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 2019
Previous period:	Year ended 30 June 2018

2. Results for announcement to the market

				2019 $
Revenues from ordinary activities	up	17%	to	2,116,140
Profit from ordinary activities after tax attributable to the members of 333D Limited	down	115%	to	374,443
Profit attributable to the members of 333D Limited	down	115%	to	374,443

Dividends

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

Comments

The net profit attributable to members amounted to $374,443 (30 June 2018: $2,488,387 loss) for the year.

Commentary on the results is provided in the o*perational and financial review* , contained in the attached Financial Report for the year ended 30 June 2019.

3. Net tangible asset (NTA) backing per share

	2019 Cents per share	2018 Cents per share
Net tangible assets per ordinary security	(0.23)	(0.29)

4. Entities over which control gained during the period

None

5. Entities over which control lost during the period

Nil

6. Details of associates and joint venture entities

	Percentage holding		Contribution to loss	
	2019	**2018**	**2019**	**2018**
	%	**%**	**$**	**$**
3D Graphtec Industries Pty Ltd	50%	50%	-	-
Profit (loss) from ordinary activities before income tax			-	-
Income tax on operating activities			-	-

7. Audit qualification or review

The financial statements have been subject to audit and the auditor's report is attached as part of the financial report.

The auditor's report includes a material uncertainty paragraph in relation to going concern.

8. Attachments

The Financial Report for the year ended 30 June 2019 is attached.

John Conidi
Executive Chairman

Melbourne
24 September 2019

333D Limited and controlled entities

ABN 24 118 159 881

Financial Report

for the year ended 30 June 2019

The directors present their report, together with the financial statements, consisting of 333D Limited (referred to hereafter as the 'Company' or 'parent entity') and the entities it controlled (referred to hereafter as the 'consolidated entity') at the end of, or during, the year ended 30 June 2019.

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
Frank Pertile (resigned 3 September 2018)
Tim Naylor (resigned 5 August 2019)
Dr. Richard Petty (appointed 5 August 2019)
Dr. Nigel Finch (appointed 3 September 2018)

Principal activities

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 Company has continued to follow its strategy of commercialising its 3D printing assets during the financial year. Overall, sales revenue has decreased by 11% to $430,616 (2018: $482,367), through a focus on three main revenue streams:

- the sales of Australian Football League (“AFL”) 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 Company secured an additional cash inflow of $1,248,541 (2018: $1,294,197) as a rebate through the Australian Federal Government’s R&D tax incentive scheme.

The Company’s profit after income tax for the financial year was $374,443 (2018: loss of $2,488,347). This a factor of improvements in other income, and a reduction in administrative expense.

Financial Position

Net cash outflows from operations improved to an outflow of $102,421 during the financial year (2018: outflow of $1,070,249).

As at 30 June 2019, the Company had cash and cash equivalents of $31,259 (2018: $17,596) and total debt liabilities of $1,305,000 (2018:$1,622,558).

As at the date of this report, the Company’s cash position has substantially improved due to the receipt of $422,939 through the R&D tax incentive program on 7 August 2019. This relates to the Company’s FY 2019 claim through the program.

The Company has secured additional sources of debt in order to service cash outflows. These relate mainly to Director loans provide by Chairman John Conidi. At the date of this report, $305,000 has been drawn under the facility.

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

Significant changes in the state of affairs

On 3 September 2018, Mr Frank Pertile resigned as Non-Executive Director.

On 3 September 2018, Dr. Nigel Finch was appointed as Non-Executive Director.

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.

Matters subsequent to the end of the financial year

In August 2019, the Company received $422,939 as full payment for its 2019 Research and Development claim.

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, CPA
Experience and expertise:	Mr John Conidi has 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:	Kibaran Resources Limited – 4 May 2015 – Current
Former directorships (last 3 years):	Capitol Health Limited (resigned 6 October 2016) Total Face Group Limited (resigned 31 December 2016)
Interests in shares:	13,382,285 ordinary shares; 2,500,000 Class A performance shares; and 2,500,000 Class B performance shares
Interest in convertible notes	300,000 convertible notes with a face value of $1.00
Interests in options:	50,000,000 director options

Name:	**Frank Pertile (resigned 3 September 2018)**
Title:	**Non Executive Director (previously Managing Director)**
Experience and expertise:	Mr Frank Pertile is a director and owner of a privately held investment company that holds investments across property, listed and unlisted companies. Mr Pertile previously held positions with ASX-listed wealth management companies in both client-facing and head office operational roles. Mr Pertile has undertaken studies in Applied Finance and is a Fellow of the Financial Services Institute of Australasia.
Other current directorships:	Nil
Former directorships (last 3 years):	Mach7 Technology Limited (formerly 3D Medical Limited) – 9 February 2015 – 8 April 2016
Interests in shares:	72,278,153 Shares; 2,500,000 Class A Performance Shares; and 2,500,000 Class B Performance Shares
Interests in options:	Nil

Information on directors (continued)

Name:	**Tim Naylor (resigned 5 August 2019)**
Title:	**Executive Director, and Business Development Manager**
Qualifications	B.Chem (Engineering)
Experience and expertise:	Mr Tim Naylor has been employed by the Company since March 2017 in the role of Business Development Manager. He was previously a manager at KPMG in the R&D tax incentives division. He holds a Bachelor of Chemical Engineering (Honours) and is currently completing a Masters of Advanced Manufacturing Engineering.
Other current directorships:	None
Former directorships (last 3 years):	None
Interests in shares:	8,000,000 ordinary shares
Interests in options:	40,000,000 director options
Contractual rights to shares:	Nil

