



**Announcement - 15 July 2008
Notice of General Meeting**

15 July 2008

The Announcements Office
Australian Stock Exchange Limited
Level 3, 20 Bridge Street
SYDNEY NSW 2000

Dear Sir

Re: Notice of General Meeting

Please find attached a Notice of General Meeting of shareholders to be held on 18 August 2008 that will be mailed out to shareholders shortly.

Yours faithfully

A handwritten signature in black ink that reads 'Carol New'.

**Carol New
Company Secretary**



3D RESOURCES LIMITED

ACN 120 973 775

NOTICE OF GENERAL MEETING

TIME: 3.00 pm (WST)

DATE: 18 August 2008

PLACE: Terrace Room
Somerset
185 St Georges Terrace
PERTH WA 6000

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on (+61 8) 9320 5220.

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TIME AND PLACE OF MEETING AND HOW TO VOTE

VENUE

The General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 3.00 pm (WST) on 18 August 2008 at:

Terrace Room
Somerset
185 St Georges Terrace
PERTH WA 6000

YOUR VOTE IS IMPORTANT

The business of the General Meeting affects your shareholding and your vote is important.

VOTING IN PERSON

To vote in person, attend the General Meeting on the date and at the place set out above.

VOTING BY PROXY

To vote by proxy, please complete and sign the enclosed Proxy Form and return by:

- (a) post to 3D Resources Limited, 6th Floor, 189 St Georges Terrace, PERTH, WA 6000; or
- (b) facsimile to the Company on facsimile number (+61 8) 9481 6343,

so that it is received not later than 3.00 pm (WST) on 16 August 2008.

Proxy Forms received later than this time will be invalid.

NOTICE OF GENERAL MEETING

Notice is given that the General Meeting of Shareholders will be held at 3.00 pm (WST) on 18 August 2008 at the Terrace Room, Somerset, 185 St Georges Terrace, Perth, Western Australia.

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the General Meeting. The Explanatory Statement and the Proxy Form are part of this Notice of Meeting.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the General Meeting are those who are registered Shareholders of the Company at 3.00 pm (WST) on 16 August 2008. Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.

AGENDA

1. RESOLUTION 1 – PLACEMENT OF SHARES

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purpose of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Directors to allot and issue up to 100,000,000 Shares on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by any person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, and any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote in accordance with the directions on the Proxy Form or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

2. RESOLUTION 2 – PLACEMENT OF SHARES AND OPTIONS TO ASCOT SECURITIES PTY LTD

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, subject to the passing of Resolution 1, for the purpose of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Directors to allot and issue 2,500,000 Shares and 12,000,000 Options to Ascot Securities Pty Ltd on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by any person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, and any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote in accordance with the directions on the Proxy Form or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

3. RESOLUTION 3 – ISSUE OF SHARES TO IAN HASTINGS

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, subject to the passing of Resolution 1 and for the purposes of Section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Directors to allot and issue 1,000,000 Shares, to Ian Hastings (or its nominee(s)) and otherwise on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by Ian Hastings and any nominee(s) of Ian Hastings.

4. RESOLUTION 4 – ISSUE OF SHARES TO PETER MITCHELL

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, subject to the passing of Resolution 1 and for the purposes of Section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Directors to allot and issue 1,000,000 Shares, to Peter Mitchell (or its nominee (s)) and otherwise on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by Peter Mitchell and any nominee(s) of Peter Mitchell.

DATED: 15 JULY 2008

BY ORDER OF THE BOARD

**John Chegwidden
COMPANY SECRETARY**

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the General Meeting to be held at 3.00 pm (WST) on 18 August 2008 at the Terrace Room, Somerset, 185 St Georges Terrace, Perth, Western Australia.

This purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

1. RESOLUTION 1 – PLACEMENT OF SHARES

1.1 General

As announced on 24 June 2008, the Company proposes to undertake a placement of up to 100,000,000 Shares at an issue price of \$0.06 per Share to raise up to \$6,000,000.

Resolution 1 seeks Shareholder approval for the allotment and issue of up to 100,000,000 Shares at an issue price of \$0.06 per Share (**Share Placement**).

