



AML3D Limited
ACN 602 857 983

Non-Renounceable Entitlement Offer Booklet

A Pro-Rata Non-Renounceable Entitlement Offer of 1 New Share for every 3 Shares held by Shareholders at the Record Date at an Issue Price of \$0.05 per New Share (Entitlement Offer) to raise up to approximately \$3.9 million before costs

The Entitlement Offer opens at 9:00 a.m. (Adelaide time) on 11 April 2024

The Entitlement Offer closes at 5:00 p.m. (Adelaide time) on 9 May 2024

Not for release to US wire services or distribution in the United States

This Offer Booklet dated 11 April 2024 and the accompanying personalised Entitlement Form contain important information. Please read both the Offer Booklet and the personalised Entitlement Form carefully and in their entirety and call your professional adviser or AML3D Limited ACN 602 857 983 (**AL3** or **Company**) if you have any queries. In particular, Eligible Shareholders should refer to the risk factors set out in section 6 of this Offer Booklet. If you do not understand these documents, or are in doubt as to how to act, you should consult your financial or other professional adviser before making any investment decision.

The Offer Booklet is not a prospectus prepared in accordance with the Corporations Act and has not been lodged with ASIC. Accordingly, this Offer Booklet does not necessarily contain all of the information which a prospective investor may require to make an investment decision and it does not contain all of the information which would otherwise be required to be disclosed in a prospectus or other disclosure document. As the Company is a listed disclosing entity and the Entitlement Offer meets the requirements of section 708AA of the Corporations Act, the Entitlement Offer will be made without a prospectus. Neither ASIC nor ASX, nor any of their officers or employees takes responsibility for this Entitlement Offer or the merits of the investment to which this Entitlement Offer relates.



TAYLOR COLLISON

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Important information

Not a prospectus, not investment advice or financial product advice

The information in this Offer Booklet is not a prospectus, product disclosure statement, disclosure document or other offering document under the Corporations Act (or any other law) and has not been lodged with ASIC.

This Offer Booklet does not purport to contain all the information that you may require to evaluate a possible Application for New Shares, nor does it contain all the information which would be required in a prospectus or product disclosure statement prepared in accordance with the requirements of the Corporations Act (or any other law). It should be read in conjunction with the Company's other periodic statements and continuous disclosure announcements lodged with ASX.

It is also not financial product advice and has been prepared without taking into account your investment objectives, financial circumstances or particular needs. The Company is not licensed to provide financial product advice in respect of the New Shares. Neither ASIC nor the ASX take responsibility for the contents of this Offer Booklet.

The information in this Offer Booklet does not take into account the investment objectives, financial situation or needs of you or any particular investor. The potential tax effects of the Entitlement Offer will vary between individual investors. Before deciding whether to apply for New Shares, you should consider whether they are a suitable investment for you in light of your own investment objectives and financial circumstances and having regard to the merits or risks involved. You should conduct your own independent review, investigation and analysis of shares the subject of the Entitlement Offer. If, after reading this Offer Booklet, you have any questions about the Entitlement Offer, you should contact your stockbroker, accountant or other independent and appropriately licensed professional adviser.

By paying for your New Shares and any Shortfall Shares through BPAY® or EFT in accordance with the instructions on the Entitlement Form, you acknowledge that you have read this Offer Booklet and you have acted in accordance with and agree to the terms of the Entitlement Offer detailed in this Offer Booklet.

Eligible Shareholders should refer to the risk factors set out in section 6 of this Offer Booklet.

References to 'you' and 'your Entitlement'

In this Offer Booklet, references to 'you' are references to Eligible Shareholders and references to 'your Entitlement' (or 'your Entitlement Form') are references to the Entitlement Form of Eligible Shareholders.

No Entitlement trading

Entitlements are non-renounceable and will not be tradable on the ASX or otherwise transferable. Accordingly, you cannot, in most circumstances,

withdraw your Application for New Shares once it has been accepted.

Defined terms and time

Defined terms and abbreviations used in this Offer Booklet are defined and explained in the Glossary at Section 9 of this Offer Booklet.

Notwithstanding any references to the contrary, all references to time in this Offer Booklet are to **Adelaide time**.

This Offer Booklet should be read in its entirety

No person is authorised to give any information or make any representation in connection with the Entitlement Offer other than as contained in this Offer Booklet. Any information or representation in connection with the Entitlement Offer not contained in this Offer Booklet is not, and may not be relied upon as having been, authorised by the Company or any of its officers.

This Offer Booklet should be read in its entirety before you decide to participate in the Entitlement Offer.

If you have any questions in respect of the Entitlement Offer please consult your stockbroker, accountant or other professional adviser or the Information Line which can be reached either by phone on 1300 362 398 (+612 8355 1004 outside Australia) or through a live online chat facility by scanning the QR Code below or going to chat3.shareholdersfirst.com.au. The Information Line will be open 9:00am to 5:00pm (AEST), Monday through Friday (excluding public holidays) during the offer period.

Jurisdictions

This Offer Booklet does not, and is not intended to, constitute an offer, invitation or issue in any place in which, or to any person to whom, it would be unlawful to make such an offer, invitation or issue. This Offer Booklet has not been, nor will it be, lodged, filed or registered with any regulatory authority under the securities laws of any country.

No action has been taken to register or qualify the Entitlement Offer, the Entitlements, the New Shares, or otherwise permit an offering of the New Shares, in any jurisdiction outside of Australia and New Zealand. See the foreign selling restrictions set out in Section 4 of this Offer Booklet for more information.

Financial forecasts and forward-looking statements

Some of the statements appearing in this Offer Booklet may be in the nature of forward-looking statements, including statements of current intention, statements of opinion and predictions as to possible future events. These may be identified by words such as 'may', 'could', 'believes', 'estimates', 'expects', or 'intends' and other similar such words that involve risks or uncertainties.

You should be aware that such statements are not statements of fact or guarantees and there can be no certainty of outcome in relation to the matters to

which the statements relate. Forward looking statements are subject to many inherent risks and uncertainties before actual outcomes are achieved. These risk factors are discussed further in section 6 of this Offer Booklet. Actual outcomes may differ materially from the events, intentions or results expressed or implied in any forward-looking statement in this Offer Booklet.

To the maximum extent permitted by law, none of the Company or any person named in this Offer Booklet or any person involved in the preparation of this Offer Booklet makes any representation or warranty (express or implied) as to the accuracy or likelihood of fulfilment of any forward looking statement, or any intentions or outcomes expressed or implied in any forward looking statement and disclaim all responsibility and liability for such forward looking statements (including, without limitation, liability for negligence). The Company has no intention to update or revise forward-looking statements, or to publish prospective financial information in the future, regardless of whether new information, future events or any other factors affect the information contained in this Offer Booklet, except where required by law. You are cautioned not to place undue reliance on any forward-looking statement having regard to the fact that the outcome may not be achieved.

Any pro forma financial information (including past performance information) provided in this Offer Booklet is for information purposes only and is not a forecast of operating results to be expected in any future period. Except as required by law, and only then to the extent so required, neither the Company nor any other person warrants or guarantees the future performance of the Company or any return on any investment made pursuant to this Offer Booklet.

Privacy Act

If you complete an Entitlement Form by payment via BPAY® or EFT), you will be providing personal information to the Company (directly or to the Company's Share Registry). The Company collects, holds and uses that information to assess your Application, service your needs as a Shareholder, facilitate distribution payments and corporate communications to you as a Shareholder and carry out administration.

The information may also be used from time to time and disclosed to persons lawfully entitled to inspect the register, bidders for your securities in the context of takeovers, regulatory bodies, including the Australian Taxation Office, authorised securities brokers, print service providers, mail houses and the Company's Share Registry.

You can access, correct and update the personal information that we hold about you by contacting the Company or its Share Registry. Collection, maintenance and disclosure of certain personal information is governed by legislation including the *Privacy Act 1988* (Cth) (as amended), the Corporations Act and certain rules such as the ASX Settlement Operating Rules.

Risks

Eligible Shareholders should refer to the risk factors set out in section 6 of this Offer Booklet.

Publicly available information

The Offer Booklet should be read in conjunction with the Company's continuous disclosure announcements made to the ASX available from the ASX website (at www.asx.com.au - ASX Code: AL3). The Company may release further announcements after the date of this Offer Booklet which may be relevant to your consideration of the Entitlement Offer.

Past performance

Investors should note that past performance, including past Share price performance, cannot be relied on as an indicator of, and provides no guidance as to, future Company performance, including future Share performance.

Joint Lead Managers

Bell Potter, Taylor Collison and Cerberus are acting as joint lead managers to the Entitlement Offer (**Joint Lead Managers**).

None of the Joint Lead Managers, their affiliates, related bodies corporate (as that term is defined in the Corporations Act), nor their directors, employees, officers, representatives, agents, partners, consultants and advisers (together, the **Joint Lead Manager Parties**), nor the advisers to AL3 or any other person, have authorised, permitted or caused the issue or lodgement, submission, dispatch or provision of this Offer Booklet (or any other materials released by AL3) and none of them make or purport to make any statement in this Offer Booklet and there is no statement in this Offer Booklet which is based on any statement by any of them.

The Joint Lead Managers may, from time to time, hold interests in the securities of, or earn brokerage, fees or other benefits from AL3.

Disclaimer

Determination of eligibility of investors for the purposes of the Entitlement Offer is determined by reference to a number of matters, including legal and regulatory requirements, logistical and registry constraints and the discretion of AL3 and the Joint Lead Managers. To the maximum extent permitted by law, AL3 and the Joint Lead Managers and each of their respective affiliates disclaim any duty or liability (including for negligence) in respect of that determination and the exercise or otherwise of that discretion. To the maximum extent permitted by law, the Joint Lead Manager Parties disclaim all liability for any expenses, losses, damages or costs incurred by you as a result of your participation in the Entitlement Offer and the information in this Offer Booklet being inaccurate or due to information being omitted from this Offer Booklet, whether by way of negligence or otherwise, and make no representation or warranty, express or implied, as to the currency,

accuracy, reliability or completeness of the information in this Offer Booklet.

