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3D RESOURCES LIMITED

ACN 120 973 775

NOTICE OF GENERAL MEETING

TIME: 2.00pm (WST)

DATE: 15 April 2010

PLACE: Level 1, 12 Kings Park Road,
West Perth, Western Australia

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 5260.

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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 2.00pm (WST) on 15 April 2010 at:

Level 1, 12 Kings Park Road,
West Perth, Western Australia

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, PO Box 7323, St Georges Terrace Perth WA 6831; or
- (b) facsimile to the Company on facsimile number (+61 8) 9481 6343,

so that it is received not later than 2.00pm (WST) on 11 April 2010.

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 2.00pm (WST) on 15 April 2010 at Level 1, 12 Kings Park Road, West 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 5 pm (WST) on 11 April 2010.

Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.

AGENDA

1. RESOLUTION 1 – RATIFICATION OF PRIOR ISSUE 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 7.4 and for all other purposes, Shareholders ratify the allotment and issue of 18,000,000 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 a person who participated in the issue and any of their associates. 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

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 50,000,000 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.

3. RESOLUTION 3 – 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, for the purpose of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Directors to allot and issue 1,000,000 Shares and 35,000,000 Options to Ascot Securities Pty Ltd (or nominee) 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.

4. RESOLUTION 4 – PARTICIPATION OF IAN RICHER IN PLACEMENT

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

“That, for the purposes of ASX Listing Rule 10.11 and Part 2E of the Corporations Act and for all other purposes, approval is given for Ian Richer (or his nominee) to participate in the placement contemplated by Resolution 2 by subscribing for up to 1,250,000 Shares at an issue price of \$0.02 per Share on the terms and conditions set out in the Explanatory Statement.”

Short Explanation: Approval is required for the purposes of ASX Listing Rule 10.11 and Part 2E of the Corporations Act to allow Ian Richer, a director of the Company, to participate in the placement.

Voting Exclusion Statement: The Company will disregard any votes cast on this resolution by Ian Richer (or his nominee) or any of his associates. 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.

5. RESOLUTION 5 – PARTICIPATION OF JOHN CHEGWIDDEN IN PLACEMENT

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

“That, for the purposes of ASX Listing Rule 10.11 and Part 2E of the Corporations Act and for all other purposes, approval is given for John Chegwiddden (or his nominee) to participate in the placement contemplated by Resolution 2 by subscribing for up to 1,250,000 Shares at an issue price of \$0.02 per Share on the terms and conditions set out in the Explanatory Statement.”

Short Explanation: Approval is required for the purposes of ASX Listing Rule 10.11 and Part 2E of the Corporations Act to allow John Chegwiddden, a director of the Company, to participate in the placement.

Voting Exclusion Statement: The Company will disregard any votes cast on this resolution by John Chegwiddden (or his nominee) or any of his associates. 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.

6. **RESOLUTION 6 – PARTICIPATION OF JOHN GEORGIPOULOS IN PLACEMENT**

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

“That, for the purposes of ASX Listing Rule 10.11 and Part 2E of the Corporations Act and for all other purposes, approval is given for John Georgiopoulos (or his nominee) to participate in the placement contemplated by Resolution 2 by subscribing for up to 1,250,000 Shares at an issue price of \$0.02 per Share on the terms and conditions set out in the Explanatory Statement.”

Short Explanation: Approval is required for the purposes of ASX Listing Rule 10.11 and Part 2E of the Corporations Act to allow John Georgiopoulos, a director of the Company, to participate in the placement.

Voting Exclusion Statement: The Company will disregard any votes cast on this resolution by John Georgiopoulos (or his nominee) or any of his associates. 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.

7. **RESOLUTION 7 – ISSUE OF SHARES AND DIRECTOR OPTIONS TO IAN RICHER**

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

“That, for the purposes of Part 2E of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given for the Directors to allot and issue 1,500,000 Director Options and 1,500,000 Shares to Ian Richer (or his nominee) 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 Richer (or his nominee) or any of his associates. 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.

8. **RESOLUTION 8 – ISSUE OF SHARES AND DIRECTOR OPTIONS TO JOHN CHEGWIDDEN**

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

“That, for the purposes of Part 2E of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given for the Directors to allot and issue 1,500,000 Director Options and 1,500,000 Shares to John Chegwiddden (or his nominee) on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by John Chegwiddden (or his nominee) or any of his associates. 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.

9. RESOLUTION 9 – ISSUE OF SHARES AND DIRECTOR OPTIONS TO JOHN GEORGIPOULOS

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

“That, for the purposes of Part 2E of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given for the Directors to allot and issue 1,500,000 Director Options and 1,500,000 Shares to John Georgiopoulos (or his nominee) on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by John Georgiopoulos (or his nominee) or any of his associates. 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.