None of the subscribers pursuant to this issue will be related parties of the Company and no one subscriber will acquire more than 20% of the issued share capital of the Company.

1.2 ASX Listing Rule 7.1

ASX Listing Rule 7.1 provides that the prior approval of the shareholders of a company is required for an issue of equity securities if the securities will, when aggregated with the securities issued by the company during the previous 12 months, exceed 15% of the number of securities on issue at the commencement of that 12 month period.

One circumstance where an issue is not taken into account in the calculation of the 15% threshold is where the issue has the prior approval of shareholders in general meeting.

The effect of Resolution 1 will be to allow the Directors to issue the Shares pursuant to the Share Placement during the period of 3 months after the General Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

1.3 Technical information required by ASX Listing Rule 7.1

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to the Share Placement:

- (a) the maximum number of Shares to be issued is 100,000,000;
- (b) the Shares will be issued no later than 3 months after the date of the Annual General Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that allotment will occur on the same date;
- (c) the issue price will be \$0.06 per Share;

- (d) the Shares will be offered to investors identified by Ascot Securities Pty Ltd. No Shares will be issued to any related parties or associates of the Company;
- (e) the Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares; and
- (f) the Company intends to use the funds raised from the Share Placement to review and progress the Company's existing projects and to seek new projects.

2. RESOLUTION 2 – PLACEMENT OF SHARES AND OPTIONS TO ASCOT SECURITIES PTY LTD

2.1 Background

As announced on 24 June 2008, the Company entered an agreement with Ascot Securities Pty Ltd (**Ascot**) pursuant to which Ascot agreed to undertake the Share Placement (the subject of Resolution 1) (**Offer**) (**Ascot Agreement**).

Subject to the Company raising a minimum of \$4,200,000 pursuant to the Share Placement:

- (a) in part consideration for services provided pursuant to the Ascot Agreement, the Company agreed to issue Ascot:
 - (i) 2,500,000 Shares (**Ascot Shares**); and
 - (ii) 12,000,000 Options exercisable within 3 years from the date of issue at an exercise price of 6 cents each and on the further terms and conditions set out in Schedule 1 (**Ascot Options**);
- (b) the Company will appoint Mr Ian Hastings and Mr Peter Mitchell as Non-Executive Directors to the Board of the Company upon confirmation of the successful completion of the Share Placement. In accordance with the terms and conditions of the Ascot Agreement, it is proposed that Mr Hastings and Mr Mitchell will be issued 1,000,000 Shares each as a sign-on fee (approval of which is the subject of Resolutions 3 and 4). 50% of these Shares will be voluntarily escrowed for a period of 6 months from the date of issue with the remaining 50% to be voluntarily escrowed for a period of 12 months from the date of issue.

The Options are also subject to the following restrictions:

- (a) 6,000,000 of the Options may only be exercised if the average market price for Shares calculated over the 5 days on which sales in the Shares are recorded before the day on which the Options are exercised is equal to or more than \$0.15; and
- (b) 6,000,000 of the Options may only be exercised if the average market price for Shares calculated over the 5 days on which sales in the Shares are recorded before the day on which the Options are exercised is equal to or more than \$0.20.

1,000,000 of the Ascot Shares will be subject to voluntary escrow for a period of 6 months from their date of issue with the remaining 1,500,000 Ascot Shares subject to voluntary escrow for a period of 12 months from their date of issue. The Ascot Options will be escrowed for a period of 6 months from the date of issue.

2.2 General

Resolution 2 seeks Shareholder approval for the allotment and issue of 2,500,000 Shares and 12,000,000 Options to Ascot Securities (**Share and Option Placement**).

Ascot Securities is not a related party of the Company.

A summary of ASX Listing Rule 7.1 is set out in Section 1.2 above.

The effect of Resolution 2 will be to allow the Directors to issue the Shares and Options pursuant to the Share and Option Placement during the period of 3 months after the General Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

2.3 Technical information required by ASX Listing Rule 7.1

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to the Share and Option Placement:

- (a) the maximum number of securities to be issued is 2,500,000 Shares and 12,000,000 Options;
- (b) the Shares and Options will be issued no later than 3 months after the date of the Annual General Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that allotment will occur on the same date;
- (c) the Shares and Options will be issued for nil cash consideration;
- (d) the Shares and Options will be issued to Ascot Securities Pty Ltd;
- (e) the Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (f) the Options will be issued on the terms set out in Schedule 1 of this Explanatory Statement; and
- (g) no funds will be raised from the Share and Option Placement as the Options are being issued in consideration for services provided by Ascot Securities Pty Ltd as detailed in section 2.1.

