

# **3D Resources Limited**

**ABN 15 120 973 775**

**Annual Financial Report  
for the year ended  
30 June 2009**

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for the year ended  
30 June 2009**

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**CORPORATE DIRECTORY**

<b>Directors</b> Mr Ian Richer (Non-Executive Chairman) Mr John Chegwidden (Non-Executive Director) Mr John Georgiopoulos (Non-Executive Director)	<b>Auditors</b> Bentleys Level 1 12 Kings Park Road West Perth WA Telephone: (08) 9226 4500 Facsimile: (08) 9226 4300
<b>Registered Office</b> Level 6, Ashton Chambers 189 St Georges Terrace Perth WA 6000	<b>Share Registry</b> Computershare Registry Services Level 2, 45 St Georges Terrace Perth WA 6000 Telephone: (08) 9323 2004 Facsimile: (08) 9323 2066
<b>Company Secretary</b> Mr John Chegwidden	<b>Australian Stock Exchange Code</b> DDD
<b>Solicitors to the Company</b> Steinpreis Paganin Lawyers and Consultants Level 4 Next Building 16 Milligan Street Perth WA 6000	<b>Bankers</b> Westpac Banking 109 St Georges Tce Perth WA 6000
<b>Website Address</b> <a href="http://www.3dresources.com.au">www.3dresources.com.au</a>	

## 3D Resources Limited

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### Schedule of Mineral Tenements at 30 June 2009

PROJECT NAME	%HELD	PROJECT NAME	%HELD
<b>Cosmo Newbery</b>		<b>McIntosh</b>	
E38/1813 Cosmo Newbery	100	E80/3864 McIntosh Hills	100
E38/1837 Cosmo Newbery	rte 75	E80/3906 Melon North	100
E38/1838 Cosmo Newbery	rte 75	E80/3907 Melon South	100
M38/2054 Cosmo Newbery South	100	E80/3928 McIntosh Hills	100
<b>Halls Creek</b>		E80/4014 Alice Downs	rte 75
E80/2826 Halls Creek	100	E80/4015 Alice Hill	rte 75
E80/2889 Valentine	100	M80/0512 McIntosh	100
E80/3370 Halls Creek	100	M80/0513 McIntosh	100
E80/3371 Burks Park	100	M80/0514 McIntosh	100
E80/3517 Koongie Park	100	<b>Mt Agnes</b>	
E80/3563 Mt Barrett	100	E08/1228 Mt Agnes	100
E80/3641 Halls Creek	100	<b>Mt Angelo</b>	
E80/3646 Burks Park	100	E80/3496 Mt Angelo	100
E80/3672 Palm Springs	100	M80/0247 Mt Angelo North	100
E80/3790 Sophie Downs	100	<b>Mt Padbury</b>	
E80/3791 Tiger	100	E52/1651 Mt Padbury	100
E80/3870 Gnewing Bore	100	P52/1235 Peak Hill	100
E80/3938 Townsite	100	<b>Pilgangoora</b>	
E80/4048 Halls Creek	100	P45/2513	100
E80/4170 Valentine	100	<b>Wild Night Hill</b>	
E80/4171 Halls Creek	100	E38/1433 Wild Night Hill	100
E80/4179 Halls Creek	100	rte – right to earn	
P80/1653 Halls Creek	100		
P80/1654 Halls Creek	100		
P80/1658 Halls Creek	100		
P80/1659 Halls Creek	100		
P80/1660 Halls Creek	100		
P80/1661 Halls Creek	100		
P80/1662 Halls Creek	100		
P80/1663 Halls Creek	100		
P80/1664 Halls Creek	100		
P80/1670 Halls Creek	100		
P80/1671 Halls Creek	100		
P80/1672 Halls Creek	100		

## Director's Report

The directors of 3D Resources Limited submit herewith the annual financial report of the company and its controlled entities for the year ended 30 June 2009.

### Directors

The names and details of the Company's Directors in office during the financial year and until the date of this report are as follows. Directors were in office for the entire period unless otherwise stated.

<b>Name</b>	<b>Particulars</b>
<i>Ian Richer</i>	<p><i>Non-Executive Chairman</i> Appointed 29 December 2008, resigned 30 January 2009, re-appointed 4 February 2009</p> <p>Mr Richer is an Engineer with more than 30 years experience in operations, project management and construction on a range of significant mining projects. He played a role in the Goldsworthy iron ore projects, laterite nickel projects in Indonesia and Queensland, mineral sands projects in New South Wales, titano-magnetite mining and processing in New Zealand and various domestic and offshore aluminium and copper - uranium projects. His technical and commercial expertise was gained in organisations including Consolidated Goldfields, INCO, Fluor International, Dravo Corporation and Minproc. Specific nickel sulphide experience was gained through active involvement at Widgiemooltha. Mr Richer has served more than 10 years as a director in banking and corporate finance, with Chase, Societe Generale and as a consultant to the World Bank. He is also a non-executive director of ASX Listed Accent Resources NL and Hazelwood Resources Limited.</p>
<i>John Chegwiddden</i>	<p><i>Non-Executive Director &amp; Joint Company Secretary (CA)</i></p> <p>Mr Chegwiddden has over 20 years experience as an accountant, including managing his own chartered accounting practice, providing advice in management, accounting and taxation, and consulting to manufacturing, mining, primary production and earthmoving operations. Mr Chegwiddden has a strong knowledge of the mining and resources sector in Australia, with key competencies in Exploration, materials processing, marketing and financial management in relation to junior mining companies. More recently he has consulted to a number of listed companies and negotiated with capital financiers for junior Exploration companies. Mr Chegwiddden was a founding executive director of Aurox Resources Limited, a successful ASX listed mining and Exploration company, and served in the capacity of both executive and non-executive director until January 2006. Mr Chegwiddden is also a director of ASX listed Hazelwood Resources Ltd.</p>
<i>John Georgiopoulos</i>	<p><i>Non-Executive Director</i> Appointed 29 December 2008, resigned 30 January 2009, re-appointed 4 February 2009</p> <p>Mr Georgiopoulos has being involved with ownership and management of several sizable private businesses and since the successful sale of these businesses has being an active investor in ASX listed companies.</p>
<i>Guy Le Page</i>	<p><i>Former Non-Executive Director (B.A., B.Sc. (Hon). MBA., FINSIA., MAusIMM) –</i> Appointed 4 February 2009, resigned 25 February 2009</p> <p>Mr Le Page is currently a corporate advisor specializing in resources at RM Capital. He has experience in mergers and acquisitions, capital raisings, valuations and corporate advising. He has acted as a consultant to private and public companies. His professional experience includes the production of both technical and valuation reports for public companies, and includes research reports.</p>

## 3D Resources Limited

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Mr Le Page has had extensive experience as an exploration and mining geologist, and is presently a Director of RM Capital Pty Ltd, a Perth based stockbroking firm. Mr Le Page is also a director Fission Energy Ltd, Eden Energy Ltd and Tasman Resources Ltd

*John Gow*

*Former Non-Executive Chairman - Resigned 2 December 2008*

Mr John Gow is a mining engineer with a distinguished history in the mining industry both in Australia and southern Africa. Mr Gow has over 35 years of experience and has designed, developed and managed successful gold, nickel and base metal mines in Australia, Southern Africa and Fiji.

Mr Gow has been on the Board of two listed public companies between 1993 and 2000. He has an excellent understanding of the mining industry and good corporate credentials.

*Dr Craig Rugless*

*Former Managing Director - Resigned 30 January 2009*

Dr. Craig Rugless is an economic geologist and geochemist who has over 35 years of wide ranging experience in exploration and project development in Australia and Oceania and 9 years as the director of a public company.

Dr Rugless holds a PhD degree from the University of NSW and is a member of a number of professional organizations including the AusIMM & AIG. Dr Rugless has been a past Principal Lecturer of the Mining and Exploration Course in the Securities Institute diploma course and has been a non-executive director of a public company involved in the successful development of a gold mine in Australia.

# 3D Resources Limited

## Directors' Report continued

### Company Secretaries

#### Name Particulars

*John Chegwidden* Refer above.

*Carol New* Resigned 4 September 2009

Carol has over 29 years experience working in national retail and WA mineral exploration companies in company secretarial, accounting and administration roles with companies such as Coles Myer, Barrack House Group, Central Kalgoorlie Gold Mines NL, and Crescent Gold Limited. In late December 2006, Carol was invited to consult to 3D Resources Limited in the capacity of Chief Financial Officer and was appointed as Joint Company Secretary on 2 April 2007.

### Directorships of Other Listed Companies

Directorships of other listed companies held by directors in the 3 years immediately before the end of the financial year are as follows:

Name	Company	Period of Directorship
Ian Richer	Accent Resources NL	2007-Current
	Hazelwood Resources Limited	2006-Current
	Top End Uranium Limited	2007-2008
	North Australian Diamonds Limited	2006-2008
John Chegwidden	Aurox Resources Limited	2004-2006
	Australian Waterwise Solutions Limited	2007-2007
	Hazelwood Resources Limited	2006-Current

### Directors' Shareholdings

As at the date of this report, the interests of the directors, either directly or indirectly, in the shares of 3D Resources Limited were.

Directors	Ordinary Shares	Share Options <sup>1</sup>
Ian Richer <sup>3</sup>	437,500	100,000
John Georgiopoulos	3,648,941	-
John Chegwidden	2,750,000	500,000
John Chegwidden & Ian Richer <sup>2</sup>	250,000	-

Note:

- The options were granted 29 November 2007.
- John Chegwidden & Ian Richer have a beneficial interest in 250,000 ordinary shares held by 189 Projects Pty Ltd.
- Ian Richer has a beneficial interest in 250,000 shares held by Siren Mining Ltd

### Directors' Meetings

The number of Directors meetings of held and the number of meetings attended by each director during the period were as follows:

	Directors Meetings	
	Number of meetings eligible to attend	Number of meetings attended
Ian Richer	7	7
John Georgiopoulos	7	7
John Chegwidden	13	13
Guy Le Page	7	7
John Gow	4	4
Craig Rugless	10	9

# 3D Resources Limited

## Directors' Report continued

### Principal activities

The principal activities of the Company during the year were mineral exploration for gold, nickel, copper and platinum group metals in prospective geological environments within the East Kimberley, the Pilbara and the Eastern Goldfields of Western

### Review and Results of Operations

The Consolidated Entity incurred a loss of \$2,507,415, and the Company incurred a loss of \$2,934,235 for the year ended 30 June 2009 (Consolidated \$2,058,085 and Company \$2,050,776 year ended 30 June 2008).

### Changes in State of Affairs

During the year there were no changes in the state of affairs of the Company other than those referred to elsewhere in this report of the financial statements or notes thereto.

The Board went through a restructure during the year as follows;

On the 2 December 2008 the Chairman Mr John Gow resigned and was replaced by Mr Ian Richer on the 29 December 2008. On the 29 December 2008, Mr Ian Richer and Mr John Georgiopoulos were appointed as Directors of the Company. On the 30 January 2009 the Managing Director Mr Craig Rugless resigned and received a redundancy of \$22,093.

The new board is reviewing all of the Company's projects and tenements and is deciding on the best way forward with these projects.

### Subsequent Events

On 31 August 2009, 6,500,000 Share Options of the Company expired.

On 4 September 2009 the Company completed a capital raising by way of a fully underwritten 1 for 4 Entitlement issue, to raise \$241,064, by the issue of 24,106,478 shares,

### Environmental Regulations

The company is subject to and compliant with all aspects of environmental regulation of its exploration activities. The Directors are not aware of any environmental law that is not being complied with.

The directors have considered the recently enacted National Greenhouse and Energy Reporting Act 2007 (the NGER Act) which introduces a single national reporting framework for the reporting and dissemination of information about the greenhouse gas emissions, greenhouse gas projects, and energy use and production of corporations. At the current stage of development, the directors have determined that the NGER Act will have no effect on the company for the current, nor subsequent financial year. The director will reassess this position as and when the need arises.

### Likely Developments

Disclosure of information regarding likely developments in the operations of the Consolidated Entity in future financial years and the expected results of those operations is likely to result in unreasonable prejudice to the Consolidated Entity. Accordingly, this information has not been disclosed in this report.

### Share Options

#### Unissued shares

As at year end the Company had on issue the following options to acquire ordinary fully paid shares:

Description	Number	Exercise Price	Expiry Date
Options	3,750,000	\$0.20	31/08/2009
Options	1,750,000	\$0.25	31/08/2009
Options	1,000,000	\$0.30	31/08/2009
Options	500,000	\$0.15	31/12/2009
Options	100,000	\$0.25	31/12/2009
Options	331,944	\$0.20	31/07/2010
Options	1,500,000	\$0.25	31/12/2010
<b>Total</b>	<b>8,931,944</b>		

## 3D Resources Limited

Option holders do not have any right, by virtue of the option, to participate in any share issue of the Company nor any entitlement to vote at a meeting of shareholders. No options were exercised during the year, 450,000 options were granted and 118,056 options were cancelled during the year.

