening Date	21 July 2017
Closing Date	25 July 2017

The above dates are indicative only and may be subject to change. The Directors reserve the right to vary these dates, including the Closing Date, without prior notice but subject to any applicable requirements of the Corporations Act or the Listing Rules. This may include extending the Offer or accepting late acceptances, either generally or in particular cases.

#### **1.4 RIGHTS AND LIABILITIES ATTACHING TO SHARES**

The Share to be issued pursuant to this Offer is of the same class and will rank equally in all respects with the existing Shares on issue. The rights and liabilities attaching to Shares are further described in Section 4.2.

#### **1.5 MINIMUM SUBSCRIPTION**

There is no minimum subscription for the Offer.

#### **1.6 APPLICATIONS**

An Application under the Offer may only be made by persons on invitation from the Company. The Application Form must be completed in accordance with the instructions set out on the back of the form.

Application Forms must be delivered or mailed together with a cheque on or before the Closing Date to Level 24, 44 St Georges Terrace, Perth WA 6000.

#### **1.7 OVERSEAS INVESTORS**

This Prospectus does not constitute an offer or invitation in any place in which, or to any person to whom, it would not be lawful to make such an offer or to extend such an invitation. No action has been taken to register this Prospectus or otherwise to permit an offering of Shares in any jurisdiction outside Australia. It is the responsibility of non-Australian resident investors to obtain all necessary approvals and comply with all relevant regulations for the issue to them of Shares offered pursuant to this Prospectus. Return of a duly completed Application Form will constitute a representation and warranty that there has been no breach of such regulations.

#### **1.8 CHESS AND ISSUER SPONSORSHIP**

The Company operates an electronic CHESS sub-register and an electronic issue sponsored sub-register. These two sub-registers will make up the Company's register of shares.

The Company will not issue certificates to security holders. Rather, holding statements (similar to bank statements) will be dispatched to security holders as soon as practicable after allotment. Holding statements will be sent either by CHESS (for security holders who elect to hold Shares on the CHESS sub-register) or by the Company's Share Registry (for security holders who elect to hold their Shares on the issuer sponsored sub-register). The statements will set out the number of Shares allotted under this Prospectus and the Holder Identification Number (for security holders who elect to hold Shares on the CHESS sub register) or Shareholder Reference Number (for security holders who elect to hold their shares on the issuer sponsored sub-register). Updated holding statements will also be sent to each security holder following the month in which the balance of their security holding changes, and also as required by the Listing Rules and the Corporations Act.

#### **1.9 PRIVACY DISCLOSURE**

Persons who apply for Shares pursuant to this Prospectus are asked to provide personal information to the Company, either directly or through the Share Registry. The Company and the Share Registry collect, hold and use that personal information to assess applications for Shares, to provide facilities and services to Shareholders, and to carry out various administrative functions. Access to the information collected may be provided to the Company's agents and service providers and to ASX, ASIC and other regulatory bodies on the basis that they deal with such information in accordance with the relevant privacy laws. If the information requested is not supplied, applications for Shares will not

be processed. In accordance with privacy laws, information collected in relation to specific Shareholders can be obtained by that Shareholder through contacting the Company or the Share Registry

## **1.10 TAXATION**

It is the responsibility of all investors to satisfy themselves of the particular taxation treatment that applies to them in relation to the Offer, by consulting their own professional tax advisors. The Company and the Directors do not accept any liability or responsibility in respect of the taxation consequences of the matters referred to in this Prospectus.

## **1.11 ENQUIRIES**

This document is important and should be read in its entirety. Persons who are in any doubt as to the course of action to be followed should consult their stockbroker, solicitor, accountant or other professional advisor without delay. Questions relating to the Offer can be directed to the Company on +61 8 6211 5099.

For personal use only

## 2. EFFECT OF THE OFFER

### 2.1 FINANCIAL POSITION

After paying the expenses of the Offer of approximately \$5,000 (exclusive of GST), there will be no net proceeds from the Offer. The expenses of the Offer will be met from the proceeds of the Placement.

The material effect of the Offer on the Company's financial position will be a net decrease in cash held of approximately \$5,000 (exclusive of GST).

### 2.2 CAPITAL STRUCTURE

The effect of the Offer on the Company's capital structure is set out below.

