

APPENDIX 4E

Preliminary final report

1. Company details

Name of entity:	333D Limited (ASX: T3D)
ABN:	24 118 159 881
Reporting period:	Year ended 30 June 2022
Previous period:	Year ended 30 June 2021

2. Results for announcement to the market

				\$
Revenues and other income from ordinary activities	down	44%	to	266,235
Loss from ordinary activities after tax attributable to the members of 333D Limited	up	265%	to	(1,235,034)
Loss attributable to the members of 333D Limited	up	265%	to	(1,235,034)

Dividends

No dividend has been declared by the directors in respect of the current or the previous financial year.

Operational and financial review

The net loss attributable to members amounted to \$1,235,034 (30 June 2021: \$338,793 loss) for the year.

Operational update

The group has continued to follow its strategy of commercialising its 3D printing IP during the financial year. Overall, sales revenue has decreased by 44.6% to \$63,679 (2021: \$114,974), derived across three main revenue streams:

- the sale of figurines through the mini league platform,
- the sale of digital assets through its respective channels, and
- consulting work and the 3D printing of parts to customer specification

The group's loss after income tax for the financial year was \$1,235,034 (2021: loss of \$338,793).

The increase in the operating loss was mainly attributable to a lower volume of unit sales, partially offset by a substantial reduction in finance costs, following the repayment of borrowings.

Financial position

Net cash position has improved by \$316,524 during the financial year (2021: inflow of \$90,043).

As at 30 June 2022, the group had cash and cash equivalents of \$415,731 (2021: \$99,207) and total debt liabilities of \$0 (2021: \$300,000).

The group intends to continue to finance the operations through capital raising and debt funding when there is an opportunity to do so.

3. Net tangible asset (NTA) backing per share

	2022 Cents per share	2021 Cents per share
Net tangible assets per ordinary security	0.003	(0.05)

4. Control gained over entities

None

5. Loss of control over entities

On 8 August 2021, the Directors approved the deregistration of 3D Group Pty Ltd, an entity the Company had control over. On 30 August 2021, the Directors approved the deregistration of 3D Graphtech Industries Pty Ltd, an entity the Company had control over. The deregistrations have no impact on the financial position of the consolidated entity.

6. Details of associates and joint venture entities

	Percentage holding		Contribution to loss	
	2022	2021	2022	2021
	%	%	\$	\$
3D Graphtech Industries Pty Ltd (deregistered 30 August 2021)	-	50%	-	-
Profit (loss) from ordinary activities before income tax			-	-
Income tax on operating activities			-	-

7. Audit qualification or review

The accounts have been audited and the audit report contains material uncertainty for Going Concern. See note 3 of the notes to the accounts for 333D Limited and controlled entities financial report for year ended 30 June 2022.

8. Annual General Meeting

333D advises that its Annual General Meeting will be held on or about 30 November 2022. The time and other details relating to the meeting will be advised in the Notice of Meeting to be sent to all shareholders and released to ASX immediately after despatch.

9. Attachments

The Financial Report for the year ended 30 June 2022 is attached.

John Conidi
Executive Chairman
31 August 2022
Melbourne

333D Limited and controlled entities

ABN 24 118 159 881

Annual Report

for the year ended 30 June 2022

333D Limited and controlled entities

Directors' report

Year ended 30 June 2022

The directors present their report, together with the financial statements, consisting of 333D Limited (referred to hereafter as the 'Company', 'group' 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 2022.

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
Dr. Nigel Finch
Dr. Richard Petty

Principal activities

During the financial year the principal activity of the consolidated entity was the commercialisation of its 3D printing, 3D digital and research and development capabilities.

Dividends

No dividends were paid during the financial year.
No dividend has been declared for payment subsequent to balance date.

Operational and financial review

Operational update

The group has continued to follow its strategy of commercialising its 3D printing assets during the financial year. Overall, sales revenue has decreased by 44.6% to \$63,679 (2021: \$114,974), through a focus on three main revenue streams:

- the sales of figurines through the mini league platform,
- the sale of bobbleheads through its respective channels, and
- consulting work and the 3D printing of parts to customer specification

The group's loss after income tax for the financial year was \$1,235,034 (2021: loss of \$338,793).

The increase in the operating loss was mainly attributable to a lower volume of unit sales, partially offset by a substantial reduction in finance costs, following the repayment of borrowings.

Financial position

Net cash outflows from operations was an outflow of \$195,776 during the financial year (2021: inflow of \$90,043), and was funded by capital raising and the repayment of borrowings.

As at 30 June 2022, the group had cash and cash equivalents of \$415,731 (2021: \$99,207) and total debt liabilities of \$0 (2021: \$300,000).

The group intends to continue to finance the operations through capital raising and debt funding when there is an opportunity to do so.

Significant changes in the state of affairs

Apart from the above, and the matters stated in the Operational and Financial Review, there were no other significant changes in the affairs of the Company during the financial year.

333D Limited and controlled entities

Directors' report

Year ended 30 June 2022

Matters subsequent to the end of the financial year

No matter or circumstance has arisen since 30 June 2022 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. 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, FCPA
Experience and expertise:	Mr John Conidi has over 20 years experience developing, acquiring and managing businesses in healthcare and tech, with a focus on diagnostic imaging, 3D printing and AI. Mr Conidi 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:	EcoGraf Limited – 4 May 2015 – Current
Former directorships (last 3 years):	Nil
Special responsibilities:	Nil
Interests in shares:	485,012,027 ordinary shares
Interests in options:	Nil
Name:	Dr. Nigel Finch
Title:	Non Executive Director
Qualifications	MCom, LL.M, MBA, PhD, CA, FCPA, FGIA, FAICD
Experience and expertise:	Dr. Nigel Finch is a company director and advisor with experience working with early stage and emerging ASX-listed companies. He is managing director of Saki Partners which assists clients with strategy execution and financial performance. He is a Chartered Accountant and a Fellow of CPA Australia, the Governance Institute of Australia and the Australian Institute of Company Directors. Pursuant to <i>ASX Listing Rule 12.6</i> , Dr Finch has completed and passed an examination in an approved education course covering listing rule compliance matters.
Other current directorships:	Nil
Former directorships (last 3 years):	Animoca Brands Corporation Limited (ASX: AB1) resigned 30 June 2018 Mach7 Technologies Limited (ASX: M7T) resigned 3 August 2018
Interests in shares:	279,205,004 ordinary shares
Interests in options:	Nil
Contractual rights to shares:	Nil

