# 333D Limited and controlled entities

ABN 24 118 159 881

## Annual report

for the year ended 30 June 2023

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' or 'group') at the end of, or during, the year ended 30 June 2023.

**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 62.4% to $23,946 (2022: $63,679), 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 $724,966 (2022: loss of $1,235,034).

The decrease in the operating loss was mainly attributable to no options issued via share based payments (2022 share based payments totalled $444,702), lower accounting and consulting fees and lower local and international travel expenses than in the prior year.

*Financial position*

Net cash outflows from operations was an outflow of $350,685 during the financial year (2022: outflow of $195,776).

As at 30 June 2023, the group had cash and cash equivalents of $65,046 (2022: $415,731).

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 consolidated entity during the financial year.

**Matters subsequent to the end of the financial year**

No matter or circumstance has arisen since 30 June 2023 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: | 521,678,694 ordinary shares |
| Interests in options: | Nil |

| | |
|---|---|
| **Name:** | **Dr. Nigel Finch** |
| **Title:** | **Non Executive Director** |
| Qualifications | MCom, LLM, 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 *ASX Listing Rule 12.6* , 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): | Nil |
| Interests in shares: | 344,225,638 ordinary shares |
| Interests in options: | Nil |
| Contractual rights to shares: | Nil |

**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: | Eqonex Group (NASDAQ.EQOS) - appointed 30 September 2020 |
| Former directorships (last 3 years): | Ambition Group Limited (ASX:AMB) - delisted 30 September 2020<br>Magnis Energy Technologies Limited (ASX.MNS) - resigned 18 November 2021 |
| Interests in shares: | 217,555,557 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.

**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 2023, and the number of meetings attended by each director were:

| | **Attended** | **Held** |
|---|---|---|
| John Conidi | 13 | 13 |
| Dr. Nigel Finch | 13 | 13 |
| Dr. Richard Petty | 13 | 13 |

**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; and
- 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; and
- 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 2023, 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 23 November 2022, 99.99% of the votes received supported the adoption of the remuneration report for the year ended 30 June 2023. 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
- 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 | Performance rights | |
| **2023** | $ | $ | $ | $ | $ | $ |
| John Conidi* | 100,000 | - | - | - | - | 100,000 |
| Dr. Nigel Finch* | 100,000 | - | - | - | - | 100,000 |
| Dr. Richard Petty* | 100,000 | - | - | - | - | 100,000 |
| | 300,000 | - | - | - | - | 300,000 |

$55,000 (incl GST) for accrued FY23 director's fees owing to Mr John Conidi* was settled in issued capital. $16,500 (incl GST) was paid to Alt Partners Pty Ltd, a company owned and controlled by Mr John Conidi, as an advisory fee in relation to the debt facility.
$55,000 (incl GST) for accrued FY23 director's fees owing to Dr Nigel Finch* was settled in issued capital. In addition, $42,531 owing for the provision of FY23 accounting services by Saki Partners, a company owned and controlled by Dr Nigel Finch, was settled in issued capital.
$50,000 (excl GST) for accrued FY23 director's fees owing to Dr Richard Petty*, was settled in issued capital.
*Payments to these directors were made to director-related entities.

**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 | Performance rights | |
| **2022** | $ | $ | $ | $ | $ | $ |
| John Conidi* | 93,333 | - | - | - | 133,452 | 226,785 |
| Dr. Nigel Finch* | 93,333 | - | - | - | 133,452 | 226,785 |
| Dr. Richard Petty* | 93,333 | - | - | - | 88,968 | 182,301 |
| | 280,000 | - | - | - | 355,871 | 635,871 |

$102,667 (incl GST) for accrued FY22 director's fees owing to Mr John Conidi* was settled in issued capital. $35,970 (incl GST) was paid to Alt Partners Pty Ltd, a company owned and controlled by Mr John Conidi, as a placement fee in relation to the capital raising.

$102,667 (incl GST) for accrued FY22 director's fees owing to Dr Nigel Finch* was settled in issued capital. In addition, $66,950 owing for the provision of FY22 accounting services by Saki Partners, a Company owned and controlled by Dr Nigel Finch, was settled in issued capital.

$93,333 (excl GST) for accrued FY22 director's fees owing to Dr Richard Petty*, was settled in issued capital.
The proportion of KMP remuneration linked to performance and the fixed proportions are as follows:

| | Fixed remuneration | | At risk - STI | | At risk - LTI | |
|---|---|---|---|---|---|---|
| | 2023 | 2022 | 2023 | 2022 | 2023 | 2022 |
| John Conidi* | 100% | 41% | 0% | 59% | 0% | 0% |
| Dr. Nigel Finch* | 100% | 41% | 0% | 59% | 0% | 0% |
| Dr. Richard Petty* | 100% | 51% | 0% | 49% | 0% | 0% |

There were no cash bonuses paid/payable for 30 June 2023 (2022: nil).

