



Level 6, 189 St Georges Terrace, Perth WA 6000  
Telephone: (08) 9320 5220 Facsimile: (08) 9481 6343

18 March 2009

The Manager  
Australian Stock Exchange Limited  
Company Announcements  
Level 10  
20 Bond Street  
SYDNEY NSW 2000

Dear Sir

#### **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 48,212,957 Shares at an issue price of \$0.005 each, on the basis of one (1) Share for every one (1) Share 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.

| <b>Event</b>   | <b>Date</b>          |
|--|----------------------|
| <b>Announcement of Offer and Appendix 3B</b>               | <b>18 March 2009</b> |
| <b>Cleansing notice and Offer Document lodged with ASX</b> | <b>18 March 2009</b> |
| <b>Notice sent to security holders</b>                     | <b>18 March 2009</b> |

|   |                      |
|---|----------------------|
| <b>Ex date</b><br>(date from which securities commence trading without the entitlement to participate in the Rights Issue)          | <b>23 March 2009</b> |
| <b>Record date</b><br>(date for determining entitlements of eligible shareholders to participate in the Rights Issue)               | <b>30 March 2009</b> |
| <b>Offer Document dispatched to Shareholders</b><br>(expected date of dispatch of Offer Document, entitlement and acceptance forms) | <b>31 March 2009</b> |
| <b>Offer opens</b>  | <b>31 March 2009</b> |
| <b>Closing date*</b> 5pm (WST)  | <b>17 April 2009</b> |
| <b>Dispatch holding statements **</b>   | <b>27 April 2009</b> |

\* 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 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

A handwritten signature in black ink, appearing to read "Ian Richer". The signature is written in a cursive, flowing style.

**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 48,212,957 New Shares at an issue price of \$0.005 per Share on the basis of one New Share for every one Share held by Shareholders registered at 5.00pm (WST) on 30 March 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 31 March 2009 and closes at 5:00pm WST on 17 April 2009. Valid acceptances must be received before that time.

## IMPORTANT NOTES

This Offer Document is dated 31 March 2009 and is for an entitlement 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 make 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.

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## Chairman's Letter

Dear Shareholder,

The last few months have been challenging for 3D Resources Limited with the resignation of the former Chairman, the reconstitution of the Board including the appointment of the undersigned as Chairman, and the former Managing Director leaving the Company's employment.

This period of instability is now behind us and the new Board is reviewing a number of opportunities on behalf of shareholders, including new opportunities and reviewing and deciding the best path forward on the current Company projects. However, the Board has not and may not finalize any venture in the near future and cannot be more specific at this time.

In the interim the Company needs to rebuild its financial position. To enable all shareholders to participate equally if they wish to do so, the Board has decided to undertake a non-renounceable entitlement issue, pursuant to which each shareholder shall be entitled to take up one new share for each one share held at the record date. The entitlement issue will be fully underwritten by Ascot Securities Pty. Ltd. and several sub-underwriters.

The Board of 3D Resources Limited commends the entitlement issue to you in order to raise essential capital for the Company.

The Board would also like to take this opportunity to thank shareholders for their past support and looks forward to rebuilding the asset portfolio of the Company.

Yours sincerely,

Ian F. Richer

Chairman

## Corporate Directory

### Directors

Ian Richer (Chairman)

John Chegwidden (Non-Executive Director)

John Georgiopolous (Non-Executive Director)

### Company Secretary (Joint)

John Chegwidden

Carol New

### Principal and Registered Office

Level 6

189 St Georges Terrace

Perth WA 6000

Telephone: +61 8 9320 5260

Facsimile: +61 8 9481 6343

Email:

Website: [www.3dresources.com.au](http://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, Next Building

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

## Details of the Offer

### Introduction

The Company is making a non-renounceable pro rata entitlement offer to Shareholders of 48,212,957 New Shares on the basis of one New Share for every one Share held as at the Record Date at an issue price of \$0.005 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:

| Item of Expenditure | Amount (\$)    |
|---------------------|----------------|
| Working capital     | 191,464        |
| Costs of offer      | 49,600         |
|                     |                |
| <b>TOTAL</b>        | <b>241,064</b> |

As at the Record Date, the Company has on issue 48,212,957 Shares and 12,465,000 Options. An additional 48,212,957 New Shares will be issued under the Offer.