3. RESOLUTIONS 3 AND 4 – ISSUE OF SHARES TO IAN HASTINGS AND PETER MITCHELL

3.1 Background

As detailed in Section 2.1, subject to the Company raising a minimum of \$4,200,000 pursuant to the Share Placement, the Company will appoint Mr Ian Hastings and Mr Peter Mitchell as Non-Executive Directors to the Board of the Company.

Ian Hastings

Ian Hastings is a lawyer and accountant and is Managing Director of Ascot Securities Pty Ltd. He has been involved in numerous capital raisings, initial public offerings and corporate reconstructions. He has previously held senior positions at ASX and ASIC and is also a Director of ASX listed Accent Resources NL.

Peter Mitchell

Peter Mitchell is a geologist with 37 years experience in mining, mineral exploration and finance. He has been involved in mining projects in Australia, China, Iran, Algeria, West Africa, Zambia, USA and Mongolia. He has previously held senior positions as Business Development Manager with ASX listed Terramin Australia Limited, Manager Corporate Services with Lowell Capital Limited, Resource Analyst with Prudential Bache Securities Limited and the Department of Mines & Energy Northern Territory.

3.2 General

Subject to their appointment to the Board, the Company has agreed to allot and issue 1,000,000 Shares to each of Ian Hastings and Peter Mitchell (**Related Party Placement**).

Shareholder approval is required pursuant to Chapter 2E of the Corporations Act and Listing Rule 10.11.

3.3 Listing Rule 10.11

If Resolutions 3 and 4 are passed, securities will be issued to Ian Hastings and Peter Mitchell respectively. Subject to the Company raising a minimum of \$4,200,000 pursuant to the Share Placement and their subsequent appointment to the Board, Ian Hastings and Peter Mitchell will be related parties of the Company by virtue of the fact that they are Directors. For this reason, Shareholder approval under Listing Rule 10.11 is required prior to issuing the Shares to Ian Hastings and Peter Mitchell.

Approval pursuant to Listing Rule 7.1 is not required in order to issue the Shares as approval is being obtained under Listing Rule 10.11. Shareholders should note that the issue of Shares to Ian Hastings and Peter Mitchell will not be included in the 15% calculation for the purposes of Listing Rule 7.1.

For the purposes of Listing Rule 10.13, the following information is provided in relation to the Related Party Placement:

- (a) the maximum number of Shares to be issued by the Company is:
 - (i) 1,000,000 Shares to Ian Hastings; and
 - (ii) 1,000,000 Shares to Peter Mitchell;
- (b) the Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares. However, the Shares will be subject to voluntary escrow periods as follows:
 - (i) 50% of the Shares issued to Ian Hastings and Peter Mitchell will be voluntarily escrowed for a period of 6 months from the date of issue; and
 - (ii) 50% of the Shares issued to Ian Hastings and Peter Mitchell will be voluntarily escrowed for a period of 12 months from the date of issue;
- (c) the Shares will be issued for free as consideration for Mr Hastings and Mr Mitchell being appointed to the Board and to secure the commitment of Mr Hastings and Mr Mitchell to the continued growth of the Company.

The Board considers that the issue of Shares to Mr Hastings and Mr Mitchell constitute valid consideration for work to be performed for the Company. The Company acknowledges that the grant of Shares to Mr Hastings and Mr Mitchell is contrary to recommendation 9.3 of the ASX Good Corporate Governance and Best Practice Recommendations. However the Board considers the grant of the Shares to be reasonable in the circumstances, given the necessity to attract the highest calibre of professionals to the Company, whilst maintaining the Company's cash reserves;

- (d) the Shares will be issued not later than 1 month after the date of this meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules) and it is anticipated that the Shares will be issued on one date;
- (e) as at the date of this Notice of Meeting the latest trading price of Shares on ASX was \$0.06. Therefore the total value of the Shares to be issued to Mr Hastings is \$60,000 and Mr Mitchell is \$60,000; and
- (f) no funds will be raised from the issue of the Shares.