333D Limited and controlled entities

Directors' report

Year ended 30 June 2022

Information on directors (continued)

Name:	Dr. Richard Petty
Title:	Non Executive Director
Qualifications	BCom, MCom, PhD, FCA, FCPA, FAICD
Experience and expertise:	Dr Richard Petty has served on a number of boards both public and private companies. He has advised on significant projects and investments across a wide range of industries. Dr. Petty has been professor at several universities. He holds several degrees, including a PhD. He is a Fellow of Chartered Accountants Australia and New Zealand, a Fellow of CPA Australia, and a Fellow of the Australian Institute of Company Directors. Dr. Petty has lived and worked in Asia for more than 20 years.
Other current directorships:	Egonex Group (NASDAQ.EQOS) - appointed 30 September 2020
Former directorships (last 3 years):	Ambition Group Limited (ASX:AMB) - delisted 30 September 2020 Magnis Energy Technologies Limited (ASX.MNS) - resigned 18 November 2021
Interests in shares:	184,222,223 ordinary shares
Interests in options:	Nil
Contractual rights to shares:	Nil

Company Secretary

Catherine O'Connor (appointed 10 January 2022) has extensive experience in assisting companies with their company secretarial and corporate governance needs. In addition, Catherine has experience in assisting with matters specific to equity capital markets, including public offerings and capital raisings. Catherine holds a Bachelor of Arts and Bachelor of Law and is a lawyer in Holding Redlich's Corporate & Commercial team.

Sally McDow (resigned 10 January 2022) is one of Australia's leading Corporate Governance & Culture experts with in-depth legal, business and corporate governance expertise providing training, advisory, whistleblowing program, company secretary support and ESG assessments to ASX listed, private and government organisations across Australia. Sally was admitted a solicitor in Australia in 1998 and holds a Masters of Business Administration Degree from Simon Fraser University in Canada. Sally holds a diploma of corporate governance from the Chartered Secretaries Institute, is a SAI Global designator internal auditor, graduate of the Australian Institute of Company Directors and has 20 years' experience managing culture, reputation and compliance issues across multiple sectors in Australia, North America and Europe. Ms McDow was appointed Company Secretary on 22 January 2021.

Meetings of Directors

The number of meetings of the company's Board of Directors and of each Board committee held during the year ended 30 June 2022, and the number of meetings attended by each director were:

	Attended	Held
John Conidi	12	.
Dr. Nigel Finch	12	12
Dr. Richard Petty	12	12

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 has considered that it should seek to enhance shareholders' interests by:

- having economic profit as a core component of plan design,
- focusing on sustained growth in shareholder wealth, consisting of 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 may receive performance rights or other incentives.

Remuneration report (audited) (continued)

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 8 November 2021, where the shareholders approved a maximum annual aggregate remuneration of \$400,000.

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 three 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 on the overall performance of the consolidated entity and comparable market remuneration.

Executives may receive their fixed remuneration in the form of cash, shares 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.

Consolidated entity performance and link to remuneration

Remuneration for certain individuals is directly linked to the performance of the consolidated entity. Any further cash bonus and incentive payments are at the discretion of the Board. Refer to the section *'Additional information'* overleaf 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 2022, 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 2022 Annual General Meeting ('AGM')

At the last AGM held on 22 February 2022, 99.8% of the votes received supported the adoption of the issue of performance rights to the directors for the year ended 30 June 2022. The company did not receive any specific feedback at the AGM regarding its remuneration practices.

333D Limited and controlled entities

Directors' report

Year ended 30 June 2022

Remuneration report (audited) (continued)

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
- Dr. Nigel Finch
- Dr. Richard Petty

Details of remuneration

	Short-term benefits		Post employment benefits	Long-term benefits	Share-based payments	Total
	Consultant fees & salary	Annual leave	Super	Long-service leave	Shares issued	
2022	\$	\$	\$	\$	\$	\$
John Conidi*	-	-	-	-	102,667	102,667
Dr. Nigel Finch*	-	-	-	-	102,667	102,667
Dr. Richard Petty*	-	-	-	-	93,333	93,333
	-	-	-	-	298,667	298,667

Shares issued to Mr John Conidi during the year comprised a share-based payment of \$102,667 for accrued director's fees to 30 June 2022 (FY22).

Shares issued to Dr Nigel Finch* during the year comprised a share-based payment of \$102,667 for accrued director's fees to 30 June 2022 (FY22). In addition, share-based payments to the value of \$66,950 were made to Saki Partners, a Company owned and controlled by Dr Nigel Finch, for the provision of accounting services in FY22.

Shares issued to Dr Richard Petty* during the year comprised a share-based payment of \$93,333 for accrued director's fees to 30 June 2022 (FY22).

*Payments to these directors were made to director-related entities.

333D Limited and controlled entities

Directors' report

Year ended 30 June 2022

Remuneration report (audited) (continued)

	Short-term benefits	Post employment benefits	Long-term benefits	Share-based payments	Total
	Consultant fees & salary	Annual leave	Super	Long-service leave	Shares issued
2021	\$	\$	\$	\$	\$
John Conidi*	-	-	-	-	55,000
Dr. Nigel Finch*	-	-	-	-	55,000
Dr. Richard Petty*	-	-	-	-	60,000
	-	-	-	-	170,000

Shares issued to Mr John Conidi during the year comprised an issue of shares to the value of \$22,000 in lieu of accrued director's fees to 30 June 2020 (FY20) as well as a share-based payment of \$55,000 for accrued director's fees to 30 June 2021 (FY21).

Shares issued to Dr Nigel Finch* during the year comprised an issue of shares to the value of \$13,200 in lieu of accrued director's fees to 30 June 2020 (FY20) as well as a share-based payment of \$55,000 for accrued director's fees to 30 June 2021 (FY21). In addition, share-based payments to the value of \$58,300 were made to Saki Partners, a Company owned and controlled by Dr Nigel Finch, for the provision of accounting services in FY20 and FY21.

Shares issued to Dr Richard Petty* during the year comprised an issue of shares to the value of \$30,000 in lieu of accrued director's fees to 30 June 2020 (FY20) as well as a share-based payment of \$60,000 for accrued director's fees to 30 June 2021 (FY21).