Capital structure	Existing	Completion
Existing Shares	750,226,174	750,226,174
Shares under the Placement	-	105,000,000
Shares under the Offer	-	10
<b>Total Shares</b>	<b>750,226,174</b>	<b>855,226,184</b>
Options exercisable at \$0.02; expiring 18 February 2018	125,000,000	125,000,000
Options exercisable at \$0.024; expiring 18 August 2018	62,500,000	62,500,000
Class A Performance Shares <sup>1</sup>	27,500,000	27,500,000
Class B Performance Shares <sup>2</sup>	21,250,000	21,250,000
<b>Fully diluted share capital</b>	<b>986,476,174</b>	<b>1,091,476,184</b>

**Notes:**

1. Each Class A Performance Share converts to one Share upon the Company or any of its subsidiaries achieving 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 ASX Listing Rules.
2. Each Class B Performance Share converts to one Share upon the Company or any of its subsidiaries achieving 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 ASX Listing Rules.

### 2.3 CONTROL

The Offer will not have a material impact on control of the Company.

## 3. RISK FACTORS



Activities in the Company and its controlled entities, as in any business, are subject to risks, which may impact on the Company's future performance. The Company and its controlled entities have implemented appropriate strategies, actions, systems and safeguards for known risks, however, some are outside its control.

The Directors consider that the following summary, which is not exhaustive, represents some of the major risk factors which Shareholders need to be aware of in evaluating the Company's business and risks of increasing your investment in the Company. Shareholders should carefully consider the following factors in addition to the other information presented in this Prospectus.

The principal risks include, but are not limited to, the following:

## **3.1 SPECIFIC RISKS**

### **3.1.1 COMMERCIALISATION RISK**

The Company suspended commercialising its own 3D printer products as per ASX announcement dated 10 July 2017. The Company was not able to successfully commercialise its 3D printer products as it was unable to attract sufficient sales volume through its distribution channels. The Company is now in the process of commercialising 3D On Demand (3d printing as a service) and 3d capture services and products, and will look to do this by commercialising and integrating its 3D printing technology into wholesale, traditional bricks and mortar retail and online channels. There is a risk that the Company will not be able to successfully commercialise its 3D products and services by being unable to attract sufficient sales volume via these distribution channels.

### **3.1.2 COMPETITION AND NEW TECHNOLOGIES**

The industry in which the Company is involved is subject to increasing domestic and global competition which is fast-paced and fast-changing. While the Company will undertake all reasonable due diligence in its business decisions and operations, the Company will have no influence or control over the activities or actions of its competitors, whose activities or actions may positively, or negatively affect the operating and financial performance of the Company's business. For instance, the constant new printing technology being developed such as Carbon's CLIP and Desktop Metal may render obsolete some of the printing technologies that underpins the Company's 3d on demand business models as they may no longer be fast enough or cost competitive. In that case, the Company's revenues and profitability could be adversely affected.

### **3.1.3 COMPETITIVE MARKETPLACE**

Competition in the 3D printing on demand space is fragmented with several large participants but many smaller businesses who only offer limited printing modalities. The industry is seeing a growing number of newer market entrants. Newer entrants seek to gain market share via crowd funding campaigns, aggressive pricing strategies and focused digital marketing strategies.

### **3.1.4 RESEARCH AND COLLABORATION AGREEMENTS**

The Company is likely to require the use of both internal and external expertise to improve, upgrade and refine the user experience for 3D printer users. The Company will need to carefully manage the issue of background intellectual property rights and any sharing of intellectual property as a result of R&D collaborations.

### **3.1.5 SPECIFIC REPUTATIONAL RISKS**

The Company operates in a fast-changing environment, and negative publicity can spread quickly, whether true or false. Negative comments by disgruntled customers about the Company may have a disproportionate effect on the Company's reputation and its ability to earn revenues and profits. Additionally, complaints by such customers can lead to additional regulatory scrutiny and a consequential increase compliance burden in responding to regulatory inquiries. This could negatively impact on the Company's profitability.

### **3.1.6 RELIANCE ON KEY PERSONNEL**

The recent development of the business of the Company has been in large part due to the talent, effort, experience and leadership of its senior management team, in particular the leadership of the Company's senior management including Mr John Conidi as Executive Chairman and Frank Pertile as Managing Director. There is no assurance that the Company will be able to retain the services of such persons.