### Underwriting

The Issue is fully underwritten by the Underwriter. A summary of the Underwriting Agreement is set out on page 10. Subject to the terms of the Underwriting Agreement, the Underwriter will subscribe for the New Shares which have not been accepted under the Issue.

### Timetable for the Issue

|  |               |
|--|---------------|
| Announcement and Application to ASX for official quotation of the New Shares | 18 March 2009 |
| Ex Date  | 23 March 2009 |
| Record Date  | 30 March 2009 |
| Section 708AA notice given to ASX  | 31 March 2009 |
| Dispatch of Offer Document and Application Form                              | 2 April 2009  |
| Offer Opening Date   | 31 March 2009 |
| Closing Date for acceptance and payment (5 p.m. WST)                         | 17 April 2009 |
| Statements for New Shares despatched   | 27 April 2009 |

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

### No Entitlement Trading

The entitlement to the New Shares pursuant to the Issue are non-renounceable. Accordingly, there will be no trading of these entitlements. 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.

### 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.

### **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.

### **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.

### **Action required by Shareholders**

#### **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.

#### **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 \$0.005 per New Share) to the address shown below by 5.00pm (WST) on the Closing Date.

#### **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

### **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.

### **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.

### **No Offer to Overseas Shareholders**

No Offer is being made to 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.

In order to ensure that exception 10 to section 611 of the Corporations Act extends to the Underwriter (and all Sub-Underwriters to the Issue), the Company states that the Underwriter has been appointed as the nominee on behalf of Non-participating Shareholders for the purposes of section 615(a) of the Corporations Act. No further action needs to be taken by or in relation to Non-participating Shareholders.

### **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.

### **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:

## **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.

## **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 unforeseen events.

## **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.

## **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.

## **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.

## **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.

### **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.

### **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.

### **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.

### **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.

### **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.

### **Additional Information**

#### **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 deciding 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](http://www.asx.com.au) or [www.3dresources.com.au](http://www.3dresources.com.au).

### **Underwriting Agreement**

The Company has entered into an Underwriting Agreement dated 16 March 2009 with the Underwriter. 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 Sub-Underwriters to sub-underwrite 84% of the Offer. 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 Sub-Underwriter taking more than 22% of the Shortfall, and the Underwriter taking 16% of the Shortfall.

The effect of control on the Company will be as follows:

**If all Shareholders of the Company on the Record Date take up their Entitlements under the Offer, then the Offer will have no effect on the control of the Company.**

**If Shareholders take up only some of their Entitlements under the Offer then the Offer will have an effect on control of the Company because the Shortfall will be taken up by the Underwriter and partially allocated to the Sub-Underwriters.**

**The interests of the Underwriter in Shares in the Company will change as a result of underwriting the Offer. As at the date of this Offer Document it is not possible to determine the precise changes that will occur, because the number of Shortfall Shares is not yet known. The following table sets out two alternative scenarios demonstrating the potential change in**

**control of the Company following the underwriting of a 50% Shortfall, and a 100% Shortfall that may occur to the Underwriter (who will take up the largest portion of the Shortfall) :**

| <b>% of issued capital of the Company held by the Underwriter on the Record Date</b> | <b>50% Shortfall: Total Number of Shares held by the Underwriter after Shortfall Shares are Acquired</b> | <b>100% Shortfall: Total Number of Shares held by the Underwriter after maximum Shortfall Shares are Acquired</b> | <b>% of issued capital of the Company held by the Underwriter following Issue, assuming 50% Shortfall</b> | <b>% of issued capital of the Company held by the Underwriter following Issue, assuming 100% Shortfall</b> |
|--|--|---|---|--|
| <b>0%</b>  | <b>10,440,000*</b>   | <b>19,280,000*</b>  | <b>10.83%</b>   | <b>19.99%</b>  |
|  | <b>Note : One sub-underwriter holds a relevant interest in the Under-writer</b>                          | <b>Note : One sub-underwriter holds a relevant interest in the Under-writer</b>                                   |   |  |

#### **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 17 April 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 one 1 Share 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 30 March 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 16 March 2009 between the Underwriter and the Company.

**WST** means Western Standard Time.

# 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  | 48,212,957                 |
| 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.