***Service agreements***

Remuneration and other form of employment for key management personnel are formalised in service agreements. There are no notice periods for termination of the agreements. Details of these agreements are as follows:

| **Name** | John Conidi | Dr Nigel Finch | Dr Richard Petty |
|---|---|---|---|
| **Title** | Executive Chairman | Director | Director |
| **Details** | Directors fee for the year ending 30 June 2023 of $100,000. | | |

***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 2023 are set out below:

| Name | Date | Shares | Issue Price | $ |
|---|---|---|---|---|
| John Conidi | 25/11/2022 | 36,666,667 | $ 0.0015 | 55,000 |
| Dr. Nigel Finch | 25/11/2022 | 36,666,667 | $ 0.0015 | 55,000 |
| Dr. Richard Petty | 25/11/2022 | 33,333,334 | $ 0.0015 | 50,000 |

**Remuneration report (audited) continued**

***Additional information***

The earnings of the consolidated entity for the five years to 30 June 2023 are summarised below:

| | **2023** | **2022** | **2021** | **2020** | **2019** |
|---|---|---|---|---|---|
| | **$** | **$** | **$** | **$** | **$** |
| Revenue | 23,946 | 63,679 | 114,974 | 186,146 | 430,616 |
| Net profit/(loss) after income tax | (724,966) | (1,235,034) | (338,793) | (598,091) | 374,443 |

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

| | 2023 | 2022 | 2021 | 2020 | 2019 |
|---|---|---|---|---|---|
| Share price at financial year end ($) | 0.001 | 0.002 | 0.002 | 0.001 | 0.001 |
| Dividends declared (cents per share) | - | - | - | - | - |
| Basic EPS (cents per share) | (0.02) | (0.05) | (0.03) | (0.06) | 0.04 |

*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 | 485,012,027 | 36,666,667 | - | | 521,678,694 |
| Dr. Nigel Finch | 279,205,004 | 36,666,667 | 28,353,967 | - | 344,225,638 |
| Dr. Richard Petty | 184,222,223 | 33,333,334 | - | - | 217,555,557 |
| | 948,439,254 | 106,666,668 | 28,353,967 | - | 1,083,459,889 |

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.

**Remuneration report (audited) continued**

*Performance rights*

The number of performance rights 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.***

***Options***

In the prior year, 80,000,000 options with a grant date of 28 February 2022 were issued to external parties. As at 30 June 2023, the Company has 80,000,000 options outstanding.

**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 2023
Melbourne

**RSM Australia Partners**

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# AUDITOR'S INDEPENDENCE DECLARATION

As lead auditor for the audit of the financial report of 333D Limited and its controlled entities for the year ended 30 June 2023, 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 J MORILLO MALDONADO**
Partner

31 August 2023

Melbourne, Victoria

## 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 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 Limited'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 2023. The directors have the power to amend and reissue the financial statements.

| | |
|---|---|
| **Directors** | Mr. John Conidi<br>Dr. Nigel Finch<br>Dr. Richard Petty |
| **Company Secretary** | Catherine O'Connor |
| **Registered office** | Level 8<br>555 Bourke Street<br>MELBOURNE VIC 3000 |
| **Principal place of business** | 34 Jimmy Place<br>LAVERTON NORTH VIC 3026 |
| **Share register** | Automic Registry Services<br>Level 5, 126 Phillip Street<br>SYDNEY NSW 2000 |
| **Auditor** | RSM Australia Partners<br>Level 21, 55 Collins Street<br>MELBOURNE VIC 3000 |
| **Solicitor** | Gadens Lawyers<br>Level 13, 447 Collins Street<br>MELBOURNE VIC 3000 |
| **Banker** | Westpac Banking Corporation Ltd<br>150 Collins Street<br>MELBOURNE VIC 3000 |
| **Stock exchange listing** | 333D Limited shares are quoted<br>on the Australian Securities<br>Exchange (ASX code: T3D) |
| **Website** | 333d.co |
| **Corporate Governance Statement** | 333d.co/investors |

**333D Limited and controlled entities**

Statement of profit or loss and other comprehensive income

Year ended 30 June 2023

| | Note | Consolidated 2023 $ | 2022 $ |
|---|---|---|---|
| **Income** | | | |
| Revenue | 5 | 23,946 | 63,679 |
| Profit from disposal of subsidiary | | 40,861 | - |
| Other income | 6 | 96,067 | 202,556 |
| | | 160,874 | 266,235 |
| **Expenses** | | | |
| Raw materials and consumables used | | (69,723) | (29,217) |
| Employee expense | 7 | (100,590) | (98,311) |
| Occupancy expense | | (33,271) | (28,575) |
| Administrative expense | 7 | (663,172) | (794,852) |
| Share based payment expense | | - | (444,702) |
| Other expenses | | (19,084) | (94,954) |
| Finance costs | 7 | - | (10,658) |
| | | (885,840) | (1,501,268) |
| **Loss before income tax expense** | | (724,966) | (1,235,034) |
| Income tax expense | 8 | - | - |
| **Loss after income tax expense for the year** | | (724,966) | (1,235,034) |
| **Other comprehensive income** | | | |
| Other comprehensive income for the year, net of tax | | - | - |
| **Total comprehensive loss for the year** | | (724,966) | (1,235,034) |
| | | Cents | Cents |
| Basic earnings per share | 22 | (0.02) | (0.05) |
| Diluted earnings per share | 22 | (0.02) | (0.05) |