### **3.1.7 CUSTOMER SERVICE RISK**

Customers may need to engage with the Company's customer service personnel in certain circumstances. For instance, if a customer has a question about the services or products provided by the Company, or if there is a dispute between a customer and the Company. The Company needs to recruit and retain staff with interpersonal skills sufficient to respond appropriately to customer services requests. Poor customer service experiences may result in the loss of customers. If the Company loses key customer service personnel, or fails to provide adequate training and resources for customer service personnel, this could lead to adverse publicity, litigation, regulatory inquiries and/or a decrease in customers, all of which may negatively impact on the Company's revenue.

### **3.1.8 LIQUIDITY AND DILUTION RISK**

Upon completion of the Company's re-compliance with Chapters 1 and 2 of the ASX Listing Rules, a significant portion of the Shares on issue were subject to escrow restrictions imposed by the Listing Rules. Some investors may consider there to be an increased liquidity risk if a large portion of the issued capital of the Company is unable to be traded freely for a period of up to 24 months.

### **3.1.9 SUPPLIER RISK**

The Company currently has an exclusive supplier agreement with Doob Group AG. The exclusive nature of the agreement ends on 31 August 2017 at that point 333D has the right to end the agreement if it fulfills certain obligations. There is no guarantee that 333D will extend the exclusive nature of the Doob agreement. The risk includes that a potential competitor may enter the market utilising the Doob technology which may adversely impact our business.

### **3.1.10 OUTSOURCING RISK**

The Company outsources to consultants for expert advice and contractors for research and development, marketing support, customer service support, quality control services, design and other services. There is no guarantee that such experts or organisations will be available as required or will meet expectations.

### **3.1.11 LIABILITY CLAIMS**

The Company may be exposed to liability claims if its services are provided in fault and/or cause harm to its customers. As a result, the Company may have to expend significant financial and managerial resources to defend such claims. If a successful claim is made against the Company, it may be fined or sanctioned and its reputation and brand may be negatively impacted, which could adversely affect its business prospects, financial condition and results of operation.

### **3.1.12 ACQUISITION AND INTEGRATION RISKS**

The Company may engage in acquisitions or investments that could disrupt our business, cause dilution to our shareholders and harm our financial condition and results of operations. In connection with these acquisitions or investments, the Company may:

- issue forms of equity that would dilute our existing shareholders' percentage of ownership;
- incur debt and assume liabilities; and/or
- incur amortisation expenses related to intangible assets or incur large and immediate write-offs.

If the Company completes an acquisition or investment, the Company cannot assure that it will ultimately strengthen our competitive position or that it will be viewed positively by customers, suppliers, employees, financial markets or investors. Furthermore, future acquisitions or investments could pose numerous additional risks to our operations, including:

- problems integrating the purchased business, products, services or technologies;
- challenges in achieving strategic objectives, cost savings and other anticipated benefits;
- increases to our expenses;
- the assumption of significant liabilities that exceed the limitations of any applicable indemnification provisions or the financial resources of any indemnifying party;
- inability to maintain relationships with key customers, vendors and other business partners of our current or acquired businesses;
- diversion of management's attention from their day-to-day responsibilities;
- difficulty in maintaining controls, procedures and policies during the transition and integration;
- entrance into marketplaces where we have no or limited prior experience and where competitors have stronger marketplace positions;
- potential loss of key employees; and
- historical financial information may no longer be representative or indicative of our results as a combined company.

Alternatively, while certain acquisitions or investments may be of strategic importance for the execution of the Company's business plan, the Company may not ultimately be able to complete such acquisitions or investments on favourable terms, or at all, which may in turn materially affect the Company's ability to grow or even cause loss of market share, and could have a material adverse effect on the Company's business, financial condition and results of operations.

## **3.2 GENERAL RISKS**

### **3.2.1 GENERAL ECONOMIC CLIMATE**

Factors such as inflation, currency fluctuation, interest rates and supply and demand have an impact on operating costs, and stock market prices. The Company's future revenues and securities price may be affected by these factors, which are beyond the Company's control.

### **3.2.2 FUTURE CAPITAL NEEDS AND ADDITIONAL FUNDING**

Further funding may be required by the Company to support its ongoing activities and operations. There can be no assurance that such funding will be available on satisfactory terms or at all. Any inability to obtain funding will adversely affect the business and financial condition of the Company and consequently its performance.

### **3.2.3 CHANGES IN LEGISLATION AND GOVERNMENT REGULATION**

Government legislation in Australia or any other relevant jurisdiction, including changes to the taxation system, may affect future earnings and relative attractiveness of investing in the Company. Changes in government policy or statutory changes may affect the Company and the attractiveness of an investment in it.