DATED: 10 MARCH 2010

BY ORDER OF THE BOARD

**MR JOHN CHEGWIDDEN
3D RESOURCES LIMITED
COMPANY SECRETARY**

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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 2.00pm am (WST) on 15 April 2010 at Level 1, 12 Kings Park Road, West 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 – RATIFICATION OF PRIOR ISSUE OF SHARES

1.1 General

On 18 December 2009, the Company issued 18,000,000 Shares to sophisticated clients of Ascot Securities Pty Ltd (**Ascot**).

None of the subscribers pursuant to this issue were related parties of the Company.

Resolution 1 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of those Shares (**Share Ratification**).

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue during any 12 month period any equity securities, or other securities with rights to conversion to equity (such as an option), if the number of those securities exceeds 15% of the number of securities in the same class on issue at the commencement of that 12 month period.

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1. It provides that where a company in general meeting ratifies the previous issue of securities made pursuant to ASX Listing Rule 7.1 (and provided that the previous issue did not breach ASX Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of ASX Listing Rule 7.1.

By ratifying this issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

1.2 Technical information required by ASX Listing Rule 7.4

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the Share Ratification:

- (a) 18,000,000 Shares were allotted;
- (b) the issue price was 1.5 cents per Share;
- (c) the Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the Shares were allotted and issued to sophisticated investor clients of Ascot Securities Pty Ltd. None of the subscribers pursuant to the issue were related parties of the Company; and
- (e) the funds raised from this issue were used for working capital and tenement management.

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2. RESOLUTION 2 – PLACEMENT OF SHARES

2.1 General

As announced on 25 January 2010, the Company has entered into a mandate agreement (**Mandate Agreement**) with Ascot pursuant to which Ascot has agreed to fully underwrite and place up to 50,000,000 Shares at an issue price of \$0.02 per Share to raise up to \$1,000,000 (**Share Placement**).

Pursuant to the terms of the Mandate Agreement, following completion of the Share Placement, Ascot will have the right to nominate a Director to the Board of the Company. The appointment of such Director will be subject to Shareholder approval.

Resolution 2 seeks Shareholder approval for the allotment and issue of the Shares the subject of the Share Placement.

Other than the Directors' participation in the Share Placement which is the subject of Resolutions 4 to 6, none of the subscribers pursuant to this issue will be related parties of the Company. Refer to the table set out in Section 4.2(g) which details the dilutionary effect on Shareholders of the Share Placement (and the Directors participation in the Share Placement).

A summary of ASX Listing Rule 7.1 is set out in Section 1.1 above.

The effect of Resolution 2 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.

2.2 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 50,000,000;
- (b) the Shares will be issued no later than 3 months after the date of the 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 \$0.02 per Share;
- (d) other than the Shares the subject of Resolutions 4 to 6, the Shares will be allotted and issued to clients of Ascot Securities Pty Ltd. None of the subscribers pursuant to the issue will be related parties of the Company (other than the Shares the subject of Resolutions 4 to 6);
- (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 towards finalising an outcome for the Company's present projects and also to allow the Company to review a number of new projects that have being presented to the Board and to allow the Company to actively seek other potential projects.

3. RESOLUTION 3 – PLACEMENT OF SHARES AND OPTIONS TO ASCOT SECURITIES PTY LTD

3.1 General

As detailed in the Company's ASX announcement dated 25 January 2010, the Company has agreed to issue Ascot 1,000,000 Shares and 35,000,000 Options in part consideration for underwriting the Share Placement the subject of Resolution 2.

Resolution 3 seeks Shareholder approval for the allotment and issue of the Shares and Options to Ascot (**Ascot Securities Placement**).

In addition to the Shares and Options the subject of the Ascot Securities Placement, Ascot will also be paid a fee of 6% (plus GST) of the total funds raised by the Share Placement in consideration for services provided in relation to the Share Placement. Ascot may pay some or all of this fee to sub-underwriters of the Share Placement.

500,000 Shares the subject of the Ascot Securities Placement will be voluntarily escrowed for a period of 12 months from the date of issue with the balance of 500,000 Shares to be voluntarily escrowed for a period of 24 months from the date of issue.

The Options to be granted pursuant to the Ascot Securities Placement will expire at 5:00 pm (WST) on that date which is five (5) years after the date of issue and the amount payable upon exercise of each Option is \$0.02. The Options can only be exercised in the event that the volume weighted average closing price of Shares over a 5 day period exceeds:

- (a) \$0.04 per Share in relation to 17,500,000 of the Options; and
- (b) \$0.05 per Share for 17,500,000 of the Options.

It is a condition of the terms of the underwriting agreement between the Company and Ascot Securities that Ascot Securities will distribute such or all of the Shares and Options the subject of the Ascot Securities Placement to third party nominees of Ascot Securities (who are not related parties of the Company) so that neither Ascot Securities nor any of the third party nominees acquire a relevant interest in the Company greater than 20%.

A summary of ASX Listing Rule 7.1 is set out in Section 1.1 above.

The effect of Resolution 3 will be to allow the Directors to issue the Shares and Options pursuant to the Ascot Securities 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.