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

	Fixed remuneration		At risk - STI		At risk - LTI	
	2022	2021	2022	2021	2022	2021
John Conidi*	100%	100%	0%	0%	0%	0%
Dr. Nigel Finch*	100%	100%	0%	0%	0%	0%
Dr. Richard Petty*	100%	100%	0%	0%	0%	0%

Share-based compensation**Issue of shares**

Details of shares issued to directors and other key management personnel as part of compensation during the year ended 30 June 2022 are set out below:

Name	Date	Shares	Issue Price	\$
John Conidi	28/02/2022	68,444,454	\$ 0.0015	102,667
Dr. Nigel Finch	8/11/2021	31,777,778	\$ 0.0015	47,667
Dr. Nigel Finch	28/02/2022	36,666,667	\$ 0.0015	55,000
Dr. Richard Petty	8/11/2021	28,888,889	\$ 0.0015	43,333
Dr. Richard Petty	28/02/2022	33,333,334	\$ 0.0015	50,000

333D Limited and controlled entities

Directors' report

Year ended 30 June 2022

Remuneration report (audited) continued**Options**

The terms and conditions of each grant of options over ordinary shares affecting remuneration of directors and other key management personnel in this financial year or future reporting years are as follows:

Name	Number of options granted	Grant date	Vesting date and exercisable date	Expiry date	Exercise price	Fair value per option at grant date
John Conidi	50,000,000	23/11/2018	23/11/2018	31/12/2020	\$0.002	\$0.0009
Timothy Naylor	40,000,000	23/11/2018	23/11/2018	31/12/2020	\$0.002	\$0.0009
Dr. Nigel Finch	20,000,000	23/11/2018	23/11/2018	31/12/2020	\$0.002	\$0.0009

During the year, 80,000,000 options with a grant date of 28 February 2022 were issued to external parties. In the prior year, 110,000,000 unlisted options with a grant date of 23 November 2018 and an expiry date of 31 December 2020 lapsed unexercised by the directors. As at 30 June 2022, the Company has 80,000,000 options outstanding.

Additional information

The earnings of the consolidated entity for the five years to 30 June 2022 are summarised below:

	2022	2021	2020	2019	2018
	\$	\$	\$	\$	\$
Revenue	63,679	114,974	186,146	430,616	482,367
Net profit/(loss) after income tax	(1,235,034)	(338,793)	(598,091)	374,443	(2,488,387)
The factors that are considered to affect total shareholders return ('TSR') are summarised below:					
Share price at financial year end (\$)	0.002	0.002	0.001	0.001	0.002
Dividends declared (cents per share)	-	-	-	-	-
Basic EPS (cents per share)	(0.05)	(0.03)	(0.06)	0.04	(0.29)

Shareholding

The number of ordinary 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	Received as remun.	Additions	Disposals/ other	Balance at end of year
John Conidi	417,167,573	68,444,454	-	(600,000)	485,012,027
Dr. Nigel Finch	166,127,225	68,444,445	44,633,334	-	279,205,004
Dr. Richard Petty	122,000,000	62,222,223	-	-	184,222,223
	<u>705,294,798</u>	<u>199,111,122</u>	<u>44,633,334</u>	<u>(600,000)</u>	<u>948,439,254</u>

No options in the company are held by directors and other members of key management personnel of the consolidated entity, including their personally related parties.

333D Limited and controlled entities

Directors' report

Year ended 30 June 2022

Remuneration report (audited) continued

Shareholding

The number of performance shares in the company held during the financial year by directors 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	Received as remun.	Additions	Cancelled/ Lapsed	Balance at end of year
John Conidi	-	-	75,000,000	-	75,000,000
Dr. Nigel Finch	-	-	75,000,000	-	75,000,000
Dr. Richard Petty	-	-	50,000,000	-	50,000,000
	-	-	200,000,000	-	200,000,000

Performance shares vest on various dates and expire 15 years from vesting.

This concludes the remuneration report, which has been audited.

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 has not paid any premiums 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*.

Indemnity and insurance of 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.

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
31 August 2022
Melbourne

RSM Australia Partners

Level 21, 55 Collins Street Melbourne VIC 3000

PO Box 248 Collins Street West VIC 8007

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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 2022, 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

RSM AUSTRALIA PARTNERS

R J Morillo Maldonado

R J MORILLO MALDONADO

Partner

31 August 2022
Melbourne, Victoria

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RSM Australia Partners is a member of the RSM network and trades as RSM. RSM is the trading name used by the members of the RSM network. Each member of the RSM network is an independent accounting and consulting firm which practices in its own right. The RSM network is not itself a separate legal entity in any jurisdiction.

RSM Australia Partners ABN 36 965 185 036

Liability limited by a scheme approved under Professional Standards Legislation

333D Limited and controlled entities

Corporate Directory

Year ended 30 June 2022

Directors

Mr. John Conidi
Dr. Nigel Finch
Dr. Richard Petty

Company Secretary

Catherine O'Connor (appointed 10 Jan 2022)
Sally McDow (22 Jan 2021 - 10 Jan 2022)

Registered office

Level 8
555 Bourke Street
MELBOURNE VIC 3000

Principal place of business

34 Jimmy Place
LAVERTON NORTH VIC 3026

Share register

Automic Registry Services
Level 5, 126 Phillip Street
SYDNEY NSW 2000

Auditor

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

Solicitor

Gadens Lawyers
Level 13, 447 Collins Street
MELBOURNE VIC 3000

Banker

Westpac Banking Corporation Ltd
150 Collins Street
MELBOURNE VIC 3000

Stock exchange listing

333D Limited shares are quoted
on the Australian Securities
Exchange (ASX code: T3D)

Website

333d.co

Corporate Governance Statement

333d.co/investors

333D Limited and controlled entities

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As at 30 June 2022

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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

Level 8
555 Bourke Street
MELBOURNE VIC 3000

Principal place of business

34 Jimmy Place
LAVERTON NORTH VIC 3026

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 31 August 2022. 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

Year ended 30 June 2022

		Consolidated	
	Note	2022 \$	2021 \$
Income			
Revenue	5	63,679	114,974
Other income	6	202,556	360,858
		<u>266,235</u>	<u>475,832</u>
Expenses			
Raw materials and consumables used		(29,217)	(37,311)
Employee benefits expense	7	(98,311)	(102,443)
Occupancy expense		(28,575)	(25,683)
Administrative expense	7	(794,852)	(512,781)
Share based payment expense		(444,702)	-
Impairment expense		-	(2,240)
Other expenses		(94,954)	(11,295)
Finance costs	7	(10,658)	(122,872)
		<u>(1,501,268)</u>	<u>(814,626)</u>
Profit (loss) before income tax expense		(1,235,034)	(338,793)
Income tax expense	8	-	-
Profit (loss) after income tax expense for the year		(1,235,034)	(338,793)
Other comprehensive income		-	-
Total comprehensive income for the year		(1,235,034)	(338,793)
Profit (loss) for the year is attributable to:			
Owners of 333D Limited		(1,235,034)	(338,793)
Profit (loss) comprehensive income for the year is attributable to:			
Owners of 333D Limited		(1,235,034)	(338,793)
		Cents	Cents
Basic earnings per share	24	(0.05)	(0.03)
Diluted earnings per share	24	(0.05)	(0.03)