### **Dividends**

No Dividend has been paid since the end of the financial period and no dividend is recommended for the current year.

### **Proceedings on Behalf of the Company**

No person has applied to the court under section 237 of the Corporations Act 2001 for leave to bring proceedings on behalf of the Company, or to intervene in any proceedings to which the Company is a party, for the purpose of taking responsibility on behalf of the company for all or part of those proceedings. No proceedings have been brought or intervened in on behalf of the company with leave of the court under section 237 of the Corporations Act.

### **Remuneration Report**

This report outlines the remuneration arrangements in place for 3D Resources Limited's directors and its senior management for the financial year ended 30 June 2009. The prescribed details for each person covered by this report are detailed below under the following headings:

- Director and senior management details
- Remuneration policy
- Relationship between the remuneration policy and company performance
- Remuneration of directors and senior management
- Key terms of executive service agreements or consultancy agreements

### **Director and senior management details**

The following persons acted as directors of the company during or since the end of the financial year:

Mr I Richer (Non-Executive Chairman) - Appointed 29 December 2008, resigned 30 January 2009, re-appointed 4 February 2009

Mr J Georgiopoulos (Non-Executive Director) - Appointed 29 December 2008, resigned 30 January 2009, re-appointed 4 February 2009

Mr J Chegwiddden (Non-Executive Director & Company Secretary)

Mr G Le Page (Non-Executive Director) – Appointed 2 December 2008, Resigned 25 February 2009

Mr J Gow (Non-Executive Chairman) – Resigned 2 December 2008

Mr C Rugless (Managing Director) – Resigned 30 January 2009

The term 'senior management' is used in this remuneration report to refer to the following person. Except as noted, the named person held their current position for the whole of the financial year, and for a period since the end of the financial year:

Ms C New (Joint Company Secretary) (resigned 4 September 2009)

### **Remuneration policy**

#### **Company performance, shareholder wealth and directors' and senior management's remuneration**

The Company's remuneration policy has been designed to align director and executive objectives with shareholder and business objectives by providing remuneration packages comprising of a fixed remuneration component and an options component. The Board believes the remuneration policy for its directors and senior management to be appropriate and effective to attract and retain people with the necessary qualifications, skills and experience to assist the company in achieving its desired results. Due to the size of the company a remuneration committee has not been formed.

## Directors' Report continued

### Relationship between the remuneration policy and company performance

Remuneration is reviewed on an annual basis, taking into consideration a number of performance indicators. While no performance based remuneration component has been built into director and senior management remuneration packages it is envisaged that as the Company further progresses, consideration will be given to this component of remuneration.

The tables below set out summary information about the consolidated entity's earnings and movements in shareholder wealth for the two years to 30 June 2009:

Consolidated	30 June 2009	30 June 2008
Revenue	45,748	146,568
Net profit before tax	(2,507,415)	(2,058,085)
Net profit after tax	(2,507,415)	(2,058,085)
Share price at start of year	\$0.06	\$0.14
Share price at end of year	\$0.012	\$0.06
Interim dividend	-	-
Final dividend	-	-
Loss per share	(4.66)	(5.37)

### Remuneration of Directors and Senior Management

The directors (both executive and non executive) and senior management of the company received remuneration during the period commencing 1 July 2008 and ending 30 June 2009 based on the following agreements.

#### Remuneration of Executive Directors

*Executive Services Agreement with Dr Craig Rugless*

Dr Rugless terminated his services on 30 January 2009. There are no other executive directors.

#### Remuneration of Non-executive Directors

The total amount paid to non-executive directors is determined by the board from time to time for presentation to and resolution by shareholders at the Annual General Meeting.

The non-executive directors are paid a set amount per year. The non executive directors may receive consultant's fees through related entities for services rendered on a commercial basis.

# 3D Resources Limited

## Directors' Report continued

### Remuneration of Senior Management

#### Ms Carol New

The Company had an agreement with Ms New whereby fees are paid through a related entity for services rendered on a commercial basis. Ms New resigned as joint company secretary on 4 September 2009.

#### Remuneration Paid to Directors and Senior Management

Remuneration paid to directors and senior management under the terms of executive services agreements or consultancy agreements for the year ended 30 June 2009 was as follows:

2009	Post-employment Benefits	Other Long-term Benefits	Share based Payment		Termination Benefits	Total	Total Remuneration Represented by Options	Performance Related			
	Cash, salary & commissions	Cash profit share	Non-cash benefit	Super-annuation	Other	Equity	Options	\$	%		
Key Management Person	\$	\$	\$	\$	\$	\$	\$	\$	\$	%	%
I Richer	15,000	-	-	-	-	-	-	-	15,000	-	-
J Georgiopoulos	10,000	-	-	-	-	-	-	-	10,000	-	-
G Le Page <sup>1</sup>	9,000	-	-	-	-	-	-	-	9,000	-	-
C Rugless <sup>1</sup>	197,411	-	-	5,748	-	-	-	22,093	225,252	-	-
J Gow <sup>1</sup>	29,654	-	-	-	-	-	-	-	29,654	-	-
J Chegwidan	87,918	-	-	-	-	-	-	-	87,918	-	-
C New	51,900	-	-	-	-	-	153	-	52,053	0.3	-
	400,883	-	-	5,748	-	-	153	22,093	428,877	0.3	-

Note: 1. Director resigned during the course of the year.

2008	Post-employment Benefits	Other Long-term Benefits	Share based Payment		Total	Total Remuneration Represented by Options	Performance Related			
	Cash, salary & commissions	Cash profit share	Non-cash benefit	Super-annuation	Other	Equity	Options	\$		
Key Management Person	\$	\$	\$	\$	\$	\$	\$	\$	%	%
C Rugless	243,704	-	-	10,800	-	-	9,247	263,751	3.51	-
J Gow	61,897	-	-	-	-	-	9,247	71,144	13.00	-
J Chegwidan	72,000	-	-	-	-	-	9,247	81,247	11.38	-
C New	45,750	-	-	-	-	8,000	2,277	56,027	4.06	-
	423,351	-	-	10,800	-	8,000	30,018	472,169	6.36	-

## 3D Resources Limited

### Share options granted to directors and executives

No share options were granted to directors and executives of the company during the year. The directors and executives held the following share options in the Company as at balance date or the date of resignation:

	Balance at 1 July 2008 No.	Granted as compen- sation No.	Exer- cised No.	Net other change No.	Balance at 30 June 2009 No. <sup>1</sup>	Balance vested at 30 June 2009 No.	Vested but not exer- cisable No.	Vested and exer- cisable No.	Options vested during year No.
I Richer <sup>2,3</sup>	250,000	-	-	-	250,000	250,000	-	250,000	-
J Chegwiddden <sup>3</sup>	2,500,000	-	-	-	2,500,000	2,500,000	-	2,500,000	-
J Georgiopoulos	-	-	-	-	-	-	-	-	-
G Le Page	-	-	-	-	-	-	-	-	-
J Gow <sup>3,4,</sup>	750,000	-	-	-	750,000	750,000	-	750,000	-
C Rugless <sup>3,4</sup>	2,500,000	-	-	-	2,500,000	2,500,000	-	2,500,000	-
C New <sup>5</sup>	150,000	-	-	31,944	181,944	181,944	-	181,944	-

All share options issued to key management personnel were issued under the terms of their respective agreements.

- Balance of Options held as at 30 June 2009, or Date of Resignation (Mr J Gow and Mr C Rugless).
- Mr Ian Richer commenced as a Director on 29 December 2008. Mr Richer was granted the options prior to his appointment as a Director, 150,000 Options where granted on 5 Dec 2006 to a related Company of Mr Richer, and 100,000 Options where granted on 29 November 2007 as a consultant of the Company.
- On 31 August 2009, 150,000 options held by Mr I Richer expired, 2,000,000 options held by Mr J Chegwiddden expired, 250,000 Options held by Mr J Gow expired and 2,000,000 options held by Mr C Rugless expired.
- Mr J Gow resigned on 2 December 2008, and Mr C Rugless resigned on 30 January 2009.
- On 31 July 2008 New Consulting Pty Ltd was granted 150,000 share options, and on 27 January 2009 118,056 of these shares options were cancelled leaving a balance of 31,944 options granted for the year ended 30 June 2009. Ms C New resigned on 4 September 2009.

### Directors Shareholdings

The directors held the following shares in the Company as at balance date or Date of Resignation:

Directors	Opening Balance 1 July 2008 No. <sup>4</sup>	Received as Remuneration No.	Options Exercised No.	Net Change Other <sup>1</sup> No.	Balance 30 June 2009 No. <sup>2</sup>	Balance held nominally No.
Ian Richer <sup>4</sup>	250,000	-	-	100,000	350,000	-
John Georgiopoulos <sup>4</sup>	1,049,715	-	-	1,144,715	2,194,430	-
John Chegwiddden	1,150,000	-	-	1,050,000	2,200,000	-
John Chegwiddden and I Richer <sup>4,5</sup>	100,000	-	-	100,000	200,000	-
Guy Le Page <sup>3</sup>	-	-	-	-	-	-
John Gow <sup>2,3</sup>	250,000	-	-	-	250,000	-
Craig Rugless <sup>2,3</sup>	4,255,050	-	-	1,000,000	5,255,050	5,000,050

- Note:
- Net change other refers to Shares that have been purchased or sold, or received as vendors during the financial year.
  - The Balance of shares held is at the Date of resignation for Mr J Gow and Mr C Rugless.
  - Mr J Gow resigned on 2 December 2008, and Mr C Rugless resigned on 30 January 2009, Mr G Le Page resigned on 25 February 2009.
  - The opening balance of shares for Mr Richer and Mr Georgiopoulos is at the Date of their appointments. Mr I Richer and Mr Georgiopoulos were appointed on 29 December 2008. At the Date of appointment Mr I Richer and Mr J Chegwiddden both held a beneficial interest in 100,000 shares held by 189 Projects Pty Ltd.
  - Mr I Richer and Mr J Chegwiddden both hold a beneficial interest in shares held by 189 Projects Pty Ltd.

### Directors' Report continued

## 3D Resources Limited

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### **Officers' Indemnities and Insurance**

During the year the Company entered into an insurance premium to insure certain officers of the Company and its controlled entities. The officers of the Company covered by the insurance policy include the Directors named in this report.

The Directors' and Officers' Liability Insurance provides cover against all costs and expenses that may be incurred in defending civil or criminal proceedings that fall within the scope of the indemnity and that may be brought against the officers in their capacity as officers of the Company or a related body corporate.

The insurance policy does not contain details of the premium paid in respect of individual officers of the Company. Disclosure of the nature of the liability cover and the premium paid is subject to a confidentiality clause under the insurance policy.

The Company has entered into an agreement with the Directors and certain officers to indemnify these individuals against any claims and related expenses which arise as a result of work completed in their respective capabilities.

The Company nor any of its related bodies corporate have provided any insurance for any auditor of the Company or a related body corporate.

### **Non-Audit Services**

The Company may decide to employ the auditor on assignments additional to their statutory audit duties where the auditor's expertise and experience with the Company are important. The Company has not employed the Auditor for any assignments additional to their statutory duties for the period or up to the date of the Report.

### **Auditor's Independence Declaration**

The Auditor's Independence Declaration as required under section 307C of the Corporations Act 2001 is set out on page 13.

Signed in accordance with a resolution of the Directors

On behalf of the Directors

A handwritten signature in black ink, appearing to read 'John Chegwidden', with a long horizontal flourish extending to the right.

**John Chegwidden**

**Director**

Perth, 30 September 2009

## Corporate Governance

3D Resources Limited has adopted systems of control and accountability as the basis for the administration of corporate governance. The Board is committed to administering the policies and procedures with openness and integrity, pursuing the true spirit of corporate governance commensurate with the Company's needs. To the extent they are applicable the Company has adopted the Eight Essential Corporate Governance Principles and Best Practice Recommendations ("**Recommendations**") as published by ASX Corporate Governance Council.

Further information about the Company's corporate governance practices is set out on the Company's website at [www.3dresources.com.au](http://www.3dresources.com.au). In accordance with the recommendations of the ASX, information published on the Company's website includes charters (for the board and its sub-committees), codes of conduct and other policies and procedures relating to the board and its responsibilities.

As the Company's activities develop in size, nature and scope, the size of the Board and the implementation of additional corporate governance structures will be given further consideration.

The Board sets out below its "if not, why not" report in relation to those matter of corporate governance where the Company's practices depart from the Recommendations.