3.2 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 Ascot Securities Placement:

- (a) the maximum number of Securities to be issued and granted is 1,000,000 Shares and 35,000,000 Options;
- (b) the Shares and Options will be issued no later than 3 months after the date of the 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;

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- (c) the Shares and Options will be issued for nil cash consideration;
 - (d) the Shares and Options will be allotted and issued to Ascot Securities Pty Ltd or nominees of Ascot Securities Pty Ltd none of whom are related parties 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;
 - (f) the Options will be issued on the terms and conditions set out in Schedule 1; and
 - (g) no funds will be raised from the Ascot Securities Placement as the Shares Options are being issued in consideration for services provided by Ascot Securities Pty Ltd in accordance with the terms of the Mandate Agreement.

4. RESOLUTIONS 4 TO 6 – PARTICIPATION BY DIRECTORS IN PLACEMENT

4.1 General

Messrs Ian Richer, John Chegwiddden and John Georgiopoulos, being Directors of the Company (**Related Parties**), propose to subscribe for up to 1,250,000 Shares each at an issue price of \$0.02 per Share pursuant to the Share Placement (the subject of Resolution 2) (**Director Placement Shares**).

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in Sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in Sections 210 to 216 of the Corporations Act.

In addition, ASX Listing Rule 10.11 also requires shareholder approval to be obtained where an entity issues, or agrees to issue, securities to a related party, or a person whose relationship with the entity or a related party is, in ASX's opinion, such that approval should be obtained unless an exception in ASX Listing Rule 10.12 applies.

The issue of the Director Placement Shares to the Related Parties requires the Company to obtain Shareholder approval because the issue of the Director Placement Shares to the Related Parties constitutes giving a financial benefit and as Directors, Messrs Ian Richer, John Chegwiddden and John Georgiopoulos are related parties of the Company.

It is the view of the Directors that the exceptions set out in Section 210 of the Corporations Act does apply on the basis that the Directors will participate in the Share Placement on the same terms as all other participants. However, for the purposes of good corporate governance the Directors have determined that it is appropriate to seek Shareholder approval for the issue of the Director Placement Shares to the Related Parties.

4.2 Shareholder Approval (Chapter 2E of the Corporations Act and Listing Rule 10.11)

Pursuant to and in accordance with the requirements of Sections 217 to 227 of the Corporations Act and ASX Listing Rule 10.13, the following information is provided in relation to the proposed issue of the Director Placement Shares:

- (a) the related parties are Messrs Ian Richer, John Chegwiddden and John Georgiopoulos and they are related parties by virtue of being Directors;
- (b) the maximum number of Director Placement Shares (being the nature of the financial benefit being provided) to be granted to the Related Parties is:
- (i) 1,250,000 Shares to Ian Richer;
 - (ii) 1,250,000 Shares to John Chegwiddden; and
 - (i) 1,250,000 Shares to John Georgiopoulos;
- (b) the Director Placement Shares will be issued and granted to the Related Parties no later than 1 month after the date of the General Meeting (or such later date as permitted by any ASX waiver or modification of the ASX Listing Rules) and it is anticipated the Director Placement Shares will be issued on one date;
- (c) the Director Placement Shares will be issued at an issue price of 2 cents per Share;
- (d) as detailed in Section 2.2(f), the funds raised from the issue of the Shares pursuant to the Share Placement the subject of Resolution 2 will be applied towards finalising an outcome for the Company's present projects and also to allow the Company to review a number of new projects that have being presented to the Board and to allow the Company to actively seek other potential projects
- (e) the relevant interests of the Related Parties in securities of the Company are set out below:

| Related Party | Shares | Options |
|----------------------------------------------|------------------------|-------------------------|
| Ian Richer | 437,500 ¹ | Nil |
| John Chegwiddden | 2,750,000 ² | 500,000 ^{2, 3} |
| John Georgiopoulos | 3,648,941 ⁴ | Nil |
| Ian Richer and John Chegwiddden ⁵ | 250,000 | Nil |

¹ Ian Richer has a beneficial interest in 250,000 Shares held by Siren Mining Ltd and 187,500 Shares held by Anycall Pty Ltd <The Richer Super Fund>.

² John Chegwiddden has a beneficial interest in 125,000 Shares held by Ausnom Pty Ltd <J&K Chegs Share Trust> and 2,625,000 Shares and 500,000 Options held by 1Chegs Assets Pty Ltd <The J&K Chegs Super Fund>.

³ 500,000 Options exercisable at \$0.25 each on or before 31 December 2010.

⁴ John Georgiopoulos has a beneficial interest in 3,468,941 Shares held by Rockdale Capital Pty Ltd and 180,000 Shares held by John & Kathy Georgiopoulos <Georgiopoulos Family Superannuation Fund>.

⁵ Ian Richer and John Chegwiddden have a beneficial interest in 250,000 Shares held by 189 Projects Pty Ltd.