### **3.2.4 GLOBAL CREDIT AND INVESTMENT MARKET**

Global credit, commodity and investment markets have recently experienced a high degree of uncertainty and volatility. The factors which have led to this situation have been outside the control of the Company and may continue for some time resulting in continued volatility and uncertainty in world stock markets (including the ASX). This may impact the price at which the Company's Shares trade regardless of operating performance, and affect the Company's ability to raise additional equity and/or debt to achieve its objectives, if required.

### **3.2.5 EXCHANGE RATE RISK**

If the Australian dollar falls in relation to the exchange rate where the product or service is sourced from, then since the Company's financial statements are prepared in Australian dollars, this may impact its performance and position.

#### **3.2.6 UNFORESEEN RISK**

There may be other risks which the Directors are unaware of at the time of issuing this Prospectus which may impact on the Company, its operation and/or the valuation and performance of the Company's Shares.

#### **3.2.7 COMBINATION OF RISKS**

The Company may not be subject to a single risk. A combination of risks, including any of the risks outlines in this Section could affect the performance valuation, financial performance and prospects of the Company.

#### **3.2.8 UNFORESEEN EXPENDITURE RISK**

Expenditure may need to be incurred that has not been taken into account in the preparation of this Prospectus. Although the Company is not aware of any additional expenditure requirements, if such expenditure is subsequently incurred, this may adversely affect the expenditure proposals of the Company.

#### **3.2.9 SHAREMARKET CONDITIONS**

The market price of the Company's Securities may be subject to varied and unpredictable influences on the market for equities.

### **3.3 INVESTMENT SPECULATIVE**

The above list of risk factors ought not to be taken as exhaustive of the risks faced by the Company or by investors in the Company. The above factors, and others not specifically referred to above, may in the future materially affect the financial performance of the Company and the value of the Shares offered under this Prospectus. Therefore, the Shares to be issued pursuant to this Prospectus carry no guarantee with respect to the payment of dividends, returns of capital or the market value of those Shares. Potential investors should consider that the investment in the Company is speculative and should consult their professional adviser before deciding whether to apply for Shares pursuant to this Prospectus.

## 4. ADDITIONAL INFORMATION

### 4.1 CONTINUOUS DISCLOSURE OBLIGATIONS

As the Company is admitted to the official list of ASX, the Company is a “disclosing entity” for the purposes of the Corporations Act. As such, it is subject to regular reporting and disclosure obligations. Specifically, like all listed companies, the Company is required to continuously disclose to the market any information it has which a reasonable person would expect to have a material effect on the price or the value of the Company’s securities.

Price sensitive information is publicly released through ASX before it is disclosed to Shareholders and market participants. Distribution of other information to Shareholders and market participants is also managed through disclosure to ASX. In addition, the Company posts information on its website after the ASX confirms an announcement has been made, with the aim of making the information readily accessible to the widest audience.

By virtue of section 713 of the Corporations Act, the Company is entitled to issue a “transaction-specific” prospectus in respect of the Offer.

In general terms, a “transaction-specific prospectus” is only required to contain information in relation to the effect of the issue of securities on the Company and the rights and liabilities attaching to the securities. It is not necessary to include general information in relation to all of the assets and liabilities, financial position and performance, profits and losses or prospects of the issuing company.

As a disclosing entity under the Corporations Act, the Company states that:

- (a) it is subject to regular reporting and disclosure obligations;
- (b) copies of documents lodged with ASIC in relation to the Company may be obtained from, or inspected at, an office of ASIC; and
- (c) it will provide a copy of each of the following documents, free of charge, to any person on request between the date of issue of this Prospectus and the Closing Date:
  - (i) the annual financial report of the Company for the financial year ended 2016;
  - (ii) any half-year financial report of the Company lodged with ASIC after the lodgement of the annual financial report referred to in paragraph (i) above and before the lodgement of this Prospectus with ASIC; and
  - (iii) all continuous disclosure notices given by the Company after the lodgement of the annual financial report referred to in paragraph (i) above and before the lodgement of this Prospectus with ASIC (see below).

There is no information which has been excluded from a continuous disclosure notice in accordance with the Listing Rules that investors or their professional advisers:

- (a) would reasonably require for the purpose of making an informed assessment of:
  - (i) the assets and liabilities, financial position and performance, profits and losses and prospects of the Company; and
  - (ii) the rights and liabilities attaching to the securities the subject of this Prospectus; and
- (b) would reasonably expect to find in this Prospectus.