The Joint Lead Managers take no responsibility for any part of the Offer Booklet or liability for any loss or damage whatsoever arising from the use of any part of the Offer Booklet or otherwise arising in connection with it.

The Joint Lead Manager Parties make no recommendation as to whether you or your related parties should participate in the Entitlement Offer nor do they make any representations or warranties, express or implied, to you concerning the Entitlement Offer or any such information, and by returning an Entitlement Form or otherwise paying for your New Shares through BPAY® or EFT in accordance with the instructions on the Entitlement Form, you represent, warrant and agree that you have not relied on any statements made by the Joint Lead Manager Parties in relation to the New Shares or the Entitlement Offer generally.

Shareholder Information Line

If you have any questions about the Entitlement Offer after reading the Offer Booklet, AL3 has set up an Information Line which can be reached either by phone on 1300 362 398 (+612 8355 1004 outside Australia) or through a live online chat facility by scanning the QR Code below or going to chat3.shareholdersfirst.com.au. The Information Line will be open 9:00am to 5:00pm (AEST), Monday through Friday (excluding public holidays) during the offer period.



Letter from the Chair

Dear Shareholder,

On behalf of the Board of AML3D Limited (**AL3** or the **Company**) I invite you to participate in the Company's non-renounceable pro-rata entitlement offer of one (1) New Share for every three (3) Shares held at the Record Date, at an issue price of \$0.05 per New Share (**Issue Price**) to raise up to approximately \$3.9 million (before costs) (**Entitlement Offer**). On 3 April 2024, AL3 announced its intention to raise approximately \$3.9 million through the Entitlement Offer.

The Entitlement Offer

The New Shares under the Entitlement Offer will be issued under exceptions 1 and 3 of the ASX Listing Rules (**Listing Rules**), Listing Rule 7.2 and exception 1 of Listing Rule 10.12 which means that Shareholder approval under Listing Rule 7.1 and 10.11 (respectively) will not be required for the issue of New Shares under the Entitlement Offer.

Under the Entitlement Offer, Eligible Shareholders who are on the Company's share register at 7:00p.m. (Adelaide time) on 8 April 2024 (**Record Date**) will be entitled to subscribe for one (1) New Share for every three (3) Shares (**Entitlement**), at an Issue Price of \$0.05 per New Share to raise up to approximately \$3.9 million, on the terms set out in this Offer Booklet.

Eligible Shareholders who subscribe for their full Entitlement may also apply for New Shares in excess of their Entitlement (**Shortfall Shares**) under the Shortfall Offer. The Shortfall Offer is being made under this Offer Booklet.

The Entitlement Offer is not underwritten.

The Issue Price equates to a discount of approximately 28.6% based on the Share price of \$0.070 at the close of trading on 25 March 2024, a discount of approximately 29.4% to the 5-day volume weighted average price (in which trades were recorded) up to and including 25 March 2024 of \$0.0708 and a discount of approximately 23.1% to the theoretical ex-rights price of \$0.065.

Entitlements are non-renounceable and will not be tradeable on ASX or otherwise transferrable. Eligible Shareholders who do not take up their Entitlement will not receive any value in respect of those Entitlements.

Proceeds of the Entitlement Offer

The proceeds of the Entitlement Offer will be utilised to establish a US headquarters and manufacturing hub, invest in its software and technology and for corporate costs and working capital.

Refer to the Investor Presentation, at **Annexure A** to this Offer Booklet for further details.

Director participation

The Directors of the Company who are also Shareholders will be entitled to participate in the Entitlement Offer on the same terms as other Eligible Shareholders. Director, Andrew Sales, intends to subscribe for \$50,000 worth of shares in the Entitlement Offer.

Low-doc offer

The Entitlement Offer is being made under s708AA of the Corporations Act and the Offer Booklet has been lodged with the ASX. A copy of these documents can be accessed on the ASX website or the Company's website (<https://aml3d.com/investors>) and is anticipated to be despatched to Eligible Shareholders on 11 April 2024.

How to apply

The Entitlement Offer is scheduled to close at 5:00p.m. (Adelaide time) on 9 May 2024. To participate in the Entitlement Offer, you must have applied for New Shares so that your BPAY® or EFT payment is received by this time (and your Entitlement Form is deemed to have been submitted). Shareholders

recorded on the share register with an address outside Australia or New Zealand are not eligible to participate in the Entitlement Offer.

Shareholders with a Registered Address in New Zealand must note the selling restrictions set out in Section 4 of this Offer Booklet.

I encourage you to read this document before deciding whether or not to take up your Entitlement. You should read the key risk information set out in section 6 of this Offer Booklet

If you have any questions in respect of the Entitlement Offer please consult your stockbroker, accountant or other professional adviser or the Information Line which can be reached either by phone on 1300 362 398 (+612 8355 1004 outside Australia) or through a live online chat facility by scanning the QR Code above or going to chat3.shareholdersfirst.com.au. The Information Line will be open 9:00am to 5:00pm (AEST), Monday through Friday (excluding public holidays) during the offer period.

Conclusion

As a Board, we appreciate the support of our existing Shareholders and we have been mindful of providing existing Shareholders with the opportunity to increase their investment in the Company. This Entitlement Offer represents an opportunity for Shareholders to participate directly in an exciting new growth phase for the Company, and, on behalf of my fellow Directors, I look forward to welcoming your participation in the Entitlement Offer.

Noel Cornish
Chairman
AML3D Limited

1 Key Capital Raise details

1.1 The Entitlement Offer

Key Status	
Issue Price	\$0.05 per New Share
Ratio	1 New Share for every 3 Shares held
Shortfall Offer	Eligible Shareholders, who apply for their full Entitlement, may apply for Shortfall Shares provided that the issue of those Shortfall Shares will not result in a breach of the Listing Rules or any applicable law.
Maximum number of New Shares to be issued under Entitlement Offer	Up to 78,517,904 (approximately)
Maximum amount to be raised under Entitlement Offer	Up to \$3.9m (approximately)
Maximum number of Shares on issue following the Entitlement Offer	Up to 314,071,616 (approximately)

The above figures assume that no Existing Options over Shares will be exercised, and no Existing Performance Rights will be converted to Shares, prior to the Record Date. There are 18,442,165 Existing Options, and 6,635,393 Existing Performance Rights on issue.

1.2 Indicative Timetable for the Entitlement Offer

Activity	Date
Announcement of Rights Issue	Wednesday, 3 April 2024
'Ex' Date	Friday, 5 April 2024
Record Date for Rights Issue	Monday, 8 April 2024
Despatch of Offer Booklet and personalised entitlement and acceptance forms to persons entitled and announcement and Rights Issue opens	Thursday, 11 April 2024
Closing Date of Rights Issue	Thursday, 9 May 2024
New Shares quoted on deferred settlement basis	Friday, 10 May 2024
Announcement of results of Rights Issue and shortfall (if any) and issue of new Shares under the Rights Issue	Before noon on Thursday, 16 May 2024
Quotation of new Shares issued under the Rights Issue on ASX	Friday, 17 May 2024
Despatch date for issuer sponsored holding statements and CHESS notices in relation to the new Shares issued under the Rights Issue	Friday, 24 May 2024

The above dates are indicative only and may be subject to change. Subject to the Corporations Act, the Listing Rules and other applicable laws, the Directors reserve the right:

- (a) to vary the dates of the Entitlement Offer in consultation with the Joint Lead Managers;
- (b) not to proceed with the whole or part of the Entitlement Offer at any time prior to issue of the New Shares.

In the event the Directors decide not to proceed with the whole or part of the Entitlement Offer, Application Money (without interest) will be returned in full to the Applicants.

An extension of the Closing Date for the Entitlement Offer will delay the anticipated date for issue of the New Shares. The commencement of quotation of New Shares is subject to confirmation from ASX.

Eligible Shareholders wishing to participate in the Entitlement Offer are encouraged to pay their Application Money as soon as possible after the Entitlement Offer opens.

You cannot, in most circumstances, withdraw an Application once it has been accepted. No cooling-off rights apply to the Entitlement Offer.

2 Summary of options available to you

If you are an Eligible Shareholder, you may take one of the following actions:

- (a) accept all of your Entitlement (refer to Section 7.2);
- (b) accept all of your Entitlement and apply for additional New Shares in excess of your Entitlement by applying for Shortfall Shares (refer to Section 7.3);
- (c) accept part of your Entitlement and allow the balance to lapse (refer to Section 7.4);
- (d) allow all of your Entitlement to lapse (refer to Section 7.5); or

If you choose not to accept all of your Entitlement under the Entitlement Offer your shareholding in the Company will be diluted.

The Entitlement Offer closes at **5.00pm (Adelaide time) on 9 May 2024**.

If you are a Shareholder that is not an Eligible Shareholder, you are an '**Ineligible Shareholder**'. Ineligible Shareholders are not entitled to participate in the Entitlement Offer.