- (f) the remuneration and emoluments from the Company to the Related Parties for both the current financial year (being from 1 July 2009 to the date of this Notice) and the previous financial year (from 1 July 2008 to 30 June 2009) are set out below:

| Related Party | Current Financial Year * | Previous Financial Year |
|----------------------|---------------------------------|--------------------------------|
| Ian Richer | \$24,000 | \$15,000 |
| John Chegwiddden | \$56,000 | \$87,918 |
| John Georgiopoulos | \$16,000 | \$10,000 |

- (g) if the Directors each subscribe for their respective proportions of the Director Placement Shares (being 1,250,000 Shares each) then a total of 3,750,000 Shares will be issued to the Related Parties, from a total of 50,000,000 Shares that would be allotted and issued if the Share Placement is fully subscribed. This will increase the number of Shares on issue from 138,532,392 to 188,532,392 assuming that no other Options are exercised and no other Shares issued other than:

- (i) 46,250,000 Shares being the balance of the Share Placement; and
- (ii) the Shares the subject of Resolution 3 (being 1,000,000 Shares) are issued and the Options the subject of Resolution 3 are exercised (a total of 35,000,000 Shares will be issued),

with the effect that the shareholding of existing Shareholders would be diluted as follows:

| Shareholder | Issued Shares as at the date of this Notice of Meeting | Proportional holding as at the date of this Notice of Meeting | Director Placement Shares to be issued | Shares to be issued pursuant to Resolution 3 | Shares to be issued upon exercise of the Options to be issued pursuant to Resolution 3 | Issued Shares upon issue of Director Placement Shares (and completion of Share Placement) and issue of Shares and exercise of Options to be issued pursuant to Resolution 3 | Issued Shares upon issue of Director Placement Shares (and completion of Share Placement) and issue of Shares and exercise of Options to be issued pursuant to Resolution 3 |
|-------------------------------|--------------------------------------------------------|---------------------------------------------------------------|----------------------------------------|----------------------------------------------|----------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Ian Richer | 437,500 | 0.32% | 1,250,000 | Nil | Nil | 1,687,500 | 0.90% |
| John Chegwidan | 2,750,000 | 1.99% | 1,250,000 | Nil | Nil | 4,000,000 | 2.12% |
| John Georgiopoulos | 3,648,941 | 2.63% | 1,250,000 | Nil | Nil | 4,898,941 | 2.60% |
| Ian Richer and John Chegwidan | 250,000 | 0.18% | Nil | Nil | Nil | 250,000 | 0.13% |
| Unrelated Third Parties | 131,445,951 | 94.88% | Nil | 1,000,000 | 35,000,000 | 177,695,951 | 94.25% |
| TOTAL | 138,532,392 | 100% | 3,750,000 | 1,000,000 | 35,000,000 | 188,532,392 | 100% |

- (h) the trading history of the Shares on ASX in the 12 months before the date of this Notice of General Meeting is set out below:

| | Price | Date |
|---------|-----------|-----------------|
| Highest | 2.6 cents | 21 October 2009 |
| Lowest | 0.8 cents | 4 May 2009 |
| Last | 2.2 cents | 9 March 2010 |

- (i) Ian Richer declines to make a recommendation to Shareholders in relation to Resolution 4 due to his material personal interest in the outcome of the Resolution. The other Directors, who do not have a material interest in the outcome of Resolution 4, recommend that Shareholders vote in favour of Resolution 4. The Board (other than Ian Richer) is 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 the Resolution;
- (j) John Chegwidan declines to make a recommendation to Shareholders in relation to Resolution 5 due to his material personal interest in the outcome

of the Resolution. The other Directors, who do not have a material interest in the outcome of Resolution 5, recommend that Shareholders vote in favour of Resolution 5. The Board (other than John Chegwidan) is 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 the Resolution; and

- (k) John Georgiopoulos declines to make a recommendation to Shareholders in relation to Resolution 6 due to his material personal interest in the outcome of the Resolution. The other Directors, who do not have a material interest in the outcome of Resolution 6, recommend that Shareholders vote in favour of Resolution 6. The Board (other than John Georgiopoulos) is 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 the Resolution.

Approval pursuant to ASX Listing Rule 7.1 is not required in order to issue the Director Placement Shares to the Related Parties as approval is being obtained under ASX Listing Rule 10.11. Accordingly, the issue of Director Placement Shares to the Related Parties will not be included in the 15% calculation of the Company's annual placement capacity pursuant to ASX Listing Rule 7.1.

5. RESOLUTIONS 7 TO 9 – ISSUE OF SHARES AND DIRECTOR OPTIONS TO DIRECTORS

5.1 General

The Company has agreed, subject to obtaining Shareholder approval, to allot and issue a total of 4,500,000 Shares and 4,500,000 Director Options (**Director Securities**) to Messrs Ian Richer, John Chegwidan and John Georgiopoulos (**Related Parties**) on the terms and conditions set out below (**Director Securities Placement**).