This Prospectus contains information specific to the Offer. If investors require further information in relation to the Company, they are recommended to take advantage of the opportunity to inspect or obtain copies of the documents referred to above.

The following announcements have been lodged with the ASX in respect of the Company since the lodgement of the annual financial report for the year ended 30 June 2016.

Date	Title
19/07/2017	Company Presentation
17/07/2017	Sophisticated Investor Placement
10/07/2017	Market Update
28/04/2017	Quarterly Report and Appendix 4C
28/04/2017	333D Partners with Sports Marketing Agency TLA Worldwide
31/03/2017	333D Secures \$1M Debt Facility
02/03/2017	Appendix 3B
01/03/2017	Appendix 4D and Half Year Accounts
20/02/2017	333D Secures Exclusive Rights to Doob
16/02/2017	333D partners with The Big Freeze Worldwide
09/02/2017	Appointment of Education Program Development Manager
31/01/2017	Company Update and Appendix 4C - quarterly
24/01/2017	333D's Printers to Use CreoPop Patented Photopolymer Inks
30/11/2016	Response to ASX Price and Volume Query
22/11/2016	Confirmation of Change of Auditor
22/11/2016	Results of Annual General Meeting
07/11/2016	Supplier Agreement with Specialist Technology Reseller
01/11/2016	Company Update and Appendix 4C - quarterly
27/10/2016	General Manager Appointment
21/10/2016	Notice of Annual General Meeting
30/09/2016	Appendix 4G

## 4.2 RIGHTS AND LIABILITIES ATTACHING TO THE SHARES

The following is a general description of the more significant rights and liabilities attaching to the Shares. This summary is not exhaustive. Full details of provisions relating to rights attaching to the Shares are

contained in the Corporations Act, Listing Rules and the Constitution, a copy of which is available for inspection at the Company's registered office during normal business hours.

(a) **Ranking of Shares**

At the date of this Prospectus, all shares are of the same class and rank equally in all respects. Specifically, the Shares issued pursuant to this Prospectus will rank equally with existing Shares.

(b) **Voting rights**

Subject to any rights or restrictions, at general meetings:

- every Shareholder present and entitled to vote may vote in person or by attorney, proxy or representative; and
- has one vote on a show of hands; or
- has one vote for every share held, upon a poll.

(c) **Dividend rights**

Shareholders will be entitled to dividends, distributed among members in proportion to the capital paid up, from the date of payment. No dividend carries interest against the company and the declaration of Directors as to the amount to be distributed is conclusive.

Shareholders may be paid interim dividends or bonuses at the discretion of the Directors. The Directors may set aside a sum out of the profits of the Company, as reserves, before recommending dividends of the profits.

(d) **Variation of rights**

The rights attaching to the Shares may only be varied by the consent in writing of the holders of three-quarters of the Shares, or with the sanction of a special resolution passed at a general meeting.

(e) **Transfer of Shares**

Shares can be transferred upon delivery of a proper instrument of transfer to the Company. The instrument of transfer must be in writing, in the approved form, and signed by the transferor and the transferee. Until the transferee has been registered, the transferor is deemed to remain the holder, even after signing the instrument of transfer.

In some circumstances, the Directors may refuse to register a transfer if upon registration the transferee will hold less than 100 shares or a marketable parcel. The Board may refuse to register a transfer of shares upon which the Company has a lien.

(f) **General meetings**

Shareholders are entitled to be present in person, or by proxy, attorney or representative to attend and vote at general meetings of the Company.

The Directors may convene a general meeting at their discretion. If there are not sufficient Directors capable of acting to form a quorum, the Directors who are capable of acting or any five members of the Company may convene a general meeting.

(g) **Unmarketable parcels**

The Company's Constitution provides for the sale of unmarketable parcels subject to any applicable laws and provided a notice is given to the minority shareholders stating that the Company intends to sell their relevant Shares unless an exemption notice is received by a specified date.

(h) **Rights on winding up**

If the Company is wound up, the liquidator may with the sanction of special resolution, divide the assets of the Company amongst members as the liquidator sees fit. If the assets are insufficient to repay the whole of the paid up capital of members, they will be distributed in such a way that the losses borne by members are in proportion to the capital paid up.