333D Limited and controlled entities

Statement of changes in equity

Year ended 30 June 2022

Consolidated	Notes	Issued Capital	Reserves	Retained Profits	Non-controlling Interest	Total Equity
Balance at 1 July 2021		7,458,595	-	(8,005,069)	-	(546,474)
Profit after income tax expense for the year		-	-	-	-	-
Other comprehensive income for the year, net of tax		-	-	(1,235,034)	-	(1,235,034)
Total comprehensive income for the year		7,458,595	-	(9,240,102)	-	(1,781,507)
Transactions with owners in their capacity as owners:		-	-	-	-	-
Contributions of equity, net of transaction costs	15	1,047,029	-	-	-	1,047,029
Option Issues		-	88,831	-	-	88,831
Performance rights issued		-	355,871	-	-	355,871
Share-based payments		365,617	-	-	-	365,617
Dividends paid		-	-	-	-	-
Balance at 30 June 2022		8,871,240	444,702	(9,240,102)	-	75,840

333D Limited and controlled entities

Statement of financial position

As at 30 June 2022

		Consolidated	
	Note	2022 \$	2021 \$
Assets			
Current assets			
Cash and cash equivalents	9	415,731	99,207
Trade and other receivables	10	15,433	27,843
Other assets	11	10,356	5,354
Total assets		<u>441,520</u>	<u>132,404</u>
Liabilities			
Current liabilities			
Trade and other payables	12	341,000	362,322
Short-term employee benefits	14	19,480	12,710
		<u>360,480</u>	<u>375,032</u>
Non-current liabilities			
Long-term borrowings	13	-	300,000
Long-term employee benefits	14	5,200	3,846
		<u>5,200</u>	<u>303,846</u>
Total liabilities		<u>365,680</u>	<u>678,878</u>
Net assets (liabilities)		<u>75,840</u>	<u>(546,474)</u>
Equity			
issued capital	15	8,871,240	7,458,595
Reserves	16	444,702	-
Accumulated losses		(9,240,102)	(8,005,069)
Total equity		<u>75,840</u>	<u>(546,474)</u>

333D Limited and controlled entities

Statement of cash flows

Year ended 30 June 2022

	Note	Consolidated	
		2022	2021
		\$	\$
Cash flows from operating activities			
Receipts from customers (inclusive of GST)		70,897	126,960
Payments to suppliers and employees (inclusive of GST)		(454,317)	(342,773)
Grants received		20,000	47,900
Other income - R&D tax offsets received		178,301	272,956
Interest and other finance costs paid		(10,658)	(15,000)
Net cash from operating activities	25	<u>(195,776)</u>	<u>90,043</u>
Cash flows from investing activities		<u>-</u>	<u>-</u>
Cash flows from financing activities			
Proceeds from issue of share capital		545,000	-
Capital raising costs paid		<u>(32,700)</u>	<u>-</u>
Net cash from financing activities		<u>512,300</u>	<u>-</u>
Net increase/(decrease) in cash and cash equivalents		316,524	90,043
Cash and cash equivalents at the beginning of the financial year		99,207	9,164
Cash and cash equivalents at the end of the financial year	9	<u>415,731</u>	<u>99,207</u>

333D Limited and controlled entities

Notes to the accounts

Year ended 30 June 2022

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.

The following Accounting Standards and Interpretations are most relevant to the consolidated entity:

Conceptual Framework for Financial Reporting (Conceptual Framework)

The consolidated entity has adopted the revised Conceptual Framework from 1 July 2020. The Conceptual Framework contains new definition and recognition criteria as well as new guidance on measurement that affects several Accounting Standards, but it has not had a material impact on the consolidated entity's financial statements.

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.

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 18.

Note 1. Significant accounting policies (continued)

Foreign currency translation

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

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.

The consolidated financial statements incorporate the assets and liabilities of all legal subsidiaries of 333D Limited ('company' or 'parent entity') and its controlled entities (together 'the group' or 'the consolidated entity') as at 30 June 2022 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.

Principles of consolidation

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.

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.

Note 1. Significant accounting policies (continued)

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

Revenue recognition

The Group recognises revenue from the following major sources: sales of 3D prints, sales of 3D printing equipment and consumables and rendering of services. Sales are recognised at the point in time when customers obtain control of the goods, which is generally at the time of delivery. Rendering of services revenue is recognised over time as the services are rendered based on either a fixed price or an hourly rate.

Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

Cash and cash equivalents

Cash and cash equivalents comprise cash and short-term bank deposits with an original maturity of three months or less, net of outstanding bank overdrafts. The carrying amount of these assets is approximately equal to their fair value.

Short-term and other long-term employee benefits

A liability is recognised for benefits accruing to employees in respect of wages and salaries, annual leave and long service leave in the period the related service is rendered at the undiscounted amount of the benefits expected to be paid in exchange for that service. Liabilities recognised in respect of short-term employee benefits are measured at the undiscounted amount of the benefits expected to be paid in exchange for the related service. Liabilities recognised in respect of other long-term employee benefits are measured at the undiscounted amount of the cash outflows expected to be made by the Group in respect of services provided by employees up to the reporting date.

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 2022. The consolidated entity has yet assessed the impact of these new or amended Accounting Standards and Interpretations and has concluded that they are not material to the consolidated entity.

Note 2. Critical accounting judgements, estimates and assumptions

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts in the financial statements. Management continually evaluates its judgements and estimates in relation to assets, liabilities, contingent liabilities, revenue and expenses. 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 resulting accounting judgements and estimates will seldom equal the related actual results. 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:

Coronavirus (COVID-19) pandemic

Judgement has been exercised in considering the impacts that the Coronavirus (COVID-19) pandemic has had, or may have, on the consolidated entity based on known information. This consideration extends to the nature of the products and services offered, customers, supply chain, staffing and geographic regions in which the consolidated entity operates. Other than as addressed in specific notes, there does not currently appear to be either any significant impact upon the financial statements or any significant uncertainties with respect to events or conditions which may impact the consolidated entity unfavourably as at the reporting date or subsequently as a result of the Coronavirus (COVID-19) pandemic.