Name:	**Dr. Nigel Finch (appointed 3 September 2018)**
Title:	**Non Executive Director**
Qualifications	MCom, LLM, MBA, PhD, CA, FCPA, 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 and the Australian Institute of Company Directors.
Other current directorships:	Nil
Former directorships (last 3 years):	Hydrix Limited (ASX: HYD) resigned 16 November 2016, Animoca Brands Corporation Limited (ASX: AB1) resigned 30 June 2018, Mach7 Technologies Limited (ASX: M7T) resigned 3 August 2018.
Interests in shares:	Nil
Interests in options:	20,000,000 director options
Contractual rights to shares:	Nil

Name:	**Dr. Richard Petty (appointed 5 August 2019)**
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. 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:	Ambition Group Limited (ASX: AMB)
Former directorships (last 3 years):	Nil
Interests in shares:	Nil
Interests in options:	Nil
Contractual rights to shares:	Nil

Company Secretary

Ms Mariah Younan Khoury holds a Bachelor of Arts and Bachelor of Laws from University of Notre Dame. She has been admitted as a solicitor in New South Wales and has held a number of company secretarial role for listed and unlisted companies.

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 2019, and the number of meetings attended by each director were:

	Attended	Held
John Conidi	10	10
Frank Pertile (resigned 3 September 2018)	N/A	N/A
Tim Naylor (resigned 5 August 2019)	10	10
Dr. Nigel Finch (appointed 3 September 2018)	10	10

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.

Principles used to determine the nature and amount of remuneration (continued)

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.

Remuneration report (audited) continued

Non-executive directors remuneration

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

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

Executive remuneration

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

The executive remuneration and reward framework has 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 or other fringe benefits (for example motor vehicle benefits) where it does not create any additional costs to the consolidated entity and provides additional value to the executive.

The long-term incentives ('LTI') include long service leave and share-based payments. Performance shares have been awarded to executives as long-term incentive measures. These incentives are designed to be aligned with increases in shareholders value. The Board set the long-term equity-linked performance incentives specifically for executives during the year ended 30 June 2019.

Principles used to determine the nature and amount of remuneration

Consolidated entity performance and link to remuneration

Remuneration for certain individuals is directly linked to the performance of the consolidated entity. Conversion of performance shares are dependent on defined revenue targets being met. Any further cash bonus and incentive payments are at the discretion of the Board. Refer to the section '*Additional information*' 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 2019, 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 2018 Annual General Meeting ('AGM')

At the 2018 AGM, 99% of the votes received supported the adoption of the remuneration report for the year ended 30 June 2018. The company did not receive any specific feedback at the AGM regarding its remuneration practices.

Details of remuneration

Amounts of remuneration

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

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

- John Conidi
- Frank Pertile (resigned on 3 September 2018)
- Tim Naylor (resigned 5 August 2019)
- Dr. Nigel Finch (appointed as non executive director on 3 September 2018)

Remuneration report (audited) continued

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	Options granted	
2019	$	$	$	$	$	$
John Conidi*	40,000	-	-	-	46,243	86,243
Frank Pertile*	6,667	-	-	-	-	6,667
Timothy Naylor	115,000	-	9,500	-	36,994	161,494
Dr. Nigel Finch*	20,000	-	-	-	18,497	38,497
	181,667	-	9,500	-	101,734	292,901

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

	Short-term benefits		Post employment benefits	Long-term benefits	Share-based payments	Total
	Consultant fees & salary	Annual leave	Super	Long-service leave	Performance shares	
2018	$	$	$	$	$	$
John Conidi	40,000	-	-	-	-	40,000
David Wheeler	13,333	-	-	-	-	13,333
Frank Pertile	66,730	585	2,709	-	-	70,024
Timothy Naylor	119,423	7,988	9,865	1,933	24,000	163,209
	239,486	8,573	12,574	1,933	24,000	286,566

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

	Fixed remuneration		At risk - STI		At risk - LTI	
	2019	2018	2019	2018	2019	2018
John Conidi	46%	100%	0%	0%	54%	0%
Frank Pertile	100%	100%	0%	0%	0%	0%
Timothy Naylor	77%	100%	0%	0%	23%	0%
Dr. Nigel Finch	52%	n/a	0%	n/a	48%	n/a

Service Agreements

Details of these agreements are as follows:

Name	**Timothy Naylor (resigned 5 August 2019)**
Title	Executive Director (appointed 16 February 2018) and Business Development Manager
Remuneration agreement:	Base remuneration is fixed at $115,000 per annum, plus superannuation. Short term incentive is 2% of invoiced sales up to a cap of $100,000 per annum.
Term of agreement:	One month's notice is required by either party to terminate the agreement. Mr Naylor has no entitlement to termination payments in the event of removal for misconduct.

Remuneration report (audited) continued

Share-based compensation

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

Options granted carry no dividend or voting rights.

All options were granted over unissued fully paid ordinary shares in the company. The number of options granted was determined having regard to the satisfaction of performance measures and weightings as described above in the section 'Consolidated entity performance and link to remuneration'. Options vest based on the provision of service over the vesting period whereby the executive becomes beneficially entitled to the option on vesting date. Options are exercisable by the holder as from the vesting date. There has not been any alteration to the terms or conditions of the grant since the grant date. There are no amounts paid or payable by the recipient in relation to the granting of such options other than on their potential exercise.