### 4.3 INTERESTS OF DIRECTORS, EXPERTS AND ADVISERS

Other than as set out below or elsewhere in this Prospectus, no Director or proposed Director, expert, promoter, underwriter or other person named in this Prospectus who has performed a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Prospectus, holds at the date of this Prospectus, or has held in the 2 years prior to the date of this Prospectus, an interest in:

- the formation or promotion of the Company;
- property acquired or proposed to be acquired by the Company in connection with its formation or promotion, or in connection with the Offer; or
- the Offer,

and no amount (whether in cash, Shares or otherwise) has been paid or agreed to be paid, nor has any benefit been given or agreed to be given, to any such persons for services in connection with the formation or promotion of the Company or the Offer.

Further, other than as disclosed in this Prospectus, no existing or proposed Director holds at the date of this Prospectus, or has held in the 2 years prior to the date of this Prospectus, an interest in:

- the formation or promotion of the Company;
- property acquired or proposed to be acquired by the Company in connection with its formation or promotion, or in connection with the Offer; or
- the Offer,

and no amount (whether in cash, Shares or otherwise) has been paid or agreed to be paid, nor has any benefit been given or agreed to be given, to an existing or proposed Director for services in connection with the formation or promotion of the Company or the Offer, or to induce them to become, or qualify as, a Director.

#### 4.3.1 DIRECTORS' SECURITY HOLDINGS

The Directors' relevant interests in Shares, Options and Performance Shares as at the date of this Prospectus are as follows:

Director	Shares	Options	Performance Shares
John Conidi <sup>1</sup>	12,382,285	-	2,500,000 Class A 2,500,000 Class B



Frank Pertile <sup>2</sup>	72,278,152	-	2,500,000 Class A 2,500,000 Class B
David Wheeler <sup>3</sup>	2,836,108	-	-

#### Notes

1. Mr Conidi's Shares and Performance Shares are held in Idinoc Pty Ltd <Conidi Family Trust> an entity of which Mr Conidi is director, shareholder and beneficiary.
2. Mr Pertile's Shares and Performance Shares are held in Perco Group Pty Ltd <FSP A/C> - an entity of which Mr Pertile is a director, shareholder and beneficiary.
3. Mr Wheeler's Shares are held as follows – 725,000 Shares held by Pathways Capital Pty Ltd <Wheeler Super Fund A/C> and Shares 2,111,108 are held by Pathways Corporate Pty Ltd – entities of which Mr Wheeler is a director, shareholder and beneficiary.

#### 4.3.2 DIRECTORS' REMUNERATION

The remuneration paid or payable to Directors for the 2 financial years prior to the date of this Prospectus is as follows:

		Salary & Fees (Cash)	Share Based Payments (Performance Shares)	Annual Leave	Long-service Leave	Superannuation	Total <sup>c</sup>
John Conidi	2017	\$140,800	50,500	-	-	-	<b>\$191,300</b>
	2016	\$36,000	-	-	-	-	<b>\$36,000</b>
Frank Pertile	2017	\$153,000	50,500	\$7,091	\$2,845	\$14,535	<b>\$227,971</b>
	2016	\$100,000	-	\$4,635	\$1,859	\$9,500	<b>\$115,994</b>
David Wheeler	2017	\$68,377	-	-	-	-	<b>\$68,377</b>
	2016	\$40,000	-	-	-	-	<b>\$40,000</b>

#### 4.3.3 EXPERTS AND ADVISERS

Price Sierakowski Corporate has acted as the legal adviser to the Company in relation to the Offer. Fees payable to Price Sierakowski Corporate for these services are approximately \$5,000 plus GST. Price Sierakowski Corporate may receive further fees for additional work done determined on the basis of hours spent at its ordinary hourly rates.

#### 4.4 CONSENTS

Each of the parties referred to below:

- does not make the Offer;

- does not make, or purport to make, any statement that is included in this Prospectus, or a statement on which a statement made in this Prospectus is based, other than as specified below or elsewhere in this Prospectus;
- to the maximum extent permitted by law, expressly disclaims and takes no responsibility for any part of this Prospectus other than a reference to its name and a statement contained in this Prospectus with the consent of that party as specified below; and
- has given and has not, prior to the lodgement of this Prospectus with ASIC, withdrawn its consent to the inclusion of the statement in this Prospectus that are specified below in the form and context in which the statements appear.