3.4 Chapter 2E of the Corporations Act

Under Chapter 2E of the Corporations Act, a public company cannot give a "financial benefit" to a "related party" unless one of the exceptions to the section apply or Shareholders have in a general meeting approved the giving of that financial benefit to the related party.

Subject to the Company raising a minimum of \$4,200,000 pursuant to the Share Placement and their subsequent appointment to the Board, Mr Hastings and Mr Mitchell will be "related parties" of the Company as defined under the Corporations Act by virtue of being Directors of the Company. Furthermore, the issue of Shares constitutes "giving a financial benefit".

It is the view of the Directors that the exceptions under the Corporations Act to the provision of financial benefits to related parties may not apply in the current circumstances.

Accordingly, the issue of Shares to Mr Hastings and Mr Mitchell requires Shareholder approval.

3.5 Technical Information Required by Sections 217 To 227 of the Corporations Act

In accordance with the requirements of Chapter 2E of the Corporations Act and in particular, Sections 217 to 227 of the Corporations Act, the following information is provided to allow Shareholders to assess the proposed issue of the Shares:

- (a) the related parties to whom the financial benefit will be given are Mr Ian Hastings and Mr Peter Mitchell;
- (b) the maximum number of Shares (being the nature of the financial benefit being provided) to be issued to Mr Hastings and Mr Mitchell is as follows:
 - (i) 1,000,000 Shares to Mr Ian Hastings; and
 - (ii) 1,000,000 Shares to Mr Peter Mitchell.
- (c) no funds will be raised from the issue of the Shares;

- (d) Mr Hastings and Mr Mitchell currently have an interest in the following securities in the Company:

	Shares	Options
Ian Hastings	1,287,500*	Nil
Peter Mitchell	93,357	Nil

* Ian Hastings has a relevant interest in these Shares. 807,500 Shares are held by Tomik Nominees Pty Ltd (a company of which Mr Hastings is the sole director and shareholder) and 480,000 Shares are held by Ascot Securities Pty Ltd (a company of which Mr Hastings is a director and Tomik Nominees Pty Ltd is a shareholder).

- (e) in the 12 months before the date of this Notice of Meeting the highest, lowest and latest trading price of Shares on ASX are as set out below:

Highest	\$0.16 19 July 2007
Lowest	\$0.062 10 July 2008
Last	\$0.063 15 July 2008

- (f) if Shareholders approve the issue of Shares to Mr Hastings and Mr Mitchell, the effect will be to dilute the shareholding of existing Shareholders by approximately 1.78% (assuming Resolutions 1 to 4 are passed and the Company raises a minimum of \$4,200,000 pursuant to the Share Placement and issues 70,000,000 Shares as a result);

- (g) if Resolutions 3 and 4 are passed a total of 2,000,000 Shares would be allotted and issued to Mr Hastings and Mr Mitchell. This will increase the number of Shares on issue from 110,212,957 to 112,212,957 (assuming that no other Options are exercised and no other Shares are issued other than those the Subject of Resolutions 1 to 4 and on the further assumption that the Company raises a minimum of \$4,200,000 pursuant to the Share Placement and issues 70,000,000 Shares as a result) with the effect that the shareholding of existing Shareholders would be diluted as follows:

Related Party	Issued Shares as at the date of this Notice of Meeting	Shares to be issued pursuant to Resolutions 3 and/or 4 (as applicable)	Issued Shares held upon issue of Shares the subject of Resolutions 3 and/or 4 (as applicable)	Dilutionary effect upon issue of Shares the subject of Resolutions 3 and/or 4 (as applicable)
Ian Hastings	1,287,500	1,000,000	2,287,500	0.9%
Peter Mitchell	93,357	1,000,000	1,093,357	0.9%
TOTAL	1,380,857	2,000,000	3,380,857	1.8%

- (h) the primary purpose of the issue of the Shares is to allow the Company to provide cost effective consideration to Mr Hastings and Mr Mitchell to secure the commitment of Mr Hastings and Mr Mitchell to the continued growth of the Company. Given this purpose, the Directors do not consider

that there are any significant opportunity costs to the Company or benefits forgone by the Company in issuing the Shares upon the terms proposed;

- (i) The Directors are not aware of any other information that would be reasonably required by Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass Resolutions 3 and 4. The other Directors, recommend that Shareholders grant approval to Resolutions 3 and 4.