Values of options over ordinary shares granted, exercised and lapsed for directors and other key management personnel as part of compensation during the year ended 30 June 2019 are set out below:

	Value of options granted during the year	Value of options exercised during the year	Value of options lapsed during the year	Remuneration consisting of options for the year
Name	$	$	$	%
John Conidi	46,243	-	-	54%
Timothy Naylor	36,994	-	-	23%
Dr. Nigel Finch	18,497	-	-	48%

Additional information

The earnings of the consolidated entity for the five years to 30 June 2019 are summarised below:

	2019	2018	2017	2016	2015
	$	$	$	$	$
Revenue	430,616	482,367	126,559	1,093	1,064
Net profit/(loss) after income tax	374,443	(2,488,387)	(5,633,141)	(464,192)	(374,480)

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

	2019	2018	2017	2016	2015
Share price at financial year end ($)	0.001	0.002	0.005	0.004	0.006
Dividends declared (cents per share)	-	-	-	-	-
Basic EPS (cents per share)	0.04	(0.29)	(0.84)	(0.39)	(0.06)

Remuneration report (audited) continued

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	13,382,285	-	-	-	13,382,285
Frank Pertile (resigned 3 September 2018)	72,278,153	-	-	-	72,278,153
Tim Naylor	8,000,000	-	-	-	8,000,000
Dr. Nigel Finch (appointed 3 September 2018	-	-	-	-	-
	93,660,438	-	-	-	93,660,438

The number of options 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	-	50,000,000	-	-	50,000,000
Frank Pertile (resigned 3 September 2018)	-	-	-	-	-
Tim Naylor (resigned 5 August 2019)	-	40,000,000	-	-	40,000,000
Dr. Nigel Finch (appointed 3 September 2018	-	20,000,000	-	-	20,000,000
	-	110,000,000	-	-	110,000,000

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	Disposals/ other	Balance at end of year
John Conidi - class A	2,500,000	-	-	-	2,500,000
John Conidi - class B	2,500,000	-	-	-	2,500,000
Frank Pertile - class A	2,500,000	-	-	-	2,500,000
Frank Pertile - class B	2,500,000	-	-	-	2,500,000
	10,000,000	-	-	-	10,000,000

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

Additional disclosures relating to key management personnel

During the financial year, Mr Conidi loaned the Company a total of $305,000 at an interest rate of 15%.

Interest accrued in relation to the outstanding convertible note of $300,000 during the financial year was $36,000.

This concludes the remuneration report, which has been audited.

Shares under option

Unissued ordinary shares of 333D Limited under option at the 30 June 2019 are as follows:

Grant date	Expiry date	Exercise price	Number under option
23 November 2018	31 December 2020	$ 0.002	110,000,000

Indemnity and insurance of officers

director or executive, for which they may be held personally liable, except where there is a lack of good faith.

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

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.

Non-audit services

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

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

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

Auditor's independence declaration

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

Auditor

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

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

On behalf of the directors

John Conidi
Executive Chairman
24 September 2019
Melbourne

RSM Australia Partners

Level 21, 55 Collins Street Melbourne VIC 3000
PO Box 248 Collins Street West VIC 8007

T +61 (0) 3 9286 8000
F +61 (0) 3 9286 8199

www.rsm.com.au

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 2019, I declare that, to the best of my knowledge and belief, there have been no contraventions of:

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

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

RSM AUSTRALIA PARTNERS

R B MIANO
Partner

Dated: 24 September 2019
Melbourne, Victoria

Directors	John Conidi Frank Pertile (resigned 3 September 2018) Tim Naylor (resigned 5 August 2019) Dr. Nigel Finch (appointed 3 September 2018) Dr. Richard Petty (appointed 5 August 2019)
Company Secretary	Nicki Farley (resigned 1 March 2019) Mariah Khoury (appointed 1 March 2019)
Registered office	Level 7 333 Collins Street MELBOURNE VIC 3000
Principal place of business	9-11 Beith Street BRUNSWICK VIC 3056
Share registry	Security Transfer Australia Level 9, Suite 913 530 Little Collins Street MELBOURNE VIC 3000
Auditor	RSM Australia Partners Level 21, 55 Collins Street MELBOURNE VIC 3000
Solicitor	Gadens Lawyers Level 25, Bourke Place 600 Bourke Street MELBOURNE VIC 3000
Banker	Westpac Banking Corporation Ltd 150 Collins Street MELBOURNE VIC 3000
Stock exchange listing	333D Limited shares are quoted on the Australian Securities Exchange (ASX code: T3D)
Website	www.333d.com.au
Corporate governance statement	www.333d.com.au/corporate

Contents

General information

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

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

Registered office

Level 7
333 Collins Street
MELBOURNE VIC 3000

Principal place of business

9-11 Beith Street
BRUNSWICK VIC 3056

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 24 September 2019. 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 2019

	Note	Consolidated 2019 $	Consolidated 2018 $
Income			
Revenue	5	430,616	482,367
Other income	6	1,685,523	1,322,539
		2,116,140	1,804,906
Expenses			
Raw materials and consumables used		(220,417)	(637,004)
Employee benefits expense	7	(270,168)	(399,129)
Depreciation and amortisation expense	7	(36,119)	(540,177)
Occupancy expense		(67,968)	(239,540)
Administrative expense		(583,767)	(1,374,246)
Share based payment expense	8	(101,734)	(123,000)
Impairment expense	7	-	(592,324)
Other expenses		(267,330)	(183,100)
Finance costs	7	(194,192)	(204,773)
		(1,741,696)	(4,293,293)
Profit (loss) before income tax expense		**374,443**	**(2,488,387)**
Income tax expense	9	-	-
Profit (loss) after income tax expense for the year		**374,443**	**(2,488,387)**
Other comprehensive income		-	-
Total comprehensive income for the year		374,443	(2,488,387)
Profit (loss) for the year is attributable to:			
Owners of 333D Limited		374,443	(2,488,387)
Profit (loss) comprehensive income for the year is attributable to:			
Owners of 333D Limited		374,443	(2,488,387)
		Cents	**Cents**
Basic earnings per share		0.04	(0.29)
Diluted earnings per share		0.04	(0.29)

333D Limited and controlled entities
Statement of financial position
Year ended 30 June 2019

