3D RESOURCES LIMITED
ACN 120 973 775

Level 6, 189 St Georges Terrace, Perth WA 6000
PO Box 7323 Cloisters Square, Perth WA 6850
Telephone: (08) 9320 5220 Facsimile: (08) 9481 6343

3 August 2009

The Company Announcements Platform
Australian Securities Exchange

Non-Renounceable Entitlement Issue

The Board of Directors of 3D Resources Limited (**Company**) is pleased to announce that it intends to proceed with a non-renounceable entitlement issue of up to approximately 24,106,478 Shares at an issue price of $0.01 each, on the basis of one (1) Share for every four (4) Shares held on the record date, to raise approximately $241,064 (**Offer**).

Attached to this ASX announcement is a copy of the offer document relating to the Offer (**Offer Document**) and an Appendix 3B in respect of the Offer.

An offer document relating to the Offer (**Offer Document**) will be sent to eligible Shareholders after the record date.

Event	**Date**
Announcement of Offer and Appendix 3B	**3 August 2009**
Cleansing notice and Offer Document lodged with ASX	**3 August 2009**
Notice sent to security holders	**4 August 2009**
Ex date (date from which securities commence trading without the entitlement to participate in the Rights Issue)	**7 August 2009**
Record date (date for determining entitlements of eligible shareholders to participate in the Rights Issue)	**13 August 2009**
Offer Document dispatched to Shareholders (expected date of dispatch of Offer Document, entitlement and acceptance forms)	**14 August 2009**
Offer opens	**14 August 2009**
Closing date* **5pm (WST)**	**28 August 2009**
Dispatch holding statements **	**7 September 2009**

* Subject to the Listing Rules, the Directors reserve the right to extend the Closing Date for the Offer at their discretion. Should this occur, the extension will have a consequential effect on the anticipated date of issue for the Shares.

** These dates are indicative only.

Use of Funds

The proceeds raised under the Offer will be used to meet the expenses of the Offer, with the remainder to be used for general working capital. The proposed use of funds is a "best estimate" only. It is important to recognise that the use of funds may be subject to change in line with results, circumstances and other opportunities.

The Company hereby confirms that (as per the requirements of paragraph 708AA(2)(f) of the Corporations Act):

(a) the Company will offer the Shares for issue without disclosure to investors under Part 6D.2 of the Act;

(b) the Company is providing this notice under paragraph 2(f) of section 708AA of the Act;

(c) as at the date of this announcement, the Company has complied with the provisions of Chapter 2M of the Act as they apply to the Company;

(d) as at the date of this announcement, the Company has complied with section 674 of the Act; and

(e) as at the date of this announcement, there is no information:

    (i) that has been excluded from a continuous disclosure notice in accordance with the ASX Listing Rules; and

    (ii) that investors and their professional advisers would reasonably require for the purpose of making an informed assessment of:

        (A) the assets and liabilities, financial position and performance, profits and losses and prospects of the Company; or

        (B) the rights and liabilities attaching to the Shares.

Yours sincerely

Ian Richer

Ian Richer
Chairman
3D Resources Limited

3D RESOURCES LIMITED
ACN 120 973 775

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Telephone: (08) 9320 5220 Facsimile: (08) 9481 6343

4 August 2009

Dear Shareholder

NON-RENOUNCEABLE ENTITLEMENT ISSUES

3D Resources Limited (**Company**) has announced to ASX Limited (**ASX**) a non-renounceable entitlement issue on the basis of one (1) share for every four (4) shares held by shareholders at an issue price of $0.01 per share to raise approximately $241,064 (**Offer**).

The entitlement issue will result in the issue of approximately 24,106,478 new shares in the Company.

The Offer is fully underwritten by Ascot Securities Pty Ltd for an underwriting fee of 8%.

The Rights Issue Offer document relating to this issue has been lodged with the ASX and is available on the ASX website at www.asx.com.au for inspection. The timetable and important dates of the issue are set out below:

Lodgement of Entitlements Issue Offer document	3 August 2009
Notice sent to Shareholders	4 August 2009
Ex Date	7 August 2009
Record Date for determining Shareholder entitlements	13 August 2009
Offer document despatched to Shareholders	14 August 2009
Offer Opening Date	14 August 2009
Closing Date of Offer (5PM WST)	28 August 2009
Securities quoted on a deferred settlement basis	31 August 2009
Notify ASX of under-subscriptions	1 September 2009
Despatch date/Securities entered into Shareholders' security holdings	7 September 2009

The purpose of the Offer is to raise approximately $241,064 and the funds raised will be used for general working capital and expenses of the Offer.