**333D Limited and controlled entities**

Statement of financial position

As at 30 June 2023

| | Note | Consolidated 2023 $ | 2022 $ |
|---|---|---|---|
| **Assets** | | | |
| **Current assets** | | | |
| Cash and cash equivalents | 9 | 65,046 | 415,731 |
| Trade and other receivables | 10 | 24,240 | 15,433 |
| Other assets | 11 | - | 10,356 |
| | | 89,286 | 441,520 |
| **Total assets** | | 89,286 | 441,520 |
| **Liabilities** | | | |
| **Current liabilities** | | | |
| Trade and other payables | 12 | 473,074 | 341,000 |
| Short-term employee benefits | 13 | 26,249 | 19,480 |
| | | 499,323 | 360,480 |
| **Non-current liabilities** | | | |
| Long-term employee benefits | 13 | 6,557 | 5,200 |
| | | 6,557 | 5,200 |
| **Total liabilities** | | 505,880 | 365,680 |
| Net assets / (liabilities) | | (416,595) | 75,840 |
| **Equity** | | | |
| Issued capital | 14 | 9,103,771 | 8,871,240 |
| Reserves | 15 | 444,702 | 444,702 |
| Accumulated losses | | (9,965,068) | (9,240,102) |
| **Total equity / (deficiency)** | | (416,595) | 75,840 |

**333D Limited and controlled entities**
Statement of changes in equity
For the year ended 30 June 2023

| Consolidated | Notes | Issued capital | Reserves | Accumulated losses | Total equity |
|---|---|---|---|---|---|
| Balance at 1 July 2021 | | 7,458,595 | - | (8,005,069) | (546,474) |
| Loss after income tax expense for the year | | - | - | (1,235,034) | (1,235,034) |
| Total comprehensive loss 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 | 14 | 1,047,029 | - | - | 1,047,029 |
| Option issued | 15 | - | 88,831 | - | 88,831 |
| Performance rights issued | 15 | - | 355,871 | - | 355,871 |
| Issed capital to settle financial liability | 14 | 365,617 | - | - | 365,617 |
| **Balance at 30 June 2022** | | 8,871,240 | 444,702 | (9,240,102) | 75,840 |
| | | | | | |
| Balance at 1 July 2022 | | 8,871,240 | 444,702 | (9,240,102) | 75,840 |
| Loss after income tax expense for the year | | - | - | (724,966) | (724,966) |
| Total comprehensive loss for the year | | - | - | (724,966) | (724,966) |
| Transactions with owners in their capacity as owners: | | | | | |
| Issed capital to settle financial liability | 14 | 232,531 | - | - | 232,531 |
| **Balance at 30 June 2023** | | 9,103,771 | 444,702 | (9,965,068) | (416,595) |

**333D Limited and controlled entities**

Statement of cash flows

Year ended 30 June 2023

| | Note | Consolidated 2023 $ | 2022 $ |
|---|---|---|---|
| **Cash flows from operating activities** | | | |
| Receipts from customers (inclusive of GST) | | 23,973 | 70,897 |
| Payments to suppliers and employees (inclusive of GST) | | (485,843) | (454,317) |
| Grants received | | - | 20,000 |
| Interest received | | 51 | - |
| Other income - R&D tax offsets received | | 111,133 | 178,301 |
| Interest and other finance costs paid | | - | (10,658) |
| Net cash used in operating activities | 23 | (350,685) | (195,776) |
| **Cash flows from financing activities** | | | |
| Proceeds from issue of share capital | | - | 545,000 |
| Capital raising costs paid | | - | (32,700) |
| **Net cash from financing activities** | | - | 512,300 |
| Net increase/(decrease) in cash and cash equivalents | | (350,685) | 316,524 |
| Cash and cash equivalents at the beginning of the financial year | | 415,731 | 99,207 |
| **Cash and cash equivalents at the end of the financial year** | 9 | **65,046** | **415,731** |

## 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 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 is disclosed in Note 18.

**Note 1. Significant accounting policies (continued)**

**Principles of consolidation**

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 2023 and the results of all subsidiaries for the year then ended. 333D Limited and its subsidiaries together are referred to in these financial statements as the 'consolidated entity'.

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

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

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

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.

**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.

**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.

**Note 1. Significant accounting policies (continued)**

**Current and non-current classification**
Assets and liabilities are presented in the statement of financial position based on current and non-current classification.