	Note	Consolidated 2019 $	2018 $
Assets			
Current assets			
Cash and cash equivalents	10	31,259	17,596
Trade and other receivables	11	30,364	81,370
Other assets	12	9,642	18,547
Available-for- sale financial assets	13	-	52,183
		71,263	169,696
Non-current assets			
Receivables		2,241	2,241
Property, plant and equipment	14	-	36,119
		2,241	38,360
Total assets		73,504	208,056
Liabilities			
Current liabilities			
Trade and other payables	15	694,383	989,387
Short-term borrowings	16	1,305,000	1,322,558
Short-term employee benefits	17	17,562	15,514
Other liabilities		861	-
		2,017,807	2,327,459
Non-current liabilities			
Long-term borrowings	16	-	300,000
Long-term employee benefits	17	2,731	3,806
		2,731	303,806
Total liabilities		2,020,538	2,631,265
Net assets (liabilities)		(1,947,033)	(2,423,209)
Equity			
Issued capital	18	5,121,153	5,121,153
Reserves	19	1,159,359	1,057,625
Retained profits (losses)		(8,227,545)	(8,601,987)
Total equity		(1,947,033)	(2,423,209)

		Consolidated			
	Note	**Issued capital**	**Retained profits**	**Reserves**	**Total equity**
Balance at 1 July 2017		4,473,153	(7,176,101)	2,120,125	(582,823)
Value of shares deemed issued to 333D Ltd shareholders on acquisition date		525,000	-	-	525,000
Share-based payment expense	31	123,000	1,062,500	(1,062,500)	123,000
Share-based capital acquisition	31		-	-	-
Profit (loss) after income tax expense for the year		-	(2,488,387)	-	(2,488,387)
Capital raising costs		-	-	-	-
Balance at 30 June 2018		5,121,153	(8,601,988)	1,057,625	(2,423,210)
Balance at 1 July 2018		5,121,153	(8,601,988)	1,057,625	(2,423,210)
Share-based payment expense	31	-	-	101,734	101,734
Profit (loss) after income tax expense for the year		-	374,443	-	374,443
Shares issued		-	-	-	-
Balance at 30 June 2019		5,121,153	(8,227,545)	1,159,359	(1,947,033)

	Note	Consolidated 2019 $	2018 $
Cash flows from operating activities			
Receipts from customers (inclusive of GST)		476,985	460,825
Payments to suppliers and employees (inclusive of GST)		(1,698,802)	(2,713,594)
Grants received		65,667	
Interest received		98	9,525
Other income - R&D tax offsets received		1,248,541	1,294,197
Interest and other finance costs paid		(194,910)	(121,202)
	28	(102,421)	(1,070,249)
Cash flows from investing activities			
Cash acquired on reverse acquisition, net of transaction costs		-	-
Payments for property, plant and equipment		-	(29,124)
Payments for investments		-	-
Proceeds from sale of other non-current assets		363,636	36,364
		363,636	7,240
Cash flows from financing activities			
Proceeds from borrowings		57,183	514,000
Proceeds from issue of share capital		-	525,000
Capital raising costs paid		-	-
Loans from (to) related parties		320,622	(14,378)
Repayment of borrowings		(625,358)	(119,599)
		(247,553)	905,023
Net increase/(decrease) in cash and cash equivalents		13,663	(157,986)
Cash and cash equivalents at the beginning of the financial year		17,596	175,582
Cash and cash equivalents at the end of the financial year	10	**31,259**	**17,596**

Note 1. Significant accounting policies

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

New or amended Accounting Standards and Interpretations adopted

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

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

Basis of preparation

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

Historical cost convention

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

Critical accounting estimates

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

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 21.

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.

Principles of consolidation

The consolidated financial statements incorporate the assets and liabilities of all legal subsidiaries of 333D Limited ('company' or 'parent entity') as at 30 June 2019 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.

Note 1. Significant accounting policies (continued)
Principles of consolidation (continued)

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.

Goods and Services Tax ('GST')

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

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

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

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

New Accounting Standards and Interpretations not yet mandatory or early adopted

Australian Accounting Standards and Interpretations that have recently been issued or amended but are not yet mandatory, have not been early adopted by the consolidated entity for the annual reporting period ended 30 June 2019.

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

The consolidated entity has adopted the following new and amended Australian Accounting Standards and AASB Interpretations as of 1 July 2018. The necessary disclosures have been updated to reflect amended accounting standards.

- AASB 9 Financial Instruments
- AASB 15 Revenue from Contracts with Customers
- AASB 2016-5 Amendments to Australian Accounting Standards – Classification and Measurement of Share-based Payment Transactions

AASB 9 and AASB 15 were adopted using the modified retrospective approach and as such comparatives have not been restated. There has been no material impact on opening accumulated losses as a result of adopting these standards.

<u>Adoption of AASB 9 'Financial Instruments'</u>

There have been no material changes to the carrying values of cash and cash equivalents and financial liabilities as a result of adopting AASB 9. The introduction of the expected credit losses model did not result in a material change to trade receivables as at 30 June 2019.

Note 1. Significant accounting policies (continued)

Adoption of AASB 15 'Revenue from Contracts with Customers

The application of AASB 15 did not have any material impact on revenue recognition policy of the consolidated entity, and hence, there was no adjustment required in this respect. There was no significant judgment involved when applying this standard.

AASB 16 Leases

This standard is applicable to annual reporting periods beginning on or after 1 January 2019. The standard replaces AASB 117 'Leases' and for lessees will eliminate the classifications of operating leases and finance leases. Subject to exceptions, a 'right-of-use' asset will be capitalised in the statement of financial position, measured at the present value of the unavoidable future lease payments to be made over the lease term. The exceptions relate to short-term leases of 12 months or less and leases of low-value assets where an accounting policy choice exists to either recognise a 'right-of-use' asset or a lease payments expense as incurred. A liability corresponding to the capitalised lease will also be recognised, adjusted for lease prepayments, lease incentives received, initial direct costs incurred and an estimate of any future restoration, removal or dismantling costs. Straight-line operating lease expense recognition will be replaced with a depreciation charge for the leased asset (included in operating costs) and an interest expense on the recognised lease liability (included in finance costs). In the earlier periods of the lease, the expenses associated with the lease under AASB 16 will be higher when compared to lease expenses under AASB 117. For classification within the statement of cash flows, the lease payments will be separated into both a principal (financing activities) and interest (either operating or financing activities) component. The consolidated entity has no material operating lease commitment at 30 June 2019 and therefore the application of this new standard will have no impact.

