

**Form 603
Corporations Act 2001
Section 671B**

Notice of initial substantial holder

To Company Name/Scheme 3D Resources Limited

ACN/ARSN 15 120 973 775

1. Details of substantial holder (1)

Name Rodney Ernest Williams
ACN/ARSN (if applicable)

The holder became a substantial holder on 24 / 04 / 2009

2. Details of voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
Ordinary Shares	8,070,100	8,070,100	8.37%

3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
Norvale Pty Ltd	Share Issues	FPO 50,000
Norvale Pty Ltd <Super Fund a/c>	Share Issues	FPO 1,000,000

4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
Rodney Williams	Rodney Williams	Rodney Williams	7,020,100
Norvale Pty Ltd	Rodney Williams	Rodney Williams	50,000
Norvale Pty Ltd <Super Fund>	Rodney Williams	Rodney Williams	1,000,000

5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant Interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
Rodney Williams	28/7/06	\$1		\$1
Rodney Williams	6/03/07		issue	FPO 1,500,000
Rodney Williams	20/11/07		issue	FPO 1,000,000
Rodney Williams	6/08/08		issue	FPO 1,000,000
Norvale P/L <SF a/C>	30/11/06	\$0.001 ea		FPO 500,000
Norvale Pty Ltd	19/03/07	\$0.20		FPO 25,000
Rodney Williams	19/03/07	\$0.20		FPO 10,000
Rodney Williams	24/04/09	\$0.005		FPO 3,500,050
Norvale Pty Ltd	24/04/09	\$0.005		FPO 25,000
Norvale P/L <SF A/C>	24/04/09	\$0.005		FPO 500,000
Rodney Williams	24/04/09	\$0.005		FPO 10,000

6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
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7. Addresses

The addresses of persons named in this form are as follows:

Name	Address
Rodney Williams	16 Hynes Rd, Dalkeith, WA
Norvale Pty Ltd	16 Hynes Rd, Dalkeith, WA
Norvale Pty Ltd	16 Hynes Rd, Dalkeith, WA

Signature

print name: Rodney Ernest Williams

capacity: shareholder

sign here



date: 29 / 04 / 2009