Options available to you	Key considerations
1 Take up all of your Entitlement	<ul style="list-style-type: none"> • You may elect to purchase New Shares at the Issue Price for your full Entitlement (see Section 7.2 for instructions on how to take up your Entitlement). • The New Shares will rank equally in all respects with Existing Shares. • Your percentage shareholding in the Company will not be diluted.
2 Take up all of your Entitlement and also apply for additional New Shares (Shortfall Shares) in excess of your Entitlement under the Shortfall Offer	<ul style="list-style-type: none"> • If you take up <u>all</u> of your Entitlement, Eligible Shareholders (excluding any Listing Rule 10.11 parties (i.e. related parties) may also apply for Shortfall Shares under the Shortfall Offer at the Issue Price (see Section 7.3 for instructions on how to apply for Shortfall Shares). There is no guarantee that you will be allocated any Shortfall Shares under the Shortfall Offer. • Your percentage shareholding in the Company will not be diluted.
3 Take up part of your Entitlement	<p>You may elect to purchase some New Shares at the Issue Price, being less than your full Entitlement. If you do not take up your Entitlement in full:</p> <ul style="list-style-type: none"> • those Entitlements not taken up will lapse and you will not receive any payment or value for them. Your Entitlement to participate in the Entitlement Offer is non-renounceable, which means your Entitlements that are not taken up are non-transferrable and cannot be sold, traded on ASX or any other exchange, nor can they be privately transferred; • you will not be entitled to apply for Shortfall Shares under the Shortfall Offer; and • you will have your percentage holding in AL3 reduced as a result of not participating in the Entitlement Offer to the maximum extent possible. <p>See Sections 7.4 for further information, including instructions on how to apply for part of your Entitlement.</p>

Please also note that if you are an Eligible Shareholder who is a 'related party' in relation to AL3 (as that term is defined in the Listing Rules) or are otherwise a person to whom Listing Rule 10.11 applies, you may apply to take up your Entitlement in part or in full without Shareholder approval being required, but may not apply for any Shortfall Shares under the Shortfall Offer.

3 Details of the Entitlement Offer

3.1 The Entitlement Offer

The Company is conducting a non-renounceable pro rata offer of New Shares to Eligible Shareholders. The Entitlement Offer is not underwritten.

Eligible Shareholders who are recorded on the Company's share register at 7:00 p.m. (Adelaide time) on 8 April 2024 (**Record Date**) will be entitled to subscribe for one (1) New Share for every three (3) Shares held on the Record Date. The Issue Price for each New Share is \$0.05, which is payable in full on Application.

Fractional Entitlements will be rounded down to the next whole New Share.

To participate in the Entitlement Offer, Eligible Shareholders need to ensure that payment of Application Money is received by the Company on or before the Closing Date, in accordance with the instructions in Section 5 of this Offer Booklet.

The maximum number of New Shares to be issued under the Entitlement Offer will be approximately 78,517,904, to raise up to approximately \$3.9 million (before costs). The details of the use of the proceeds of the Entitlement Offer are set out in Section 5.1 below.

All of the New Shares offered under this Offer Booklet will rank equally with the Shares on issue at the date of this Offer Booklet, on and from their date of issue.

The Directors may, at any time, decide to withdraw this Offer Booklet and the Entitlement Offer of New Shares made under it, in which case the Company will return all Application Money (without interest) within 28 days of giving such notice of withdrawal. The Entitlement Offer is non-renounceable, which means the Entitlements are non-transferable and may not be sold or traded.

The above figures assume that no Existing Options over Shares will be exercised, and no Existing Performance Rights will be converted to Shares, prior to the Record Date. There are 18,442,165 Existing Options, and 6,635,393 Existing Performance Rights on issue.

3.2 Summary of the Entitlement Offer

A summary of the Entitlement Offer is below.

Issue Price per New Share	\$0.05 per New Share payable in full on application
Entitlement	One (1) New Share for every three (3) Shares held on the Record Date
Discount of the Issue Price to the closing price of \$0.070 on 25 March 2024	28.6%
Discount of the Issue Price to the 5-day volume weighted average price up to and including 25 March 2024 of \$0.0708	29.4%
Discount of the Issue Price to the theoretical ex-rights price of \$0.065	23.1%
Maximum number of New Shares to be issued under the Entitlement Offer	78,517,904 (approximately)
Maximum amount to be raised under the Entitlement Offer	Up to \$3.9 million (approximately)
Maximum number of Shares on issue following the Entitlement Offer¹	Up to 314,071,616 (approximately)

The above figures assume that no Existing Options over Shares will be exercised, and no Existing Performance Rights will be converted to Shares, prior to the Record Date. There are 18,442,165 Existing Options on issue, and 6,635,393 Existing Performance Rights on issue.

3.3 Eligibility to participate in Entitlement Offer

The Entitlement Offer is being offered to Eligible Shareholders only.

Eligible Shareholders are persons who are registered as a holder of Shares as at the Record Date that:

- (a) have a Registered Address in Australia or New Zealand; and
- (b) are not in the United States and are not acting for the account or benefit of a person in the United States,

(Eligible Shareholders).

Shareholders who are not Eligible Shareholders are Ineligible Shareholders.

The Company has decided that it is unreasonable to make offers under the Entitlement Offer to Shareholders who have a Registered Address outside Australia or New Zealand having regard to the number of such holders in those places and the number and the value of the New Shares that they would be offered, and the costs of complying with the relevant legal and regulatory requirements in those places. The Company may (in its absolute discretion) extend the Entitlement Offer to Shareholders who have Registered Addresses outside of Australia or New Zealand in accordance with applicable law.

Determination of eligibility of investors for the purposes of the Entitlement Offer is determined by reference to a number of matters, including legal requirements, logistical and registry constraints, and the discretion of the Company. The Company and the Joint Lead Managers disclaim any liability in respect of the exercise or otherwise of that determination and discretion, to the maximum extent permitted by law.

Shareholders with a Registered Address in New Zealand must note the selling restrictions set out in Section 4 of this Offer Booklet.

Eligible Shareholders will receive a personalised letter containing links to an Entitlement Form setting out their Entitlement which will accompany an electronic copy of the Offer Booklet. Shareholders who are not Eligible Shareholders, will not be entitled to participate in the Entitlement Offer or to subscribe for New Shares.

3.4 Entitlement Offer not underwritten

The Entitlement Offer is not underwritten.

3.5 Shortfall Offer

Any New Shares under the Entitlement Offer that are not applied for will form the Shortfall Shares. The offer to issue Shortfall Shares is a separate offer to the Entitlement Offer under this Offer Booklet (**Shortfall Offer**).

Under this Offer Booklet, subject to the Shortfall allocation policy described below at Section 3.6, the Company offers to issue the Shortfall Shares to Eligible Shareholders at \$0.05 each, being the same price as the New Shares being offered under the Entitlement Offer.

The Company may issue Shortfall Shares under the Shortfall Offer no later than three months after the Closing Date of the Entitlement Offer.

Eligible Shareholders may apply for Shortfall Shares by following the instructions on the Entitlement Form (refer to Section 7.3). See below for further details on the Shortfall allocation policy.

An Application for Shortfall Shares accompanied by payment of Application Monies does not guarantee the allotment of any Shortfall Shares.

If the Company receives applications for Shortfall Shares that would result in the Shortfall Offer being oversubscribed, then the Company will not accept such oversubscriptions and will reject or scale back applications at its absolute discretion.

The number of Shortfall Shares applied for by any Eligible Shareholder may be satisfied in full, scaled back, or not satisfied. It is an express term of the Entitlement Offer that an Applicant for Shortfall Shares will be bound to accept a lesser number of Shortfall Shares allocated to them than applied for, if so allocated. If a lesser number of Shortfall Shares is allocated to an Applicant than applied for, excess Application Monies will be refunded without interest to the Applicant.

The Company will not issue Shortfall Shares where the Company is aware that to do so would result in a breach of the Corporations Act or the Listing Rules. Eligible Shareholders wishing to apply for Shortfall Shares must consider whether the issue of the Shortfall Shares applied for would breach the Corporations Act or the Listing Rules having regard to their own circumstances (including the existence of any associates). Directors and related parties of the Company will not be issued any Shortfall Shares without the prior approval of Shareholders.

Any Shortfall Shares issued will, in accordance with the Listing Rules, be issued within three months after the Closing Date and will be issued at a price that is not less than the issue price of the New Shares under the Entitlement Offer.

3.6 Allocation policy

If there is a Shortfall, the Company will allocate Shortfall Shares according to the following priority: each Eligible Shareholder who has applied for Shortfall Shares through the Shortfall Offer will be allocated Shortfall Shares, subject to the allocation not resulting in an Eligible Shareholder's voting power in the Company increasing above 19.9% in breach of section 606 of the Corporations Act. If:

- (a) there is an oversubscription for Shortfall Shares the Company will scale back allocations for Shortfall Shares pro-rata between Eligible Shareholders applying for Shortfall Shares; or
- (b) following the allocation in Section 0 there remains any Shortfall Shares, the Directors reserve the right, subject to any restrictions imposed by the Corporations Act and Listing Rules, to issue the unallocated Shortfall Shares at their sole discretion.

3.7 CHESS

The Company participates in the Clearing House Electronic Sub-register System, known as CHESS. ASX Settlement Pty Ltd ACN 008 504 532, a wholly owned subsidiary of ASX, operates CHESS in accordance with the Listing Rules and ASX Settlement Operating Rules.

Under CHESS, Applicants will not receive a certificate but will receive a statement of their holding of New Shares.

If you are registered in the Issuer Sponsored Sub-register, your statement will be despatched by 24 May 2024 and will contain the number of New Shares issued to you under this Offer Booklet and your Shareholder reference number.

A CHESS statement or Issuer Sponsored statement will routinely be sent to Shareholders at the end of any calendar month during which the balance of their holding changes. Shareholders may request a statement at any other time; however, there may be a charge associated with the provision of this service.

3.8 Directors' intentions and participation

Director, Andrew Sales, intends to subscribe for \$50,000 worth of shares in the Entitlement Offer.

3.9 Entitlements and acceptance

Details of how to apply under the Entitlement Offer and Shortfall Offer are set out in Section 6 of this Offer Booklet.

The Entitlement of Eligible Shareholders to participate in the Entitlement Offer will be determined on the Record Date. Eligible Shareholders who have not elected to receive electronic communications will be posted a letter detailing how to access this Offer Booklet and their personalised Entitlement and Acceptance Form through the Company's offer website (www.computersharecas.com.au/AL3Offer).