4. ENQUIRIES

Shareholders are required to contact Carol New on (+ 61 8) 9320 5220 if they have any queries in respect of the matters set out in these documents.

GLOSSARY

\$ means Australian dollars.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited.

ASX Listing Rules means the Listing Rules of ASX.

Board means the current board of directors of the Company.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Company means 3D Resources Limited (ACN 120 973 775).

Constitution means the Company's constitution.

Corporations Act means the Corporations Act 2001 (Cth).

Directors means the current directors of the Company.

Explanatory Statement means the explanatory statement accompanying the Notice of Meeting.

General Meeting means the meeting convened by the Notice of Meeting.

Notice of Meeting or **Notice of General Meeting** means this notice of general meeting including the Explanatory Statement.

Option means an option to acquire a Share with the terms and conditions set out in Schedule 1.

Optionholder means a holder of an Option as the context requires.

Resolutions means the resolutions set out in the Notice of Meeting, or any one of them, as the context requires.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a holder of a Share.

WST means Western Standard Time as observed in Perth, Western Australia.

SCHEDULE 1 – TERMS AND CONDITIONS OF OPTIONS

The Options entitle the holder to subscribe for Shares on the following terms and conditions:

- (a) Each Option gives the Optionholder the right to subscribe for one Share. To obtain the right given by each Option, the Optionholder must exercise the Options in accordance with the terms and conditions of the Options.
 - (b) The Options will expire at 5:00 pm (WST) on that date which is 3 years after the date of issue (**Expiry Date**). Any Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
 - (c) The amount payable upon exercise of each Option will be \$0.06 (**Exercise Price**).
 - (d) The Options may only be exercised as follows:
 - (i) 6,000,000 of the Options may only be exercised if the average market price for Shares calculated over the 5 days on which sales in the Shares are recorded before the day on which the Options are exercised is equal to or more than \$0.15; and
 - (ii) 6,000,000 of the Options may only be exercised if the average market price for Shares calculated over the 5 days on which sales in the Shares are recorded before the day on which the Options are exercised is equal to or more than \$0.20.
 - (e) The Options will be escrowed for a period of 6 months from the date of issue.
 - (f) The Options held by each Optionholder may be exercised in whole or in part, and if exercised in part, multiples of 1,000 must be exercised on each occasion.
 - (g) An Optionholder may exercise their Options by lodging with the Company, before the Expiry Date:
 - (i) a written notice of exercise of Options specifying the number of Options being exercised; and
 - (ii) a cheque or electronic funds transfer for the Exercise Price for the number of Options being exercised;
- (Exercise Notice).**
- (h) An Exercise Notice is only effective when the Company has received the full amount of the Exercise Price in cleared funds.
 - (i) Within 10 Business Days of receipt of the Exercise Notice accompanied by the Exercise Price, the Company will allot the number of Shares required under these terms and conditions in respect of the number of Options specified in the Exercise Notice.
 - (j) The Options are transferable.
 - (k) All Shares allotted upon the exercise of Options will upon allotment rank pari passu in all respects with other Shares.
 - (l) The Company will not apply for quotation of the Options on ASX. However, The Company will apply for quotation of all Shares allotted pursuant to the exercise of Options on ASX within 10 Business Days after the date of allotment of those Shares.

- (m) If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.
- (n) There are no participating rights or entitlements inherent in the Options and Optionholders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options. However, the Company will ensure that for the purposes of determining entitlements to any such issue, the record date will be at least 7 Business Days after the issue is announced. This will give Optionholders the opportunity to exercise their Options prior to the date for determining entitlements to participate in any such issue.
- (o) An Option does not confer the right to a change in exercise price or a change in the number of underlying securities over which the Option can be exercised.