### **Principle 1 Recommendation 1.2**

During the Reporting Period there was no performance evaluation of the Board, its committees and individual directors.

Due to recent changes the current Board did not conduct a performance evaluation during the Reporting Period. It is proposed the Chairman will conduct a review in the 2010 financial year.

### **Principle 2 Recommendation 2.4**

There is no nomination committee.

The Board considers those matters and issues arising that would usually fall to a nomination committee. The Board considers that no efficiencies or other benefits would be gained by establishing a separate nomination committee.

### **Principle 8 Recommendation 8.1**

There is no separate remuneration committee.

Due to the small size and structure of the Board, a separate remuneration committee is not considered to add any efficiency to the process of determining the levels of remuneration for the directors and key executives. The Board considers that it is more appropriate to set aside time at Board meetings each year to specifically address matters that would ordinarily fall to a remuneration committee. When considering matters of remuneration, the Board functions in accordance with the Remuneration Committee Charter which was adopted on 17 July 2006.

In addition, all matters of remuneration will continue to be determined in accordance with Corporations Act requirements, especially in respect of related party transactions. That is, no directors participate in any deliberations regarding his or her own remuneration or related issues.

To The Board of Directors

### **Auditor's Independence Declaration under Section 307C of the Corporations Act 2001**

This declaration is made in connection with our audit of the financial report of 3D Resources Limited and Controlled Entities for the year ended 30 June 2009 and in accordance with the provisions of the Corporations Act 2001.

We declare that, to the best of our knowledge and belief, there have been:

- no contraventions of the auditor independence requirements of the Corporations Act 2001 in relation to the audit;
- no contraventions of the Code of Professional Conduct of the Institute of Chartered Accountants in Australia in relation to the audit.

Yours faithfully



**BENTLEYS**  
Chartered Accountants



**CHRIS WATTS**  
Director

DATED at PERTH this 30th day of September 2009

## Independent Auditor's Report

### To the Members of 3D Resources Limited

[www.bentleys.com.au](http://www.bentleys.com.au)

We have audited the accompanying financial report of 3D Resources Limited (the company) and 3D Resources Limited and Controlled Entities (the consolidated entity), which comprises the balance sheet as at 30 June 2009, and the income statement, statement of changes in equity and cash flow statement for the year ended on that date, a summary of significant accounting policies and other explanatory notes and the directors' declaration of the consolidated entity comprising the company and the entities it controlled at the year's end or from time to time during the financial year.

#### Directors Responsibility for the Financial Report

The directors of the company are responsible for the preparation and fair presentation of the financial report in accordance with Australian Accounting Standards (including the Australian Accounting Interpretations) and the Corporations Act 2001. This responsibility includes establishing and maintaining internal control relevant to the preparation and fair presentation of the financial report that is free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances. In Note 1, the directors also state, in accordance with Accounting Standards AASB 101: Presentation of Financial Statements, that compliance with the Australian equivalents to International Financial Reporting Standards (IFRS) ensures that the financial report, comprising the financial statements and notes, complies with IFRS.

#### Auditor's Responsibility

Our responsibility is to express an opinion on the financial report based on our audit. We conducted our audit in accordance with Australian Auditing Standards. These Auditing Standards require that we comply with relevant ethical requirements relating to audit engagements and plan and perform the audit to obtain reasonable assurance whether the financial report is free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial report. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial report, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial report in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the financial report.

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

#### Independence

In conducting our audit, we followed applicable independence requirements of Australian professional ethical pronouncements and the Corporations Act 2001.

*Independent Auditor's Report*  
**To the Members of 3D Resources Limited (Continued)**



**Auditor's Opinion**

In our opinion:

- a. The financial report of 3D Resources Limited and 3D Resources Limited and Controlled Entities, is in accordance with the Corporations Act 2001, including:
  - i. giving a true and fair view of the company's and consolidated entity's financial position as at 30 June 2009 and of their performance for the year ended on that date; and
  - ii. complying with Australian Accounting Standards (including the Australian Accounting Interpretations) and the Corporations Regulations 2001; and
- b. The financial report also complies with International Financial Reporting Standards as disclosed in Note 1

**Material Uncertainty Regarding Going Concern**

Without qualifying our opinion, attention is drawn to the following matter. As a result of matters described in Note 1(s) Going Concern to the financial report, uncertainty exists whether the company and the consolidated entity will be able to continue as going concerns and therefore whether it will be able to pay its debts as and when they fall due and realise its assets and extinguish its liabilities in the normal course of business and at the amounts stated in the financial report. The financial report does not include any adjustments relating to the recoverability and classification of recorded asset amounts or to the amounts and classification of liabilities that might be necessary should the company and the consolidated entity not continue as going concerns.

**Report on the Remuneration Report**

We have audited the Remuneration Report included within the report of the directors for the year ended 30 June 2009. The directors of the company are responsible for the preparation and presentation of the Remuneration Report in accordance with section 300A of the Corporations Act 2001. Our responsibility is to express an opinion on the Remuneration Report, based on our audit conducted in accordance with Australian Auditing Standards.

**Auditor's Opinion**

In our opinion the Remuneration Report of 3D Resources Limited for the year ended 30 June 2009, complies with section 300A of the Corporations Act 2001.

**BENTLEYS**  
Chartered Accountants

**CHRIS WATTS**  
Director

DATED at PERTH this 30th day of September 2009

# 3D Resources Limited

## INCOME STATEMENT FOR YEAR ENDED 30 JUNE 2009

	Note	Consolidated		Company	
		2009	2008	2009	2008
		\$	\$	\$	\$
Revenue	2	45,748	146,568	45,748	146,568
Administration Expense		44,200	72,171	43,616	71,447
Audit Fees		37,000	16,500	37,000	16,500
Advertising Costs		2,721	13,255	2,721	13,255
Share Registry Costs		12,212	13,883	12,212	13,883
Share Based Payments		-	51,947	-	51,947
Directors' Fees		90,323	96,000	90,323	96,000
Consulting Fees		180,781	154,544	179,735	147,959
Exploration Costs		1,837,572	191,487	793,570	191,487
Financing Costs		705	-	705	-
Insurance		35,637	33,125	35,637	33,125
Legal and Professional Fees		69,833	48,313	69,833	48,313
Depreciation		18,054	6,239	18,053	6,239
Tenancy Costs		71,493	134,705	71,493	134,705
Employee Benefits Expense		17,908	58,209	17,908	58,209
Impairment of Goodwill		120,000	1,291,240	120,000	1,291,240
Impairment of Loan		-	-	1,472,453	-
Travel and Accommodation		14,724	23,035	14,724	23,035
Loss before income tax expense		(2,507,415)	(2,058,085)	(2,934,235)	(2,050,776)
Income Tax Expense	3	-	-	-	-
Loss attributable to members of the parent entity		(2,507,415)	(2,058,085)	(2,934,235)	(2,050,776)
Loss per share (cents per share)	17	(4.66)	(5.37)		

The above income statement should be read in conjunction with the attached notes

# 3D Resources Limited

## BALANCE SHEET AS AT 30 JUNE 2009

	Note	Consolidated		Company	
		2009 \$	2008 \$	2009 \$	2008 \$
<b>ASSETS</b>					
<b>CURRENT ASSETS</b>					
Cash and cash equivalents	4	328,307	1,666,612	327,416	1,665,243
Trade and other receivables	5	57,314	61,334	57,314	61,334
<b>TOTAL CURRENT ASSETS</b>		<b>385,621</b>	<b>1,727,946</b>	<b>384,730</b>	<b>1,726,577</b>
<b>NON-CURRENT ASSETS</b>					
Property, plant and equipment	7	24,853	97,952	24,853	97,952
Other Non-Current Assets	8	60,500	50,500	60,500	50,500
Trade and other receivables	5	-	-	-	811,512
Exploration Expenditure	9	632,074	1,451,906	219,313	654,727
<b>TOTAL NON-CURRENT ASSETS</b>		<b>717,427</b>	<b>1,600,358</b>	<b>304,666</b>	<b>1,614,691</b>
<b>TOTAL ASSETS</b>		<b>1,103,048</b>	<b>3,328,304</b>	<b>689,396</b>	<b>3,341,268</b>
<b>CURRENT LIABILITIES</b>					
Trade and other payables	12	316,141	419,228	316,141	419,023
Provisions	13	-	12,242	-	12,242
<b>TOTAL CURRENT LIABILITIES</b>		<b>316,141</b>	<b>431,470</b>	<b>316,141</b>	<b>431,265</b>
<b>TOTAL LIABILITIES</b>		<b>316,141</b>	<b>431,470</b>	<b>316,141</b>	<b>431,265</b>
<b>NET ASSETS</b>		<b>786,907</b>	<b>2,896,834</b>	<b>373,255</b>	<b>2,910,003</b>
<b>EQUITY</b>					
Issued capital	14	5,738,403	5,342,504	5,738,403	5,342,504
Reserves	15	201,481	199,892	201,481	199,892
Accumulated Losses		(5,152,977)	(2,645,562)	(5,566,629)	(2,632,393)
<b>TOTAL EQUITY</b>		<b>786,907</b>	<b>2,896,834</b>	<b>373,255</b>	<b>2,910,003</b>

The above balance sheet should be read in conjunction with the attached notes.

# 3D Resources Limited

## STATEMENT OF CHANGES IN EQUITY FOR YEAR ENDED 30 JUNE 2009

Consolidated	Attributable to equity holders of the entity			Total Equity
	Issued Capital	Reserves	Accumulated Losses	
	\$	\$	\$	\$
<b>Balance at 1 July 2007</b>	4,956,504	163,945	(587,477)	4,532,972
Issues of shares	388,000	-	-	388,000
Cost of share issues	(2,000)	-	-	(2,000)
Share based payments	-	35,947	-	35,947
Loss for the period	-	-	(2,058,085)	(2,058,085)
<b>Balance at 30 June 2008</b>	<b>5,342,504</b>	<b>199,892</b>	<b>(2,645,562)</b>	<b>2,896,834</b>
<b>Balance at 1 July 2008</b>	5,342,504	199,892	(2,645,562)	2,896,834
Issues of shares	439,065	-	-	439,065
Cost of share issues	(43,166)	-	-	(43,166)
Share based payments	-	1,589	-	1,589
Loss for the period	-	-	(2,507,415)	(2,507,415)
<b>Balance at 30 June 2009</b>	<b>5,738,403</b>	<b>201,481</b>	<b>(5,152,977)</b>	<b>786,907</b>
Company	Attributable to equity holders of the entity			Total Equity
	Issued Capital	Reserves	Accumulated Losses	
	\$	\$	\$	\$
<b>Balance at 1 July 2007</b>	4,956,504	163,945	(581,618)	4,538,831
Issues of shares	388,000	-	-	388,000
Cost of share issues	(2,000)	-	-	(2,000)
Share based payments	-	35,947	-	35,947
Loss for the period	-	-	(2,050,776)	(2,050,776)
<b>Balance at 30 June 2008</b>	<b>5,342,504</b>	<b>199,892</b>	<b>(2,632,394)</b>	<b>2,910,002</b>
<b>Balance at 1 July 2008</b>	5,342,504	199,892	(2,632,394)	2,910,002
Issues of shares	439,065	-	-	439,065
Cost of share issues	(43,166)	-	-	(43,166)
Share based payments	-	1,589	-	1,589
Loss for the period	-	-	(2,934,235)	(2,934,235)
<b>Balance at 30 June 2009</b>	<b>5,738,403</b>	<b>201,481</b>	<b>(5,566,629)</b>	<b>373,255</b>

The above statement of changes in equity should be read in conjunction with the attached notes

# 3D Resources Limited

## CASH FLOW STATEMENT FOR YEAR ENDED 30 JUNE 2009

	NOTE	CONSOLIDATED		COMPANY	
		2009	2008	2009	2008
		\$	\$	\$	\$
<b>Cash flows from Operating Activities</b>					
Payments to Suppliers and Employees		(687,258)	(354,529)	(1,346,364)	(353,946)
Interest Received		25,016	146,568	25,016	146,568
Other Income		75,778	-	75,778	-
Payments for Exploration Expenses		(1,027,740)	(860,194)	(368,156)	(861,330)
<b>Net Cash used in Operating Activities</b>	21(c)	<b>(1,614,204)</b>	<b>(1,068,155)</b>	<b>(1,613,726)</b>	<b>(1,068,708)</b>
<b>Cash flows from Investing Activities</b>					
Payments for Exploration Assets		-	(53,109)	-	(53,109)
Payments for Plant and Equipment		-	(99,902)	-	(99,902)
<b>Net Cash used in Investing Activities</b>		<b>-</b>	<b>(153,011)</b>	<b>-</b>	<b>(153,011)</b>
<b>Cash flows from Financing Activities</b>					
Proceeds from Issues of Equity Securities		275,899	-	275,899	-
<b>Net Cash used in Financing Activities</b>		<b>275,899</b>	<b>-</b>	<b>275,899</b>	<b>-</b>
<b>Net Increase in Cash and Cash Equivalents</b>		<b>(1,338,305)</b>	<b>(1,221,166)</b>	<b>(1,337,827)</b>	<b>(1,221,719)</b>
<b>Cash and Cash Equivalents at the Beginning of the Financial Year</b>		<b>1,666,612</b>	<b>2,887,778</b>	<b>1,665,243</b>	<b>2,886,962</b>
<b>Cash and Cash Equivalents at the end of the Financial Year</b>	21(a)	<b>328,307</b>	<b>1,666,612</b>	<b>327,416</b>	<b>1,665,243</b>

The above cash flow statement should be read in conjunction with the attached notes

# 3D Resources Limited

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## Notes to the Financial Statements for the Year Ended 30 June 2009

### 1. Significant accounting policies

The financial report includes the consolidated financial statements and notes of 3D Resources Limited and controlled entities ('Consolidated Group' or 'Group'), and the separate financial statements and notes of 3D Resources Limited as an individual parent entity ('Parent Entity'). 3D Resources Limited is a company limited by shares, domiciled and incorporated in Australia.