3.10 Risks

There are various risks associated with investing in the Company, as with any stock market investment, and, specifically, because of the nature of the Company's business and the present stage of development of the Company's operations. Potential investors should consider whether the securities are a suitable investment having regard to their own personal investment objectives and financial circumstances and the risk factors set out in section 6 of this Offer Booklet. Many of those risk factors are outside the control of the Company.

3.11 Issue and dispatch

New Shares issued pursuant to this Offer Booklet will be issued in accordance with the Listing Rules and the indicative Timetable set out in Section 1 of this Offer Booklet.

Pending the issue of New Shares or the payment of refunds pursuant to this Offer Booklet, all Application Money will be held in trust for the relevant Applicants in a separate bank account as required by the Corporations Act. The Company will, however, be entitled to retain all interest that accrues on the bank account and each Applicant of New Shares waives the right to claim interest by making payment by BPAY® or EFT in accordance with the Entitlement Form.

The expected dates for the issue of New Shares offered by this Offer Booklet and dispatch of Holding Statements are in the indicative Timetable set out in Section 1 of this Offer Booklet. It is the responsibility of Applicants for New Shares to determine the allocation prior to trading in the New Shares. Applicants who sell New Shares before they receive their Holding Statements will do so at their own risk.

3.12 ASX quotation

The Company will apply to ASX for quotation of the New Shares on ASX. If ASX does not grant official quotation of the New Shares, the Company will not issue any New Shares and all Application Money will be refunded, without interest. The Company disclaims all liability (to the maximum extent permitted by law) to persons who trade New Shares before the New Shares are listed on the official list of ASX or receiving their confirmation of issue, whether on the basis of confirmation of the allocation provided by the Company or the Share Registry.

3.13 Enquiries

If you have any questions, please contact the Information Line which can be reached either by phone on 1300 362 398 (+612 8355 1004 outside Australia) or through a live online chat facility by scanning the QR Code below or going to chat3.shareholdersfirst.com.au. The Information Line will be open 9:00am to 5:00pm (AEST), Monday through Friday (excluding public holidays) during the offer period.



If you are in any doubt as to whether you should participate in the Entitlement Offer you should consult your stockbroker, accountant, solicitor or other professional adviser.

4 Jurisdictional information

4.1 Ineligible Shareholders

The restrictions on eligibility to participate in the Entitlement Offer arise because the Company has determined, pursuant to Listing Rule 7.7.1(a) and section 9A(3)(a) of the Corporations Act, that it would be unreasonable to extend the Entitlement Offer to Ineligible Shareholders. This decision has been made after taking into account the relatively small number of Shareholders in the jurisdictions in which the Ineligible Shareholders are located, the relatively small number and value of New Shares to which those Shareholders would otherwise be entitled to subscribe for and the potential costs of complying with legal and regulatory requirements in the jurisdictions in which the Ineligible Shareholders are located.

The Company, in its absolute discretion, may extend the Entitlement Offer to any Shareholder if it is satisfied that the Entitlement Offer may be made to the Shareholder in compliance with all applicable laws. The Company may determine whether a Shareholder is an Eligible Shareholder or an Ineligible Shareholder. To the maximum extent permitted by law, the Company disclaims all liability in respect of such determination.

4.2 Foreign Jurisdictions

This Offer Booklet has been prepared to comply with the requirements of the securities laws of Australia.

This Offer Booklet does not constitute an offer in any jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer. No action has been taken to register or qualify the Entitlement Offer, the Entitlements or the New Shares, or otherwise permit the public offering of the New Shares, in any jurisdiction other than Australia.

The distribution of this Offer Booklet (including an electronic copy) outside Australia and New Zealand may be restricted by law. If you come into possession of this Offer Booklet, you should observe such restrictions and should seek your own advice on such restrictions.

Any non-compliance with these restrictions may contravene applicable securities laws.

4.3 New Zealand

The New Shares are not being offered to the public within New Zealand other than to existing shareholders of the Company with Registered Addresses in New Zealand to whom the offer of these securities is being made in reliance on the *Financial Markets Conduct (Incidental Offers) Exemption Notice 2021*.

This document has been prepared in compliance with Australian law and has not been registered, filed with or approved by any New Zealand regulatory authority under the *Financial Markets Conduct Act 2013*. This document is not a product disclosure statement under New Zealand law and is not required to, and may not, contain all the information that a product disclosure statement under New Zealand law is required to contain.

4.4 United States

None of the information in this Offer Booklet, or the Entitlement Form that will accompany this Offer Booklet when it is despatched to Eligible Shareholders, constitutes an offer to sell, or the solicitation of an offer to buy, any securities in the United States of America (**United States**). Neither this Offer Booklet (or any part of it), the accompanying ASX announcements nor the Entitlement Form when that is made available, may be released to US wire services or distributed (directly or indirectly) to persons in the United States.

The New Shares have not been, and will not be, registered under the U.S. Securities Act of 1933 or the securities laws of any state or other jurisdiction of the United States. The Entitlements may not be taken up by persons in the United States or by persons (including nominees or custodians) who are acting for the account or benefit of a person in the United States, and the New Shares may not be offered, sold or resold in the United States or to, or for the account or benefit of, a person in the United States except in transactions exempt from, or

not subject to, the registration requirements of the U.S. Securities Act and applicable securities laws of any state or other jurisdiction in the United States.

Ineligible Shareholders are not entitled to participate in the Entitlement Offer.

5 Impact of the Entitlement Offer

5.1 Use of funds

Completion of the Entitlement Offer will result in an increase in cash at hand of up to approximately \$3.9 million (before the payment of the costs associated with the Entitlement Offer).

The Company intends to apply the funds raised under the Entitlement Offer (up to approximately \$3.9 million in total) plus its existing cash of \$4.2 million (per 31 December 2023 Appendix 4C Quarterly Report) as follows:

Use of funds under the Entitlement Offer	A\$ m
US expansion to establish a physical presence with minimum one operating unit in the US. Recruit a US president, a small sales team and technical resources.	\$3.5
R&D / product development through the launch of increased deposition and linear rail systems based on US market driven demand	\$1.0
Working capital and Offer Costs	\$3.6
TOTAL	\$8.1

The above is a statement of the Board's current intentions as at the date of this Offer Booklet. However, Shareholders should note that, as with any budget, the allocation of funds set out above may change depending on a number of factors, including the outcome of operational and development activities, regulatory developments, market and general economic conditions and environmental factors. In light of this, the Board reserves the right to alter the way the funds are applied.

5.2 Capital structure – Entitlement Offer

The principal effect of the Entitlement Offer will be to increase the total number of Shares and to increase the Company's cash reserves by up to approximately \$3.9 million (before deducting the costs of the Entitlement Offer).

The following table shows the capital structure of the Company before and after completion of the Entitlement Offer.

Capital structure	Number
Current issued Shares, Options and Performance Rights	
Shares on issue at the date of this Offer Booklet	235,553,713
Options on issue at the date of this Offer Booklet	18,442,165
Performance Rights on issue at the date of this Offer Booklet	6,635,393
The Entitlement Offer	
Maximum number of New Shares to be issued under the Entitlement Offer	Up to 78,517,904 (approximately)
Maximum number of Shares on issue following the Entitlement Offer	
Maximum number of Shares on issue following the Entitlement Offer	Up to 314,071,616 (approximately)

The above figures may vary slightly due to rounding of individual Entitlements.

5.3 Potential effect on control

The potential effect the Entitlement Offer will have on the control of the Company's undiluted share capital and the consequences of that effect will depend on:

- (a) the extent that Eligible Shareholders take up their Entitlements;
- (b) the extent that Eligible Shareholders take up any Shortfall Shares; and
- (c) the extent to which any remaining Shortfall Shares are issued.

If all Eligible Shareholders take up their Entitlements the Entitlement Offer will have no effect on the control of the Company.

Eligible Shareholders that accept their Entitlements in full may apply for Shortfall Shares, but no Shortfall Shares will be issued to an Eligible Shareholder if, in the view of the Directors, to do so would increase that Eligible Shareholder's voting power in the Company above 19.9% or otherwise result in a breach of the Listing Rules, the Corporations Act or any other applicable law. In addition, no Shortfall Shares will be issued to any other person if to do so would, in the view of the Directors, would increase that Eligible Shareholder's voting power in the Company above 19.9% or otherwise result in a breach of the Listing Rules, the Corporations Act or any other applicable law. Refer to Section 5.5 for further information.

The impact of control of the Company as a result of the Entitlement Offer will ultimately be affected by the level of applications under the Entitlement Offer. The final percentage interests held by Shareholders of the Company is dependent on the extent to which other Eligible Shareholders take up their Entitlement and whether any Shortfall Shares are issued.

The potential effects of the issue of New Shares pursuant to the Entitlement Offer on the control of the Company is as follows:

- (a) if all Eligible Shareholders take up their Entitlements under the Entitlement Offer, the New Shares issued under the Entitlement Offer will have no effect on the control of the Company and all shareholders will hold the same percentage interest in the Company following the Entitlement Offer as they did prior to the Entitlement Offer;
- (b) in the event that there is a shortfall in the Entitlement Offer, Eligible Shareholders who do not subscribe for their full Entitlement of New Shares under the Entitlement Offer and Ineligible Shareholders will be diluted relative to those Shareholders who subscribe for some or all of their Entitlement; and
- (c) the voting power in the Company held by Mr Andy Sales (and his associates) could increase from the current level of 13.79% up to a maximum of 14.1% (refer to section 5.4 below).