The capital structure of the Company on completion of the Offer will be as follows:

Shares

	Number
Shares on issue at date of Rights Issue Offer	96,425,914
Shares offered pursuant to the Offer	24,106,478
Total Shares on issue after completion of the Offer	**120,532,392**

Options

	Number
Unquoted exercisable at $0.20 on or before 31 August 2009	3,750,000
Unquoted exercisable at $0.25 on or before 31 August 2009	1,750,000
Unquoted exercisable at $0.30 on or before 31 August 2009	1,000,000
Unquoted exercisable at $0.15 on or before 31 December 2009	500,000
Unquoted exercisable at $0.25 on or before 31 December 2009	100,000
Unquoted exercisable at $0.25 on or before 31 December 2010	1,500,000
Unquoted exercisable at $0.20 on or before 31 July 2010	331,944
Total Options on issue after completion of the Offer	**8,931,944**

The offer under the Entitlements Issue Offer document is made to Shareholders with registered addresses in Australia and New Zealand. Overseas shareholders should contact their financial advisor with any queries.

Full details of the issue will be contained in the Offer document that will be mailed to all shareholders who are registered on the record date. Shareholders eligible to participate should read the Entitlements Issue Offer document carefully.

Yours faithfully

IAN RICHER
CHAIRMAN
3D RESOURCES LIMITED

3D RESOURCES LIMITED
ABN 15 120 973 775

OFFER DOCUMENT

For a non-renounceable pro rata entitlement issue to Shareholders of 24,106,478 New Shares at an issue price of $0.01 per Share on the basis of one New Share for every four Shares held by Shareholders registered at 5.00pm (WST) on 13 August 2009 to raise $241,064 before issue costs

Underwriter

Ascot Securities Pty Ltd

ABN 45 075 902 206

Important Notice

This document is not a prospectus. This document does not contain all of the information that an investor may require in order to make an informed investment decision regarding the New Shares offered by this document.

This document should be read in its entirety. If after reading this Offer Document you have any questions about the New Shares being offered under this Offer Document then you should consult your stockbroker, accountant or other professional adviser.

The New Shares offered by this Offer Document should be considered as speculative.

The Offer opens on 14 August 2009 and closes at 5:00pm WST on 28 August 2009. Valid acceptances must be received before that time.

IMPORTANT NOTES

This Offer Document is dated 3 August 2009 and is for a entilements issue of continuously quoted securities (as defined in the Corporations Act) of the Company. The Issue under this Offer Document falls within section 708AA of the Corporations Act and does not require disclosure. Accordingly, the level of disclosure in this Offer Document is significantly less than that required under a prospectus and Eligible Shareholders should rely on their own knowledge of the Company, refer to disclosures made by the Company to ASX and consult their professional advisers before deciding whether to accept the Offer.

No person is authorised to give information or to make any representation in connection with this Offer Document which is not contained in the Offer Document. Any information or representation not so contained may not be relied on as having been authorised by the Company in connection with this Offer Document.

Eligible Shareholders will receive an Application Form with this Offer Document. The Offer may only be accepted by Eligible Shareholders and does not constitute an offer in any place in which or to any person to whom, it would be unlawful to much such an offer.

This Offer Document including each of the documents attached to it and which form part of this Offer Document is important and should be read in its entirety prior to making an investment decision. If you do not fully understand this Offer Document or are in any doubt as to how to deal with it, you should consult your professional adviser.

If you complete an Application Form, you will be providing personal information to the Company (directly or by the Company's share registry). The Company collects, holds and will use that information to assess your application, service your needs as a Shareholder, facilitate distribution payments and corporate communications to you as a Shareholder and carry out administration. The information may also be used from time to time and disclosed to persons inspecting the register, bidders for your securities in the context of takeovers, regulatory bodies, including the Australian Taxation Office, authorised securities brokers, print service providers, mail houses and the Company's share registry.

You can access, correct and update the personal information that we hold about you. Please contact the Company or its registry if you wish to do so at the relevant contact numbers set out in this Offer Document.

Collection, maintenance and disclosure of certain personal information is governed by legislation including the Privacy Act 1988 (Cth) (as amended), the Corporations Act and certain rules such as the SCH Business Rules. You should note that if you do not provide the information required on the Application Form, the Company may not be able to accept or process your application.