The financial statements were authorised for issue by the directors on 30 September 2009.

#### **Basis of preparation**

This financial report is a general purpose financial report which has been prepared in accordance with the Corporations Act 2001, Australian Accounting Standards and Interpretations, and complies with other requirements of the law.

Australian Accounting Standards set out accounting policies that the AASB has concluded would result in a financial report containing relevant and reliable information about transactions, events and conditions to which they may apply. Compliance with Australian Accounting Standards ensures that the financial statements and notes also comply with International Financial Reporting Standards. Material accounting policies adopted in the preparation of this financial report are presented below. They have been consistently applied unless otherwise stated.

This financial report has been prepared on the basis of historical cost, except for the revaluation of certain non-current assets and financial instruments. Cost is based on the fair values of the consideration given in exchange for assets. All amounts are presented in Australian dollars, unless otherwise noted.

#### **(a) Basis of consolidation**

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company (its subsidiaries) (referred to as "the Group" in these financial statements). Control is achieved where the Company has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities.

The results of subsidiaries acquired or disposed of during the year are included in the consolidated income statement from the effective date of acquisition or up to the effective date of disposal, as appropriate.

Where necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with those used by other members of the Group.

All intra-group transactions, balances, income and expenses are eliminated in full on consolidation. In the separate financial statements of the Company, intra-group transactions are generally accounted for by reference to the existing (consolidated) book value of the items. Where the transaction value of common control transactions differ from their consolidated book value, the difference is recognised as a contribution or distribution to equity participants by the transacting entities.

**Notes to the Financial Statements  
for the Year Ended 30 June 2009**

**1. Significant accounting policies continued**

**(b) Business combinations**

Acquisitions of subsidiaries and businesses are accounted for using the purchase method. The cost of the business combination is measured as the aggregate of the fair values (at the date of exchange) of assets given, liabilities incurred or assumed, and equity instruments issued by the Group in exchange for control of the acquiree, plus any costs directly attributable to the business combination. The acquiree's identifiable assets, liabilities and contingent liabilities that meet the conditions for recognition under AASB 3 Business Combinations are recognised at their fair values at the acquisition date, except for non-current assets that are classified as held for sale in accordance with AASB 5 Non-current Assets Held for Sale and Discontinued Operations, which are recognised and measured at fair value less costs to sell.

Goodwill arising on acquisition is recognised as an asset and initially measured at cost, being the excess of the cost of the business combination over the Group's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities recognised. If, after reassessment, the Group's interest in the net fair value of the acquiree's identifiable assets, and liabilities and contingent liabilities exceeds the cost of the business combination, the excess is recognised immediately in profit or loss.

**(c) Cash and cash equivalents**

Cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities on the balance sheet.

**(d) Employee benefits**

Provision is made for benefits accruing to employees in respect of wages and salaries, annual leave and long service leave when it is probable that settlement will be required and they are capable of being measured reliably.

Provisions made in respect employee benefits expected to be settled within 12 months, are measured at their nominal values using the remuneration rate expected to apply at the time of settlement.

Provisions made in respect of employee benefits which are not expected to be settled within 12 months are measured as the present value of the estimated future cash outflows to be made by the company in respect of services provided by employees up to the reporting date.

**(e) Financial instruments**

**Recognition and initial measurement**

Financial instruments, incorporating financial assets and financial liabilities, are recognised when the entity becomes a party to the contractual provisions of the instrument. Trade date accounting is adopted for financial assets that are delivered within timeframes established by marketplace convention.

Financial instruments are initially measured at fair value plus transactions costs where the instrument is not classified as at fair value through profit or loss. Transaction costs related to instruments classified as at fair value through profit or loss are expensed to profit or loss immediately. Financial instruments are classified and measured as set out below. The Group does not designate any interests in subsidiaries, associates or joint venture entities as being subject to the requirements of accounting standards specifically applicable to financial instruments.

The Group does not designate any interests in subsidiaries, associates or joint venture entities as being subject to the requirements of accounting standards specifically applicable to financial instruments.

**Derecognition**

Financial assets are derecognised where the contractual rights to receipt of cash flows expires or the asset is transferred to another party whereby the entity is no longer has any significant continuing involvement in the risks and benefits associated with the asset. Financial liabilities are derecognised where the related obligations are either discharged, cancelled or expire. The difference between the carrying value of the

**Notes to the Financial Statements  
for the Year Ended 30 June 2009**

**1. Significant accounting policies continued**

**(e) Financial instruments – Continued**

financial liability extinguished or transferred to another party and the fair value of consideration paid, including the transfer of non-cash assets or liabilities assumed, is recognised in profit or loss.

**Classification and subsequent measurement**

Financial assets at fair value through profit or loss

Financial assets are classified at fair value through profit or loss when they are held for trading for the purpose of short term profit taking, where they are derivatives not held for hedging purposes, or designated as such to avoid an accounting mismatch or to enable performance evaluation where a group of financial assets is managed by key management personnel on a fair value basis in accordance with a documented risk management or investment strategy. Realised and unrealised gains and losses arising from changes in fair value are included in profit or loss in the period in which they arise.

**Classification and subsequent measurement continued**

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market and are subsequently measured at amortised cost using the effective interest rate method.

Held-to-maturity investments

Held-to-maturity investments are non-derivative financial assets that have fixed maturities and fixed or determinable payments, and it is the group's intention to hold these investments to maturity. They are subsequently measured at amortised cost using the effective interest rate method.

Available-for-sale financial assets

Available-for-sale financial assets are non-derivative financial assets that are either designated as such or that are not classified in any of the other categories. They comprise investments in the equity of other entities where there is neither a fixed maturity nor fixed or determinable payments.

Financial Liabilities

Non-derivative financial liabilities (excluding financial guarantees) are subsequently measured at amortised cost using the effective interest rate method.

**Fair value**

Fair value is determined based on current bid prices for all quoted investments. Valuation techniques are applied to determine the fair value for all unlisted securities, including recent arm's length transactions, reference to similar instruments and option pricing models.

**Impairment**

At each reporting date, the group assesses whether there is objective evidence that a financial instrument has been impaired. In the case of available-for-sale financial instruments, a prolonged decline in the value of the instrument is considered to determine whether an impairment has arisen. Impairment losses are recognised in the income statement.

**(f) Goodwill**

Goodwill acquired in a business combination is initially measured at its cost, being the excess of the cost of the business combination over the acquirer's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities recognised. Goodwill is subsequently measured at its cost less any impairment.

For the purpose of impairment testing, goodwill is allocated to each of the Group's cash generating units (CGU's), or groups of CGU's, expected to benefit from the synergies of the business combination. CGU's to which goodwill has been allocated are tested for impairment annually, or more frequently if events or changes in circumstances indicate that goodwill might be impaired.

**Notes to the Financial Statements  
for the Year Ended 30 June 2009**

**1. Significant accounting policies continued**

**(f) Goodwill continued**

The group assesses impairment at each reporting date by evaluating conditions specific to the group that may lead to impairment of assets. Investment and goodwill carrying values have been written off due to the inability to directly associate these values to cash generating units within the group.

If the recoverable amount of the CGU is less than the carrying amount of the CGU, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the CGU and then to other assets of the CGU or CGU's pro-rata on the basis of the carrying amount of each asset in the CGU. An impairment loss recognised for goodwill is recognised immediately in profit or loss and is not reversed in a subsequent period.

On disposal of an operation within a CGU, the attributable amount of goodwill is included in the determination of the profit or loss on disposal of the operation.

**(g) Income tax**

Current tax

Current tax is calculated by reference to the amount of income taxes payable or recoverable in respect of the taxable profit or tax loss for the period. It is calculated using tax rates and tax laws that have been enacted or substantively enacted by reporting date. Current tax for current and prior periods is recognised as a liability (or asset) to the extent that it is unpaid (or refundable).

Deferred tax

Deferred tax is accounted for using the balance sheet liability method. Temporary differences are the differences between the tax base of an asset or liability and their carrying amounts in the balance sheet. The tax base of an asset or liability is the amount attributed to that asset or liability for tax purposes.

In principle, deferred tax liabilities are recognised for all taxable temporary differences. Deferred tax assets are recognised to the extent that it is probable that sufficient taxable amounts will be available against which deductible temporary differences or unused tax losses and tax offsets can be utilised. However, deferred tax assets and liabilities are not recognised if the temporary differences giving rise to them arise from the initial recognition of assets and liabilities (other than as a result of a business combination) which affects neither taxable income nor accounting profit. Furthermore, a deferred tax liability is not recognised in relation to taxable temporary differences arising from the initial recognition of goodwill.

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries and interests in joint ventures except where the Group is able to control the reversal of the temporary differences and it is probable that the temporary differences will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with these investments and interests are only recognised to the extent that it is possible that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period(s) when the asset and liability giving rise to them are realised or settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by reporting date. The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset when they relate to income taxes levied by the same taxation authority and the company/Group intends to settle its current tax assets and liabilities on a net basis. As at 30 June 2008, deferred tax assets were re-assessed and have not been recognised as it has not yet become probable that they will be recovered and utilised.

**Notes to the Financial Statements  
for the Year Ended 30 June 2009**

**1. Significant accounting policies continued**

**(g) Income tax continued**

No deferred income tax will be recognised from the initial recognition of an asset or liability, excluding a business combination, where there is no effect on accounting or taxable profit or loss.

Current and deferred tax for the period

Current and deferred tax is recognised as an expense or income in the income statement, except when it relates to items credited or debited directly to equity, in which case the deferred tax is also recognised directly in equity, or where it arises from the initial accounting for a business combination, in which case it is taken into account in the determination of goodwill or excess.

**(h) Joint venture arrangements**

Jointly controlled assets and operations

Interests in jointly controlled assets and operations are reported in the financial statements by including the Consolidated Entity's share of assets employed in the joint ventures, the share of liabilities incurred in relation to the joint ventures and the share of any expenses incurred in relation to the joint ventures in their respective classification categories.

**(i) Property, plant and equipment**

Depreciation is provided on plant and equipment and is calculated on a straight line basis so as to write off the net cost of each asset over its expected useful life. The following estimated useful lives are used in the calculation of depreciation:

Office furniture and equipment	5 years
Computer equipment	3 years
Plant	4 years

**(j) Provisions**

Provisions are recognised when the Group has a present obligation, the future sacrifice of economic benefits is probable, and the amount of the provision can be measured reliably.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at reporting date, taking into account the risks and uncertainties surrounding the obligation. Where a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows.

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, the receivable is recognised as an asset if it is probable that recovery will be received and the amount of the receivable can be measured reliably.

**(k) Revenue**

Revenue is measured at the fair value of the consideration received or receivable. Interest revenue is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated cash receipts through the expected life of the financial asset to that asset's net carrying value.

**(l) Share-based payments**

Equity-settled share-based payments with employees and others providing similar services are measured at the fair value of the equity instrument at the grant date. Fair value is measured by use of a binomial model. The expected life used in the model has been adjusted, based on management's best estimate, for the effects of non-transferability, exercise restrictions, and behavioural considerations. Further details of how the fair value of equity-settled share-based transactions has been determined can be found in note 25.

The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the consolidated entity's estimate of shares that will eventually vest.

**Notes to the Financial Statements  
for the Year Ended 30 June 2009**

**1. Significant accounting policies continued**

**(l) Share-based payments continued**

The above policy is applied to all equity-settled share-based payments that were granted after 7 November 2002 that vested after 1 January 2005. For cash-settled share-based payments, a liability equal to the portion of the goods or services received is recognised at the current fair value determined at each reporting date.