An asset is classified as current when: it is either expected to be realised or intended to be sold or consumed in the consolidated entity's normal operating cycle; it is held primarily for the purpose of trading; it is expected to be realised within 12 months after the reporting period; or the asset is cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least 12 months after the reporting period. All other assets are classified as non-current.

A liability is classified as current when: it is either expected to be settled in the consolidated entity's normal operating cycle; it is held primarily for the purpose of trading; it is due to be settled within 12 months after the reporting period; or there is no unconditional right to defer the settlement of the liability for at least 12 months after the reporting period. All other liabilities are classified as non-current.

Deferred tax assets and liabilities are always classified as non-current.

**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 2023. The consolidated entity has not yet assessed the impact of these new or amended Accounting Standards and Interpretations.

**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:

*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 $111,133 in 2023 (2022: $178,301). 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.

*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 12, 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 Limited and controlled entities recorded a loss after income tax of $724,966 and had net cash outflows from operating activities amounting to $350,585 for the year ended 30 June 2023. As at that date, the consolidated entity had net liabilities of $416,595 and its current liabilities exceeded its current assets by $410,037.
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 report.
The Directors believe there are reasonable grounds to believe the consolidated entity will continue as a going concern. The Directors' assessment included consideration to the below:
•Management and the Directors have prepared a cash flow forecast for the next 12 months from the date of this report which indicates the consolidated entity will be cash flow positive during this period and the Directors are confident that this forecast 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;
•the Executive Chairman and director has committed to provide the consolidated entity with the financial support and assistance to meet their working capital obligations, as an when they fall due for a period of not less than 12 months from the date this annual financial report is signed; and
•on 20 December 2022, 333D Limited secured two credit facilities totalling $150,000 from director related entities (refer to note 16). As at 30 June 2023 neither facility had been drawn down.
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.

| | Note | Consolidated 2023 $ | 2022 $ |
|---|---|---|---|
| **Note 5. Revenue** | | | |
| Sales of 3D prints | | 18,098 | 62,213 |
| Sales of 3D printing equipment and consumables | | 848 | 1,466 |
| Rendering of services | | 5,000 | - |
| | | 23,946 | 63,679 |

**Revenue recognition**

Revenue from contracts with customers
Revenue is recognised at an amount that reflects the consideration to which the consolidated entity is expected to be entitled in exchange for transferring goods or services to a customer. For each contract with a customer, the consolidated entity: identifies the contract with a customer; identifies the performance obligations in the contract; determines the transaction price which takes into account estimates of variable consideration and the time value of money; allocates the transaction price to the separate performance obligations on the basis of the relative stand-alone selling price of each distinct good or service to be delivered; and recognises revenue when or as each performance obligation is satisfied in a manner that depicts the transfer to the customer of the goods or services promised.

Variable consideration within the transaction price, if any, reflects concessions provided to the customer such as discounts, rebates and refunds, any potential bonuses receivable from the customer and any other contingent events. Such estimates are determined using either the 'expected value' or 'most likely amount' method. The measurement of variable consideration is subject to a constraining principle whereby revenue will only be recognised to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur. The measurement constraint continues until the uncertainty associated with the variable consideration is subsequently resolved. Amounts received that are subject to the constraining principle are recognised as a refund liability.

3D prints & 3D printing equipment and consumables
Revenue is recognised at the point in time when the customer obtains 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.

| | 2023 $ | 2022 $ |
|---|---|---|
| **Note 6. Other income** | | |
| R&D tax offset | 111,133 | 178,301 |
| Net foreign exchange gains/(losses) | (15,117) | 4,255 |
| Interest | 51 | - |
| Grants received | - | 20,000 |
| | 96,067 | 202,556 |

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:

| | 2023 $ | 2022 $ |
|---|---|---|
| *Employee benefits* | | |
| Short-term benefits | 90,805 | 88,922 |
| Long-term employee benefits | 1,357 | 1,354 |
| Post-employment benefits | 8,428 | 8,035 |
| | 100,590 | 98,311 |
| *Short-term leases expenses* | | |
| Short-term leases | 30,909 | 23,297 |
| | 30,909 | 23,297 |

| | Note | Consolidated 2023 $ | 2022 $ |
|---|---|---|---|
| **Note 7. Expenses (continued)** | | | |
| *Administrative expense (note a)* | | | |
| Consulting fees | 15 | 239,651 | 412,696 |
| Directors' fees | 15 | 300,000 | 280,000 |
| Other administrative expenses | | 123,521 | 102,156 |
| | | 663,172 | 794,852 |

*Note a*

Administrative expense incurred during the financial year ended 30 June 2023 includes accounting fees ($10,567), consulting fees ($113,661) and director fees ($300,000) which have been partially settled by issue of share capital on 24 November 2022.
Administrative expense incurred during the financial year ended 30 June 2022 includes accounting fees ($33,636), consulting fees ($356,834) 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.

| | 2023 $ | 2022 $ |
|---|---|---|
| *Finance costs* | | |
| Borrowings | - | 10,658 |
| | - | 10,658 |

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

**Note 8. Income tax expense**

| | 2023 $ | 2022 $ |
|---|---|---|
| Current income tax expense | - | - |
| Deferred income tax expense | - | - |
| | - | - |
| *Numerical reconciliation of income tax expense and tax at the statutory rate* | | |
| Loss before income tax expense | (724,966) | (1,235,034) |
| Prima facie income tax at the statutory rate of 25% (2022: 26%) | (181,241) | (321,109) |
| Income tax losses not recognised as deferred tax assets | 181,241 | 321,109 |
| 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.