CONTENTS

1 CHAIRMAN'S LETTER

Dear Shareholder,

3D Resources Ltd. ("3D" or "the Company") has continued to progress its restructure since the Company undertook an entitlement offer in April 2009, which raised enough capital for the Company to review its existing projects and seek new ones.

Since that time the Company has held discussions and negotiations with several parties, aimed at seeking an outright Sale or Joint Venture partner, for its Mt. Angelo/Halls Creek Copper/lead/Zinc/gold/Silver project, and is optimistic that this process may be completed in the near future. The Mt Angelo project is located in the Koongie Park formation near Halls Creek in Western Australia, an area of renewed exploration interest in recent times. The Company is in the process of disposing of the remaining East Kimberly prospects.

The Company has also started the process of disposing of its Mt. Padbury and Mt Agnes Gold/Copper projects, and has commenced discussions with a number of parties.

The Company is continuing to review its Cosmo Newberry interests, and continuing negotiation for access to the ground. The Company is also discussing with several parties the possibility of a mutually beneficial joint venture.

As the Company raised minimal capital in the last entitlement issue in April 2009, to avoid unnecessary dilution, the Directors consider that it is now necessary to undertake a further capital raising to complete the restructuring process. To that end the Company is evaluating or pursuing several possible projects with the view to re-establishing itself as a junior explorer.

To enable all Shareholders to participate equally if they wish to do so, the Board has decided to undertake this non-renounceable entitlements issue, pursuant to which each Shareholder shall be entitled to take up one new Share for each four Shares held at the Record Date. The Issue is fully underwritten.

The Board recommends this Issue which it considers will raise essential capital for the continuation of the Company's restructure which is an essential part of its future. The Board would also like to take this opportunity to thank Shareholders for their past support.

Yours sincerely,

Ian Richer
Chairman

3 August 2009

2 CORPORATE DIRECTORY

Directors
Ian Richer (Chairman)
John Chegwidden (Non-Executive Director)
John Georgiopoulos (Non-Executive Director)

Company Secretary (Joint)
Carol New
John Chegwidden

Principal and Registered Office
Level 6
189 St Georges Terrace
Perth WA 6000
Postal Address
PO Box 7323
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Perth WA 6850

Telephone:	+61 8 9320 5260
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Email:	info@3dresources.com.au
Website:	www.3dresources.com.au

Auditor
Rix Levy Fowler
Level 1
12 Kings Park Road
West Perth WA 6008

Solicitor
Steinepreis Paganin
Lawyers and Consultants
Level 4, The Read Buildings
16 Milligan Street
Perth WA 6000

Share Register
Computershare Investor Services Pty Ltd
Level 2, Reserve Bank Building
45 St George's Terrace
PERTH WA 6000
Telephone 1 300 307 518
Facsimile (08) 9323 2033

ASX Code
DDD

3 DETAILS OF THE OFFER

3.1 Introduction

The Company is making a non-renounceable pro rata entitlement offer to Shareholders of 24,106,478 New Shares on the basis of one New Share for every four Shares held as at the Record Date at an issue price of $0.01 each to raise $241,064 before issue costs.

The number of New Shares to which you are entitled is calculated as at the Record Date and is shown on the Application Form which accompanies this Offer Document.

The Directors may at any time in conjunction with the Underwriter decide to withdraw this Offer Document and the offer of New Shares made under this Offer Document in which case the Company will return all application monies (without interest) within 28 days of giving such notice of withdrawal.

The Company intends to apply the funds raised from the Offer towards:

Funds Usage	**Amount ($)**
Working Capital	201,064
Costs of Offer	40,000
TOTAL	241,064

As at the Record Date, the Company has on issue 96,425,914 Shares and 8,931,944 Options. An additional 24,106,478 New Shares will be issued under the Offer.

3.2 Underwriting

The Issue is fully underwritten by the Underwriter. A summary of the Underwriting Agreement is set out in section 5.2. Subject to the terms of the Underwriting Agreement, the Underwriter will subscribe for the New Shares which have not been accepted under the Issue.

3.3 Timetable for the Issue

Announcement and Application to ASX for official quotation of the New Shares	3 August2009
Cleansing notice and Offer Document lodged with ASX	3 August2009
Ex Date	7 August 2009
Record Date	13 August 2009
Dispatch of Offer Document and Application Form	14 August 2009
Offer Opening Date	14 August 2009
Closing Date for acceptance and payment (5 p.m. WST)	28 August 2009
Statements for New Shares despatched	7 September 2009

The Company, in conjunction with the Underwriter, reserves the right to vary the above dates, subject to the Corporations Act and Listing Rules.