2,250,000 Shares the subject of the Director Securities Placement will be voluntarily escrowed for a period of 12 months from the date of issue with the balance of 2,250,000 Shares to be voluntarily escrowed for a period of 24 months from the date of issue.

The Director Options to be granted pursuant to the Director Securities Placement will expire at 5:00 pm (WST) on that date which is five (5) years after the date of issue and the amount payable upon exercise of each Director Option is \$0.02. The Director Options to be granted pursuant to the Director Securities Placement can only be exercised in the event that the volume weighted average closing price of Shares over a 5 day period exceeds:

- (a) \$0.04 per Share in relation to 2,250,000 of the Director Options (**Tranche 1 Director Options**); and
- (b) \$0.05 per Share in relation to 2,250,000 of the Director Options (**Tranche 2 Director Options**).

The total value of the Shares to be issued to the Directors pursuant to Resolutions 7 to 9 is \$99,000 based on the last trading price of Shares on 9 March 2010 being 2.2 cents each and the total value of the Director Options (using the pricing methodology set out in Schedule 3) is \$40,995. Accordingly, the total value of the Director Securities to be issued to the Related Parties equates to \$46,665 each.

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in Sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in Sections 210 to 216 of the Corporations Act.

A summary of ASX Listing Rule 10.11 is set out in Section 4.1.

The issue and grant of the Director Securities to the Related Parties requires the Company to obtain Shareholder approval because the issue and grant of the Director Securities constitutes giving a financial benefit and as Directors, Messrs Ian Richer, John Chegwiddden and John Georgiopoulos are related parties of the Company.

It is the view of the Directors that the exceptions set out in Sections 210 to 216 of the Corporations Act and ASX Listing Rule 10.12 do not apply in the current circumstances. Accordingly, Shareholder approval is sought for the issue of the Director Securities to the Related Parties.

5.2 Shareholder Approval (Chapter 2E of the Corporations Act and Listing Rule 10.11)

Pursuant to and in accordance with the requirements of Sections 217 to 227 of the Corporations Act and ASX Listing Rule 10.13, the following information is provided in relation to the proposed issue and grant of the Director Securities:

- (b) the related parties are Messrs Ian Richer, John Chegwiddden and John Georgiopoulos and they are related parties by virtue of being Directors;
- (c) the maximum number of Director Securities (being the nature of the financial benefit being provided) to be granted to the Related Parties is:
- (i) 1,500,000 Shares and 1,500,000 Director Options (being 750,000 Tranche 1 Director Options and 750,000 Tranche 2 Director Options) to Ian Richer;
 - (ii) 1,500,000 Shares and 1,500,000 Director Options (being 750,000 Tranche 1 Director Options and 750,000 Tranche 2 Director Options) to John Chegwiddden; and
 - (i) 1,500,000 Shares and 1,500,000 Director Options (being 750,000 Tranche 1 Director Options and 750,000 Tranche 2 Director Options) to John Georgiopoulos;
- (d) the Director Securities will be issued and granted to the Related Parties no later than 1 month after the date of the General Meeting (or such later date as permitted by any ASX waiver or modification of the ASX Listing Rules) and it is anticipated the Director Securities will be issued on one date;
- (e) the Director Securities will be issued and granted for nil cash consideration, accordingly no funds will be raised;
- (f) the terms and conditions of the Director Options are set out in Schedule 2;
- (g) the total value of the Shares is \$99,000 based on the last trading price of Shares on 9 March 2010 being 2.2 cents each;

- (h) the value of the Director Options and the pricing methodology is set out in Schedule 3;
- (i) the relevant interests of the Related Parties in securities of the Company are set out in Section 4.2(e);
- (j) the remuneration and emoluments from the Company to the Related Parties for both the current financial year and previous financial year are set out in Section 4.2(f);
- (k) if the Shares are issued and the Director Options granted to the Related Parties are exercised, a total of 9,000,000 Shares would be allotted and issued. This will increase the number of Shares on issue from 138,532,392 to 147,532,392 (assuming that no other Options are exercised and no other Shares issued) with the effect that the shareholding of existing Shareholders would be diluted as follows:

| Shareholder | Issued Shares as at the date of this Notice of Meeting | Proportional holding as at the date of this Notice of Meeting | Director Options to be issued pursuant to Resolutions 7 to 9 | Shares to be issued pursuant to Resolutions 7 to 9 | Issued Shares upon issue of Director Securities and exercise of all Director Options | Proportional holding upon issue of Director Securities and exercise of all Director Options |
|-------------------------------|--------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------------------------|----------------------------------------------------|--------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------|
| Ian Richer | 437,500 | 0.32% | 1,500,000 | 1,500,000 | 3,437,500 | 2.33% |
| John Chegwidan | 2,750,000 | 1.99% | 1,500,000 | 1,500,000 | 5,750,000 | 3.89% |
| John Georgiopoulos | 3,648,941 | 2.63% | 1,500,000 | 1,500,000 | 6,648,941 | 4.51% |
| Ian Richer and John Chegwidan | 250,000 | 0.18% | Nil | Nil | 250,000 | 0.17% |
| Unrelated Third Parties | 131,445,951 | 94.88% | Nil | Nil | 131,445,951 | 89.10% |
| TOTAL | 138,532,392 | 100% | 4,500,000 | 4,500,000 | 147,532,392 | 100% |