**(m) Goods and services tax**

Revenues, expenses and assets are recognised net of the amount of GST except:

- Where the GST incurred on the purchase of goods and services is not recoverable from the taxation authority, in which case the GST is recognised as part of the cost of acquisition of the asset or as part of the expense item as applicable; and
- Receivable and payable are stated with the amount of GST included.

The amount of GST recoverable from the taxation authority is included as part of the receivables in the Balance Sheet. The amount of GST payable to the taxation authority is included as part of the payables in the Balance Sheet.

Cash flows are included in the Cash Flows Statement on a gross basis and the GST component of cash flows arising from investing and financing activities, which is recoverable from, or payable to, the taxation authority are classified as operating cash flows.

**(n) Trade and other receivables**

Trade receivables are recognised initially at fair value and subsequently measured at amortised cost, less provision for impairment loss. Trade receivables are due for settlement no more than 120 days from the date of recognition.

Collectability of trade receivables is reviewed on an ongoing basis. Debts which are known to be uncollectible are written off. A provision for impairment loss is established when there is objective evidence that the Company will not be able to collect all amounts due according to the original terms of receivables. The amount of the provision is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the effective interest rate. The amount of the provision is recognised in the income statement.

**(o) Exploration and evaluation expenditure**

Exploration and evaluation expenditure, including the costs of acquiring the licences, are capitalised as exploration and evaluation assets on an area of interest basis. Costs incurred before the Company has obtained the legal rights to explore an area are recognised in the income statement.

Exploration and evaluation assets are only recognised if the rights of the area of interest are current and either:

- (i) the expenditures are expected to be recouped through successful development and exploitation or from sale of the area of interest; or
- (ii) activities in the area of interest have not at the reporting date, reached a stage which permits a reasonable assessment of the existence or otherwise of economically recoverable reserves, and active and significant operations in, or in relation to, the area of interest are continuing.

Exploration and evaluation assets are assessed for impairment if (i) sufficient data exists to determine technical feasibility and commercial viability, and (ii) facts and circumstances suggest that the carrying amount exceeds the recoverable amount (see impairment accounting policy (p)). For the purposes of impairment testing, exploration and evaluation assets are allocated to cash-generating units to which the exploration activity relates. The cash generating unit shall not be larger than the area of interest.

Once the technical feasibility and commercial viability of the extraction of mineral resources in an area of interest are demonstrable, exploration and evaluation assets attributable to that area of interest are first

**Notes to the Financial Statements  
for the Year Ended 30 June 2009**

**1. Significant accounting policies continued**

**(o) Exploration and evaluation expenditure continued**

tested for impairment and then reclassified to mining property and development assets within property, plant and equipment.

When an area of interest is abandoned or the directors decide that it is not commercial, any accumulated costs in respect of that area are written off in the financial period the decision is made.

**(p) Impairment of assets**

Assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment. Assets that are subject to amortisation are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount.

The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash generating units).

**(q) Trade and other payables**

These amounts represent liabilities for goods and services provided to the Company prior to the end of the financial year and which are unpaid. The amounts are unsecured and are usually paid within 30 days of recognition.

**(r) Issued Capital**

Ordinary shares are classified as equity.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds. Incremental costs directly attributable to the issue of new shares or options, or for the acquisition of a business, are included in the cost of the acquisition as part of the purchase consideration.

**(s) Going Concern**

The accounts have been prepared on the going concern basis, which contemplates continuity of normal business activities and the realisation of assets and settlements of liabilities in the ordinary course of business. The consolidated entity incurred a loss from ordinary activities of \$2,507,415 for the year ended 30 June 2009 (2008: \$2,058,085 loss).

The net working capital position of the consolidated entity at 30 June 2009 was \$69,480 (2008: \$1,296,476) and the net movement in cash held during the year was a decrease of \$1,338,305 (2008: a decrease of \$1,221,166).

The ability of the Company and the consolidated entity to continue to pay its debts as and when they fall due is dependent upon the Company successfully raising additional share capital and ultimately developing, joint venturing or selling one or more of its mineral properties.

The Directors believe it is appropriate to prepare these accounts on a going concern basis because:

- The Directors have an appropriate plan to raise additional funds as and when they are required. In light of the consolidated entity's current exploration projects, the Directors believe that the additional capital required can be raised in the market; and
- The Directors have an appropriate plan to contain certain operating and exploration expenditure if appropriate funding is unavailable.

**Notes to the Financial Statements  
for the Year Ended 30 June 2009**

**1. Significant accounting policies continued**

**(s) Going Concern Continued**

Should the Company not be successful in its planned capital raisings, it may be necessary to sell some of its assets, farm out exploration projects, or reduce exploration expenditure by various methods including surrendering less prospective tenements. Although the Directors believe that they will be successful in these measures, if they are not, the Company and the consolidated entity may be unable to continue as a going concern and therefore may be unable to realise its assets and extinguish its liabilities in the normal course of business and at the amounts stated in the financial report.

**(t) Critical accounting estimates and judgments**

The directors evaluate estimates and judgments incorporated into the financial report based on historical knowledge and best available current information. Estimates assume a reasonable expectation of future events and are based on current trends and economic data, obtained both externally and within the group.

*Key Judgements – Impairment of investments and goodwill*

The group assesses impairment at each reporting date by evaluating conditions specific to the group that may lead to impairment of assets. Investment and goodwill carrying values have been written off due to the inability to directly associate these values to cash generating units within the group.

*Key Judgements – Deferred exploration and evaluation expenditure*

Exploration and evaluation costs are carried forward where right of tenure of the area of interest is current. These costs are carried forward in respect of an area that has not at balance sheet date reached a stage that permits reasonable assessment of the existence of economically recoverable reserves, refer to the accounting policy stated in note 1(o).

*Key Judgements - Share based payment transactions*

The Company measures the cost of equity-settled transactions with employees by reference to the fair value of the equity instruments at the date at which they are granted. The fair value is determined by an internal valuation using a Black-Scholes option pricing model, using the assumptions detailed in note 25.

*Key Judgment – Environmental Issues*

Balances disclosed in the financial statements and notes thereto are not adjusted for any pending or enacted environmental legislation, and the directors understanding thereof. At the current stage of the company's development and its current environmental impact the directors believe such treatment is reasonable and appropriate.

*Key Estimate – Taxation*

Balances disclosed in the financial statements and the notes thereto, related to taxation, are based on the best estimates of directors. These estimates take into account both the financial performance and position of the company as they pertain to current income taxation legislation, and the directors understanding thereof. No adjustment has been made for pending or future taxation legislation. The current income tax position represents that directors' best estimate, pending an assessment by the Australian Taxation Office.

**2. Revenue**

	<b>Consolidated</b>		<b>Company</b>	
	<b>2009</b>	<b>2008</b>	<b>2009</b>	<b>2008</b>
	<b>\$</b>	<b>\$</b>	<b>\$</b>	<b>\$</b>
Interest received	25,016	146,568	25,016	146,568

**3D Resources Limited**  
**Notes to the Financial Statements**  
**for the Year Ended 30 June 2009**

**3. Income Tax Expense**

Major components of income tax expense for the year ending 30 June 2009 are:

	CONSOLIDATED		PARENT	
	2009	2008	2009	2008
	\$	\$	\$	\$
Major components of income tax expense for the years ended 30 June 2009 and 2008 are:				
<b>Income statement</b>				
<i>Current income</i>				
Current income tax charge	-	-	-	-
Adjustments in respect of current income tax of previous years	-	-	-	-
<i>Deferred income tax</i>				
Relating to origination and reversal of temporary differences	-	-	-	-
Income tax expense (benefit) reported in income statement	-	-	-	-
A reconciliation of income tax expense (benefit) applicable to accounting profit before income tax at the statutory income tax rate to income tax expense at the company's effective income tax rate for the years ended 30 June 2009 and 30 June 2008 is as follows:				
Accounting profit (loss) before tax from continuing operations	(2,507,415)	(2,058,085)	(2,934,235)	(2,050,777)
Loss before tax from discontinued operations	-	-	-	-
Accounting profit (loss) before income tax	(2,507,415)	(2,058,085)	(2,934,235)	(2,050,777)
At the statutory income tax rate of 30% (2008: 30%)	(752,225)	(617,426)	(880,271)	(615,233)
Add:				
Non-deductible expenses	85	125,406	85	403,527
Temporary differences not recognised	162,514	-	162,511	-
Tax losses not brought to account as a Deferred Tax Asset	646,959	524,966	775,007	244,652
Less:				
Charge to equity	(36,070)	(32,946)	(36,069)	(32,946)
Non-assessable income	(21,263)	-	(21,263)	-
Realisation of prior tax losses not previously recognised	-	-	-	-
At effective income tax rate of 0% (Parent: 0%) (2008: 0%, Parent: 0%)	-	-	-	-
Income tax expense reported in income statement	-	-	-	-
Income tax attributable to discontinued operation	-	-	-	-

## 3D Resources Limited

### Notes to the Financial Statements for the Year Ended 30 June 2009

#### 3. Income Tax Continued

##### Recognised deferred tax assets and liabilities

Deferred tax assets and liabilities are attributable to the following:

	Assets		Liabilities		Net	
	30 June 2009 \$	30 June 2008 \$	30 June 2009 \$	30 June 2008 \$	30 June 2009 \$	30 June 2008 \$
<b>CONSOLIDATED</b>						
Sale and Option agreements	(423,372)	-	-	-	(423,372)	
Fixed Assets	(80)	(638)	39	-	(41)	(638)
Mineral Exploration Activities	(438,530)	-	715,545	387,626	277,015	387,626
Mineral Exploration Activities (Continued)	-	-	258,125	108,647	258,125	108,647
Mineral Exploration Activities (Continued)	(503,482)	(224,369)	531,383	143,699	27,901	(80,670)
Payables	-	(6,588)	-	-	-	(6,588)
Provisions	-	(3,673)	-	-	-	(3,673)
Tax Losses	(139,629)	(404,704)	-	-	(139,629)	(404,704)
<i>Tax (assets) liabilities</i>	(1,505,092)	(639,972)	1,505,092	639,972	-	-
Set off of tax	1,505,092	639,972	(1,505,092)	(639,972)	-	-
<i>Net tax (assets) liabilities</i>	-	-	-	-	-	-

##### Movement in temporary differences during the year

	Balance 1 July 2007	Recognised in Income	Recognised in Equity	Balance 30 June 2008
Fixed Assets	-	(638)	-	(638)
Mineral Exploration Activities	-	387,626	-	387,626
Mineral Exploration Activities (Cont)	-	108,647	-	108,647
Mineral Exploration Activities (Cont)	-	(80,670)	-	(80,670)
Payables	-	(6,588)	-	(6,588)
Provisions	-	(3,673)	-	(3,673)
Tax Losses	-	(404,704)	-	(404,704)
	-	-	-	-

##### Movement in temporary differences during the year

	Balance 1 July 2008	Recognised in Income	Recognised in Equity	Balance 30 June 2009
Sale and Option Agreements	-	(423,372)	-	(423,372)
Fixed Assets	(638)	598	-	(40)
Mineral Exploration Activities	387,626	(110,611)	-	277,015
Mineral Exploration Activities (Cont)	108,647	149,478	-	258,125
Mineral Exploration Activities (Cont)	(80,670)	108,571	-	27,901
Payables	(6,588)	6,588	-	-
Provisions	(3,673)	3,673	-	-
Tax Losses	(404,704)	265,075	-	(139,629)
	-	-	-	-

## 3D Resources Limited

### Notes to the Financial Statements for the Year Ended 30 June 2009

#### 3. Income Tax Continued

	Assets		Liabilities		Net	
	30 June 2009 \$	30 June 2008 \$	30 June 2009 \$	30 June 2008 \$	30 June 2009 \$	30 June 2008 \$
<b>PARENT</b>						
Sale and Option Agreements	(423,372)	-	-	-	(423,372)	-
Fixed Assets	(80)	(638)	39	-	(41)	(638)
Mineral Exploration Activities	-	-	405,686	195,966	405,686	195,966
Mineral Exploration Activities(cont)	-	-	142,863	66,643	142,863	66,643
Mineral Exploration Activities(cont)	(178,657)	(224,369)	53,520	143,698	(125,137)	(80,671)
Payables	-	(6,588)	-	-	-	(6,588)
Provisions	-	(3,673)	-	-	-	(3,673)
Tax Losses	(139,629)	(171,038)	-	-	(139,629)	(171,038)
<i>Tax (assets) liabilities</i>	(741,737)	(406,307)	602,108	406,307	(139,629)	-
Set off of tax	602,108	406,307	(602,108)	(406,307)	-	-
<i>Net tax (assets) liabilities</i>	(139,629)	-	-	-	(139,629)	-