3.4 No Rights Trading

The rights to the New Shares pursuant to the Issue are non-renounceable. Accordingly, there will be no trading of these rights. If you do not take up your Entitlement the Offer to you will lapse and the New Shares will be dealt with by the Underwriter.

3.5 Acceptances and Entitlements

The Entitlement of Eligible Shareholders to participate in the Offer will be determined on the Record Date. Your Entitlement is shown on the Application Form accompanying this Offer Document.

This Offer may be accepted in whole or in part prior to the Closing Date subject to the rights of the Company and the Underwriter to extend the Offer period or close the Offer early.

Fractional entitlements or allocations (as the case may be) to New Shares will be rounded up to the nearest whole number. Acceptance cannot exceed your Entitlement as shown on the Application

Form. If it does, acceptance will be deemed to be for your maximum Entitlement and any surplus subscription funds will be returned.

3.6 ASX listing

Application for official quotation by ASX of the New Shares offered pursuant to this Offer Document will be made within 7 days after the date of this Offer Document. If approval is not obtained from ASX before the expiration of 3 months after the date of this Offer Document (or such period as varied by the ASIC) the Company will not issue any New Shares and will repay all application monies for the New Shares within the time prescribed under the Corporations Act, without interest.

The fact that ASX may grant official quotation to the New Shares is not to be taken in any way as an indication of the merits of the Company or the New Shares now offered for subscription.

3.7 CHESS

The Company will apply to ASX to participate in CHESS, for those investors who have, or wish to have, a sponsoring stockbroker. Investors who do not wish to participate through CHESS will be issuer sponsored by the Company. Because the sub-registers are electronic, ownership of securities can be transferred without having to rely upon paper documentation.

Electronic registers mean that the Company will not be issuing certificates to investors. Instead, investors will be provided with a statement (similar to a bank account statement) that sets out the number of New Shares allotted to them under this Offer Document. The notice will also advise holders of their Holder Identification Number (**HIN**) and explain, for future reference, the sale and purchase procedures under CHESS and issuer sponsorship.

Further monthly statements will be provided to holders if there have been any changes in their security holding in the Company during the preceding month.

3.8 Action required by Shareholders

(a) Acceptance in Full
If you wish to take up all of your Entitlement, please complete the Application Form and forward it, together with your cheque for the amount shown, to the address shown below by 5.00pm (WST) on the Closing Date.

(b) Partial Acceptance
If you wish to take up part of your Entitlement, please complete the Application Form by inserting the number of New Shares for which you wish to accept and forward it with your cheque for the total amount payable (at $0.01 per New Share) to the address shown below by 5.00pm (WST) on the Closing Date.

(c) Non Acceptance
If you do not wish to take up any part of your Entitlement you are not required to take any action.

If you have any queries concerning your Entitlement, please contact:

Rodney Edwards
Ascot Securities Pty. Ltd
Tel: {03) 8686 5788 **Fax**: (03) 8686 5790

3.9 Cheques

Cheques should be made payable to 3D Resources Limited Share Offer, marked "Not Negotiable" and sent to Computershare Investor Services Pty Ltd at GPO Box D182, Perth WA 6840.

3.10 Rights and Liabilities attaching to New Shares

The New Shares will rank equally in respect of dividends and have the same rights in all other respects (eg voting, bonus issues) as Shares.

Full details of the rights and liabilities attaching to Shares are set out in the Company's Constitution, a copy of which is available for inspection at the Company's registered office during normal business hours.

3.11 No Offer to Overseas Shareholders

No Offer is being made to Eligible Shareholders resident outside Australia and New Zealand. The Company has determined that it would be unreasonable to make the Offer of New Shares to Non-participating Shareholders having regard to the number of Non-participating Shareholders, the number and value of the New Shares that would otherwise be offered and the costs in complying with the legal and regulatory requirements of those jurisdictions. No action has been taken to comply with legal and regulatory requirements of jurisdictions outside Australia and New Zealand to permit an offer of the New Shares in any jurisdiction outside Australia and New Zealand.

The Company will send a copy of this Offer Document to each Non-participating Shareholder in order to inform all Non-participating Shareholders that the Offer is not being made to them.

New Shares to which any Eligible Shareholders who are not resident in Australia or New Zealand would otherwise be entitled will form part of the Shortfall issued to the Underwriter or the Sub-Underwriters (or alternatively may be placed at the discretion of the Directors in the event that the Underwriting Agreement is terminated).