- (l) if:
- (i) the Shares are issued and the Director Options granted to the Related Parties under Resolution 7 to 9 are exercised (being a total of 9,000,000 Shares);
- (ii) 46,250,000 Shares being the balance of the Share Placement the subject of Resolution 2 are issued;
- (iii) the Shares the subject of Resolution 3 are issued and the Options the subject of Resolution 3 are exercised (a total of 36,000,000 Shares will be issued); and
- (iv) the Directors take up all of the Director Placement Shares the subject of Resolutions 4 to 6 (3,750,000 Shares will be issued),

a total of 13,750,000 Shares would be allotted and issued under Resolutions 2 to 9. This will increase the number of Shares on issue from 138,532,392 to 233,532,392, (assuming no other Shares are issued and no other Options are exercised) with the effect that the shareholding of existing Shareholders would be diluted as follows:

| Shareholder | Issued Shares as at the date of this Notice of Meeting | Proportional holding as at the date of this Notice of Meeting | Shares to be issued pursuant to Resolution 2 (not including those the subject of Resolutions 4 to 6) | Shares to be issued pursuant to Resolution 3 | Shares to be issued upon exercise of the Options to be issued pursuant to Resolution 3 | Director Placement Shares to be issued pursuant to Resolutions 4 to 6 | Director Options to be issued pursuant to Resolutions 7 to 9 | Shares to be issued pursuant to Resolutions 7 to 9 | Issued Shares upon completion of Share Placement, issue of Shares pursuant to Resolutions 2 to 9, exercise of Options the subject of Resolution 3 and exercise of Director Options the subject of Resolutions 7 to 9 | Proportional holding upon completion of Share Placement, issue of Shares pursuant to Resolutions 2 to 9 exercise of Options the subject of Resolution 3 and exercise of Director Options the subject of Resolutions 7 to 9 |
|-------------------------------|--------------------------------------------------------|---------------------------------------------------------------|------------------------------------------------------------------------------------------------------|----------------------------------------------|----------------------------------------------------------------------------------------|-----------------------------------------------------------------------|--------------------------------------------------------------|----------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Ian Richer | 437,500 | 0.32% | Nil | Nil | Nil | 1,250,000 | 1,500,000 | 1,500,000 | 4,687,500 | 2% |
| John Chegwidan | 2,750,000 | 1.99% | Nil | Nil | Nil | 1,250,000 | 1,500,000 | 1,500,000 | 7,000,000 | 3% |
| John Georgiopoulos | 3,648,941 | 2.63% | Nil | Nil | Nil | 1,250,000 | 1,500,000 | 1,500,000 | 7,898,941 | 3.4% |
| Ian Richer and John Chegwidan | 250,000 | 0.18% | Nil | Nil | Nil | Nil | Nil | Nil | 250,000 | 0.1% |
| Unrelated Third Party | 131,445,951 | 94.88% | 46,250,000 | 1,000,000 | 35,000,000 | Nil | Nil | Nil | 213,695,951 | 91.5% |
| TOTAL | 138,532,392 | 100% | 46,250,000 | 1,000,000 | 35,000,000 | 3,750,000 | 4,500,000 | 4,500,000 | 233,532,392 | 100% |