Movement in temporary differences during the year	Balance 1 July 2007	Recognised in Income	Recognised in Equity	Transfers Out (In)	Balance 30 June 2008
Fixed Assets	-	(638)	-	-	(638)
Mineral Exploration Activities	-	195,966	-	-	195,966
Mineral Exploration Activities(cont)	-	66,643	-	-	66,643
Mineral Exploration Activities(Cont)	-	(80,671)	-	-	(80,671)
Payables	-	(6,588)	-	-	(6,588)
Provisions	-	(3,673)	-	-	(3,673)
Tax Losses	-	(171,038)	-	-	(171,038)
	-	-	-	-	-

Movement in temporary differences during the year	Balance 1 July 2008	Recognised in Income	Recognised in Equity	Transfers Out (In)	Balance 30 June 2009
Sale and Option Agreements	-	(423,372)	-	-	(423,372)
Fixed Assets	(638)	598	-	-	(41)
Mineral Exploration Activities	195,966	209,720	-	-	405,686
Mineral Exploration Activities(Cont)	66,643	76,220	-	-	142,863
Mineral Exploration Activities(Cont)	(80,671)	(44,466)	-	-	(125,137)
Payables	(6,588)	6,588	-	-	-
Provisions	(3,673)	3,673	-	-	-
Tax Losses	(171,038)	171,038	-	(139,629)	(139,629)
	-	-	-	(139,629)	(139,629)

**Notes to the Financial Statements  
for the Year Ended 30 June 2009**

**3. Income Tax Continued**

**Tax consolidation**

The company and its 100% owned controlled entities have formed a tax consolidated group. Members of the Consolidated Entity have entered into a tax sharing arrangement in order to allocate income tax expense to the wholly owned controlled entities on a pro-rate basis. The agreement provides for the allocation of income tax liabilities between the entities should the head entity default on its tax payment obligations. At balance date, the possibility of default is remote. The head entity of the tax consolidated group is 3D Resources Limited.

**Tax Effect accounting by members of the tax consolidated group**

Members of the tax consolidated group have entered into a tax funding agreement. The tax funding agreement provides for the allocation of current taxes to members of the tax consolidated group. Deferred taxes are allocated to members of the tax consolidated group in accordance with a group allocation approach which is consistent with the principles of AASB 112 Income Taxes. The allocation of taxes under the tax funding agreement is recognised as an increase/decrease in the controlled entities intercompany accounts with the tax consolidated group head company, 3D Resources Limited.

In this regard the Company has assumed the benefit of tax losses from controlled entities of \$139,629 (2008: \$216,630) as of the balance date. The nature of the tax funding agreement is such that no tax consolidation contributions by or distributions to equity participants are required.

**Unrecognised deferred tax assets**

	CONSOLIDATED		PARENT	
	30 June 2009	30 June 2008	30 June 2009	30 June 2008
	\$	\$	\$	\$
Deferred tax assets have not been recognised in respect of the following items				
Property, Plant & Equipment	60	-	60	-
Minerals & Exploration activities	373,418	-	357,617	-
Payables	7,950	-	7,950	-
Capital raising costs	97,988	98,357	97,988	98,357
Tax Losses	1,542,540	342,480	905,726	98,778
	<u>2,021,956</u>	<u>440,837</u>	<u>1,369,341</u>	<u>197,135</u>

The tax losses do not expire under current legislation. Deferred tax assets have not been recognised in respect of these items because it is not probable that future taxable profit will be available against which the Company can utilise the benefits.

	Consolidated		Company	
	2009	2008	2009	2008
	\$	\$	\$	\$
<b>4. Cash and cash equivalents</b>				
Cash at bank and on hand	<u>328,307</u>	<u>1,666,612</u>	<u>327,416</u>	<u>1,664,243</u>

The weighted average interest rate for the year was 3.0%

## 3D Resources Limited

### Notes to the Financial Statements for the Year Ended 30 June 2009

	Consolidated		Company	
	2009	2008	2009	2008
	\$	\$	\$	\$
<b>5. Trade and other receivables</b>				
<u>Current</u>				
Trade debtors	4,219	-	4,219	-
GST receivable	31,707	32,842	31,707	32,842
Prepaid insurance	21,388	28,492	21,388	28,492
	<u>57,314</u>	<u>61,334</u>	<u>57,314</u>	<u>61,334</u>
<u>Non-Current</u>				
Loan to subsidiary Alltower P/L	-	-	1,002,089	281,822
Loan to subsidiary Platquest Resources P/L	-	-	470,364	529,690
Impairment of Intercompany Loan	-	-	(1,472,453)	-
	<u>-</u>	<u>-</u>	<u>-</u>	<u>811,512</u>

#### 6. Controlled Entities

3D Resources Limited controls 100% of the ordinary shares of two subsidiary companies namely Platquest Resources Pty Ltd and Alltower Pty Ltd.

Name of Subsidiary	Country of Incorporation	Percentage Owned (%)	
		2009	2008
Platquest Resources Pty Ltd	Australia	100%	100%
Alltower Pty Ltd	Australia	100%	100%

#### 7. Property, plant and equipment

##### CONSOLIDATED AND COMPANY

	Office Furniture & Equipment \$	Computer Equipment \$	Plant \$	TOTAL \$
<b>Gross Carrying Amount</b>				
Balance at 30 June 2007	1,149	3,376	-	4,525
Additions	28,400	3,422	68,080	99,902
Balance at 30 June 2008	29,549	6,798	68,080	104,427
Additions	-	-	-	-
Disposals	-	-	(67,750)	(67,750)
<b>Balance at 30 June 2009</b>	<u>29,549</u>	<u>6,798</u>	<u>330</u>	<u>36,677</u>
<b>Accumulated Depreciation</b>				
Balance at 30 June 2007	96	140	-	236
Depreciation expense	1,647	1,439	3,153	6,239
Balance at 30 June 2008	1,743	1,579	3,153	6,475
Depreciation expense	5,904	2,268	(2,823)	5,349
<b>Balance at 30 June 2009</b>	<u>7,647</u>	<u>3,847</u>	<u>330</u>	<u>11,824</u>
<b>Net Book Value</b>	<u>21,902</u>	<u>2,951</u>	<u>-</u>	<u>24,853</u>
As at 30 June 2008	<u>27,806</u>	<u>5,219</u>	<u>64,927</u>	<u>97,952</u>
<b>As at 30 June 2009</b>	<u>21,902</u>	<u>2,951</u>	<u>-</u>	<u>24,853</u>

	Consolidated		Company	
	2009	2008	2009	2008
	\$	\$	\$	\$
<b>8. Other non-current assets</b>				
Options over exploration tenements	60,500	50,500	60,500	50,500

**Notes to the Financial Statements  
for the Year Ended 30 June 2009**

	Consolidated		Company	
	2009	2008	2009	2008
	\$	\$	\$	\$
<b>9. Exploration Expenditure</b>				
Exploration and evaluation	632,074	1,451,906	219,313	654,727

The value of the Company's interest in exploration expenditure is dependent upon the:

- continuance of the economic entity's right to tenure of the areas of interest;
- the results of future exploration; and
- the recoupment of costs through successful development and exploitation of the areas of interest, or alternatively, by their sale.

The economic entity's exploration properties may be subjected to claim(s) under native title, or contain sacred sites, or sites of significance to Aboriginal people. As a result, exploration properties or areas within the tenements may be subject exploration restrictions, mining restrictions and/or claims for compensation. At this time, it is not possible to quantify whether such claims exist, or the quantum of such claims.

**10. Financial assets**

Investment in Platquest Resources P/L	-	-	-	980,000
Investment in Alltower P/L	-	-	-	311,240
	-	-		1,291,240
Less: Impairment provision	-	-		(1,291,240)
	-	-	-	-

**11. Intangible assets**

Goodwill

Balance at the beginning of the financial year	-	957,400	-	-
Additional amounts recognised from business combinations occurring during the period	-	333,840	-	-
Written off during the period	-	(1,291,240)	-	-
Balance at end of financial year	-	-	-	-

**12. Trade and other payables**

Trade and Other Payables	316,141	419,228	316,141	419,023
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**13. Provisions**

Provision for annual leave	-	12,242	-	12,242
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The provision for annual leave represents annual leave entitlements as 30 June 2009.

**Notes to the Financial Statements  
for the Year Ended 30 June 2009**

	Consolidated		Company	
	2009	2008	2009	2008
	\$	\$	\$	\$
<b>14. Issued capital</b>				
<b>a) Share capital</b>				
96,425,914 fully paid ordinary shares (2008: 40,212,957)	5,738,403	5,342,504	5,738,403	5,342,504

The company has issued capital amounting to 96,425,914 with no par value.

**b) Movements in fully paid ordinary shares  
Consolidated and Company**

	Consolidated and Company			
	2009		2008	
	No.	\$	No.	\$
Balance at beginning of financial year	40,212,957	5,342,504	36,870,100	4,956,504
Issued 6 July 2007			142,857	20,000
Issued 20 November 2007			2,000,000	270,000
Issued 12 February 2008			200,000	16,000
Issued 16 June 2008			1,000,000	82,000
Issued 6 August 2008	2,000,000	120,000		
Issued 12 January 2009	6,000,000	78,000		
Issued 24 April 2009	48,212,957	241,065		
	<u>96,425,914</u>	<u>5,781,569</u>	<u>40,212,957</u>	<u>5,344,504</u>
Less cost of capital		43,166		2,000
Balance at end of financial year	<u>96,425,914</u>	<u>5,738,403</u>	<u>40,212,957</u>	<u>5,342,504</u>

**c) Options on Issue**

The following reconciles the outstanding share options at the beginning and end of the financial year:

Description	2009	2008
	No.	No.
Balance at the beginning of the financial year	8,600,000	6,500,000
Granted during the financial year	450,000	2,100,000
Forfeited/cancelled during the financial year	(118,056)	-
Exercised during the financial year	-	-
Expired during the financial year	-	-
Balance at the end of financial year	<u>8,931,944</u>	<u>8,600,000</u>
Exercisable at the end of the financial year	<u>8,931,944</u>	<u>8,600,000</u>

## 3D Resources Limited

### Notes to the Financial Statements for the Year Ended 30 June 2009

#### d) Terms and Conditions of Issued Capital

##### Ordinary Shares

Ordinary shares have the right to receive dividends as declared by the board and, in the event of winding up the company, to participate in the proceeds from the sale of all surplus assets in proportion to the number of and amounts paid up on shares held. Ordinary shares entitle the holder to one vote either in person or by proxy at a meeting of the company.

##### Options

Each of the options entitles the holder to one fully paid ordinary share in the Company. The terms of the options on issue are:

- 3,750,000 exercisable at \$0.20 on or before 31 August 2009
- 1,750,000 exercisable at \$0.25 on or before 31 August 2009
- 1,000,000 exercisable at \$0.30 on or before 31 August 2009
- 500,000 exercisable at \$0.15 on or before 31 December 2009
- 100,000 exercisable at \$0.25 on or before 31 December 2009
- 331,944 exercisable at \$0.20 on or before 31 July 2010
- 1,500,000 exercisable at \$0.25 on or before 31 December 2010

	<b>Consolidated</b>		<b>Company</b>	
	<b>2009</b>	<b>2008</b>	<b>2009</b>	<b>2008</b>
	\$	\$	\$	\$
<b>15. Reserves</b>	201,481	199,892	201,481	199,892

Reserves comprise share based payments made to directors, consultants and key management personnel refer Note 25.

#### **16. Capital management**

The Company's objectives when managing capital are to safeguard their ability to continue as a going concern, so that they may continue to provide returns for shareholders and benefits for other stakeholders.

Due to the nature of the Company's activities, being mineral exploration, the Company does not have ready access to credit facilities, with the primary source of funding being equity raisings. Therefore, the focus of the Company's capital risk management is the current working capital position against the requirements of the Company to meet exploration programmes and corporate overheads. The Company's strategy is to ensure appropriate liquidity is maintained to meet anticipated operating requirements, with a view to initiating appropriate capital raisings as required. The working capital position of the Company and the parent entity at 30 June 2009 and 30 June 2008 are as follows:

	<b>Consolidated</b>		<b>Company</b>	
	<b>2009</b>	<b>2008</b>	<b>2009</b>	<b>2008</b>
	\$	\$	\$	\$
Cash and cash equivalents	328,307	1,666,612	327,416	1,665,243
Trade and other receivables	57,314	61,334	57,314	61,334
Trade and other payables	(316,141)	(419,228)	(316,141)	(419,023)
Working capital position	69,480	1,308,718	68,589	1,307,554

**Notes to the Financial Statements  
for the Year Ended 30 June 2009**

<b>17. Earnings per share</b>	<b>2009 Cents per share</b>	<b>2008 Cents per share</b>
Basic (loss) per share	(4.66)	(5.37)

**Basic Earnings per Share**

The earnings and weighted average number of ordinary shares used in the calculation of basic earnings per share are as follows:

	<b>Consolidated</b>	
	<b>2009 \$</b>	<b>2008 \$</b>
Loss used in the calculation of basic EPS as per income statement	<u>(2,507,415)</u>	<u>(2,058,083)</u>
	<b>2009 No.</b>	<b>2008 No.</b>
Weighted average number of ordinary shares for the purposes of basic earnings per share	<u>53,792,357</u>	<u>38,347,438</u>

**18. Commitments**

The Company has certain minimum obligations in pursuance of the terms and conditions of tenement licences in the forthcoming year. Whilst these obligations are capable of being varied from time to time, in order to maintain current rights of tenure to mining tenements.