Research and Development Tax Incentive

The research and development (R&D) tax incentive provides a refundable tax offset for certain eligible entities undertaking eligible R&D activities. In prior years, the company has undertaken eligible R&D activities and has received a refundable tax offset of \$178,301 in 2022 (2021: \$272,956). The company has incurred expenditure on R&D activities and is planning to apply for the research and development (R&D) tax incentive, however, there is no certainty that the company will be eligible in the future.

333D Limited and controlled entities

Notes to the accounts

Year ended 30 June 2022

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.

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.

Employee benefits provision

As discussed in note 1, the liability for employee benefits expected to be settled more than 12 months from the reporting date are recognised and measured at the present value of the estimated future cash flows to be made in respect of all employees at the reporting date. In determining the present value of the liability, estimates of attrition rates and pay increases through promotion and inflation have been taken into account.

Determination of variable consideration

Judgement is exercised in estimating variable consideration which is determined having regard to past experience with respect to the goods returned to the consolidated entity where the customer maintains a right of return pursuant to the customer contract or where goods or services have a variable component. Revenue will only be recognised to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognised under the contract will not occur when the uncertainty associated with the variable consideration is subsequently resolved.

Allowance for expected credit losses

The allowance for expected credit losses assessment requires a degree of estimation and judgement. It is based on the lifetime expected credit loss, grouped based on days overdue, and makes assumptions to allocate an overall expected credit loss rate for each group. These assumptions include recent sales experience, historical collection rates, the impact of the Coronavirus (COVID-19) pandemic and forward-looking information that is available. The allowance for expected credit losses, as disclosed in Note 11, is calculated based on the information available at the time of preparation. The actual credit losses in future years may be higher or lower.

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 recorded a loss after income tax of \$1,235,034 and had net cash outflows from operating activities amounting to \$195,776 for the year ended 30 June 2022.

These factors indicate a material uncertainty that may cast significant 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 a going concern subject to, and on the basis of:

- the consolidated entity has prepared budgets and cash flow forecasts for the next 12 months from the date of this report which indicate the consolidated entity will be cash flow positive during this period and the directors are confident that these forecasts can be achieved. The cash flow forecast includes receipts of the entity's claim for research and development costs under the R&D tax offset program; and
- the Executive Chairman and director has committed to provide the entity with the financial support and assistance to meet their working capital obligations, as and when they fall due for a period of not less than 12 months;
- the directors have committed to provide the continued financial support.

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 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 financial report.

333D Limited and controlled entities

Notes to the accounts

Year ended 30 June 2022

Note	Consolidated	
	2022 \$	2021 \$
Note 5. Revenue		
Sales of 3D prints*	62,213	101,201
Sales of 3D printing equipment and consumables*	1,466	3,371
Rendering of services**	-	10,402
	<u>63,679</u>	<u>114,974</u>

*Sales are recognised at the point in time when customers obtain control of the goods, which is generally at the time of delivery.

**Rendering of services revenue is recognised over time as the services are rendered based on either a fixed price or an hourly rate.

Disaggregation of revenue

There was no further disaggregation of revenue other than those already disclosed in the above Note 5.

Note 6. Other income

R&D tax offset	178,301	272,956
Net foreign exchange gains/(losses)	4,255	6,980
Interest	-	-
Grants received	20,000	52,900
Debt forgiveness	-	28,022
	<u>202,556</u>	<u>360,858</u>

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

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:

Employee benefits (note a)

Short-term benefits	88,922	93,618
Long-term employee benefits	1,354	1,231
Post-employment benefits	8,035	7,595
	<u>98,311</u>	<u>102,443</u>

Note a

Short-term employee benefits incurred during the financial year ended 30 June 2020 has been reclassified (\$10,000) previously disclosed as a share-based payment. The benefit comprises a bonus of issued capital to an employee which was approved by shareholders on 29 December 2019.

Short-term leases expenses

Short-term leases	23,297	20,393
	<u>23,297</u>	<u>20,393</u>

333D Limited and controlled entities

Notes to the accounts

Year ended 30 June 2022

		Consolidated	
		2022	2021
	Note	\$	\$
Note 7. Expenses (continued)			
Administrative expense (note b)			
Consulting fees	15	412,696	284,517
Directors' fees	15	280,000	160,000
Other administrative expenses		102,156	68,264
		<u>794,852</u>	<u>512,781</u>

Note b

Administrative expense incurred during the financial year ended 30 June 2022 includes accounting fees (\$92,113), consulting fees (\$177,826) and director fees (\$280,000) which have been settled by issue of share capital approved by shareholders on 28 February 2022 and 10 June 2022.

Administrative expense incurred during the financial year ended 30 June 2021 includes accounting fees (\$41,340), consulting fees (\$100,000) and director fees (\$170,000) which have been settled by issue of share capital approved by shareholders on 13 January 2021 and 30 June 2021.

Finance costs

Borrowings		10,658	122,872
		<u>10,658</u>	<u>122,872</u>

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

Note 8. Income tax expense

Current income tax expense	-	-
Deferred income tax expense	-	-
	<u>-</u>	<u>-</u>
Profit (loss) before income tax expense	(1,235,034)	(338,793)
Prima facie income tax at the statutory rate of 26%	(321,109)	(88,086)
Income tax losses not recognised as deferred tax assets	321,109	88,086
Income tax expense	<u>-</u>	<u>-</u>

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 9. Cash and cash equivalents

Cash on hand	101	120
Cash at bank	415,630	99,087
	<u>415,731</u>	<u>99,207</u>

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

333D Limited and controlled entities

Notes to the accounts

Year ended 30 June 2022

Note	Consolidated	
	2022 \$	2021 \$
Note 10. Trade and other receivables		
Trade receivables	794	3,021
	<u>794</u>	<u>3,021</u>
GST recoverable from Australian Taxation Office	11,339	21,522
Deposits and bonds	3,300	3,300
	<u>15,433</u>	<u>27,843</u>

Trade receivables are initially recognised at fair value and subsequently measured at amortised cost, less any allowances for expected credit losses AASB 9. 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.

Note 11. Current assets - Other

Prepayments	10,356	5,354
	<u>10,356</u>	<u>5,354</u>

Note 12. Trade and other payables

Trade payables	242,517	272,055
Accrued expenses	52,032	43,004
Other payables	46,451	47,263
	<u>341,000</u>	<u>362,322</u>

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 17 for further information on financial instruments.