**Appendix 3B**  
**New issue announcement**

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|  |   |
|--|---|
| <p>4 Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?</p> <p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul> | <p>Yes these shares rank equally in all respects with existing shares on issue.</p> |
|--|---|

|                                       |                |
|---------------------------------------|----------------|
| <p>5 Issue price or consideration</p> | <p>\$0.005</p> |
|---------------------------------------|----------------|

|  |   |
|--|---|
| <p>6 Purpose of the issue<br/>         (If issued as consideration for the acquisition of assets, clearly identify those assets)</p> | <p>Securities are to be issued under a Rights Issue Offer document to raise \$241,064 for management of the Company's exploration assets, costs of the offer and general working capital.</p> |
|--|---|

|   |                      |
|---|----------------------|
| <p>7 Dates of entering +securities into uncertificated holdings or despatch of certificates</p> | <p>To be advised</p> |
|---|----------------------|

| <p>8 Number and +class of all +securities quoted on ASX (including the securities in clause 2 if applicable)</p> | <table border="1"> <thead> <tr> <th>Number</th> <th>+Class</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">87,658,414</td> <td style="text-align: center;">Ordinary shares</td> </tr> </tbody> </table> | Number | +Class | 87,658,414 | Ordinary shares |
|--|--|--------|--------|------------|-----------------|
| Number   | +Class   |        |        |            |                 |
| 87,658,414   | Ordinary shares  |        |        |            |                 |

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+ See chapter 19 for defined terms.

|   | Number    | +Class   |
|---|-----------|--|
| 9 Number and +class of all +securities not quoted on ASX (including the securities in clause 2 if applicable) | 8,567,500 | Ordinary shares – ASX restricted                         |
|   | 1,250,000 | Unlisted options \$0.20<br>31/08/2009                    |
|   | 500,000   | Unlisted options \$0.25<br>31/08/2009                    |
|   | 4,750,000 | Unlisted options – ASX restricted                        |
|   | 500,000   | Unlisted options - \$0.15<br>31/12/2009 Voluntary escrow |
|   | 100,000   | Unlisted options - \$0.25<br>31/12/2009 Voluntary escrow |
|   | 1,500,000 | Unlisted options - \$0.25<br>31/12/2010 Voluntary escrow |
|   | 331,944   | Unlisted options - \$0.20<br>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?  | N/A |
| 12 Is the issue renounceable or non-renounceable?   | N/A |
| 13 Ratio in which the +securities will be offered   | N/A |
| 14 +Class of +securities to which the offer relates   | N/A |
| 15 +Record date to determine entitlements   | N/A |
| 16 Will holdings on different registers (or subregisters) be aggregated for calculating entitlements? | N/A |
| 17 Policy for deciding entitlements in relation to fractions  | N/A |

+ See chapter 19 for defined terms.

## Appendix 3B

### New issue announcement

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|    |   |     |
|----|---|-----|
| 18 | Names of countries in which the entity has <sup>+</sup> security holders who will not be sent new issue documents<br><br>Note: Security holders must be told how their entitlements are to be dealt with.<br><br>Cross reference: rule 7.7. | N/A |
| 19 | Closing date for receipt of acceptances or renunciations  | N/A |
| 20 | Names of any underwriters   | N/A |
| 21 | Amount of any underwriting fee or commission  | N/A |
| 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 <sup>+</sup> security holders   | N/A |
| 25 | If the issue is contingent on <sup>+</sup> 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  | N/A |
| 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   | N/A |
| 28 | Date rights trading will begin (if applicable)  | N/A |

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<sup>+</sup> See chapter 19 for defined terms.

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|    |  |     |
|----|--|-----|
| 29 | Date rights trading will end (if applicable)   | N/A |
| 30 | How do +security holders sell their entitlements <i>in full</i> through a broker?                            | N/A |
| 31 | How do +security holders sell <i>part</i> 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   | N/A |

### 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

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+ 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
- 

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+ See chapter 19 for defined terms.

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)

|  |
|--|
|  |
|--|

42 Number and <sup>+</sup>class of all <sup>+</sup>securities quoted on ASX (including the securities in clause 38)

| Number | <sup>+</sup> Class |
|--------|--------------------|
|        |                    |

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<sup>+</sup> See chapter 19 for defined terms.

**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:  .....  
(~~Director~~/Company secretary)

Date: 18 March 2009

Print name: Carol New.....  
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+ See chapter 19 for defined terms.