**Commitments for expenditure**

	<b>Consolidated</b>		<b>Company</b>	
	<b>2009 \$</b>	<b>2008 \$</b>	<b>2009 \$</b>	<b>2008 \$</b>
<b>Exploration and evaluation</b>				
Not longer than 1 year	732,320	689,320	191,500	306,000
Longer than 1 year and not longer than 5 years	1,550,000	1,422,320	566,500	585,000
Longer than 5 years	160,000	-	160,000	-
	<u>2,442,320</u>	<u>2,111,640</u>	<u>918,000</u>	<u>891,000</u>

**19. Contingent liabilities**

The Company has a contingent liability in relation to the acquisition of the Cosmo Newberry tenements as follows:

Upon the granting of title on all tenements 1,000,000 ordinary shares will be issued.

Upon completion of the initial geophysics program and the first drilling program and the announcement to ASX of intention to continue to explore 4,000,000 ordinary shares will be issued.

The value of the shares as at 30 June 2009 was \$50,000.

	<b>Consolidated</b>		<b>Company</b>	
	<b>2009 \$</b>	<b>2008 \$</b>	<b>2009 \$</b>	<b>2008 \$</b>
<b>20. Auditor's Remuneration</b>				
Amounts received or due and received by Bentleys for:				
An audit or review of the financial report of the Company	30,800	20,900	30,800	20,900
Other audit services	-	-	-	-
	<u>30,800</u>	<u>20,900</u>	<u>30,800</u>	<u>20,900</u>

3D Resources Limited

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**Notes to the Financial Statements  
for the Year Ended 30 June 2009**

**21. Notes to the cash flow statement**

**a) Reconciliation of cash and cash equivalents**

For the purposes of the cash flow statement, cash and cash equivalents includes cash on hand and in banks. Cash and cash equivalents at the end of the financial year as shown in the cash flow statement is reconciled to the related items in the balance sheet as follows

	<b>Consolidated</b>		<b>Company</b>	
	<b>2009</b>	<b>2008</b>	<b>2009</b>	<b>2008</b>
	<b>\$</b>	<b>\$</b>	<b>\$</b>	<b>\$</b>
Cash and cash equivalents	328,307	1,666,612	327,416	1,665,243

**b) Non-cash financing and investing activities**

Shares to the value of \$120,000 were issued as consideration in relation to the acquisition of subsidiary Platquest Resources Pty Ltd.

**c) Reconciliation of loss for the period to net cash flows from operating activities**

	<b>Consolidated</b>		<b>Company</b>	
	<b>2009</b>	<b>2008</b>	<b>2009</b>	<b>2008</b>
	<b>\$</b>	<b>\$</b>	<b>\$</b>	<b>\$</b>
Loss for the period	(2,507,415)	(2,058,085)	(1,461,783)	(2,050,777)
Non-cash items				
Depreciation	18,053	6,239	18,053	6,239
Loss on disposal of asset	55,046	-	55,046	-
Exploration expense	809,832	(668,708)	425,414	(669,289)
Share based payments	1,589	35,947	1,589	35,947
Changes in net assets and liabilities, net of effects from acquisition of business:				
(Increase)/decrease in assets:				
Trade and other receivables	4,020	(38,725)	4,020	(45,247)
Impairment of goodwill	120,000	1,291,240	120,000	1,291,240
Increase/(decrease) in liabilities				
Trade and other payables	(103,087)	356,695	(763,823)	356,491
Provisions	(12,242)	7,242	(12,242)	7,242
	<u>(1,614,204)</u>	<u>(1,068,155)</u>	<u>(1,613,726)</u>	<u>(1,068,154)</u>

**22. Subsequent Events**

On 31 August 2009 , 6,500,000 of the Company's share options expired.

On 4 September 2009 the Company completed a capital raising by way of a fully underwritten 1 for 4 Entitlement issue, to raise \$241,064, by the issue of 24,106,478 shares,

## Notes to the Financial Statements for the Year Ended 30 June 2009

### 23. Segment Reporting

The Company operates in one business and geographical segment being mineral exploration and prospecting for minerals in Australia.

### 24. Financial Instruments

#### (a) Financial Risk Management

The Company's financial instruments consist mainly of deposits with banks and accounts receivable and payable.

The main purpose of non-derivative financial instruments is to raise finance for the Company's operations.

Derivatives are not currently used by the Company for hedging purposes. The Company does not speculate in the trading of derivative instruments.

#### (i) Treasury Risk Management

The board meets on a regular basis to analyse currency and interest rate exposure and to evaluate treasury management strategies in the context of the most recent economic conditions and forecasts.

#### (ii) Financial Risks

The main risks the Company's is exposed to through its financial instruments are interest rate risk, liquidity risk and credit risk.

##### Interest rate risk

The Company's exposure to market risk for changes in interest rates relates primarily to the Company's cash on deposit.

##### Sensitivity analysis

At 30 June 2009, if interest rates had changed by +/- 75 basis points from the weighted average rate for the year with all other variables held constant, post-tax loss for both the Group and the parent entity would have been \$2,450 lower/higher (2008 - \$12,500 lower/higher) as a result of lower/higher interest income from cash and cash equivalents.

##### Liquidity risk

The Company manages liquidity risk by monitoring forecast cash flows and ensuring that adequate capital raisings (placements or entitlements issues) are carried out to allow the company to continue to operate. The Company has completed to successful fully underwritten entitlements issues and the Company continues to work with its corporate advisors to ensure that the Company's liquidity is adequate. Refer also to note 1 (s) Going Concern.

##### Credit risk

The maximum exposure to credit risk, excluding the value of any collateral or other security, at balance date to recognised financial assets, is the carrying amount, net of any provisions for impairment of those assets, as disclosed in the balance sheet and notes to the financial statements.

The Company does not have any material credit risk exposure to any single receivable or group of receivables under financial instruments entered into by the economic entity.

#### (b) Fair Value Estimation

The fair value of the financial assets and financial liabilities must be estimated for recognition and measurement or for disclosure purposes. All financial assets and financial liabilities of the Company and the parent entity at the balance date are recorded amounts approximating their carrying amount.

## 3D Resources Limited

### Notes to the Financial Statements for the Year Ended 30 June 2009

#### 24. Financial Instruments continued

##### (b) Fair Value Estimation continued

The fair value of financial instruments traded in active markets is based on quoted market prices at the reporting date. The quoted market price used for financial assets held by the Company is the current bid price.

The carrying value less impairment provision of trade receivables and payables are assumed to approximate their fair values due to their short-term nature.

##### (c) Interest Rate Risk

The Company's exposure to interest rate risk, which is the risk that a financial instruments value will fluctuate as a result of changes in market interest rates, and the effective weighted average interest rate for each class of financial assets and financial liabilities comprises:

##### Consolidated

	Weighted average interest rate %	Variable interest rate \$	Non- interest bearing \$	Total \$
<b>2009</b>				
<b>Financial Assets</b>				
Cash and cash equivalents	3.0	328,307	-	328,307
Trade and other receivables		-	57,314	57,314
		328,307	57,314	385,621
<b>Financial Liabilities</b>				
Trade and other payables		-	316,141	316,141

##### 2008

<b>Financial Assets</b>				
Cash and cash equivalents	6.6	1,666,612	-	1,666,612
Trade and other receivables		-	61,334	61,334
		1,666,612	61,334	1,727,946
<b>Financial Liabilities</b>				
Trade and other payables		-	419,229	419,229

##### Company

	Weighted average interest rate %	Variable interest rate \$	Non- interest bearing \$	Total \$
<b>2009</b>				
<b>Financial Assets</b>				
Cash and cash equivalents	3.0	327,416	-	327,416
Trade and other receivables		-	57,314	57,314
		327,416	57,314	384,730
<b>Financial Liabilities</b>				
Trade and other payables		-	316,141	316,141

##### 2008

<b>Financial Assets</b>				
Cash and cash equivalents	6.6	1,665,243	-	1,665,243
Trade and other receivables		-	61,334	61,334
		1,665,243	61,334	1,726,577
<b>Financial Liabilities</b>				
Trade and other payables		-	419,024	419,024

All financial assets and financial liabilities are expected to be settled within 12 months. The carrying amount of all financial assets and financial liabilities approximate their fair values.

**Notes to the Financial Statements  
for the Year Ended 30 June 2009**

**25. Share-based payments**

On 31 July 2008 the share options were granted to consultants. Each share option is exercisable into 1 fully paid ordinary share in the Company upon payment of the exercise price on or before the expiry date of the share option. Official quotation of the shares will be gained on exercise of the options. The options hold no voting or dividend rights, and are freely transferable. At balance date no share options had been exercised.

Options series	Number	Grant date	Expiry date	Exercise price\$	Fair value at grant date
DDDAI Consultants	331,944	31/07/2008	31/07/2010	0.20	0.004786

All of the above share-based payments vested on date of issue. At balance date the weighted average exercise price of the options was \$0.23 and the average remaining contractual life of 22 months.

	Consolidated Group				Parent Entity			
	2009		2008		2009		2008	
	Number of Options	Weighted Average Exercise Price \$	Number of Options	Weighted Average Exercise Price \$	Number of Options	Weighted Average Exercise Price \$	Number of Options	Weighted Average Exercise Price \$
Outstanding at the beginning of the year	8,600,000	0.23	6,500,000	0.23	8,600,000	0.23	6,500,000	0.23
Granted	331,944	0.20	2,100,000	0.23	331,944	0.20	2,100,000	0.23
Forfeited			-	-			-	-
Exercised			-	-			-	-
Expired			-	-			-	-
Outstanding at year-end	8,931,944	0.23	8,600,000	0.23	8,931,944	0.23	8,600,000	0.23
Exercisable at year-end	8,931,944	0.23	8,600,000	0.23	8,931,944	0.23	8,600,000	0.23

The weighted average fair value of the share options granted during the period is \$0.025. Options were priced using a binomial option pricing model and applying the following inputs:

Inputs into the model	Options series DDDAI Consultant Options
Grant date share price	\$0.0659
Exercise price	\$0.20
Expected volatility	58.00%
Option life years	2.00
Dividend yield	0.00%
Risk-free interest rate	6.915%

Historical volatility has been the basis for determining expected share price volatility as it is assumed that this is indicative of future tender, which may not eventuate.

**Notes to the Financial Statements  
for the Year Ended 30 June 2009**

**26. Contracts with related parties**

**Loan to subsidiaries**

At the date of this report the loans to the subsidiary companies Platquest Resources Pty Ltd and Alltower Pty Ltd had balances of \$1,002,089 and \$470,364 respectively (\$529,690 and \$281,822 respectively year ended 30 June 2008). As tenements are held by each subsidiary company it is intended that these loans will be repaid from any cash flows generated from these tenements in the future. Loans to the subsidiary companies have been provided in full.

**Contracts for services**

Consultancy agreements on commercial terms are entered into for non-executive directors and other non-salaried key personnel via companies in which each key management person has a controlling interest. The companies that each non-executive director or key management person has a controlling interest are:

Company	Interest held by	Amount \$	Description of payment
Ancall Pty Ltd	Mr I Richer	15,000	Consulting fees, directors fees and expense reimbursements
Rockdale Capital Pty Ltd	Mr J Georgiopoulos	10,000	Consulting fees, directors fees and expense reimbursements
Guy T Le Page Pty Ltd	Mr G Le Page	9,000	Consulting fees, directors fees and expense reimbursements
Ausnom Pty Ltd	Mr J Chegwidden	87,918	Consulting fees, directors fees and expense reimbursements
Pathfinder Exploration Pty Ltd	Dr C Rugless	133,539	Geological services
Penzar Pty Ltd	Mr J Gow	29,654	Technical services and expense reimbursements

**27. Key management personnel compensation**

**(a) Names and positions of key management personnel**

The names and positions of the consolidated and parent entity key management personnel in the financial office at any time during the financial year are:

Mr J Chegwidden (Non-executive Director & Joint Company Secretary)  
 Mr I Richer (Non-executive Chairman) Appointed 29 December 2008  
 Mr J Georgiopoulos (Non-executive Director) Appointed 29 December 2008  
 Mr J Gow (Non-executive Chairman) Resigned 2 December 2008  
 Mr C Rugless (Managing Director) Resigned 30 January 2009  
 Ms C New (Joint Company Secretary) Resigned 4 September 2009

Key management personnel remuneration has been included in the Remuneration Report section of the Directors' Report.