333D Limited and controlled entities

Notes to the accounts

Year ended 30 June 2022

Note	Consolidated	
	2022 \$	2021 \$
Note 13. Non-current liabilities - borrowings		
Non current		
Debt facility (<i>note a</i>)	-	300,000
Advances from third parties	-	-
Convertible notes	-	-
	<u>-</u>	<u>300,000</u>

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.

Note a**Debt facility**

On 30 June 2021, the Company obtained approval from Shareholders for a debt-for-equity reorganisation of the balance sheet including the retirement of \$300,000 (plus accrued interest to 30 June 2021) of the \$600,000 debt facility through a debt-for-equity swap at \$0.0025 per share. As at 30 June 2021, the debt facility comprised of an unsecured loan of \$300,000 from Lax Consulting Pte Ltd. The facility matured on 1 July 2022 with an interest rate of 10% p.a.

Note 14. Employee benefits

Current	19,480	12,710
Non-current	5,200	3,846
	<u>24,680</u>	<u>16,556</u>

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 15. Share capital

	Number of shares	\$
Balance at 30 June 2020	<u>1,065,995,764</u>	<u>5,305,923</u>
Issue of share capital to external parties	401,840,000	794,600
Issue of share capital to related parties	625,230,604	1,358,072
Balance at 30 June 2021	<u>2,093,066,368</u>	<u>7,458,595</u>
Issue of share capital to external parties	697,485,844	1,079,729
Issue of share capital to related parties	243,744,456	365,617
Balance at 30 June 2022	<u>3,034,296,668</u>	<u>8,903,940</u>

333D Limited and controlled entities

Notes to the accounts

Year ended 30 June 2022

Note 15. Share capital (continued)

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.

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.

Share-based payments

Shares issued in relation to capital raising and extinguishing financial liabilities:

	Average Issue price	2022 Number	2021 Number	2022 \$	2021 \$
Issued to:					
LAX Consulting Pte Ltd *	0.0016	238,819,178	388,840,000	375,729	769,600
John Condi - Director	0.0015	68,444,454	258,439,189	102,667	594,071
Dr. Richard Petty - Director	0.0015	62,222,223	72,000,000	93,333	90,000
Dr. Nigel Finch - Director	0.0015	68,444,445	48,399,960	102,667	68,200
Saki Partners *	0.0015	44,633,334	42,496,350	66,950	58,300
Baker 4 Pty Ltd *			59,000,000		147,500
Employees			5,000,000		5,000
Neil Sheppard*	0.0015	13,333,333		20,000	
Victoria Wells*	0.0016	12,000,000		19,000	
Giant Swan Pty Ltd*	0.0015	40,000,000		60,000	
Bin Liu	0.0015	166,666,667		250,000	
Philip John Cawood	0.0015	33,333,333		50,000	
RJ&A Investments	0.0015	30,000,000		45,000	
Cumulus Wealth	0.0015	133,333,333		200,000	
Dual Mandate Investments Pty Ltd*	0.0020	30,000,000		60,000	
Nick and Jan Conidi Superfund *			40,000,000		100,000
Seventh Avenue Investments *			8,000,000		20,000
		941,230,300	922,175,499	1,445,345	1,852,672

LAX Consulting Pte Ltd *

The share-based payments comprise the following:

(1) 200,000,000 for final settlement of \$300,000 of the outstanding loan balance and 3,819,178 shares for accrued interest. These share-based payment were approved by shareholders on 8 November 2021.

(2) 35,000,000 for settlement of consulting fees. This share-based payment was approved by shareholders on 10 June 2022.

333D Limited and controlled entities

Notes to the accounts

Year ended 30 June 2022

Note 15. Share capital (continued)

*Saki Partners (Services) Pty Ltd **

Saki Partners is a company owned and controlled by Dr Nigel Finch, a Director of the Company. The share-based payments comprise the following:

- (1) 19,966,667 shares in lieu of accounting service fees for the period 1 July 2021 to 31 October 2021. This share-based payment was approved by shareholders on 8 November 2021.
- (2) 24,666,667 shares in lieu of accounting service fees for the period 1 November 2021 to 30 April 2022. This share-based payment was approved by shareholders on 28 February 2022.

*Neil Sheppard **

The share-based payment comprises 13,333,333 shares as settlement of professional services in relation research and development of proposed NFT business opportunity. This share-based payment was approved by shareholders on 8 November 2021.

*Victoria Wells **

- (1) The share-based payment comprises 10,000,000 shares as settlement of professional services . This share-based payment was approved by shareholders on 8 November 2021.
- (2) 2,000,000 for settlement of consulting fees. This share-based payment was approved by shareholders on 10 June 2022.

*Giant Swan Pty Ltd **

The share-based payment comprises 40,000,000 shares as settlement of professional services . This share-based payment was approved by shareholders on 8 November 2021.

*Dual Mandate Investments Pty Ltd **

- (1) The share-based payment comprises 20,000,000 shares as settlement of consultancy services in relation to 3D printing initiatives and business development. This share-based payment was approved by shareholders on 10 May 2022.
- (2) 10,000,000 for settlement of consulting fees. This share-based payment was approved by shareholders on 10 June 2022.

The issue of share capital 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. The fair value has been determined to be the closing share price at the date of issue.

333D Limited and controlled entities

Notes to the accounts

Year ended 30 June 2022

Note 16. Reserves

	Consolidated	
	2022	2021
	\$	\$
Share option reserve	88,831	-
Performance share reserve	355,871	-
	<u>444,702</u>	<u>-</u>

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.

During the financial year ended 30 June 2022, 80,000,000 broker options and 200,000,000 performance rights were issued. As at 30 June 2022, the Company's options and performance shares were outstanding.

Performance Shares

200,000,000 performance shares were issued in the current financial year.

Grant date	Vesting date	Expiry date	Vesting conditions	Number	Value \$/share	\$
28-Feb-22		28-Feb-37	Note a	200,000,000	0.0018	355,871
				<u>200,000,000</u>		<u>355,871</u>

Note a

The performance rights will vest in tranches, subject to the eligible Directors' achievements of certain performance hurdles, as well as their continuing directorship at the time of the relevant performance hurdle being met. The performance hurdles relate to the growth of the Company, measured by reference to the Company's market capitalisation. The vesting date is the date that a particular performance hurdle has been satisfied.