As at 30 June 2023, the Group had carried forward tax losses of $5,359,820 (2022: $4,634,854) resulting in a deferred tax asset of $1,339,955 (2022: $1,205,062).

The deferred tax asset recognised on carry forward losses and other temporary differences has not been brought to account and will only be recognised if:
(a) future assessable is derived of a nature and of an amount sufficient to enable the benefit to be realised;
(b) the conditions for deductibility imposed by tax legislation continue to be complied with; and
(c) the Group is able to meet the continuity of business and/or continuity of ownership tests.

**Note 9. Cash and cash equivalents**

| | 2023 $ | 2022 $ |
|---|---|---|
| Cash on hand | - | 101 |
| Cash at bank | 65,046 | 415,630 |
| | 65,046 | 415,731 |

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.

| | Note | Consolidated 2023 $ | Consolidated 2022 $ |
|---|---|---|---|
| **Note 10. Trade and other receivables** | | | |
| Trade receivables | | 279 | 794 |
| | | 279 | 794 |
| GST recoverable from Australian Taxation Office | | 20,661 | 11,339 |
| Deposits and bonds | | 3,300 | 3,300 |
| | | 24,240 | 15,433 |

Trade receivables are initially recognised at fair value and subsequently measured at amortised cost, less any allowances for expected credit losses. 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 uncollectible are written off by reducing the carrying amount directly. The consolidated entity has applied the simplified approach to measuring expected credit losses, which uses a lifetime expected credit loss allowance. To measure the expected credit losses, trade receivables have been grouped together based on days overdue.

**Note 11. Current assets - other**

| | | |
|---|---|---|
| Prepayments | - | 10,356 |
| | - | 10,356 |

**Note 12. Trade and other payables**

| | | |
|---|---|---|
| Trade payables | 249,563 | 242,517 |
| Accrued expenses | 223,511 | 52,032 |
| Other payables | - | 46,451 |
| | 473,074 | 341,000 |

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 16 for further information on financial instruments.

| | Note | Consolidated 2023 $ | Consolidated 2022 $ |
|---|---|---|---|
| **Note 13. Employee benefits** | | | |
| Current | | 26,249 | 19,480 |
| Non-current | | 6,557 | 5,200 |
| | | 32,806 | 24,680 |

*Short term employee benefits*

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.

*Other long term employee benefits*

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 14. Issued capital**

| | Number of shares | $ |
|---|---|---|
| Balance at 30 June 2021 | 2,093,066,368 | 7,458,595 |
| Issue of share capital to external parties | 697,485,844 | 1,047,029 |
| Issue of share capital to related parties | 243,744,456 | 365,617 |
| Balance at 30 June 2022 | 3,034,296,668 | 8,871,240 |
| Issue of share capital to external parties | 20,000,000 | 30,000 |
| Issue of share capital to related parties | 135,020,636 | 202,531 |
| Balance at 30 June 2023 | 3,189,317,304 | 9,103,771 |

**Note 14. Issued 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.

*Capital risk management*

The consolidated entity's objectives when managing capital is to safeguard its ability to continue as a going concern, so that it can provide returns for shareholders and benefits for other stakeholders and to maintain an optimum capital structure to reduce the cost of capital.

Capital is regarded as total equity, as recognised in the statement of financial position, plus net debt. Net debt is calculated as total borrowings less cash and cash equivalents.

In order to maintain or adjust the capital structure, the consolidated entity may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

The consolidated entity would look to raise capital when an opportunity to invest in a business or company was seen as value adding relative to the current company's share price at the time of the investment.

The consolidated entity is not actively pursuing additional investments in the short term as it continues to integrate and grow its existing businesses in order to maximise synergies.

The consolidated entity is subject to certain financing arrangements covenants and meeting these is given priority in all capital risk management decisions.

There have been no events of default on the financing arrangements during the financial year. The capital risk management policy remains unchanged from the 30 June 2022 Annual Report.