This Offer Document and accompanying Entitlement and Acceptance Form do not, nor are they intended to, constitute an offer in any place in which, or to any person to whom, it would not be lawful to make such an offer.

3.12 Taxation implications

The Directors do not consider it appropriate to give Shareholders advice regarding the taxation consequences of subscribing for New Shares under this Offer Document. The Company, its advisers and its officers do not accept any responsibility or liability for any such taxation consequences to Shareholders.

Shareholders should consult their professional tax adviser in connection with subscribing for New Shares under this Offer Document.

4 RISK FACTORS

An investment in New Shares should be regarded as speculative. In addition to the general risks applicable to all investments in listed securities, the following is a summary of specific risks associated with an investment in the Company:

4.1 Economic Risks

General economic conditions, movements in interest and inflation rates and currency exchange rates may have an adverse effect on the Company's exploration, development and future production activities, as well as on its ability to fund those activities.

4.2 Security Investments

Mineral exploration and mining are speculative operations that may be hampered by circumstances beyond the control of the Company. Profitability depends on successful exploration and/or acquisition of reserves, design and construction of efficient processing facilities, competent operation and management and proficient financial management.

Exploration in itself is a speculative endeavour, while mining operations can be hampered by force majeure circumstances and cost overruns for unforseen events.

4.3 Exploration and Evaluation Risks

The success of the Company depends on the delineation of economically minable reserves and resources, access to required development capital, movement in the price of commodities, securing and maintaining title to the Company's exploration and mining tenements and obtaining all consents and approvals necessary for the conduct of its exploration activities.

Exploration on the Company's existing exploration and mining tenements may be unsuccessful, resulting in a reduction of the value of those tenements, diminution in the cash reserves of the Company and possible relinquishment of the exploration and mining tenements.

4.4 Commodity Price and Exchange Rate Risks

To the extent the Company is involved in mineral production the revenue derived through the sale of commodities may expose the potential income of the Company to commodity price and exchange rate risks. Commodity prices fluctuate and are affected by many factors beyond the control of the Company. Such factors include supply and demand fluctuations for precious and base metals, technological advancements, forward selling activities and other macro-economic factors.

Furthermore, international prices of various commodities are denominated in United States dollars, whereas the income and expenditure of the Company are and will be taken into account in Australian currency, exposing the Company to the fluctuations and volatility of the rate of exchange between the United States dollar and the Australian dollar as determined in international markets.

4.5 Environmental Risks

The operations and proposed activities of the Company are subject to State and Federal laws and regulation concerning the environment. As with most exploration projects and mining operations, the Company's activities are expected to have an impact on the environment, particularly if advanced exploration or mine development proceeds. The Company's attempts to conduct its activities to the highest standard of environmental obligation, including compliance with all environmental laws.

4.6 Native Title and Title Risks

Interests in tenements in Australia are governed by the respective State legislation and are evidenced by the granting of licences or leases. Each licence or lease is for a specific term and carries with it annual expenditure and reporting commitments, as well as other conditions requiring compliance. Consequently, the Company could lose title to or its interest in tenements if licence conditions are not met or if insufficient funds are available to meet expenditure commitments.

It is also possible that, in relation to tenements which the Company has an interest in or will in the future acquire such an interest, there may be areas over which legitimate common law native title rights of Aboriginal Australians exist. If native title rights do exist, the ability of the Company to gain access to tenements (through obtaining consent of any relevant landowner), or to progress from the exploration phase to the development and mining phases of operations may be affected.

The Directors closely monitor the potential effect of native title claims involving tenements in which the Company has or may have an interest.

4.7 Joint Venture Parties, Agents and Contractors

The Directors are unable to predict the risk of financial failure or default by a participant in any joint venture to which the Company is or may become a party or the insolvency or managerial failure by any of the contractors used by the Company in any of its activities or the insolvency or other managerial failure by any of the other service providers used by the Company for any activity.

4.8 Future Capital Requirements

The Company's activities will require substantial expenditures. There can be no assurances that the Company will have sufficient capital resources, or that it will be able to obtain additional resources on terms acceptable to the Company or at all. Any additional equity financing may be dilutive to shareholders and any debt financing if available may involve restrictive covenants, which limit the Company's operations and business strategy.

The Company's failure to raise capital if and when needed could delay or suspend the Company's business strategy and could have a material adverse effect on the Company's activities.

4.9 Potential Acquisitions

As part of its business strategy, the Company may make acquisitions of or significant investments in companies, products, technologies or resource projects. Any such future transactions would be accompanied by the risks commonly encountered in making acquisitions of companies, products, technologies or resource projects.