Note 2. Critical accounting judgements, estimates and assumptions

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

Share-based payment transactions with employees

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

Share-based payment transactions with other parties

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

Estimation of useful lives of assets

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

Note 3. Going concern basis of accounting

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

As disclosed in the financial statements, 333D Ltd and controlled entities had net cash outflows from operating activities of $102,421 for the year ended 30 June 2019. As at that date, the consolidated entity had net current liabilities of $1,946,544 and net liabilities of $1,947,033.

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;

- successful lodgement and receipt of the Company's claim for research and development costs under the R&D tax offset program. During August 2019, the Company has received $422,939 in payment for its research and development claim; and

- the continued financial support of the directors whom at 30 June 2019, were owed $705,000.

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.

	Consolidated	
	2019	2018
	$	$

Note 5. Revenue

	2019 $	2018 $
Sales of 3D prints*	346,005	290,228
Sales of 3D printing equipment and consumables *	22,042	9,966
Rendering of services**	62,569	182,173
	430,616	482,367

*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.

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

Disaggregation of revenue

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

Note 6. Other income

	2019 $	2018 $
R&D tax offset	1,248,541	1,294,197
Net gain on disposal of assets	363,637	-
Net foreign exchange gains/(losses)	(9,429)	(27,617)
Interest	98	9,525
Proceeds from option to purchase a fixed asset	-	36,364
Grants received	65,667	-
Other	17,009	10,070
	1,685,523	1,322,539

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:

	Note	2019 $	2018 $
Depreciation and amortisation			
Property, plant & equipment	14	36,119	523,648
Intangibles		-	16,529
		36,119	540,177
Employee benefits			
Short-term benefits		249,777	374,419
Long-term employee benefits		(1,075)	(6,976)
Post-employment benefits		21,466	31,686
		270,168	399,129
Impairment expense			
Trade receivables		-	6,709
Financial assets		-	-
Property, plant & equipment (refer note 14)		-	585,615
		-	592,324

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

Finance costs	2019 $	2018 $
Lease liabilities	31,614	20,642
Borrowings	163,296	184,131
	194,910	204,773

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

		Consolidated	
		2019	2018
		$	$
Note 8. Share-based payment expense	Note		
Share-based payments to employees and related parties	31	-	63,000
Share-based payments to external parties	31	-	60,000
Equity settled transaction - options	31	101,734	-
		101,734	123,000

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

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

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

Note 9. Income tax expense

	2019	2018
Current income tax expense	-	-
Deferred income tax expense	-	-
	-	-
Profit (loss) before income tax expense	374,443	(2,488,387)
Prima facie income tax at the statutory rate of 27.5%	102,972	(684,306)
Tax effect of amounts non-deductible in calculating taxable income		
Share-based payment expenses	30,520	36,900
Impairment expense	-	177,697
Entertainment expenses	-	1,907
Tax losses not previously recognised now utilised	(133,492)	-
Income tax losses not recognised as deferred tax assets	-	467,802
Income tax expense	-	-

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

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

Note 10. Cash and cash equivalents

	2019	2018
Cash on hand	120	120
Cash at bank	31,139	17,476
	31,259	17,596

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

	Consolidated 2019 $	Consolidated 2018 $
Note 11. Trade and other receivables		
Trade receivables	10,827	33,037
Allowance for expected credit losses	-	-
	10,827	33,037
GST recoverable from Australian Taxation Office	16,737	33,315
Deposits and bonds	2,800	-
Amounts owing from related parties	-	15,018
	30,364	81,370

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.

	2019 $	2018 $
Opening balance as at 1 July	-	-
Additional allowance recognised	-	6,709
Receivables written off during the year as uncollectable	-	(6,709)
Unused amounts reversed	-	-
Closing balance as at 30 June	-	-

Customers with balances past due but without allowance for impairment of receivables amount to $3,617 as at 30 June 2019 (2018: $8,090).

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

	2019 $	2018 $
0-3 months overdue	-	3,617
3-6 months overdue	-	-
Over 6 months overdue	-	-
	-	3,617

	2019 $	2018 $
Note 12. Other assets		
Other	-	5,000
Prepayments	9,642	13,547
	9,642	18,547
Note 13. Available-for- sale financial assets		
Current	-	52,183
	-	52,183

Note 14. Property, plant & equipment

3D printing equipment - at cost	941,790	1,512,780
Accumulated depreciation and impairment	(941,790)	(1,476,661)
	-	36,119
Photogrammetry equipment - at cost	50,323	50,323
Accumulated depreciation and impairment	(50,323)	(50,323)
	-	-
	-	36,119

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

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

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

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

Note 14. Property, plant & equipment (continued)

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

Consolidated	Note	3D printing equipment $	Photogrammetry equipment $	Total $
Balance at 1 July 2017		1,043,033	18,389	1,061,422
Additions		54,836	29,123	83,959
Share-based capital additions		-	-	-
Disposals		-	-	-
Depreciation expense		(504,317)	(19,331)	(523,648)
Impairment expense		(557,434)	(28,181)	(585,615)
Balance at 30 June 2018		36,119	-	36,119
Balance at 1 July 2018		36,119	-	36,119
Additions		-	-	-
Share-based capital additions		-	-	-
Disposals		-	-	-
Depreciation expense		(36,119)	-	(36,119)
Balance at 30 June 2019		-	-	-

Note 15. Trade and other payables

	Consolidated	
	$	$
	2019	2018
Trade payables	544,127	817,246
Accrued expenses	35,272	30,909
Other payables *(note a)*	114,984	141,232
	694,383	989,387

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.