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- (m) the market price for Shares during the term of the Director Options would normally determine whether or not the Director Options are exercised. If, at any time any of the Director Options are exercised and the Shares are trading on ASX at a price that is higher than the exercise price of the Director Options, there may be a perceived cost to the Company
 - (n) the trading history of the Shares on ASX in the 12 months before the date of this Notice of General Meeting is set out in Section 4.2(h);
 - (o) the primary purpose of the issue and grant of the Director Securities to the Related Parties is to provide cost effective consideration to the Related Parties for their ongoing commitment and contribution to the Company in their respective roles as Directors while preserving the companies cash reserves. The Company currently has, and during the previous 12 months has had, limited cash reserves. During the previous year the Directors have taken a below market remuneration for their experience and professional standing for the risk, time and effort spent to maintain the Company's assets, put in place survival and growth strategies and manage the Company during tough economic times. As detailed in Section 5.1, the values of the Director Securities to be issue to the Related Parties equates to \$46,665 each. The quantum of Shares and Director Options to be issued to the Related Parties was calculated independently and then agreed to by the Company's corporate advisors Ascot and was determined by reference to the current remuneration of the Directors and their view of a fair remuneration and reward for the risk and work carried out by the Directors for the past 12 months. Ascot agreed to additional remuneration in the vicinity of the \$46,000 and therefore the number of Shares and Director Options to be issued to the Related Parties was determined by reference to this shortfall. The Board does not consider that there are any significant opportunity costs to the Company or benefits foregone by the Company in granting and issuing the Director Securities upon the terms proposed;
 - (p) the Board acknowledges the grant of Director Options to Messrs Ian Richer, John Chegwiddden and John Georgiopoulos is contrary to Recommendation 8.2 of the ASX Corporate Governance Principles and Recommendations. However, for the reasons set out in paragraph (n) above, the Board considers the grant of Director Options to Messrs Ian Richer, John Chegwiddden and John Georgiopoulos reasonable in the circumstances, given the necessity to retain the highest calibre of professionals to the Company, whilst maintaining the Company's cash reserves;
 - (q) Ian Richer declines to make a recommendation to Shareholders in relation to Resolution 5 due to his material personal interest in the outcome of the Resolution. The other Directors, who do not have a material interest in the outcome of Resolution 5, recommend that Shareholders vote in favour of Resolution 5. The Board (other than Ian Richer) is 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 the Resolution;
 - (r) John Chegwiddden declines to make a recommendation to Shareholders in relation to Resolution 6 due to his material personal interest in the outcome of the Resolution. The other Directors, who do not have a material interest in the outcome of Resolution 6, recommend that Shareholders vote in favour of Resolution 6. The Board (other than John Chegwiddden) is 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 the Resolution; and

- (s) John Georgiopoulos declines to make a recommendation to Shareholders in relation to Resolution 7 due to his material personal interest in the outcome of the Resolution. The other Directors, who do not have a material interest in the outcome of Resolution 7, recommend that Shareholders vote in favour of Resolution 7. The Board (other than John Georgiopoulos) is 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 the Resolution.

Approval pursuant to ASX Listing Rule 7.1 is not required in order to issue the Director Options to the Related Parties as approval is being obtained under ASX Listing Rule 10.11. Accordingly, the issue of Director Options to the Related Parties will not be included in the 15% calculation of the Company's annual placement capacity pursuant to ASX Listing Rule 7.1.

6. ENQUIRIES

Shareholders are required to contact Mr John Chegwidden on (+ 61 8) 9320 5260 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.

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

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).

Director Option means an Option granted pursuant to Resolutions 7 to 9 with the terms and conditions set out in Schedule 2.

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 or Director 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 five (5) 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 \$0.02 (**Exercise Price**).
- (d) In relation to the 35,000,000 Options to be granted pursuant to Resolution 3, those Options can only be exercised in the event that the volume weighted average closing price of Shares over a 5 day period exceeds:
- (i) \$0.04 per Share in relation to 17,500,000 of the Options; and
 - (ii) \$0.05 per Share for 17,500,000 of the Options.
- (e) 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.
- (f) 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).**
- (g) An Exercise Notice is only effective when the Company has received the full amount of the Exercise Price in cleared funds.
- (h) 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.
- (i) The Options are transferable.
 - (j) All Shares allotted upon the exercise of Options will upon allotment rank pari passu in all respects with other Shares.
- (k) 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.
- (l) 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.

- (m) 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 6 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.
- (n) 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.

SCHEDULE 2 – TERMS AND CONDITIONS OF DIRECTOR OPTIONS

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

- (a) Each Director Option gives the Optionholder the right to subscribe for one Share. To obtain the right given by each Director Option, the Optionholder must exercise the Director Options in accordance with the terms and conditions of the Director Options.
- (b) The Director Options will expire at 5:00 pm (WST) on that date which is five (5) years after the date of issue (**Expiry Date**). Any Director Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
- (c) The amount payable upon exercise of each Director Option will be \$0.02 (**Exercise Price**).
- (o) The Director Options can only be exercised in the event that the volume weighted average closing price of Shares over a 5 day period exceeds:
- (i) \$0.04 per Share in relation to 2,250,000 of the Director Options (**Tranche 1 Director Options**); and
 - (ii) \$0.05 per Share for 2,250,000 of the Director Options (**Tranche 2 Director Options**).
- (d) The Director 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.
- (e) An Optionholder may exercise their Director Options by lodging with the Company, before the Expiry Date:
- (i) a written notice of exercise of Director Options specifying the number of Director Options being exercised; and
 - (ii) a cheque or electronic funds transfer for the Exercise Price for the number of Director Options being exercised;
- (Exercise Notice).**
- (f) An Exercise Notice is only effective when the Company has received the full amount of the Exercise Price in cleared funds.
- (g) 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 Director Options specified in the Exercise Notice.
- (h) The Director Options are not transferable.
- (i) All Shares allotted upon the exercise of Director Options will upon allotment rank pari passu in all respects with other Shares.
- (j) The Company will not apply for quotation of the Director Options on ASX. However, The Company will apply for quotation of all Shares allotted pursuant to the exercise of Director Options on ASX within 10 Business Days after the date of allotment of those Shares.