Price Sierakowski Corporate has given and has not before lodgement of this Prospectus withdrawn its written consent to be named in this Prospectus as legal adviser to the Offer in the form and context in which it is named. Price Sierakowski Corporate has not authorised or caused the issue of this Prospectus and takes no responsibility for any part of this Prospectus other than references to its name.

Security Transfer Australia has given and has not before lodgement of this Prospectus withdrawn its written consent to be named in this Prospectus as the Share Registry in the form and context in which it is named. Security Transfer Australia has had no involvement in the preparation of any part of this Prospectus other than being named as the Share Registry. Security Transfer Australia has not authorised or caused the issue of this Prospectus and takes no responsibility for any part of this Prospectus other than references to its name.

#### 4.5 EXPENSES OF THE OFFER

The expenses of the Offer are expected to comprise the following amounts, which are exclusive of any GST payable by the Company:

Expense	Amount
Legal fees	\$5,000
ASIC fees	\$2,400
<b>Total</b>	<b>\$7,400</b>

#### 4.6 LITIGATION

As at the date of this Prospectus, neither the Company nor any of its subsidiaries is involved in any litigation that is material for the purposes of this Prospectus, and the Directors are not aware of any circumstances that might reasonably be expected to give rise to such litigation.

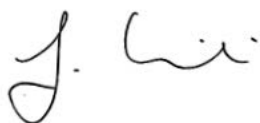
## 5. DIRECTORS' AUTHORISATION

July 21 2017

This Prospectus is issued by the Company and its issue has been authorised by a resolution of the Directors.

In accordance with section 720 of the Corporations Act, each Director has consented to the lodgement of this Prospectus with ASIC and has not withdrawn that consent.

Signed for and on behalf of 333D Limited.

A handwritten signature in black ink, appearing to read 'J. Conidi', is written over the text 'Signed for and on behalf of 333D Limited.'

**John Conidi**  
Executive Chairman

For personal use only

## 6. DEFINITIONS

**Application Form** means an application form attached to and forming part of this Prospectus.

**Application Monies** means the amount of money in dollars and cents payable for Shares at \$0.005 per Share pursuant to the Offer.

**ASIC** means the Australian Securities and Investments Commission.

**ASX** means ASX Limited ACN 008 624 691 or the Australian Securities Exchange, as the context requires.

**Board** means the board of Directors of the Company from time to time.

**Business Day** means a day on which banks are open for business in Perth, Western Australia excluding a Saturday, Sunday or public holiday.

**CHESS** means ASX Clearing House Electronic Sub-register System.

**Closing Date** means the date that the Offer closes which is 5.00pm (WST) on 25 July 2017 or such other time and date as the Directors determine.

**Company** or **333D** means 333D Limited ACN 118 159 881.

**Constitution** means the constitution of the Company.

**Corporations Act** means the *Corporations Act 2001* (Cth).

**Director** means a director of the Company.

**Exempt Investor** means a person who is a sophisticated investor or a professional investor for the purposes of section 708 of the Corporations Act.

**Listing Rules** means the official listing rules of ASX.

**Offer** means the offer of 10 Shares at an issue price of \$0.005 pursuant to this Prospectus.

**Opening Date** means the first date for receipt of completed Application Forms which is 9:00am (WST) on 21 July 2017 or such other time and date as the Directors determine.

**Placement** has the meaning given in Section 1.2.

**Prospectus** means this prospectus dated 21 July 2017.

**Share** means a fully paid ordinary share in the capital of the Company.

**Shareholder** means a holder of one or more Shares.

**Share Registry** means Security Transfer Australia Pty Ltd ACN 008 894 488. Trading as Security Transfer Australia

**WST** means Western Standard Time in Australia.



## Guide to the Application Form

This Application Form relates to the offer of Shares in 333D Limited pursuant to the Prospectus dated 21 July 2017. The expiry date of the Prospectus is the date which is 13 months after the date of the Prospectus. The Prospectus contains information about investing in the Shares of 333D Limited and it is advisable to read this document before applying for Shares. A person who gives another person access to this Application Form must at the same time and by the same means give the other person access to the Prospectus, and any supplementary prospectus (if applicable), and an Application Form on request and without charge.

Please complete all relevant sections of the Application Form using BLOCK LETTERS. These instructions are cross referenced to each section of the Application Form. Further particulars in the correct forms of registrable titles to use on the Application Form are contained in the table below.