	2022	2021	2022	2021
	Number	Number	\$	\$
Movement in Performance Shares				
Balance as at 1 July	-	48,750,000	-	513,625
Issued	200,000,000	-	355,871	-
Lapsed unvested		(48,750,000)	-	(513,625)
Balance as at 30 June	<u>200,000,000</u>	<u>-</u>	<u>355,871</u>	<u>-</u>

333D Limited and controlled entities

Notes to the accounts

Year ended 30 June 2022

Note 16. Reserve (continued)

Share Options

80,000,000 options were issued in the current financial year.

Grant date	Vesting date	Expiry date	Strike price	Fair value	2022 Number	2021 Number
28-Feb-22	28-Feb-22	28-Feb-24	\$0.002	\$0.01	80,000,000	-
					80,000,000	-

	2022 Number	2021 Number	2022 \$	2021 \$
Movement in Options reserve				
Balance at 1 July	-	172,500,000	-	645,484
Issued	80,000,000	-	88,831	-
Lapsed unvested	-	(172,500,000)	-	(645,484)
Balance as at 30 June	80,000,000	-	88,831	-

Note 17. 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.

Note 17. Financial instruments (continued)**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 using appropriate hedging instruments when deemed necessary to mitigate foreign currency risk.

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

<i>Liabilities</i>	2022	2021
US dollars	50,874	48,116
Euros	142,113	152,800
	<u>192,987</u>	<u>200,915</u>

Price risk

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

Interest rate risk

Interest rate risk is the risk that the value of a financial instrument or the cash flows associated with the instrument will fluctuate due to changes in market interest rate.

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 Company's policy is to maintain current borrowings at fixed rates to mitigate interest rate risk. Consequently, the consolidated entity has negligible interest rate risk exposure.

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 over these assets.

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 and drawing on borrowing facilities to match forecast cash flows.

333D Limited and controlled entities

Notes to the accounts

Year ended 30 June 2022

Note 17. Financial instruments (continued)

	Average interest rate	Consolidated		Total
		1 year or less	Between 1 and 2 years	
Remaining contractual maturities	%	\$	\$	\$
Consolidated 2022				
Trade and other payables	-	341,000	-	341,000
Total		341,000	-	341,000
Consolidated 2021				
Trade and other payables	-	362,322	-	362,322
Debt facilities	10%	-	300,000	300,000
Total		362,322	300,000	662,322

	Consolidated	
	2022	2021
	\$	\$
Note 18. Parent entity information		
Set out below is the supplementary financial information of the parent entity, 333D Ltd:		
<i>Statement of profit or loss and other comprehensive income</i>		
Loss after income tax	1,065,791	1,539,851
Total comprehensive Loss	1,065,791	1,539,851
<i>Statement of financial position</i>		
Total current assets	405,199	48,057
Total assets	405,199	48,057
Total current liabilities	(56,778)	(58,767)
Total liabilities	(56,778)	(58,767)
Equity		
Issued capital	14,552,912	14,445,912
Reserves	575,464	(313,940)
Accumulated losses	(13,145,171)	(13,288,081)
Total equity	1,983,206	843,891

Contingent liabilities

The parent entity had no contingent liabilities as at 30 June 2022 and 30 June 2021.

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

333D Limited and controlled entities

Notes to the accounts

Year ended 30 June 2022

Note 19. 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	
	2022	2021
	%	%
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 had 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. 3D Group Pty Ltd was deregistered on 8 August 2021.

Consolidated	
2022	2021
\$	\$

Note 20. 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:

Short-term benefits	-	-
Post-employment benefits	-	-
Share-based payments (<i>note a</i>)	298,667	170,000
	<u>298,667</u>	<u>170,000</u>

Note a

During the 2021 financial year, the Company issued 57,199,200 shares to entities associated with John Conidi and 72,000,000 shares to entities associated with Dr. Richard Petty and 48,399,960 shares to entities associated with Dr. Nigel Finch in lieu of accrued director's fees in the 2020 and 2021 financial years. Of the shares issued to entities associated with Dr. Nigel Finch, 42,496,350 were shares in lieu of consulting fees provided to the Company.

During the 2022 financial year, the Company issued 68,444,454 shares to entities associated with John Conidi and 62,222,223 shares to entities associated with Dr. Richard Petty and 113,077,779 shares to entities associated with Dr. Nigel Finch in lieu of accrued director's fees in the 2020 and 2021 financial years. Of the shares issued to entities associated with Dr. Nigel Finch, 44,633,334 were shares in lieu of consulting fees provided to the Company.

Loans from Related Parties

At 30 June 2021, the Company issued 40,000,000 shares to Mr Conidi for repayment of loan of \$305,000 and accrued interest on the loan of \$101,072 after obtaining approval from shareholders.

333D Limited and controlled entities

Notes to the accounts

Year ended 30 June 2022

Note 20. Key management personnel and related party disclosures (continued)

At 30 June 2021, the Company issued 162,428,800 shares to Nick and Jan Conidi Superannuation Fund for repayment of loan of \$100,000 after obtaining approval from shareholders.

Convertible Note from Related Parties

At 30 June 2021, the Company issued 143,706,294 shares to Mr Conidi for conversion of the Convertible Note of \$300,000 as well as the accrued interest on the Convertible Note of \$111,000 after obtaining approval from shareholders.

Apart from the above items, there were no other transactions with related parties during the financial year.

Note 21. 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:

	Consolidated	
	2022 \$	2021 \$
Audit and review of the financial statements	30,145	35,266

Note 22. Contingencies

The consolidated entity did not have contingent assets at balance date (2021: nil).

The consolidated entity did not have contingent liabilities at balance date (2021: nil).

Note 23. Commitments

The consolidated entity did not have operating lease commitments at balance sheet date (2021: nil).

Note 24. Earnings per share

	2022 Number	2021 Number
Weighted average number of ordinary shares used in calculating earnings per share	2,561,536,926	1,212,028,280

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.