The Company expects that the potential effect of the issue of shares under the Entitlement Offer on the control of the Company will be minimal on the basis that no party will increase their voting power above 19.99%

5.4 Substantial holders and director interests

As at the date of this Offer Booklet, AL3 has the following substantial Shareholders, before and after completion of the Entitlement Offer.

Substantial Shareholder (before completion of the Entitlement Offer)	Number of Existing Shares	Voting Power (%)
Mr Andrew Michael Clayton Sales	32,559,850	13.79

Substantial Shareholder (after completion of the Entitlement Offer assuming no shareholder participation)	Number Existing (post Issue)	of Shares Rights	Voting Power (%)
Mr Andrew Michael Clayton Sales	33,499,850		14.1%

As at the date of this Offer Booklet, the Directors' interests in AL3 are detailed below:

Director	Existing Shares	Existing Options	Existing Performance Rights
Mr Andrew Sales	32,499,850	2,000,000	Nil
Mr Noel Cornish	700,280	4,000,000	Nil
Mr Sean Ebert	1,087,499	4,000,000	2,285,714

Director, Andrew Sales, intends to subscribe for \$50,000 worth of shares in the Entitlement Offer.

Potential dilution effect

Shareholders should note that if they do not participate in the Entitlement Offer, their holdings are likely to be diluted as a result of the Entitlement Offer (compared to their holdings and number of Shares on issue at the date of this Offer Booklet) and this dilution could be significant given the Entitlement Offer ratio of one New Share for every three Shares held.

Examples of how the dilution may impact Shareholders are detailed in the table below.

Example Shareholder	Holdings as at Record Date	% as at Record Date	Entitlements Under the Entitlement Offer	On completion of the Entitlement Offer	
				% following allotment of New Shares (if full entitlement taken up)	% following allotment of New Shares (if entitlement not taken up)
Shareholder 1	300,000	0.127%	100,000	0.127%	0.096%
Shareholder 2	3,000,000	1.274%	1,000,000	1.274%	0.955%

5.5 % voting power threshold

As a nominee has not been appointed under section 615 of the Corporations Act, Shareholders will not be able to rely on the exception for rights issues in item 10 of section 611 of the Corporations Act in relation to an application for their Entitlements.

In addition, no exceptions extend to applications for Shortfall by Shareholders. Accordingly, Shareholders must have regard to and comply with the takeovers prohibition in section 606 of the Corporations Act (that is, the 20% voting power threshold), when applying for Shortfall Shares. The Company reserves the right to reject or scale back any application for Shortfall Shares which it considers may result in a breach of section 606 of the Corporations Act. The Company expressly disclaims any responsibility for monitoring such applications or ensuring that individual Shareholders to the Entitlement Offer do not breach section 606 of the Corporations Act as a result of participation in the Entitlement Offer.

5.6 Joint Lead Managers

The Company has engaged Bell Potter, Taylor Collison and Cerberus to act as Joint Lead Managers to the Entitlement Offer (**Mandate**).

Under the terms of the Mandate:

- (a) a management fee of 2% (excluding GST) of the gross amount raised under the Entitlement Offer and the Shortfall Offer will be paid to the Joint Lead Managers in aggregate, to be split between the Joint Lead Managers equally;
- (b) a selling fee of 4% (excluding GST) will be paid to each Joint Lead Manager in respect of the total proceeds under the Shortfall Offer procured by that Joint Lead Manager;
- (c) a handling fee of 4% (excluding GST) will be paid to the Joint Lead Managers and other AFSL holders in respect to their respective contribution of proceeds under the Entitlement Offer procured from Eligible Shareholders who take up their Entitlement; and
- (d) options in the Company up to a maximum of 3% of the total number of fully diluted Shares following completion of the Entitlement Offer and the Shortfall Offer will be issued to the Joint Lead Managers on the following terms (**Advisor Options**):
 - (i) the Advisor Options will be issued proportionately to the percentage of the Shortfall Offer placed; and .;
 - (ii) the Advisor Options will have an exercise price of \$0.10 and will expire on 30 June 2026.
- (e) If the total value (Issue Price multiplied by the number of Shortfall Shares) available to be placed by the Joint Lead Managers under the Shortfall Offer is less than \$500,000, the Joint Lead Managers will have the right (but not the obligation) to place a number of Shares equal to the Company's available placement capacity pursuant to ASX Listing Rule 7.1 at the Issue Price (**Additional Shortfall Placement**).

The Mandate otherwise contains terms and conditions considered standard for an agreement of this type.

6 Key risks

6.1 Specific Risks

Technology and product development – The success of AL3 is dependent on the ongoing development of technology and products offered and used by AL3 being suitable for AL3 to undertake the contract manufacturing, Arcemy systems sales and opportunities available in a viable and cost-effective manner. Factors which may create risk include delays or non performance by third party suppliers, cost of production and the functioning of software and computing resources.

Operating risks – The Company is, and will continue to be, exposed to a range of operational risks relating to current and future operations. These include equipment failures and other accidents, industrial action or disputes, lease renewals, damage by third parties, floods, fire, major cyclone, earthquake, lightning strike, terrorist attack or other disasters. In the event existing insurance arrangements do not cover an operational issue, this could have a material adverse effect on the operating and financial performance of the Company. More specifically, equipment breakdown at the Company's facilities may impact the Company's production rates and ability to build Arcemy systems. Any prolonged electricity supply downtime may have an impact on the Company's ability to fulfil purchase orders and have an adverse effect the Company's reputation, operating and financial performance.

US Market Entry Strategy – The Company's growth strategy involves partially relocating and expanding the Company's existing Adelaide Contract Manufacturing Centre and establishing a new US based Contract Manufacturing Centre. At the date of this Offer Booklet, the Company has not secured a lease over premises for the US Centre. If the Company is not able to secure a lease over appropriate facilities in a timely manner and commission the centre promptly and within budget, there is a risk that the Company will not be able to meet its targeted growth plans which will have a material adverse effect on the Company's operating and financial performance.

Lack of Customers and Demand – Presently, the Company is in a commercial production and systems sales stage with a number of clients which include the US Navy. There can be no guarantee that any of these commercial production or systems sales customers will convert into regular commercial customer contracts. Although the Company's client base is expected to diversify as a result of the expansion of the Company's revenue streams following completion of the Offer, the Company will initially be substantially reliant on a select number of clients in particular the US Navy. The loss of any of these clients may have a negative impact on the Company's revenues and profits unless they can be replaced with a new client or clients. The Company's future activities are specifically designed around further business development activities in order to grow the client base in Australia and United States.

Sales and Suppliers – AL3 depends on continued relationships with its current suppliers and clients. There can be no guarantee that supplier and client relationships will continue or will continue to be successful. AL3's contracts with suppliers and clients, as with all other contracts, allow for termination. Further, there is a risk that sales cycles are longer due to the size of client companies and new agreements formed with clients in the future may be less favourable to AL3, such as key terms and pricing, due to unanticipated changes in the market.

Competition – AL3 competes with other wire arc additive manufacturing companies as well as similar 3D metal printing companies which utilise other forms of technology. Some of these companies have greater financial and other resources than AL3 and, as a result, may be in a better position to compete for future business opportunities. There is no assurance that AL3 can compete effectively with these companies.

Intellectual Property – AL3 currently has patent protection of its intellectual property rights in its proprietary WAM® technology in Australia, Japan and European regions. The Company has made patent applications to the US which are currently under examination, and it is not yet known whether patent protection in the US will be available. AL3 has policies and procedures to address these matters, including appropriate contractual provisions regarding intellectual property rights and confidentiality for employees and third parties. If AL3 fails to

protect its intellectual property and trade secrets, competitors may gain access to its technology which could harm the business.

Foreign Exchange Risk – AL3 operates in Australia and internationally. Currently, most of the AL3's revenues are in U.S. dollars. The mix of currencies in which the Group earns its revenues and incurs its costs are likely to continue to change over time. Adverse movements in foreign currency markets could affect AL3's profitability and financial position. AL3's financial statements are prepared and presented in Australian dollars and any appreciation or depreciation in the Australian dollar against other currencies in which AL3 transacts, may adversely impact its financial performance and position.

6.2 General Risks

Economic and geopolitical conditions - There are a number of general economic and geopolitical conditions which may have an adverse effect on AL3's operations, and its ability to pursue its strategies. Such changes may include changes in government policy, taxation or other legislation, interest rates, unemployment, consumer sentiment, the strength of the Australian equity markets, natural disasters, acts of terrorism, financial failures of suppliers with which the Group contracts or the global economic outlook.

Equity Market Risks – There can be no assurance that the price of the Shares will increase or even remain at the Issue Price, even if AL3 is profitable and performing well. The Shares may trade at a discount to the Issue Price. The Share price may be affected by a number of factors, many of which are outside AL3's control, including the economic and geopolitical conditions described above or investor attitudes.

Taxation - The acquisition and disposal of Shares will have tax consequences which will differ, depending on individual investors' affairs. Any change in the general treatment of companies for taxation purposes may impact on investors' returns, the treatment of dividends for income tax purposes or the taxation treatment of capital gains or losses for investors.

Dilution Risk - If shareholders do not participate in the Entitlement Offer in whole or in part then the percentage shareholding in AL3 will be diluted. AL3 may undertake capital raisings in the future to raise funds, facilitate employee share plans or fund growth and other strategic initiatives. While AL3 will be subject to the constraints of the Listing Rules regarding the percentage of its capital it is able to issue within a rolling 12-month period (other than where certain exceptions apply), there is a risk that the future issue of additional equity could result in dilution for Shareholders.

Trading and liquidity - Even though the New Shares are to be quoted on the ASX, there can be no guarantee of an active trading market for such Shares or that the price of those Shares will increase following completion of the Entitlement Offer. There may be relatively few potential buyers or sellers of these Shares on ASX at any given time. This may increase the volatility of the market price for their Shares that is less or more than the price that Shareholders paid for their New Shares under the Entitlement Offer.