**(b) Options Holdings - The number of options held by key management personnel are:**

30 June 2009	Balance at beginning of period	Granted as remuneration	Exercised	Net change	Balance at end of period	Options vested at 30 June 2009
I Richer	250,000	-	-	-	250,000	250,000
J Chegwidden	2,500,000	-	-	-	2,500,000	2,500,000
C New <sup>1</sup>	150,000	150,000	-	(118,056)	181,994	181,994

1. Ms C New (Joint Company Secretary) Resigned 4 September 2009. On 31 July 2008 New Consulting Pty Ltd was granted 150,000 share options, and on 27 January 2009, 118,056 of these shares options were cancelled leaving a balance of 31,944 options granted for the year ended 30 June 2009.

**Notes to the Financial Statements  
for the Year Ended 30 June 2009**

**27. Key management personnel compensation continued**

(b) **Options Holdings – Continued**

2. Mr Ian Richer commenced as a Director on 29 December 2008. Mr Richer was granted the options prior to his appointment as a Director, 150,000 Options where granted on 5 Dec 2006 to a related Company of Mr Richer, and 100,000 Options where granted on 29 November 2007 as a consultant of the Company.
3. On 31 August 2009, 150,000 options of Mr I Richer's expired, 2,000,000 options of Mr J Chegwiddden's expired.

(c) **Shareholdings** - The Number of shares held by key management personnel are:

	<b>Balance 30 June 2008</b>	<b>Received as Remuneration</b>	<b>Options Exercised</b>	<b>Net Change Other<sup>1</sup></b>	<b>Balance 30 June 2009</b>
I Richer	250,000	-	-	100,000	350,000
J Georgiopoulos	1,049,715	-	-	1,144,715	2,194,430
J Chegwiddden	1,150,000	-	-	1,050,000	2,200,000
J Chegwiddden and I Richer <sup>2</sup>	100,000	-	-	100,000	200,000
C New <sup>3</sup>	100,000	-	-	100,000	200,000

Note: 1. Net change other refers to Shares that have been purchased or sold, or received as vendors during the financial year.

2. Mr Richer and Mr Chegwiddden both hold a beneficial interest in shares held by 189 Projects Pty Ltd.
3. Ms C New (Joint Company Secretary) Resigned 4 September 2009

**28. New Accounting Standards for Application in Future Periods**

The AASB has issued new, revised and amended standards and interpretations that have mandatory application dates for future reporting periods. The Group has decided against early adoption of these standards. A discussion of those future requirements and their impact on the Group follows:

- AASB 3: Business Combinations, AASB 127: Consolidated and Separate Financial Statements, AASB 2008-3: Amendments to Australian Accounting Standards arising from AASB 3 and AASB 127 [AASBs 1,2,4,5,7,101,107, 112, 114, 116, 121, 128, 131, 132, 133, 134, 136, 137, 138 & 139 and Interpretations 9 & 107] (applicable for annual reporting periods commencing from 1 July 2009) and AASB 2008-7: Amendments to Australian Accounting Standards – Cost of an Investment in a Subsidiary, Jointly Controlled Entity or Associate [AASB 1, AASB 118, AASB 121, AASB 127 & AASB 136] (applicable for annual reporting periods commencing from 1 January 2009). These standards are applicable prospectively and so will only affect relevant transactions and consolidations occurring from the date of application. In this regard, its impact on the Group will be unable to be determined. The following changes to accounting requirements are included:
  - acquisition costs incurred in a business combination will no longer be recognised in goodwill but will be expensed unless the cost relates to issuing debt or equity securities;
  - contingent consideration will be measured at fair value at the acquisition date and may only be provisionally accounted for during a period of 12 months after acquisition;
  - a gain or loss of control will require the previous ownership interests to be remeasured to their fair value;
  - there shall be no gain or loss from transactions affecting a parent's ownership interest of a subsidiary with all transactions required to be accounted for through equity (this will not represent a change to the Group's policy);
  - dividends declared out of pre-acquisition profits will not be deducted from the cost of an investment but will be recognised as income;

**Notes to the Financial Statements  
for the Year Ended 30 June 2009**

**28. New Accounting Standards for Application in Future Periods – Continued**

- impairment of investments in subsidiaries, joint ventures and associates shall be considered when a dividend is paid by the respective investee; and
- where there is, in substance, no change to Group interests, parent entities inserted above existing groups shall measure the cost of its investments at the carrying amount of its share of the equity items shown in the balance sheet of the original parent at the date of reorganisation.

The Group will need to determine whether to maintain its present accounting policy of calculating goodwill acquired based on the parent entity's share of net assets acquired or change its policy so goodwill recognised also reflects that of the non-controlling interest.

- AASB 8: Operating Segments and AASB 2007-3: Amendments to Australian Accounting Standards arising from AASB 8 [AASB 5, AASB 6, AASB 102, AASB 107, AASB 119, AASB 127, AASB 134, AASB 136, AASB 1023 & AASB 1038] (applicable for annual reporting periods commencing from 1 January 2009). AASB 8 replaces AASB 114 and requires identification of operating segments on the basis of internal reports that are regularly reviewed by the Group's Board for the purposes of decision making. While the impact of this standard cannot be assessed at this stage, there is the potential for more segments to be identified. Given the lower economic levels at which segments may be defined, and the fact that cash generating units cannot be bigger than operating segments, impairment calculations may be affected. Management does not presently believe impairment will result however.
- AASB 101: Presentation of Financial Statements, AASB 2007-8: Amendments to Australian Accounting Standards arising from AASB 101, and AASB 2007-10: Further Amendments to Australian Accounting Standards arising from AASB 101 (all applicable to annual reporting periods commencing from 1 January 2009). The revised AASB 101 and amendments supersede the previous AASB 101 and redefines the composition of financial statements including the inclusion of a statement of comprehensive income. There will be no measurement or recognition impact on the Group. If an entity has made a prior period adjustment or reclassification, a third balance sheet as at the beginning of the comparative period will be required.
- AASB 123: Borrowing Costs and AASB 2007-6: Amendments to Australian Accounting Standards arising from AASB 123 [AASB 1, AASB 101, AASB 107, AASB 111, AASB 116 & AASB 138 and Interpretations 1 & 12] (applicable for annual reporting periods commencing from 1 January 2009). The revised AASB 123 has removed the option to expense all borrowing costs and will therefore require the capitalisation of all borrowing costs directly attributable to the acquisition, construction or production of a qualifying asset. Management has determined that there will be no effect on the Group as a policy of capitalising qualifying borrowing costs has been maintained by the Group.
- AASB 2008-1: Amendments to Australian Accounting Standard – Share-based Payments: Vesting Conditions and Cancellations [AASB 2] (applicable for annual reporting periods commencing from 1 January 2009). This amendment to AASB 2 clarifies that vesting conditions consist of service and performance conditions only. Other elements of a share-based payment transaction should therefore be considered for the purposes of determining fair value. Cancellations are also required to be treated in the same manner whether cancelled by the entity or by another party.
- AASB 2008-2: Amendments to Australian Accounting Standards – Puttable Financial Instruments and Obligations Arising on Liquidation [AASB 7, AASB 101, AASB 132 & AASB 139 & Interpretation 2] (applicable for annual reporting periods commencing from 1 January 2009). These amendments introduce an exception to the definition of a financial liability to classify as equity instruments certain puttable financial instruments and certain other financial instruments that impose an obligation to deliver a pro-rata share of net assets only upon liquidation.

The Group does not anticipate early adoption of any of the above reporting requirements and does not expect these requirements to have any material effect on the Group's financial statements.

## Directors' Declaration

The directors declare that:

- (a) in the directors' opinion, there are reasonable grounds to believe that the company will be able to pay its debts as and when they become due and payable;
- (b) in the directors' opinion, the financial statements and notes are in accordance with the Corporations Act 2001; including compliance with accounting standards and giving a true and fair view of the financial position and performance of the company and consolidated entity; and
- (c) the directors have been given the declarations required by s.295A of the Corporations Act 2001.

This declaration is made in accordance with a resolution of the directors made pursuant to s.295(5) of the Corporations Act 2001.

A handwritten signature in dark ink, appearing to read 'John Chegwidden', with a long horizontal flourish extending to the right.

**John Chegwidden**  
**Director**

Perth, Western Australia  
30 September 2009

# 3D Resources Limited

## Additional Stock Exchange Information As at 25 September 2009

The Company's ordinary shares are quoted by the Australian Stock Exchange Limited. The Home Exchange is Perth and the ASX code is DDD. Options over ordinary shares in the Company are not quoted on the ASX.

### Holders of classes of equity securities

<b>Class</b>	<b>Number on issue</b>	<b>Exercise price</b>	<b>Expiry date</b>	<b>Number of holders</b>
<b>Shares</b>				
Ordinary	120,532,392	-	-	490
<b>Options</b>				
DDDAA	500,000	\$0.15	31/12/2009	5
DDDAA	100,000	\$0.20	31/12/2009	1
DDDAI	331,944	\$0.20	31/07/2010	3
DDDAA	1,500,000	\$0.25	31/12/2010	3

### Distribution of holders of equity securities

<b>Ordinary shares</b>		
<b>Range</b>	<b>Number of shares</b>	<b>Number of holders</b>
1 - 1,000	845	2
1,001 – 5,000	66,949	19
5,001 – 10,000	996,451	104
10,001 – 100,000	10,084,285	240
100,001 and over	109,383,862	125
	120,532,392	490

### Unmarketable parcels

The Company has 360 shareholdings which are less than a marketable parcel.

# 3D Resources Limited

## Additional Stock Exchange Information As at 25 September 2009

### Top 20 holders

No.	Shareholder	Number of shares	% of issued shares
1	Tomik Nominees Pty Ltd<Hastings Childrens A/C>	14,473,107	12.01
2	leah Pty Ltd <leah Superannuation Fund A/C>	10,375,000	8.61
3	Dr Craig Sambell Rugless	9,375,125	7.78
4	Mr Rodney Ernest Williams	7,000,000	5.81
5	23 Broadway Pty Ltd	4,686,807	3.89
6	Mr Vicenco Alac	2,812,500	2.33
7	Chegs Assets Pty Ltd <The J & K Chegs Super Fund A/C>	2,625,000	2.18
8	Rockdale Capital Pty Ltd	2,563,038	2.13
9	Mr Bruce Lawrence Hodges	2,463,950	2.04
10	Creekwood Nominees Pty Ltd	2,000,000	1.66
11	Mr Alan Brien+Mrs Melinda Brien<A&M Brien Super Fund A/C>	1,875,103	1.56
12	Pathfinder Exploration <Pathfinder Exploration Pty Ltd >	1,862,500	1.55
13	Academic Growth Institute Fund Pty Ltd	1,717,588	1.43
14	Spencer Collins Pty Ltd	1,656,250	1.37
15	Mr Terrence John McGlew	1,625,000	1.35
16	Oakstar Asset Pty Ltd <The Bowgada Beef S/F A/C>	1,587,500	1.32
17	Jemaya Pty Ltd <JH Featherby Super Fund A/C>	1,275,000	1.06
18	Crandell Pty Ltd <Berpaid Pty Ltd S/F No.2 A/C>	1,250,000	1.04
19	Pathfinder Exploration Pty Ltd	1,225,000	1.02
20	Ascot Securities Pty ltd	1,200,000	1.00
		<b>73,648,468</b>	<b>61.10</b>

### Voting rights

Voting rights of members are set out in Article 2.1 of the Company's Constitution.

Only holders of ordinary shares are entitled to vote, either in person or by proxy, attorney or corporate representative:

- on a show of hands, to one vote, and
- on a poll, to one vote for each share held.

Holders of options do not have a right to vote.

### Substantial shareholders

The following substantial shareholdings have been notified to the Company.

Name of shareholder	No. of shares held
Tomik Nominees Pty Ltd	14,473,107
Dr Craig S Rugless/Pathfinder Exploration Pty Ltd/Carolyn A Rugless	12,462,625
leah Pty Ltd <leah Superannuation Fund A/C>	10,375,000
Mr Rodney Ernest Williams/Norvale Pty Ltd	7,000,000
	<b>44,310,732</b>