- A Insert the number of Shares you wish to apply for. The application must be for a minimum of 10 Shares.
- B Insert the relevant account Application Monies. To calculate your Application Monies, add the number of Shares applied for multiplied by \$0.005.
- C Write the full name you wish to appear on the statement of shareholdings. This must be either your own name or the name of a company. Up to three joint applicants may register. You should refer to the table below for the correct forms of registrable title. Applicants using the wrong form of title may be rejected. Clearing House Electronic Sub-Register System (CHES) participants should complete their name and address in the same format as that presently registered in the CHES system.
- D Enter your Tax File Number (TFN) or exemption category. Where applicable please enter the TFN for each joint applicant. Collection of TFNs is authorised by taxation laws. Quotation for your TFN is not compulsory and will not affect your application.
- E Please enter your postal address for all correspondence. All communications to you from the Shares Registry will be mailed to the person(s) and address as shown. For Joint applicants, only one address can be entered.
- F Please enter your telephone number(s), area code, email address and contact name in case we need to contact you in relation to your application.
- G 333D Limited will apply to the ASX to participate in CHES, operated by ASX Settlement Pty Ltd, a wholly owned subsidiary of ASX Limited. In CHES, the Company will operate an electronic CHES subregister of securities holdings and an electronic issuer sponsored subregister of securities holdings. Together the two subregisters will make up the Company's principal register of securities. The Company will not be issuing certificates to applicants in respect of securities issued.

If you are CHES participant (or are sponsored by a CHES participant) and you wish to hold securities issued to you under this Application Form in uncertified form on the CHES subregister, complete section G or forward your Application Form to your sponsoring participant for completion of this section prior to lodgement. Otherwise, leave section G blank and on issue, you will be sponsored by the Company and an SRN will be allocated to you. For Further information refer to the relevant section of the Prospectus.

- H Please complete cheque details as requested.
- Make your cheque payable to "333D Limited" in Australian currency and cross it "Not Negotiable". Your cheque must be drawn on an Australian Bank, and the amount should agree with the amount shown in section B.
- Sufficient cleared funds should be held in your account, as cheques returned unpaid are likely to result in your Application Form being rejected.
- I Before completing the Application Form the applicant(s) should read the Prospectus to which the Application Form relates. By lodging the Application Form, the applicant(s) agrees that this Application Form is for shares in 333D Limited upon and subject to the terms of this Prospectus, and agrees to take any number of Shares equal to or less than the number of Shares indicated in section A that may be issued to the applicant(s) pursuant to the Prospectus and declares that all details and statements made are complete and accurate. It is not necessary to sign the Application Form.

**Lodgement of Application Forms:** Return your completed Application Form with cheque(s) attached to:

<b>Delivered to:</b> 333D Limited c/- Trident Capital Level 24, St Martin's Tower 44 St Georges Terrace PERTH WA 6000	<b>Posted to:</b> 333D Limited c/- Trident Capital PO Box Z5183 St Georges Terrace PERTH WA 6831
--	---

Application Forms must be received no later than 5.00pm (WST) on 25 July 2017 which may be changed immediately after the Opening Date at any time at the discretion of the Company.

### Correct form of Registrable Title

Note that only legal entities are allowed to hold Shares. Applications must be in the name(s) of a natural person(s), companies or other legal entities acceptable to Swift Networks Group Limited. At least one full given name and the surname are required for each natural person. The name of the beneficiary or any other non-registrable title may be included by way of an account designation if completed exactly as described in the example of correct forms of registrable title below:

Type of Investor	Correct form of Registrable Title	Incorrect form of Registrable Title
Individual - Use Names in full, no initials	Mr John Alfred Smith	JA Smith
Minor ( a person under the age of 18) Use the name of a responsible adult, do not use the name of a minor.	John Alfred Smith <Peter Smith>	Peter Smith
Company - Use Company title, not abbreviations	ABC Pty Ltd	ABC P/L ABC Co
Trusts - Use trustee(s) personal name(s), do not use the name of the trust	Mrs Sue Smith <Sue Smith Family A/C>	Sue Smith Family Trust
Deceased Estates - Use executor(s) person name(s), do not use the name of the deceased	Ms Jane Smith <Est John Smith A/C>	Estate of Late John Smith
Partnerships - Use partners personal names, do not use the name of the partnership	Mr John Smith & Mr Michael Smith <John Smith and Son A/C>	John Smith and Son