4.10 Resource Estimations

Resource estimates are expressions of judgment based on knowledge, experience and resource modelling. As such, resource estimates are inherently imprecise and rely to some extent on interpretations made. Despite employing qualified professionals to prepare resource estimates, such estimates may nevertheless prove to be inaccurate. Furthermore, resource estimates may change over time as new information becomes available. Should the Company encounter mineralisation or geological formations different from those predicted by past drilling, sampling and interpretations, resource estimates may need to be altered in a way that could adversely affect the Company’s operations.

4.11 Reliance on Key Personnel

The Company’s success depends largely on the core competencies of its directors and management, and their familiarisation with, and ability to operate, in the metals and mining industry and the Company’s ability to retain its key executives.

5 ADDITIONAL INFORMATION

5.1 Disclosing Entity and Enhanced Disclosure Securities

The Company is a disclosing entity for the purposes of the Corporations Act and its Shares are enhanced disclosure securities quoted on ASX, and as such are subject to regular reporting and disclosure obligations.

This Offer Document is intended to be read in conjunction with the publicly available information in relation to the Company which has been notified to ASX and does not include information that would be included in a disclosure document or which investors ought to have regard to in decided whether to subscribe for New Shares under the Offer. Investors should therefore have regard to the other publicly available information in relation to the Company before making a decision whether or not to invest.

Copies of the Company's announcements can be obtained from www.asx.com.au or www.3dresources.com.au.

5.2 Underwriting Agreement

On 31 July 2009, the Company has entered into an Underwriting Agreement with Ascot Securities Pty Ltd (**Underwriter**) (**Underwriting Agreement**). The Underwriter’s major shareholder currently holds 11,578,485 Shares, being 12% of the issued share capital of the Company. The Underwriter does not have a direct holding in the Company.

Pursuant to the Underwriting Agreement, the Underwriter will be entitled to an underwriting fee equalling 8% of the amount raised under the Offer.

The Underwriting Agreement provides that the Underwriter may terminate the Underwriting Agreement and be relieved of its obligations if certain events occur, which are usual and appropriate for agreements of this nature in the circumstances.

The Underwriter has entered into Sub-Underwriting Agreements with various Sub-Underwriters (including Rockdale Capital Pty Ltd which is a company associated with Mr John Georgiopoulos (a Director of the Company) to sub-underwrite 100% of the Offer (in the amounts set out below). The terms of the Sub-Underwriting Agreements are that a fee of 1% will be payable to the Sub-Underwriters in consideration for the sub-underwriting with no one Sub-Underwriter taking above 20% of the Shortfall, and the Underwriter taking 0% of the Shortfall.

Sub-Underwriter	**Sub-Underwritten Shares**	**Sub-Underwritten Amount**
Non-Director Third Parties *	19,106,478	$191,064
Rockdale Capital Pty Ltd (a company associated with Mr John Georgiopoulos a Director of the Company and a current Shareholder of the Company)	5,000,000	$50,000
Total	**24,106,478**	**$241,064**

* The Directors wish to advise that while some of the Non-Director Third Parties that are Sub-Underwriters to the Offer are current Shareholders, following the issue of the Underwritten Shares neither Rockdale Capital Pty Ltd or any of the Non-Director Third Parties will hold more than 20% of the issued capital of the Company. Therefore, as a result of the sub-underwriting of 100% of the Offer, the interest the Underwriter currently has in the Company will not increase as a result of the underwriting of the Offer.

As Rockdale Capital Pty Ltd is a company associated with Mr John Georgiopoulos a Director of the Company, to comply with the requirement to fully disclose Rockdale Capital Pty Ltd's potential voting power in the Company (and the effect of the sub-underwriting by Rockdale Capital Pty Ltd), the table below sets out various scenarios to indicate the effect on the Company's shareholding depending on the Shortfall (if any). The potential maximum increase in the voting power of Rockdale Capital Pty Ltd is set out below (100% Shortfall) and will only occur if no Shareholders take up their Entitlement under the Offer.

As detailed above, as at the date of this Offer Document, the Underwriter has a relevant interest (through its major shareholder) in 11,578,485 Shares and has indicated that it will subscribe for its Entitlement under the Offer. However, as the Offer is fully underwritten and the Sub-Underwriters will take up 100% of any Shortfall, the Underwriter's interest will not increase above 20% as a result of the Offer.