Note a

This amount includes interest owing of $49,653 (2018: $14,193) to director and related party in relation to advances made to the Company.

Refer to note 20 for further information on financial instruments.

Note 16. Borrowings

	2019	2018
Current		
Lease liabilities	-	108,628
Advances from related parties *(note a)* *(note b)*	705,000	114,000
Advances from third parties	-	100,000
Debt facility *(note c)*	600,000	999,930
	1,305,000	1,322,558

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

Finance leases are capitalised at the present value of minimum lease payments. Lease payments are allocated between the principal component of the lease liability and the finance costs, so as to achieve a constant rate of interest on the remaining balance of the liability. Lease liability has been fully repaid as at 30 June 2019.

Note a

Advances from related parties

This amount includes a loan for $305,000 from a director, John Conidi. This loan is unsecured and interest is paid monthly at a rate of 15%. The loan must be repaid within one month of being called by the lender.

A further $100,000 in loan was provided by a related party in July 2018. This loan is secured and interest is paid monthly at a rate of 12%. The loan has been extended to 30 June 2020.

Note b

Convertible Notes

On 16 February 2018, the Company announced that it had entered into a loan agreement with entities associated with Mr Conidi to loan funds to the Company. The loan was repayable within 6 months and accrues interest at a rate of 12%. During the financial year, a total of $300,000 was loaned to the Company under this agreement.

On 1 June 2018, this loan was transferred into convertible notes at a fair value of $1 per $1 note. The fair value of the convertible notes was assessed using the fair value measurement method, as shown in *Note 30- Fair value measurement.* The Company assessed that the fair value of the notes was approximately the face value.

The convertible notes are to be paid in full at the end of the term, being 1 June 2020. The note is to be repaid in cash, with the lender having the discretion to convert the notes to equity at any time. The headline coupon rate is 12%. Interest is paid at six monthly intervals. The Company also has an option to repay after 12 months using equity, subject to certain conditions linked to the Company's share price performance.

Note 16. Borrowings (continued)

Note c

On 31 March 2017, the consolidated entity secured access to a debt facility of $1,000,000. Interest is paid monthly in arrears at a rate of 15% per annum based on the balance drawn. During the financial year, a $400,000 payment was made reducing the debt to $600,000. However, in the event of default, interest is retrospectively payable at a rate of 20%. The facility is secured by a floating charge over the assets of the consolidated entity. This facility has been extended to 30 June 2020.

There was no unused borrowing facilities at 30 June 2019 (2018: $70).

	Consolidated	
	2019	**2018**
	$	**$**
Note 17. Employee benefits		
Current	17,562	15,514
Non-current	2,731	3,806
	20,293	19,320

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 18. Share capital

	Number of shares	$
Balance at 30 June 2017	750,226,174	4,473,153
Shares issued to exempt third party investors	105,000,000	525,000
Share-based payments to employees and related parties (Note 31)	16,000,000	63,000
Share-based payments to external parties (note 31)	10,000,000	60,000
Balance at 30 June 2018	881,226,174	5,121,153
Balance at 30 June 2019	881,226,174	5,121,153

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

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

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

	Note	Consolidated 2019 $	2018 $
Note 19. Reserves			
Share option reserve	31	645,484	543,750
Performance share reserve	31	513,875	513,875
		1,159,359	1,057,625

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

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

Note 20. Financial instruments

Financial risk management objectives

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

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

Market risk

Foreign currency risk

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

In order to protect against exchange rate movements, the consolidated entity has a policy of 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:

	Consolidated 2019 $	2018 $
Liabilities		
US dollars	28,034	27,925
NZ Dollars	2,004	
Euros	74,278	229,818
	104,315	257,743

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.

Note 20. Financial instruments (continued)

Credit risk

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

Remaining contractual maturities

The remaining contractual maturity for its financial instrument liabilities is shown in the following table. The table has been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the financial liabilities are due to be paid.

		Consolidated		
	interest rate	**1 year or less**	**years**	**Total**
Remaining contractual maturities	%	**$**	**$**	**$**
Consolidated 2019				
Trade and other payables	-	694,383	-	694,383
Advances from third parties (note 16)	-	-	-	-
Advances from related parties	12% -15%	405,000	-	405,000
Convertible note loan (note 16)	12%	300,000		300,000
Debt facilities	15%	600,000	-	600,000
Total		1,999,383	-	1,999,383
Consolidated 2018				
Trade and other payables	-	989,387	-	989,387
Finance lease liabilities	-	108,628	-	108,628
Advances from third parties (note 16)	-	100,000		100,000
Advances from related parties	12%	114,000		114,000
Convertible note loan (note 16)	12%		300,000	300,000
Debt facilities	15%	999,930	-	999,930
Total		2,311,945	300,000	2,611,945

There are no liabilities with contractual maturities due in more than 2 years.

Note 21. Parent entity information

Set out below is the supplementary financial information of the parent entity, 333D Ltd (T3D):

	Consolidated	
	2019	**2018**
	$	**$**
Statement of profit or loss and other comprehensive income		
Loss after income tax	295,009	(7,331,532)
Total comprehensive Loss	295,009	(7,331,532)
Statement of financial position		
Total current assets	42,006	362,393
Total assets	42,006	362,393
Total current liabilities	476,245	(303,357)
Total liabilities	(476,245)	(603,357)
Equity		
Issued capital	10,802,826	10,802,826
Reserves	1,290,121	1,188,387
Retained earnings (losses)	(12,527,186)	(12,232,177)
Total equity	(434,239)	(240,964)

Contingent liabilities

The parent entity had no contingent liabilities as at 30 June 2019 and 30 June 2018.