333D Limited and controlled entities

Notes to the accounts

Year ended 30 June 2022

	Consolidated	
	2022	2021
	\$	\$
Note 25. Cash flow reconciliation		
Profit/(Loss) after income tax for the year	(1,235,034)	(338,793)
Adjusted for non-cash items:		
Depreciation and amortisation	-	-
impairment	-	2,240
Net gain (loss) on disposal of assets	-	-
Unrealised foreign exchange differences	(4,445)	-
Share-based payments and operational expenditure extinguished by issuing shares	1,049,492	1,147,671
Changes in assets and liabilities, net of movements arising from share-based payments:		
(Increase)/decrease in trade and other receivables	12,410	(4,511)
(Increase)/decrease in inventories	-	-
(Increase)/decrease in other assets	(5,002)	(5,354)
Increase/(decrease) in trade and other payables	(21,322)	(718,594)
Increase/(decrease) in employee benefits	8,124	7,385
Increase/(decrease) in other liabilities	-	-
Net cash flow from operating activities	<u>(195,776)</u>	<u>90,043</u>

Note 26. Events after the reporting date

The impact of the Coronavirus (COVID-19) pandemic is ongoing and it is not practicable to estimate the potential impact, positive or negative, after the reporting date. The situation is rapidly developing and is dependent on measures imposed by the Australian Government and other countries, such as maintaining social distancing requirements, quarantine, travel restrictions and any economic stimulus that may be provided.

No other matter or circumstance has arisen since 30 June 2022 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.

333D Limited and controlled entities

Notes to the accounts

Year ended 30 June 2022

Note 27. Fair value measurement

Fair value hierarchy

The following tables detail the Group's assets and liabilities, measured or disclosed at fair value, using a three level hierarchy, based on the lowest level of input that is significant to the entire fair value measurement, being:

Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date.

Level 2: Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.

Level 3: Unobservable inputs for the asset or liability.

	Level 1	Level 2	Level 3	Total
	\$	\$	\$	\$
Consolidated - 2022				
<i>Liabilities</i>				
Convertible notes payable	-	-	-	-
Total liabilities	-	-	-	-
Consolidated - 2021				
<i>Liabilities</i>				
Convertible notes payable	-	-	-	-
Total liabilities	-	-	-	-

The carrying amounts of trade and other receivables and trade and other payables are assumed to approximate their fair value to their short term nature.

333D Limited and controlled entities

Directors' Declaration

Year ended 30 June 2022

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 2022 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
31 August 2022
Melbourne

INDEPENDENT AUDITOR'S REPORT To the Members of 333D Limited

Opinion

We have audited the financial report of 333D Limited ('the Company') and its subsidiaries (together 'the Consolidated entity'), which comprises the consolidated statement of financial position as at 30 June 2022, 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 2022 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 Group 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 recorded a loss after income tax of \$1,235,034 and had net cash outflows from operating activities amounting to \$195,776 for the year ended 30 June 2022. As stated in Note 3, these events and 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
Share based payments Refer to Note 15 and 16 in the financial statements	
During the financial year ended 30 June 2022, the Consolidated entity settled outstanding liabilities to directors, lenders and suppliers in the form of issuing share capital, totalling \$900,645. In addition, the Consolidated entity issued options and performance rights amounting to \$444,702 as remuneration to employees and payments to other parties. We identified share-based payments as a key audit matter due the materiality of the transactions and the complexity in the valuation of the equity instruments issued.	Our audit procedures in relation to share based payments included: • Agreeing quantity of issued to ASX announcements for shareholder approval; • Corroborating the approval of these payments against the minute of the Annual General Meeting as well as other relevant documentation; • Reviewing the reasonableness of option and performance rights valuation inputs into the Binomial Options Pricing Model including assessment of the share volatility rates applied in comparison to entities in the similar industry; • Reviewing the accounting of the share-based payments in accordance with AASB 2 <i>Share Based Payments</i> and AASB Interpretation 19 <i>Extinguishing Financial Liabilities with Equity Instruments</i>; and • Reviewing the disclosures in Note 15 and 16 for completeness and accuracy of share-based payment details.

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 2022; 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: https://www.auasb.gov.au/admin/file/content102/c3/ar2_2020.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 page 4 to 9 of the directors' report for the year ended 30 June 2022.

In our opinion, the Remuneration Report of 333D Limited, for the year ended 30 June 2022, 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 J MORILLO MALDONADO

Partner

31 August 2022

Melbourne, Victoria

333D Limited and controlled entities

Shareholder information

Year ended 30 June 2022

The shareholder information set out below was applicable as at 30 June 2022.

Distribution of equitable securities

Analysis of equitable security holders by size of holding.

	Number of holders	Number of shares
1 to 1,000 ordinary shares	53	21,620
1,001 to 5,000 ordinary shares	225	406,563
5,001 to 10,000 ordinary shares	31	215,960
10,001 to 100,000 ordinary shares	333	17,599,945
100,001 ordinary shares and over	653	3,016,052,580
	1,295	3,034,296,668
Holding less than a marketable parcel of ordinary shares	820	

Equity security holders

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

	Ordinary shares
	% of shares on
	issue
Number held	
LAX CONSULTING PTE LTD	494,274,160
DIZZY HOGAN PTY LTD	483,612,027
SAKI PARTNERS (SERVICES)	252,910,399
EVER WISE VENTURES LIMITED	184,222,223
MS CHUNYAN NIU	166,666,667
CERVIA CAPITAL PTY LTD	79,104,135
PERCO GROUP PTY LTD	72,278,152
BAKER 4 PTY LTD	59,000,000
R J & A INVESTMENTS PTY LTD	50,000,000
SEVENTH AVENUE INVESTMENTS PTY	45,137,096
TY WEBB PTY LTD	45,101,384
WINS ASSET MANAGEMENT PTY LTD	45,000,000
MR NICOLA CONIDI & MRS GIANNINA CONIDI	43,607,809
GIANT SWAN PTY LTD	40,000,000
MR PHILIP JOHN CAWOOD	33,333,333
DUAL MANDATE INVESTMENTS	30,000,000
FIRST INVESTMENT PARTNERS	30,000,000
FINCH FAMILY OFFICE PTY LTD	25,000,000
JACOBS CAPITAL PTY LTD	24,000,000
MR SAMUEL GERSHON JACOBS & MRS SARITA DEVI JACOBS & MISS MANEKHA BRIDGETTE JACOBS	20,000,000
SUPER MSJ PTY LTD <MSJ SUPER FUND A/C>	20,000,000
	2,243,247,385
	73.93%

Substantial holders

333D Limited and controlled entities

Shareholder information

Year ended 30 June 2022

Substantial holders in the Company are set out below:

	Ordinary shares	
	Number held	% of shares on issue
John Conidi	485,012,027	15.99%
Richard Petty	184,222,223	6.07%
LAX Consulting Pte Ltd	494,274,160	16.29%
Dr Nigel Finch	279,205,004	9.20%
Chuyan Niu	166,666,667	5.49%
Michael John Catanzariti	194,777,571	6.42%

Voting rights

The voting rights attached to ordinary shares are set out below:

Ordinary shares

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

There are no other classes of equity securities.