Dividend Policy – AL3 does not currently pay a dividend. AL3's dividend policy is at the discretion of the Board and may change over time. There is no guarantee that dividends will be paid on Shares in the future, as this is a matter to be determined by the Board in its discretion and the Board's decision will have regard to, amongst other things, free cash flow generation, profit generation and availability of franking credits. To the extent to which a dividend can be franked will depend on AL3's franking account balance and its level of distributable profits. AL3's franking account balance is contingent on AL3 making Australian taxable profits and will depend on the amount of Australian income tax paid by AL3 on those Australian taxable profits.

7 How to accept the Entitlement Offer

7.1 Overview

Your entitlement to participate in the Entitlement Offer will be determined on the Record Date. The number of New Shares which each Eligible Shareholders is entitled to is shown on the personalised Entitlement Form accompanying this Offer Booklet.

If you do not accept your Entitlement in full, then your percentage holding in the Company will be diluted by the Entitlement Offer.

If you are an Eligible Shareholder, you may:

- (a) accept all of your Entitlement (refer to Section 7.2);
- (b) accept all of your Entitlement and apply for additional New Shares in excess of your Entitlement by applying for Shortfall Shares (refer to Section 7.3);
- (c) accept part of your Entitlement and allow the balance to lapse (refer to Section 7.4);
- (d) allow all of your Entitlement to lapse (refer to Section 7.5)

If you choose not to accept all of your Entitlement under the Entitlement Offer your shareholding in the Company will be diluted.

Ineligible Shareholders may not take any of the steps described above. Refer to Sections 3.2 and 4 for information relating to Ineligible Shareholders.

7.2 Acceptance of ALL of your Entitlement under the Entitlement Offer

If you wish to accept your Entitlement in full, you should note your Entitlement and requisite Application Amount specified in the Entitlement Form, and make a payment by BPAY or EFT for the total Application Monies in accordance with the instructions contained in this Offer Booklet and detailed on the Entitlement Form (calculated at \$0.05 per New Share accepted under the Entitlement Offer). Please read the instructions carefully.

7.3 Acceptance of ALL of your Entitlement and applying for Shortfall Shares

If you wish to accept your Entitlement in full and apply for New Shares in excess of your Entitlement by applying for Shortfall Shares (subject to the terms of the Shortfall allocation policy) you should note your Entitlement and requisite Application Amount specified in the Entitlement Form, and make a payment by BPAY or EFT for the total Application Monies in accordance with the instructions contained in this Offer Booklet and detailed on the Entitlement Form.

This payment should be inclusive of the New Shares you wish to accept under your Entitlement as well as those you wish to apply for under the Shortfall Offer (calculated at \$0.05 per New Share accepted under the Entitlement Offer and applied for under the Shortfall Offer). Please read the instructions carefully.

7.4 Acceptance of PART of your Entitlement and allowing the balance to lapse

If you wish to accept part of your Entitlement and allow the balance to lapse, you should note your Entitlement and requisite Application Amount specified in the Entitlement Form, and make a payment by BPAY or EFT for the total Application Monies relating to the portion of Shares you do wish to apply for in accordance with the instructions contained in this Offer Booklet and detailed on the Entitlement Form (calculated at \$0.05 per New Share accepted under the Entitlement Offer). Please read the instructions carefully.

7.5 Allowing all of your Entitlement to LAPSE

If you do not wish to accept any of your Entitlement, you are not obliged to do anything. The number of Shares you currently hold and the rights attaching to those Shares will not be affected should you choose not to accept your Entitlement, however, your percentage holding in the

Company will be diluted. If you decide not to accept all or part of your Entitlement or fail to do so by the Closing Date, your Entitlement will lapse and will form part of the Shortfall.

7.6 Enquiries concerning your Entitlement

If you have any queries concerning your Entitlement, please contact the Information Line which can be reached either by phone on 1300 362 398 (+612 8355 1004 outside Australia) or through a live online chat facility by scanning the QR Code below or going to chat3.shareholdersfirst.com.au. The Information Line will be open 9:00am to 5:00pm (AEST), Monday through Friday (excluding public holidays) during the offer period.



7.7 Payment by BPAY®

Eligible Shareholders (other than New Zealand Shareholders) should note:

- (a) You should make your payment in respect of your Application Money via BPAY® for the number of New Shares you wish to subscribe for (being the Issue Price of \$0.05 multiplied by the number of New Shares you are applying for, including any Shortfall Shares).
- (b) Please follow the instructions on your personalised Entitlement Form (which includes the Biller Code and your unique Reference Number).
- (c) Your BPAY® payment must be received by no later than 5:00 p.m. (Adelaide time) on the Closing Date. Applicants should be aware that their own financial institution may impose earlier cut off times with regards to electronic payment, and should therefore take this into consideration when making payment. It is the responsibility of the applicant to ensure that funds submitted through BPAY® are received by this time.
- (d) You do not need to submit your Entitlement Form but, by making a payment through BPAY®, you will be taken to have applied for the New Shares (and any Shortfall Shares) and made the declarations set out in the Entitlement Form.
- (e) Please make sure to use the specific Biller Code and unique Reference Number on your personalised Entitlement Form.

Eligible Shareholders may not pay via cheque and must not forward cash by mail. Receipts for payment will not be issued.

If you have more than one holding of Shares you will be sent more than one personalised Entitlement Form and you will have separate Entitlements for each separate holding. If you receive more than one personalised Entitlement Form, please only use the Reference Number specific to the Entitlement on that form. If you inadvertently use the same Reference Number for more than one of your Entitlements, you will be deemed to have applied only for your Entitlements to which that Reference Number applies.

If the amount of your BPAY® payment for Application Money is insufficient to pay in full for the number of New Shares (and any Shortfall Shares) you have applied for, you will be taken to have applied for such lower whole number of New Shares as your cleared Application Money will pay for. Alternatively, your Application will be rejected (at the discretion of the Company).

The Company will treat you as applying for as many New Shares as your payment will pay for in full, subject to any scale back it may determine to implement, in its absolute discretion, in respect of any Shortfall Shares. Amounts received in excess of the Application Money for your Entitlement (**Excess Amount**) may be treated as an Application to apply for as many Shortfall Shares as your Excess Amount will pay for in full.

Any Application Money received by the Company in excess of your final allocation of New Shares (and Shortfall Shares as the case may be) will be refunded as soon as practicable after the close of the Entitlement Offer. It is not practical to refund any amount of less than \$5.00 to Shareholders and any refunds owing for less than this amount will be retained by the Company. No interest will be paid to Applicants on any Application Money received or refunded.

If you take no action or you fail to take any action prior to the Closing Date, your Entitlement under the Entitlement Offer will lapse.

7.8 Payment by EFT

Eligible Shareholders with a registered address in New Zealand who do not have an Australian bank account and who are otherwise unable to submit payment via BPay® will be able to pay by EFT. EFT is not available to Eligible Shareholders with a registered address in Australia.

For payment by EFT, please follow the instructions on the personalised Entitlement Form which includes your unique reference number. The unique reference number is used to identify your holding. Eligible Shareholders who have multiple holdings will have multiple unique reference numbers. You must use the unique reference number shown on each Entitlement Form to pay for each holding separately. Please note that should you choose to pay by EFT:

- (a) You should make your payment in respect of your Application Money via EFT for the number of New Shares you wish to subscribe for (being the Issue Price of \$0.05 multiplied by the number of New Shares you are applying for, including any Shortfall Shares).
- (b) Please follow the instructions on the personalised Entitlement Form which includes your unique reference number.
- (c) Your EFT must be received by no later than 5:00 p.m. (Adelaide time) on the Closing Date. Applicants should be aware that their own financial institution may impose earlier cut off times with regards to electronic payment, and should therefore take this into consideration when making payment. It is the responsibility of the applicant to ensure that funds submitted through EFT are received by this time.
- (d) You do not need to submit your Entitlement Form but, by making a payment through EFT, you will be taken to have applied for the New Shares (and any Shortfall Shares) and made the declarations set out in the Entitlement Form.
- (e) Please make sure to use the unique Reference Number on your personalised Entitlement Form.

Eligible Shareholders may not pay via cheque and must not forward cash by mail. Receipts for payment will not be issued.

If you have more than one holding of Shares you will be sent more than one personalised Entitlement Form and you will have separate Entitlements for each separate holding. If you receive more than one personalised Entitlement Form, please only use the Reference Number specific to the Entitlement on that form. If you inadvertently use the same Reference Number for more than one of your Entitlements, you will be deemed to have applied only for your Entitlements to which that Reference Number applies.

If the amount of your EFT for Application Money is insufficient to pay in full for the number of New Shares (and any Shortfall Shares) you have applied for, you will be taken to have applied for such lower whole number of New Shares as your cleared Application Money will pay for. Alternatively, your Application will be rejected (at the discretion of the Company).

The Company will treat you as applying for as many New Shares as your payment will pay for in full, subject to any scale back it may determine to implement, in its absolute discretion, in respect of any Shortfall Shares. Amounts received in excess of the Application Money for your Entitlement (**Excess Amount**) may be treated as an Application to apply for as many Shortfall Shares as your Excess Amount will pay for in full.

Any Application Money received by the Company in excess of your final allocation of New Shares (and Shortfall Shares as the case may be) will be refunded as soon as practicable after the close of the Entitlement Offer. It is not practical to refund any amount of less than \$5.00 to Shareholders and any refunds owing for less than this amount will be retained by the Company. No interest will be paid to Applicants on any Application Money received or refunded.

If you take no action or you fail to take any action prior to the Closing Date, your Entitlement under the Entitlement Offer will lapse.

7.9 Entitlement Form is binding

Payment made through BPAY® or EFT constitutes a binding and irrevocable offer to apply for New Shares (plus any Shortfall Shares) on the terms and conditions set out in this Offer Booklet and, once lodged or paid, cannot be withdrawn.