As at the date of this Offer Document, Rockdale Capital Pty Ltd (a company associated with Mr. John Georgiopoulos (a Director of the Company) has a relevant interest in 2,394,430 Shares and has indicated that it will subscribe for its Entitlement under the Offer.

	Holding as at the date of the Offer Document	Shares to be issued to Rockdale Capital Pty Ltd as a result of their Entitlement (Entitlement Shares)	After issue of Shares to Rockdale Capital Pty Ltd assuming 100% Shortfall (including any Entitlement Shares)	After issue of Shares to Rockdale Capital Pty Ltd assuming 75% Shortfall (including any Entitlement Shares)	After issue of Shares to Rockdale Capital Pty Ltd assuming 50% Shortfall (including any Entitlement Shares)	After issue of Shares to Rockdale Capital Pty Ltd assuming 25% Shortfall (including any Entitlement Shares)
Number of Shares held by Rockdale Capital Pty Ltd	**2,394,430**	**2,993,038**	**7,394,430**	**6,743,038**	**5,493,038**	**4,243,038**
Voting power of Rockdale Capital Pty Ltd in the Company	**2.5%**	**2.5%**	**6%**	**5.6%**	**4.6%**	**3.5%**

The number of Shares held by the Underwriter and the Sub-Underwriters and their voting power in the table above show the potential effect of the underwriting of the Offer. However, it is unlikely that no Shareholders will take up their Entitlement under this Offer. The underwriting obligations of the Underwriter and the Sub-Underwriters, and therefore voting power of the Sub-Underwriters, will reduce by a corresponding amount for the amount of Entitlements taken up by other Shareholders. In addition, the future pattern of shareholding of the Company will change depending on the take up of Entitlements of the other Shareholders.

Notwithstanding the potential effect of the underwriting detailed in the table above, the Underwriter has advised the Company that it has, or will, allocate the Shortfall to the Sub-Underwriters such that none of the Sub-Underwriters, individually, will have a voting power in the Company in excess of 20% after the issue of the Shortfall. Therefore, although the information detailed in this Section 5.2, sets out the hypothetical position of the Underwriter and Sub-Underwriters if they are required to subscribe for the Shortfall under the Offer, in practical terms, neither the Underwriter nor any of the Sub-Underwriters will obtain control of the Company as a result of the Underwriter (and Sub-Underwriters) underwriting the Offer.

5.3 Entitlement Issue Notice

The Company has lodged with ASX a notice in accordance with section 708AA Corporations Act which sets out, amongst other information, the effect of the Offer on the control of the Company, taking into account the identity and current shareholdings of the Sub-Underwriters to the Offer. This notice may be reviewed on the websites of the Company and ASX.

GLOSSARY

Application Form means the entitlement and acceptance form accompanying this Offer Document.

ASX means ASX Limited (ABN 51 008 624 691) or, where the context permits, the Australian Securities Exchange operated by ASX Limited.

Business Day means a day on which trading takes place on the stock market of ASX.

CHESS means ASX Clearing House Electronic Sub-registry System.

Closing Date means 28 August 2009, or such other date as may be determined by the Directors and the Underwriter under this Offer Document.

Company means 3D Resources Limited (ABN 15 120 973 775).

Constitution means the Company's Constitution as at the date of this Offer Document.

Corporations Act means the Corporations Act 2001 (Commonwealth).

Directors means directors of the Company at the date of this Offer Document.

Dollar or **$** means Australian dollars.

Eligible Shareholders means a Shareholder on the Record Date other than a Non-participating Shareholder.

Entitlement means the entitlement to subscribe for one (1) New Share for every four (4) Shares held by an Eligible Shareholder on the Record Date and **Entitlements** has a corresponding meaning.

Issue or **Offer** means the offer and issue of Securities under this Offer Document.

Listing Rules or **ASX Listing Rules** means the Listing Rules of the ASX.

New Share means a new Share proposed to be issued under this Offer.

Non-participating Shareholder means a Shareholder on the Record Date who is resident outside Australia and New Zealand.

Offer Document means this document.

Option means an option to acquire a Share.

Record Date means 13 August 2009.

SCH Business Rules means the business rules of the securities clearing house which operates CHESS.

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

Shareholder means the holder of a Share.

Shortfall means those Shares under the Offer not applied for by Shareholders under their Entitlement**.**

Sub-Underwriter means a party that has entered into a Sub-Underwriting Agreement with the Underwriter.

Sub-Underwriting Agreement means a sub underwriting agreement between the Sub-Underwriter and the Underwriter.