***Transactions settled in issued capital***

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

| | Average issue price | 2023 Number | 2022 Number | 2023 $ | 2022 $ |
|---|---|---|---|---|---|
| Issued to: | | | | | |
| LAX Consulting Pte Ltd * | | | 238,819,178 | | 375,729 |
| John Conidi - Director | 0.0015 | 36,666,667 | 68,444,454 | 55,000 | 102,667 |
| Dr. Richard Petty - Director | 0.0015 | 33,333,334 | 62,222,223 | 50,000 | 93,333 |
| Dr. Nigel Finch - Director | 0.0015 | 36,666,667 | 68,444,445 | 55,000 | 102,667 |
| Saki Partners * | 0.0015 | 28,353,967 | 44,633,334 | 42,531 | 66,950 |
| Neil Sheppard* | | | 13,333,333 | | 20,000 |
| Victoria Wells* | | | 12,000,000 | | 19,000 |
| Giant Swan Pty Ltd* | | | 40,000,000 | | 60,000 |
| Bin Liu | | | 166,666,667 | | 250,000 |
| Philip John Cawood | | | 33,333,333 | | 50,000 |
| RJ&A Investments | | | 30,000,000 | | 45,000 |
| Cumulus Wealth | | | 133,333,333 | | 200,000 |
| Dual Mandate Investments Pty Ltd* | 0.0015 | 20,000,000 | 30,000,000 | 30,000 | 60,000 |
| | | 155,020,636 | 941,230,300 | 232,531 | 1,445,345 |

*LAX Consulting Pte Ltd **

The 2022 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.

**Note 14. Issued 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 2023 share-based payments comprise the following:
(1) 36,666,667 shares in lieu of director fees and consulting services fees for the period 1 July 2022 to 31 December 2022. This share-based payment was approved by shareholders on 23 November 2022.
(2) 28,353,967 shares in lieu of accounting service fees for the period 1 May 2022 to 31 December 2022. This share-based payment was approved by shareholders on 23 November 2022.
The 2022 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 2022 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 2022 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 2022 share-based payment was approved by shareholders on 10 June 2022.

*Giant Swan Pty Ltd **
The 2022 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 2023 share-based payment comprises 20,000,000 shares as settlement of consultancy services in relation to 3D printing initiatives and business development, 10,000,000 issued on 28/7/2022 and 10,000,000 issued on 1/9/2022. This share-based payment was approved by shareholders on 23 November 2022.*
(2) The 2022 share-based payments comprises 20,000,000 shares issued as settlement of consultancy services in relation to 3D printing initiatives and business development, approved by shareholders on 10 May 2022; and a further 10,000,000 issued for settlement of consulting fees, 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.

| | Consolidated 2023 $ | Consolidated 2022 $ |
|---|---|---|
| **Note 15. Reserves** | | |
| Share option reserve | 88,831 | 88,831 |
| Performance share reserve | 355,871 | 355,871 |
| | 444,702 | 444,702 |

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 2023, the Company's options and performance rights were outstanding. The options expire on 28 February 2024.

*Performance rights*

| 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 |
| | | | | 200,000,000 | | 355,871 |

*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.

| Movement in Performance Shares | 2023 Number | 2022 Number | 2023 $ | 2022 $ |
|---|---|---|---|---|
| Balance as at 1 July | 200,000,000 | - | 355,871 | - |
| Issued | - | 200,000,000 | - | 355,871 |
| Lapsed unvested | | - | - | - |
| Balance as at 30 June | 200,000,000 | 200,000,000 | 355,871 | 355,871 |

## Note 15. Reserve (continued)

*Share options*

| Grant date | Vesting date | Expiry date | Strike price | Fair value | 2023 Number | 2022 Number |
|---|---|---|---|---|---|---|
| 28-Feb-22 | 28-Feb-22 | 28-Feb-24 | $0.002 | $0.01 | 80,000,000 | 80,000,000 |
| | | | | | 80,000,000 | 80,000,000 |

| Movement in options reserve | 2023 Number | 2022 Number | 2023 $ | 2022 $ |
|---|---|---|---|---|
| Balance at 1 July | 80,000,000 | - | 88,831 | - |
| Issued | - | 80,000,000 | - | 88,831 |
| Lapsed unvested | - | - | - | - |
| Balance as at 30 June | 80,000,000 | 80,000,000 | 88,831 | 88,831 |

## Note 16. 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, price 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 16. 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:

| *Liabilities* | **2023** | **2022** |
|---|---|---|
| US dollars | 31,612 | 34,374 |
| Euros | 154,531 | 142,113 |
| | 186,143 | 176,487 |

Sensitivity analysis

Based on historical movements and volatilities in the foreign exchange markets , the Group believes that the following movements are reasonably possible over a 12 month period:

• Proportional foreign exchange rate movement of 7 percent depreciation of AU$ against the US$ and a 8% appreciation of AU$ against the US$ from the spot rate.