Your Application will be considered to be for as many New Shares as your payment will cover.

By making payment by BPAY® or EFT, you will also be deemed to have acknowledged, represented and warranted on your own behalf and on behalf of each person on whose account you are acting that:

- (a) for the benefit of the Company, the Joint Lead Managers and each of their respective related bodies corporate and affiliates, you are an Eligible Shareholder and that the Entitlement Offer can be made to you in accordance with this Offer Booklet, in accordance with applicable securities laws;
- (b) you have read and understood this Offer Booklet and your Entitlement Form in their entirety and provide the authorisations contained in this Offer Booklet and Entitlement Form;
- (c) you agree to be bound by the terms of the Entitlement Offer, provisions of the Offer Booklet and the Company's Constitution;
- (d) you declare that you are over 18 years of age and have full legal capacity and power to perform all of your rights and obligations under the Entitlement Form;
- (e) all details and statements in the Entitlement Form are complete and accurate;
- (f) you authorise the Company to register you as the holder of New Shares issued to you;
- (g) once the Company (or the Share Registry) receives the Entitlement Form or any payment of Application Money via BPAY® or EFT, you may not withdraw it except as allowed by law;
- (h) you agree to apply for the number of New Shares (including any Shortfall Shares) specified in the Entitlement Form, or for which you have submitted payment of any Application Money via BPAY® or EFT, at the Issue Price per New Share;
- (i) you agree to be issued the number of New Shares (including any Shortfall Shares) that you apply for in the Entitlement Form and that potentially (in the case of an application in excess of your Entitlement) a lesser number of Shortfall Shares may be issued to you than that applied for;
- (j) if you apply for Shortfall Shares, you declare that you are not a 'related party' (as that term is defined in the Listing Rules) or a person to whom Listing Rule 10.11 applies;
- (k) you authorise the Company, the Joint Lead Managers, the Share Registry and their respective officers or agents, to do anything on your behalf necessary for the New Shares to be issued to you;
- (l) you authorise the Company to correct any errors in your Entitlement Form or other form provided by you;

- (m) you declare that you were the current registered holder(s) on the Record Date of that number of Shares as indicated on the Entitlement Form as being held by you;
- (n) you agree to provide (and direct your nominee or custodian to provide) any requested substantiation of your eligibility to participate in the Entitlement Offer and of your holding of Shares on the Record Date;
- (o) you acknowledge that the information contained in this Offer Booklet and the Entitlement Form is not investment advice or a recommendation that New Shares are suitable for you given your investment objectives, financial situation or particular needs, and that the Offer Booklet is not a prospectus, does not contain all of the information that you may require in order to assess an investment in the Company and is given in the context of the Company's past and ongoing continuous disclosure announcements to ASX;
- (p) you acknowledge the risk factors set out in section 6 of this Offer Booklet and that investments in the Company are subject to investment risk;
- (q) you acknowledge that none of the Company, the Joint Lead Managers and their respective related bodies corporate and affiliates and their respective directors, officers, partners, employees, representatives, agents, consultants or advisers guarantees the performance of the Company, nor do they guarantee the repayment of capital;
- (r) you acknowledge and agree that:
 - (i) determination of eligibility of investors for the purposes of the Entitlement Offer is determined by reference to a number of matters, including legal and regulatory requirements, logistical and registry constraints and the discretion of the Company and the Joint Lead Managers; and
 - (ii) each of the Company, the Joint Lead Managers and each of their respective affiliates, disclaim any duty or liability (including for negligence) in respect of that determination and the exercise or otherwise of that discretion, to the maximum extent permitted by law;
- (s) you will also be deemed to have acknowledged, represented and warranted on your behalf and on behalf of and in relation to each person on whose account you are acting that:
 - (i) you are not in the United States and are not acting for the account of or benefit of a person in the United States;
 - (ii) you will not send any materials relating to the Entitlement Offer to any person in the United States or any other country outside Australia or New Zealand; and
 - (iii) you agree that the allotment of New Shares (including, if applicable, Shortfall Shares) to you constitutes acceptance of your Application.

7.10 **Brokerage and stamp duty**

No brokerage is payable for the issue of New Shares pursuant to the Entitlement Offer. No stamp duty is payable for subscribing for New Shares under the Entitlement Offer or for Shortfall Shares under the Shortfall Offer.

7.11 **Notice to nominees and custodians**

Nominees and custodians may not distribute this document, and may not permit any beneficial shareholder to participate in the Entitlement Offer or the Shortfall Offer, in any country outside Australia and New Zealand except, with the consent of the Company, to beneficial shareholders resident in certain other countries where the Company may determine it is lawful and practical to make the Entitlement Offer or the Shortfall Offer.

7.12 Withdrawal of the Entitlement Offer

Subject to applicable law, the Company reserves the right to withdraw the Entitlement Offer at any time before the issue of New Shares, in which case the Company will refund any Application Money already received in accordance with the Corporations Act and will do so without interest being payable to applicants.

To the fullest extent permitted by law, you agree that any Application Money paid by you to the Company will not entitle you to receive any interest and that any interest earned in respect of Application Money will belong to the Company.

7.13 Risks

Eligible Shareholders should be aware that an investment in the Company involves risks. The key risks identified by the Company are set out in section 6 of this Offer Booklet.

8 Additional information

8.1 General

This Offer Booklet and the Entitlement Form have been prepared by the Company.

This Offer Booklet is dated 11 April 2024.

You should read this Offer Booklet carefully and in its entirety before deciding to invest in New Shares. In particular you should consider the risk factors set out in section 6 of this Offer Booklet that could affect the performance of the Company or the value of an investment in the Company.

The past performance of the Company, and the past Share price of the Company should not be relied upon as (and is not) an indication of future performance.

No party other than the Company has authorised or caused the issue of this Offer Booklet, or takes any responsibility for, or makes, any statements, representations or undertakings in this Offer Booklet.

No person is authorised to give any information, or to make any representation, in connection with the Entitlement Offer that is not contained in this Offer Booklet. Any information or representation that is not in this Offer Booklet may not be relied on as having been authorised by the Company, or its related bodies corporate in connection with the Entitlement Offer.

8.2 Status of Offer Booklet

The Entitlement Offer is being made pursuant to provisions of the Corporations Act which allow rights issues to be offered without a prospectus.

Neither this Offer Booklet nor the Entitlement Form are required to be lodged or registered with ASIC. This Offer Booklet is not a prospectus under the Corporations Act and no prospectus for the Entitlement Offer will be prepared. These documents do not contain, or purport to contain, all of the information that a prospective investor may require in evaluating an investment in the Company. They do not contain all the information which would be required to be disclosed in a prospectus.

8.3 Continuous disclosure

The Company is a 'disclosing entity' under the Corporations Act and is subject to regular reporting and disclosure obligations under the Corporations Act and the Listing Rules, including the preparation of annual reports and half yearly reports.

The Company is required to notify ASX of information about specific events and matters as they arise for the purposes of ASX making that information available to the stock markets conducted by ASX. In particular, the Company has an obligation under the Listing Rules (subject to certain exceptions) to notify ASX immediately of any information of which it is or becomes aware which a reasonable person would expect to have a material effect on the price or value of the Company's Shares. That information is available to the public from ASX.

This Offer Booklet is intended to be read in conjunction with the publicly available information in relation to the Company which has been notified to ASX and does not include information that would be included in a disclosure document or which investors ought to have regard to in deciding whether to subscribe for New Shares. All announcements made by the Company are available from its website <https://aml3d.com/> or the ASX at www.asx.com.au (ASX Code: AL3).

8.4 Rights attaching to the Shares

New Shares issued under the Entitlement Offer will be fully paid and rank equally in all respects with Shares. The rights and liabilities attaching to Shares are set out in the Constitution of the Company, a copy of which is available from the Company on request free of charge. For a Shareholder to obtain a definitive assessment of the rights and liabilities which attach to Shares in any specific circumstances, the Shareholder should seek legal advice.

8.5 Director interests

Each Director's interest, including their related parties, in the securities of the Company as at the date of this Offer Booklet and their Entitlement is detailed in the table below.

Director	Shares	Options	Performance Rights	Entitlement under the Entitlement Offer
Mr Andrew Sales	32,499,850	2,000,000	Nil	1,083,283
Mr Noel Cornish	700,280	4,000,000	Nil	233,426
Mr Sean Ebert	1,087,499	4,000,000	2,285,714	362,499

As at the date of this Offer Booklet, Director, Andrew Sales, intends to subscribe for \$50,000 worth of shares in the Entitlement Offer. Further details regarding Andrew Sales' potential holdings and interests on completion of the Entitlement Offer is set out in section 5.4.

8.6 Notice to nominees and custodians

The Entitlement Offer is being made to all Eligible Shareholders.

Nominees and custodians should note that the Entitlement Offer is not available to beneficiaries on whose behalf they hold Shares who would not satisfy the criteria for an Eligible Shareholder.

The Company is not required to determine whether or not any registered Shareholder or investor is acting as a nominee or custodian or the identity or residence of any beneficial owners of Existing Shares. Where any person is acting as a nominee or custodian for a foreign person, that person in dealing with its beneficiary will need to assess whether indirect participation in the Entitlement Offer by the beneficiary, complies with applicable foreign laws.

8.7 Litigation

So far as the Company is aware, there are no legal or arbitration proceedings, active or threatened against, or being brought by, the Company which may have a material effect on the Company's financial position.

8.8 No cooling-off rights

Cooling-off rights do not apply to an investment in New Shares. You cannot, in most circumstances, withdraw your Application once it has been accepted.