Underwriter means Ascot Securities Pty Ltd (ABN 45 075 902 206).

Underwriting Agreement means the underwriting agreement dated 31 July 2009 between the Underwriter and the Company.

WST means Western Standard Time.

Rule 2.7, 3.10.3, 3.10.4, 3.10.5

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003, 24/10/2005.

Name of entity

3D Resources Limited

ABN

15 120 973 775

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

1	+Class of +securities issued or to be issued	Ordinary shares
2	Number of +securities issued or to be issued (if known) or maximum number which may be issued	24,106,478
3	Principal terms of the +securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion)	Fully paid ordinary shares

+ See chapter 19 for defined terms.

4	Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities? If the additional securities do not rank equally, please state: • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment	Yes these shares rank equally in all respects with existing shares on issue.
5	Issue price or consideration	$0.01
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	Securities are to be issued under a Entitlements Issue Offer document to raise $241,064 for management of the Company's exploration assets, costs of the offer and general working capital.
7	Dates of entering +securities into uncertificated holdings or despatch of certificates	To be advised

		Number	+Class
8	Number and +class of all +securities quoted on ASX (*including* the securities in clause 2 if applicable)	120,532,392	Ordinary shares

9 Number and +class of all +securities not quoted on ASX (*including* the securities in clause 2 if applicable)

Number	+Class
1,250,000	Unlisted options $0.20 31/08/2009
500,000	Unlisted options $0.25 31/08/2009
4,750,000	Unlisted options – ASX restricted
500,000	Unlisted options - $0.15 31/12/2009 Voluntary escrow
100,000	Unlisted options - $0.25 31/12/2009 Voluntary escrow
1,500,000	Unlisted options - $0.25 31/12/2010 Voluntary escrow
331,944	Unlisted options - $0.20 31/07/2010

10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)

N/A

Part 2 - Bonus issue or pro rata issue

11 Is security holder approval required?

No

12 Is the issue renounceable or non-renounceable?

Non-renounceable

13 Ratio in which the +securities will be offered

1 new share for every 4 shares held

14 +Class of +securities to which the offer relates

Ordinary shares

15 +Record date to determine entitlements

13 August 2009

16 Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?

N/A

17 Policy for deciding entitlements in relation to fractions

Fractional entitlements will be rounded up to the nearest whole number

+ See chapter 19 for defined terms.

18	Names of countries in which the entity has +security holders who will not be sent new issue documents Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.	All countries other than Australia and New Zealand
19	Closing date for receipt of acceptances or renunciations	28 August 2009
20	Names of any underwriters	Ascot Securities Pty Ltd
21	Amount of any underwriting fee or commission	8%
22	Names of any brokers to the issue	N/A
23	Fee or commission payable to the broker to the issue	N/A
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of +security holders	N/A
25	If the issue is contingent on +security holders' approval, the date of the meeting	N/A
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	14 August 2009
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	4 August 2009
28	Date rights trading will begin (if applicable)	N/A

+ See chapter 19 for defined terms.

29	Date rights trading will end (if applicable)	N/A
30	How do +security holders sell their entitlements *in full* through a broker?	N/A
31	How do +security holders sell *part* of their entitlements through a broker and accept for the balance?	N/A
32	How do +security holders dispose of their entitlements (except by sale through a broker)?	N/A
33	+Despatch date	7 September 2009

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

34 Type of securities
(*tick one*)

(a) ☒ Securities described in Part 1

(b) ☐ All other securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

+ See chapter 19 for defined terms.

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

35	☐	If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders
36	☐	If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories 1 - 1,000 1,001 - 5,000 5,001 - 10,000 10,001 - 100,000 100,001 and over
37	☐	A copy of any trust deed for the additional +securities

Entities that have ticked box 34(b)

38	Number of securities for which +quotation is sought	
39	Class of +securities for which quotation is sought	
40	Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities? If the additional securities do not rank equally, please state: • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment	

41	Reason for request for quotation now Example: In the case of restricted securities, end of restriction period (if issued upon conversion of another security, clearly identify that other security)	

		Number	+Class
42	Number and +class of all +securities quoted on ASX (*including* the securities in clause 38)		

Quotation agreement

1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.

2 We warrant the following to ASX.

- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.

- There is no reason why those +securities should not be granted +quotation.

- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

  Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.

- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4 We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here: .... Date: 3 August 2009
(Director/Company secretary)

Print name: John Chegwidden

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+ See chapter 19 for defined terms.