Accounting policies

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

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

Note 22. 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	
	%	**%**
333D Holdings Pty Ltd	100%	100%
3D Group Pty Ltd*	-	-
3D Industries Pty Ltd	100%	100%

All entities listed above are incorporated in Australia.

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

	Consolidated	
	2019	2018
	$	$

Note 23. 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:

	2019 $	2018 $
Short-term benefits	181,667	248,059
Post-employment benefits	9,500	12,574
Long-term benefits	-	1,933
Share-based payments (note a)	101,734	24,000
	292,901	286,566

Note a

During the 2019 financial year, the Company issued 50,000,000 options to John Conidi, 40,000,000 options to Tim Naylor and 20,000,000 options to Dr. Nigel Finch for nil consideration. These options were valued at $101,734 based on the Company's share price at the date of issue. The options are exercisable at $0.002 and expire on 31 December 2020.

Loans from Related Parties

Mr Conidi entered into a loan agreement during the financial year with the Company and subsequently loaned $305,000. This loan is unsecured with an interest rate of 15% (refer to Note 16). Total interest charged on this loan for the financial year amounted to $24,300.
During July 2018, $100,000 in loan was provided by related party, Nick and Jan Conidi Superannuation Fund. This loan is secured and interest is paid monthly at a rate of 12%. The loan has been extended to 30 June 2020. Total interest charged on this loan for the financial year amounted to $12,000.

Convertible Note from Related Parties

Balance on the Convertible Note as at 30 June 2019 is $300,000. This convertible note is held by John Conidi. Interest paid and accrued in relation to the convertible note during the financial year was $36,000 at 12% per annum.

Director fees totalling $66,667 (as disclosed within short-term benefits) were made to director-related entities.

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

Note 24. 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	
	2019	2018
Audit and review of the financial statements	36,744	45,000

Note 25. Contingencies

The consolidated entity did not have contingent assets at balance date (2018: nil).

The consolidated entity did not have contingent liabilities at balance date (2018: nil).

	Consolidated 2019 $	Consolidated 2018 $

Note 26. Commitments

The consolidated entity did not have operating lease commitments at balance date (2018: nil).

Finance lease commitments

	2019 $	2018 $
Committed at the reporting date and recognised as liabilities, payable:		
Within one year	-	115,310
One to five years	-	-
More than five years	-	-
	-	115,310
Future finance charges	-	(6,682)
	-	108,628

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

Note 27. Earnings per share

	2019 Number	2018 Number
in calculating earnings per share	881,226,174	857,009,141

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

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

Note 28. Cash flow reconciliation	**Consolidated** $ **2019**	$ **2018**
Profit/(Loss) after income tax for the year	374,443	(2,488,387)
Adjusted for non-cash items:		
Depreciation and amortisation	36,119	540,177
Impairment	-	592,324
Net gain (loss) on disposal of assets	(363,636)	(36,364)
Foreign exchange differences	-	-
Share-based payments	101,734	123,000
Changes in assets and liabilities, net of movements arising from share-based payments:		
(Increase)/decrease in trade and other receivables	38,788	47,060
(increase)/decrease in inventories	-	13,227
(increase)/decrease in other assets	-	(13,014)
increase/(decrease) in trade and other payables	(318,958)	200,858
Increase/(decrease) in employee benefits	29,089	(49,130)
Net cash flow from operating activities	(102,421)	(1,070,249)

Note 29. Events after the reporting date

Post 30 June 2019 the Company received a Research and Development cash refund of $422,939 for the 2019 Financial Year.

No other matter or circumstance has arisen since 30 June 2019 that has significantly affected, or may significantly affect the consolidated entity's operations, the results of those operations, or the consolidated entity's state of affairs in future financial years.

Note 30. 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.

Consolidated -2019	Level 1 $	Level 2 $	Level 3 $	Total $
Liabilities				
Convertible notes payable	-	-	300,000	300,000
Total liabilities	-	-	300,000	300,000

Consolidated -2018	Level 1 $	Level 2 $	Level 3 $	Total $
Liabilities				
Convertible notes payable	-	-	300,000	300,000
Total liabilities	-	-	300,000	300,000

There were no transfers between levels during the financial year.

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.

Note 31. Share-based payments
Share options

The valuation model inputs used to determine the fair value of options (above) unvested at the end of the financial year was as follows:

Grant date	Expiry date	Exercise price	Expected volatility	Dividend yield	Risk free rate	Fair value
18 Aug 2016	18 Feb 2018	0.020	90.00%	0.00%	1.79%	$0.0000
18 Aug 2016	18 Aug 2018	0.024	90.00%	0.00%	1.79%	$0.0087
23 Nov 2018	31 Dec 2020	0.002	90.00%	0.00%	1.79%	$0.0010

Shares issued in relation to the provision of goods and services

	Average Issue price	2019 Number	2018 Number	2019 $	2018 $
Issued to:					
Tim Naylor - Director	-	-	8,000,000	-	24,000
Employees	-	-	8,000,000	-	39,000
External Consultants	-	-	10,000,000	-	60,000
		-	26,000,000	-	123,000

Share-based payments have 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.

Note 31. Share-based payments (Continued)

Performance Shares

No performance shares were issued in the current nor prior financial year.

Grant date	Vesting date	Expiry Date	Vesting Conditions	Number	Value $/share	$
18 Aug 2016	18 Aug 2016	24 Aug 2020	*Note a*	27,500,000	0.0135	371,250
18 Aug 2016	18 Aug 2016	24 Aug 2020	*Note b*	21,250,000	0.0067	142,375
				48,750,000		513,625

Note a

Each Class A performance share converts to 1 ordinary share upon the Company or any if its subsidiaries, achieves aggregate gross revenue of $5m in the four years from 25 August 2016 to 24 August 2020.