• Proportional foreign exchange rate movement of 2 percent depreciation of AU$ against the Euro and a 14% appreciation of AU$ against the Euro from the spot rate.

| | **2023** | **2022** |
|---|---|---|
| US dollars +8% (2022: +10%) | 2,529 | 3,437 |
| Euros +14% (2022: +5%) | 21,634 | 7,106 |
| US dollars -7% (2022: 0%) | (2,213) | - |
| Euros -2% (2022: -7%) | (3,091) | (9,948) |
| Net impact | 18,860 | 595 |

*Price risk*

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

*Interest rate risk*

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

***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.

On 20 December 2022, 333D Limited secured two line of credit facilities totalling $150,000 from the following Director-related entities; Saki Partners (Services) Pty Ltd ($50,000); and Conidico Superannuation Pty Ltd ($100,000). The interest rate on drawn funds is 12% p.a. As at 30 June 2023, neither facility had been drawn down.

**Note 16. Financial instruments (continued)**

**Remaining contractual maturities**

| | Average interest rate | 1 year or less | Between 1 and 2 years | Total |
|---|---|---|---|---|
| | **Consolidated** | | | |
| | % | $ | $ | $ |
| **Consolidated 2023** | | | | |
| Trade and other payables | - | 473,074 | - | 473,074 |
| **Total** | | 473,074 | - | 473,074 |
| **Consolidated 2022** | | | | |
| Trade and other payables | - | 341,000 | - | 341,000 |
| **Total** | | 341,000 | - | 341,000 |

**Note 17. Parent entity information**

Set out below is the supplementary financial information of the parent entity, 333D Limited:

| | Consolidated 2023 | Consolidated 2022 |
|---|---|---|
| | $ | $ |
| *Statement of profit or loss and other comprehensive income* | | |
| Loss after income tax | 586,132 | 1,065,791 |
| Total comprehensive loss | 586,132 | 1,065,791 |
| *Statement of financial position* | | |
| Total current assets | 25,366 | 405,199 |
| Total assets | 25,366 | 405,199 |
| Total current liabilities | (245,191) | (56,778) |
| Total liabilities | (245,191) | (56,778) |
| Equity | | |
| Issued capital | 9,103,771 | 8,871,240 |
| Reserves | 575,464 | 575,464 |
| Accumulated losses | (8,049,630) | (7,463,499) |
| Total equity | 1,629,606 | 1,983,205 |

*Contingent liabilities*

The parent entity had no contingent liabilities as at 30 June 2023 and 30 June 2022.

*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.

**Note 18. 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 | |
|---|---|---|
| | **2023** | **2022** |
| | **%** | **%** |
| 333D Holdings Pty Ltd | 100% | 100% |
| 3D Group Pty Ltd* | - | - |
| 3D Industries Pty Ltd** | - | 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.
** 333D Limited had control over 3D Industries 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 Industries Pty Ltd was deregistered on 14 August 2022.

**Note 19. Key management personnel and related party disclosures**

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

| | Consolidated | |
|---|---|---|
| | **2023** | **2022** |
| | **$** | **$** |
| Short-term benefits | 300,000 | 280,000 |
| Post-employment benefits | - | - |
| Share-based payments *(note a)* | - | 355,871 |
| | 300,000 | 635,871 |

*Note a*
During the 2023 financial year, the Company issued 36,666,667 shares to John Conidi and 33,333,334 shares to Dr. Richard Petty and 36,666,667 shares to Dr. Nigel Finch in lieu of accrued director's fees in the 2023 financial year. As per note 15, 28,353,967 shares were issued in lieu of consulting fees provided by Saki Partners (a director-related entity of Dr Nigel Finch).
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 for the 2020 and 2021 financial years. Of the shares issued to Saki Partners, 44,633,334 were shares in lieu of consulting fees provided to the Company.

| | **2023** | **2022** |
|---|---|---|
| Transactions with related parties | **$** | **$** |
| The following transactions occurred with related parties: | | |
| *Payment for good and services* | | |
| Payment for advisory services from Alt Partners (director-related entity of John Conidi) | 15,000 | 32,700 |
| Payment for accounting, business services and line of credit facility fee from Saki Partners (director-related entity of Dr. Nigel Finch) | 51,783 | 60,864 |
| *Current payables* | | |
| Trade payables to Saki Partners (director-related entity of Dr. Nigel Finch) | 165 | 4,543 |
| Accrued expenses to Saki Partners (director-related entity of Dr Nigel Finch) | 9,251 | 27,888 |
| Accrued expenses to Conidico Superannuation Fund (director-related entity of John Conidi) | 10,000 | - |

*Loans to/from related parties*
Refer to Note 16 for details over unused related party credit facilities.
*Terms and conditions*
All transactions were made on normal commercial terms and conditions and at market rates.

**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 | |
|---|---|---|
| | 2023<br>$ | 2022<br>$ |
| Audit and review of the financial statements | 35,050 | 30,145 |

**Note 20. Contingencies**

The consolidated entity did not have contingent assets at balance date (2022: nil).

The consolidated entity did not have contingent liabilities at balance date (2022: nil).

**Note 21. Commitments**

The consolidated entity did not have operating lease commitments at balance sheet date (2022: nil).