PROXY FORM

APPOINTMENT OF PROXY
3D RESOURCES LIMITED
ACN 120 973 775

GENERAL MEETING

I/We

being a member of 3D Resources Limited entitled to attend and vote at the General Meeting, hereby

Appoint

Name of proxy

OR

Mark this box if you wish to appoint the Chair of the General Meeting as your proxy

or failing the person so named or, if no person is named, the Chair of the General Meeting, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, as the proxy sees fit, at the General Meeting to be held at 3.00 pm (WST), on 18 August 2008 at the Terrace Room, Somerset, 185 St Georges Terrace, Perth, Western Australia, and at any adjournment thereof.

If no directions are given, the Chair will vote in favour of all the Resolutions.

Voting on Business of the General Meeting

	FOR	AGAINST	ABSTAIN
Resolution 1 – Placement of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 – Placement of Shares and Options to Ascot Securities Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 – Issue of Shares to Ian Hastings	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 – Issue of Shares to Peter Mitchell	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

OR

If the Chair of the General Meeting is appointed as your proxy, or may be appointed by default, and you do **not** wish to direct your proxy how to vote as your proxy in respect of Resolutions 1 to 4 please place a mark in this box.

By marking this box, you acknowledge that the Chair of the General Meeting may exercise your proxy even if he has an interest in the outcome of Resolutions 1 to 4 and that votes cast by the Chair of the General Meeting for Resolutions 1 to 4 other than as proxy holder will be disregarded because of that interest. If you do not mark this box, and you have not directed your proxy how to vote, the Chair will not cast your votes on Resolutions 1 to 4 and your votes will not be counted in calculating the required majority if a poll is called on Resolutions 1 to 4.

If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not to be counted in computing the required majority on a poll.

If two proxies are being appointed, the proportion of voting rights this proxy represents is

Signed this _____ day of _____ 2008 _____%

By:

Individuals and joint holders

Companies (affix common seal if appropriate)

3D RESOURCES LIMITED
ACN 120 973 775

Instructions for Completing 'Appointment of Proxy' Form

1. A member entitled to attend and vote at a General Meeting is entitled to appoint not more than two proxies to attend and vote on a poll on their behalf. The appointment of a second proxy must be done on a separate copy of the Proxy Form. Where more than one proxy is appointed, such proxy must be allocated a proportion of the member's voting rights. If a member appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half the votes. A duly appointed proxy need not be a member of the Company.
2. Where a member's holding is in one name the holder must sign. Where the holding is in more than one name, all members should sign.
3. Where a Proxy Form or form of appointment of corporate representative is lodged and is executed under a power of attorney, the power of attorney must be lodged in like manner as this Proxy Form.
4. Corporate members should comply with the execution requirements set out on the Proxy Form or otherwise with the provisions of Section 127 of the Corporations Act. Section 127 of the Corporations Act provides that a company may execute a document without using its common seal if the document is signed by:
 - 2 directors of the company;
 - a director and a company secretary of the company; or
 - for a proprietary company that has a sole director who is also the sole company secretary – that director.

For the Company to rely on the assumptions set out in Section 129(5) and (6) of the Corporations Act, a document must appear to have been executed in accordance with Section 127(1) or (2). This effectively means that the status of the persons signing the document or witnessing the affixing of the seal must be set out and conform to the requirements of Section 127(1) or (2) as applicable. In particular, a person who witnesses the affixing of a common seal and who is the sole director and sole company secretary of the company must state that next to his or her signature.

5. Completion of a Proxy Form will not prevent individual members from attending the General Meeting in person if they wish. Where a member completes and lodges a valid Proxy Form and attends the General Meeting in person, then the proxy's authority to speak and vote for that member is suspended while the member is present at the General Meeting.
6. To vote by proxy, please complete and sign the enclosed Proxy Form and return by:
 - (a) post to 3D Resources Limited, 6th Floor, 189 St Georges Terrace, PERTH, WA 6000; or
 - (b) facsimile to the Company on facsimile number +61 8 9481 6343,

so that it is received not later than 3.00 pm (WST) on 16 August 2008.

Proxy forms received later than this time will be invalid.