Note b

Each Class B performance share converts to 1 ordinary share upon the Company or any if its subsidiaries achieves aggregate gross revenue of $8m in the four years from 25 August 2016 to 24 August 2020.

Movement in Performance Shares	2019 Number	2018 Number	2019 $	2018 $
Balance as at 1 July	48,750,000	48,750,000	513,625	513,625
Issued	-		-	
Lapsed unvested	-	-	-	-
Balance as at 30 June	48,750,000	48,750,000	513,625	513,625

The directors have reassessed the probability of the performance shares vesting and have concluded there is a reasonable grounds to expect the shares to vest prior to expiry.

Share Options

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

Grant date	Vesting date	Expiry date	Strike price	Fair value	2019 Number	2018 Number
18 Aug 2016	18 Aug 2016	18 Aug 2018	$0.024	$0.0085	62,500,000	62,500,000
18 Aug 2016	18 Aug 2016	18 Feb 2018	$0.020	$0.0087	-	-
23 Nov 2018	23 Nov 2018	31 Dec 2020	$0.002	$0.0010	110,000,000	-
					172,500,000	62,500,000

Movement in Options reserve	2019 Number	2018 Number	2019 $	2018 $
Balance at 1 July	62,500,000	187,500,000	543,750	1,606,250
Issued	110,000,000	-	101,734	-
Lapsed unvested	-	(125,000,000)	-	(1,062,500)
Balance as at 30 June	172,500,000	62,500,000	645,484	543,750

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 2019 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
24 September 2019
Melbourne

RSM Australia Partners

Level 21, 55 Collins Street Melbourne VIC 3000
PO Box 248 Collins Street West VIC 8007

T +61 (0) 3 9286 8000
F +61 (0) 3 9286 8199

www.rsm.com.au

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

Opinion

We have audited the financial report of 333D Limited (the Company) and its controlled entities (the consolidated entity), which comprises the consolidated statement of financial position as at 30 June 2019, 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 2019 and of its financial performance for the year then ended; and

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

Basis for Opinion

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

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

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

Material Uncertainty Related to Going Concern

We draw attention to Note 3 in the financial report, which indicates that the consolidated entity had net cash outflows from operating activities of $102,421 for the year ended 30 June 2019. As at that date, the consolidated entity had net current liabilities of $1,946,544 and net liabilities of $1,947,033. As stated in Note 3, these events or conditions, along with other matters as set forth in Note 3, indicate that a material uncertainty exists that may cast significant doubt on the consolidated entity's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Key Audit Matters

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

Key Audit Matters (Continued.)

Key Audit Matter	How our audit addressed this matter
Disclosure of Borrowings Refer to Note 16 in the financial statements	
The consolidated entity's borrowings at 30 June 2019 totalled $1,305,000. This balance was made up of facilities provided by various lenders, including related parties which were disclosed in Note 23.	Our audit procedures in relation to the disclosures of borrowings included: • Reviewing borrowing agreements to ascertain the respective borrowings' terms and conditions; • Obtaining confirmations from the lenders; • Ensuring that borrowings are accurately classified as current and non-current liabilities; and • Reviewing the disclosures in Note 16 for completeness and accuracy of borrowings terms.

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 2019 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.

Auditor's Responsibilities for the Audit of the Financial Report (Continued.)

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

Report on the Remuneration Report

Opinion on the Remuneration Report

We have audited the Remuneration Report included in pages 4 to 8 of the directors' report for the year ended 30 June 2019.

In our opinion, the Remuneration Report of 333D Limited for the year ended 30 June 2019, 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

RSM AUSTRALIA PARTNERS

Miano

R B MIANO
Partner

Dated: 24 September 2019
Melbourne, Victoria

The shareholder information set out below was applicable as at 30 August 2019

Distribution of equitable securities

Analysis of equitable security holders by size of holding.

	Number of holders
1 to 1,000 ordinary shares	47
1,001 to 5,000 ordinary shares	227
5,001 to 10,000 ordinary shares	31
10,001 to 100,000 ordinary shares	358
100,001 ordinary shares and over	403
	1,066
Holding less than a marketable parcel of ordinary shares	865

Equity security holders

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

	Ordinary shares	
	Number held	% of shares on issue
Lax Consulting PTE Ltd	131,182,626	14.89%
Cerva Capital Pty Ltd	103,104,135	11.70%
Perco Group Pty Ltd	72,278,152	8.20%
TY Webb Pty Ltd	45,101,384	5.12%
Seventh Avenue Investments Pty Ltd	37,137,096	4.21%
Clemenza Pty Ltd	19,418,222	2.20%
Poutakidis Superannuation Fund	17,437,747	1.98%
Street Capital Partners Pty Ltd	15,176,378	1.72%
Mr. Chunghang Li	15,000,000	1.70%
Mr. Christopher David Wilks	14,250,000	1.62%
Existential Pty Ltd	13,500,000	1.53%
Australian Executor Trustees Ltd	12,600,000	1.43%
Triple Three Investments Pty Ltd	11,725,395	1.33%
Mrs. Jessica Damassa	11,000,000	1.25%
Ms. Karen Thomas	9,000,000	1.02%
Idinoc Pty Ltd	8,882,286	1.01%
Mr. Paul Richard Fielding	7,250,000	0.82%
Mr. Bruno Nosek	7,080,000	0.80%
Mr. Michael St John Madden	6,680,000	0.76%
Mr. Timothy James Naylor	6,000,000	0.68%

Unquoted securities

	Number of issues	Number of holders
Options issued over ordinary shares (@ $0.02 expries 31 December 2020)	110,000,000	3