- (k) 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.
- (l) There are no participating rights or entitlements inherent in the Director Options and Optionholders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Director Options. However, the Company will ensure that for the purposes of determining entitlements to any such issue, the record date will be at least 6 Business Days after the issue is announced. This will give Optionholders the opportunity to exercise their Director Options prior to the date for determining entitlements to participate in any such issue.
- (m) A Director Option does not confer the right to a change in exercise price or a change in the number of underlying securities over which the Director Option can be exercised.

SCHEDULE 3 – VALUATION OF DIRECTOR OPTIONS

The Director Options to be issued to the Related Parties pursuant to Resolutions 7, 8 and 9 have been independently valued.

Using the theoretical Black & Scholes option model and based on the assumptions set out below, the Director Options were ascribed a value range, as follows:

| | |
|---------------------------------------------|----------------------------------------|
| Assumptions: | |
| Valuation date | 9 February 2010 |
| Market price of Shares | 2.1 cents |
| Exercise price | 2 cents |
| Expiry date | Five (5) years after the date of issue |
| Risk free interest rate | 5.01% |
| Volatility | 106% |
| Indicative value per Director Option | |
| - Tranche 1 Director Options | 0.994 cents |
| - Tranche 2 Director Options | 0.828 cents |
| Total Value of Director Options | |
| Ian Richer | |
| - Tranche 1 Director Options | \$7,455 |
| - Tranche 2 Director Options | \$6,210 |
| John Chegwidden | |
| - Tranche 1 Director Options | \$7,455 |
| - Tranche 2 Director Options | \$6,210 |
| John Georgiopoulos | |
| - Tranche 1 Director Options | \$7,455 |
| - Tranche 2 Director Options | \$6,210 |

Notes:

- Discount applied for market conditions is estimate based upon review of last 12 months trading history of Shares. Share price has not traded above 2.4 cents in the 12 months prior to the valuation date.
- The valuation ranges noted above are not necessarily the market prices that the Director Options could be traded at and they are not automatically the market prices for taxation purposes.

PROXY FORM

**APPOINTMENT OF PROXY
3D RESOURCES LIMITED
ACN 120 973 775**

GENERAL MEETING

I/We
of

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

Appoint

Name of proxy

OR 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 2.00pm (WST), on 15 April 2010 at Level 1, 12 Kings Park Road, West Perth, Western Australia, and at any adjournment thereof.

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

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 9** 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 9 and that votes cast by the Chair of the General Meeting for Resolutions 1 to 9 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 9 and your votes will not be counted in calculating the required majority if a poll is called on Resolutions 1 to 9.

OR

Voting on Business of the General Meeting

| | FOR | AGAINST | ABSTAIN |
|----------------------------------------------------------------------------|--------------------------|--------------------------|--------------------------|
| Resolution 1 – Ratification of Prior Issue – Shares | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 2 – Placement - Shares | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 3 – Placement of Shares and Options to Ascot Securities Pty Ltd | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 4 – Participation of Ian Richer in Placement | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 5 – Participation of John Chegwidden in Placement | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 6 – Participation of John Georgiopoulos in Placement | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 7 – Issue of Shares and Director Options to Ian Richer | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 8 – Issue of Shares and Director Options to John Chegwidden | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 9 – Issue of Shares and Director Options to John Georgiopoulos | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

Please note: 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.

Signature of Member(s): _____ **Date:** _____

Individual or Member 1

Sole Director/Company Secretary

Member 2

Director

Member 3

Director/Company Secretary

Contact Name: _____ **Contact Ph (daytime):** _____

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3D RESOURCES LIMITED

ACN 120 973 775

Instructions for Completing 'Appointment of Proxy' Form

1. **(Appointing a Proxy):** 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. **(Direction to Vote):** A member may direct a proxy how to vote by marking one of the boxes opposite each item of business. Where a box is not marked the proxy may vote as they choose. Where more than one box is marked on an item the vote will be invalid on that item.
3. **(Signing Instructions):**
- **(Individual):** Where the holding is in one name, the member must sign.
 - **(Joint Holding):** Where the holding is in more than one name, all of the members should sign.
 - **(Power of Attorney):** If you have not already provided the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.
 - **(Companies):** Where the company has a sole director who is also the sole company secretary, that person must sign. Where the company (pursuant to Section 204A of the Corporations Act) does not have a company secretary, a sole director can also sign alone. Otherwise, a director jointly with either another director or a company secretary must sign. Please sign in the appropriate place to indicate the office held.
4. **(Attending the Meeting):** 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.
5. **(Return of Proxy Form):** To vote by proxy, please complete and sign the enclosed Proxy Form and return by:
- (a) post to 3D Resources Limited, PO Box 7323, St Georges Terrace Perth WA 6831; or
 - (b) facsimile to the Company on facsimile number +61 8 9481 6343,

so that it is received not later than 2.00pm (WST) on 11 April 2010.

Proxy forms received later than this time will be invalid.