8.9 Disclaimer and forward-looking statements

This Offer Booklet contains certain forward-looking statements. The words 'anticipate', 'believe', 'except', 'project', 'forecast', 'estimate', 'likely', 'intend', 'should', 'could', 'may', 'target', 'plan' and other similar expressions are intended to identify forward-looking statements. Indications of, and guidance on, future earnings, financial position and performance are also forward-looking statements. Such forward-looking statements are not guarantees of future performance and involve known and unknown risks, uncertainties and other factors, many of which are beyond the control of the Company, and its officers, employees, agents and associates, that may cause actual results to differ materially from those expressed or implied in such statements. Actual results, performance or outcomes may differ materially from any projections and forward-looking statements. You should not place undue reliance on forward-looking statements and neither the Company nor any of its Directors, employees, servants, advisers or agents assume any obligation to update such information.

To the maximum extent permitted by law, the Company and its officers, employees, agents, associates and advisers do not make any representation or warranty, express or implied, as to the currency, accuracy, reliability or completeness of such information or likelihood of fulfilment of any forward-looking statements (including, without limitation, liability for negligence).

Please refer to section 6 of this Offer Booklet for a summary of certain risk factors which may affect the Company when considering this Offer Booklet. There can be no assurance that actual outcomes will not differ materially from these forward-looking statements. An investment in New Shares is subject to investment and other known and unknown risks, some of which are beyond the control of the Company.

The Company does not guarantee any particular rate of return or the performance of the Company nor does it guarantee the repayment of capital from the Company or any particular tax treatment.

8.10 **Governing law**

This Offer Booklet and the contracts formed on acceptance of the Entitlement Forms are governed by the law of South Australia, Australia. Each applicant submits to the non-exclusive jurisdiction of the courts of South Australia, Australia.

8.11 **Other interests**

Persons holding rights or interests in relation to Shares (such as options to subscribe for Shares), will not be entitled to participate in the Entitlement Offer in respect of those rights or interests unless they have become entitled to exercise their right or interest under the terms of their issue and do so such that they become the holder of Shares and an Eligible Shareholder in respect of those Shares.

8.12 **Taxation**

It should not be inferred or implied that the Company, Directors or its officers purport to give Shareholders advice regarding the taxation consequences of subscribing for New Shares under this Offer Booklet. The Company, including its advisers, Directors and officers, do not accept any responsibility or liability for any such taxation consequences to Eligible Shareholders.

Eligible Shareholders should be aware that there may be taxation implications of participating in the Entitlement Offer and subscribing for Shortfall Shares. Eligible Shareholders should consult a professional taxation adviser to obtain advice in relation to the taxation laws and regulations applicable to their personal circumstances. Neither the Company, nor any of its Directors, officers, employees, agents or advisers accepts any liability or responsibility with respect to taxation consequences connected with participating in the Entitlement Offer or subscribing for Shortfall Shares.

8.13 **Alteration of terms**

The Company reserves the right, at its discretion, to vary all or part of the Entitlement Offer at any time, subject to the Corporations Act and Listing Rules and any other law or regulation to which the Company is subject.

8.14 **Disclaimer of representations**

No party other than the Company has authorised or caused the issue of this Offer Booklet, or takes any responsibility for, or makes, any statements, representations or undertakings in this Offer Booklet.

No person is authorised to give any information, or to make any representation, in connection with the Entitlement Offer that is not contained in this Offer Booklet.

Any information or representation that is not in this Offer Booklet may not be relied on as having been authorised by the Company, or its related bodies corporate in connection with the Entitlement Offer. Except as required by law, and only to the extent so required:

- (a) none of the Company, or any other person, warrants or guarantees the future performance of the Company or any return on any investment made pursuant to the Offer Booklet; and
- (b) the Company, its officers, employees and advisers disclaim all liability that may otherwise arise due to the Offer Booklet being inaccurate or incomplete in any respect.

- (c) No party other than the Company has authorised or caused the issue of this Offer Booklet, or takes any responsibility for, or makes, any statements, representations or undertakings in this Offer Booklet.

8.15 **Privacy**

- (a) The Company collects information about each Applicant provided on an Entitlement Form for the purposes of processing the Application and, if the Application is successful, to administer the Applicant's security holding in the Company.
- (b) By accepting the Entitlement Offer, each Applicant agrees that the Company may use the information provided by an Applicant in connection with the Entitlement Form for the purposes detailed in this privacy disclosure statement and may disclose it for those purposes to the Share Registry, the Company's related bodies corporate, agents, contractors and third-party service providers, including mailing houses and professional advisers, and to ASX and regulatory authorities.
- (c) An Applicant is entitled to gain access to the information that the Company holds about that person subject to certain exemptions under law. A fee may be charged for access. Access requests must be made in writing to the Company's registered office.

9 Glossary

\$ or Dollars means dollars in Australian currency (unless otherwise stated);

Application means an application for New Shares pursuant to this Offer Booklet and the term **Applicant** means a person who has submitted an Application;

Application Money means the aggregate amount of money payable for New Shares applied for calculated by multiplying \$0.05 by the number of New Shares subscribed for;

ASIC means the Australian Securities and Investments Commission;

ASX means the Australian Securities Exchange;

ASX Limited means ASX Limited ACN 008 624 691;

Bell Potter means Bell Potter Securities Limited (ACN 006 390 772, AFSL 243480);

Board means the Directors as at the date of this Offer Booklet;

Cerberus means Cerberus Advisory;

CHES means Clearing House Electronic Sub-register System of ASX Settlement Pty Ltd ACN 008 504 532;

Closing Date means 5:00 p.m. Adelaide time on the date specified in the Timetable set out in Section 1 of this Offer Booklet or such other date as may be determined by the Directors;

Company or **AL3** means AML3D Limited ACN 602 857 983;

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

Directors means the directors of the Company;

Eligible Shareholder has the meaning set out in Section 3.2;

Entitlement Form means the entitlement and acceptance form accompanying this Offer Booklet which sets out the entitlements of Eligible Shareholders under the Entitlement Offer;

Entitlement or **Entitlements** means the non-renounceable entitlement for Eligible Shareholders to subscribe for New Shares on the basis of one (1) New Shares for every three (3) Shares held on the Record Date;

Existing Performance Rights means the performance rights on issue in Company as at the date of this Offer Booklet;

Existing Options or **Options** means the options on issue in Company as at the date of this Offer Booklet;

Holding Statement means a holding statement to be issued with respect to any New Shares;

Ineligible Shareholders means any Shareholder who is not an Eligible Shareholder;

Issue Price means \$0.05 per New Share;

Joint Lead Managers means Bell Potter, Taylor Collison and Cerberus;

Joint Lead Manager Parties means the Joint Lead Managers' affiliates, related bodies corporate (as that term is defined in the Corporations Act), and their respective directors, employees, officers, representatives, agents, partners, consultants and advisers;

Listing Rules means the official listing rules of ASX Limited, as amended from time to time;

New Share or **New Shares** means a new fully paid share in the capital of the Company to be issued pursuant to the Entitlement Offer or Shortfall Offer;

Offer or Entitlement Offer means the entitlement offer for New Shares set out in this Offer Booklet;

Offer Booklet means this offer booklet dated 11 April 2024 and includes any amended or replacement summary document;

Opening Date means the date specified in the Timetable set out in Section 1 of this Offer Booklet or such other date as may be determined by the Directors;

Performance Rights means the 6,635,393 performance rights on issue in the Company as at the date of this Offer Booklet;

Professional Investors has the meaning set out in section 708 of the Corporations Act;

Record Date means 7:00 p.m. Adelaide time on the date specified in the Timetable set out in Section 1 of this Offer Booklet;

Registered Address means, in respect of a Shareholder, the address that is recorded in the Company's share register as being the address for the Shareholder;

Sophisticated Investors has the meaning set out in section 708 of the Corporations Act;

Share Registry means Computershare Investor Services Pty Limited;

Shareholder means a holder of a Share;

Share or Shares means a fully paid ordinary share in the capital of the Company;

Shortfall means the extent to which Eligible Shareholders do not subscribe for New Shares (including Shortfall Shares) pursuant to the Entitlement Offer;

Shortfall Offer means the offer to Eligible Shareholders to subscribe for Shortfall Shares in excess of their Entitlement in accordance with Section 3.5 of this Offer Booklet;

Shortfall Shares means New Shares that are in excess of the Entitlement of an Eligible Shareholder;

Taylor Collison means Taylor Collison Limited (ACN 008 172 450 AFSL 247083);

Timetable means the Timetable for the Entitlement Offer as detailed in Section 1.2;

U.S. Securities Act means the *United States Securities Act of 1933*, as amended; and

Voting Power has the meaning given to that term in the Corporations Act.

10 Corporate Directory

Board of Directors

Noel Cornish
Andrew Sales
Sean Ebert
Peter Siebels

Joint Lead Managers

Taylor Collison Limited (ACN 008 172 450 AFSL 247083)
Level 16, 211 Victoria Square
Adelaide SA 5000

Bell Potter Securities Limited (ACN 006 390 772 AFSL 243480)
Level 12/182 Victoria Square
Adelaide SA 5000

Cerberus Advisory
1 Clifton Place
Adelaide SA 5000

Lawyers

Thomson Geer
Level 14, 60 Martin Place
Sydney NSW 2000

Registered Office

AML3D Limited
35 Woomera Avenue
Edinburgh SA 5111

Website: <https://aml3d.com/>
ASX code: AL3

Share Registry

Computershare Investor Services Pty Limited – Australia
Level 5, 115 Grenfell Street
Adelaide SA 5000

Information Line

The Information Line can be reached either by phone on 1300 362 398 (+612 8355 1004 outside Australia) or through a live online chat facility by scanning the QR Code below or going to chat3.shareholdersfirst.com.au. The Information Line will be open 9:00am to 5:00pm (AEST), Monday through Friday (excluding public holidays) during the offer period.