**Note 22. Earnings per share**

| | Consolidated | |
|---|---|---|
| | 2023<br>$ | 2022<br>$ |
| Loss after income tax attributable to the owners of 333D Limited | (724,966) | (1,235,034) |
| | **2023<br>Number** | **2022<br>Number** |
| Weighted average number of ordinary shares used in calculating earnings per share | 3,132,500,773 | 2,561,536,926 |
| | **Cents** | **Cents** |
| Basic earnings per share | (0.02) | (0.05) |
| Diluted earnings per share | (0.02) | (0.05) |

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.

| | Consolidated | |
|---|---|---|
| | 2023<br>$ | 2022<br>$ |
| **Note 23. Cash flow reconciliation** | | |
| Loss after income tax for the year | (724,966) | (1,235,034) |
| Adjusted for non-cash items: | | |
| Profit from disposal of subsidiary | (40,861) | - |
| Unrealised foreign exchange differences | 13,595 | (4,445) |
| Share-based payments and operational expenditure extinguished by issuing shares | 232,531 | 1,049,492 |
| Changes in assets and liabilities, net of movements arising from share-based payments: | | |
| (Increase)/decrease in trade and other receivables | (8,807) | 12,410 |
| (Increase)/decrease in other assets | 10,356 | (5,002) |
| Increase/(decrease) in trade and other payables | 159,340 | (21,322) |
| Increase/(decrease) in employee benefits | 8,126 | 8,124 |
| Net cash flow from operating activities | (350,685) | (195,776) |

**Note 24. Events after the reporting date**

No other matter or circumstance has arisen since 30 June 2023 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.

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 2023 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 2023
Melbourne

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# INDEPENDENT AUDITOR'S REPORT

To the Members of 333D Limited

## Opinion

We have audited the financial report of 333D Limited ('the Company') and its subsidiaries (together 'the Consolidated entity'), which comprises the consolidated statement of financial position as at 30 June 2023, 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 2023 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 recorded a loss after income tax of $724,966 and had net cash outflows from operating activities amounting to $350,685 for the year ended 30 June 2023. As at that date, the Consolidated entity had net liabilities of $416,595 and its current liabilities exceeded its current assets by $410,037. 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. Other than the matter described in the Material Uncertainty Related to Going Concern section, there were no key audit matters identified in the course of our audit.

**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 2023; 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 2023.

In our opinion, the Remuneration Report of 333D Limited, for the year ended 30 June 2023, 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 2023

Melbourne, Victoria

The shareholder information set out below was applicable as at 30 June 2023.

**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 | 324 | 16,945,473 |
| 100,001 ordinary shares and over | 645 | 3,171,727,687 |
| | 1,278 | 3,189,317,303 |
| Holding less than a marketable parcel of ordinary shares | 929 | |

**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 | 484,274,160 | 15.18% |
| DIZZY HOGAN PTY LTD | 476,279,494 | 14.93% |
| SAKI PARTNERS (SERVICES) | 317,931,033 | 9.97% |
| EVER WISE VENTURES LIMITED | 217,555,557 | 6.82% |
| MS CHUNYAN NIU | 166,666,667 | 5.23% |
| CERVIA CAPITAL PTY LTD | 79,104,135 | 2.48% |
| PERCO GROUP PTY LTD | 72,278,152 | 2.27% |
| BAKER 4 PTY LTD | 59,000,000 | 1.85% |
| DUAL MANDATE INVESTMENTS | 50,000,000 | 1.57% |
| SEVENTH AVENUE INVESTMENTS PTY | 45,137,096 | 1.42% |
| TY WEBB PTY LTD | 45,101,384 | 1.41% |
| WINS ASSET MANAGEMENT PTY LTD | 45,000,000 | 1.41% |
| DIZZY HOGAN PTY LTD | 43,999,200 | 1.38% |
| MR NICOLA CONIDI | 43,607,809 | 1.37% |
| R J & A INVESTMENTS PTY LTD | 40,624,580 | 1.27% |
| GIANT SWAN PTY LTD | 40,000,000 | 1.25% |
| MR PHILIP JOHN CAWOOD | 33,333,333 | 1.05% |
| FINCH FAMILY OFFICE PTY LTD | 25,000,000 | 0.78% |
| JACOBS CAPITAL PTY LTD | 24,000,000 | 0.75% |
| ALLOWSIDE PTY LTD | 22,642,891 | 0.71% |
| | 2,331,535,491 | 73.10% |

**Substantial holders**

Substantial holders in the Company are set out below:

| | Ordinary shares | |
|---|---|---|
| | Number held | % of shares on issue |
| John Conidi | 521,678,694 | 16.36% |
| LAX Consulting Pte Ltd | 484,274,160 | 15.18% |
| Dr Nigel Finch | 344,225,638 | 10.79% |
| Dr Richard Petty | 217,555,557 | 6.82% |
| Michael John Catanzariti | 194,777,571 | 6.11% |
| Chuyan Niu | 166,666,667 | 5.23% |

**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

There are no other classes of equity securities.