

**3D RESOURCES LIMITED**  
**ABN 15 120 973 775**

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## **PROSPECTUS**

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For the issue of 50,000,000 Shares at an issue price of 2 cents each to raise \$1,000,000 (**Offer**).

The Offer is fully underwritten by Ascot Securities Pty Ltd. Refer to Section 7.2 for details regarding the terms of the Underwriting Agreement.

### **Important Notice**

This document is important and should be read in its entirety. If after reading this Prospectus you have any questions about the securities being offered under this Prospectus or any other matter, then you should consult your stockbroker, accountant or other professional adviser.

The Shares offered by this Prospectus should be considered as speculative.

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## IMPORTANT NOTICE

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This Prospectus is dated 6 May 2010 and a copy of this Prospectus was lodged with the ASIC on that date. The ASIC takes no responsibility for the content of this Prospectus.

The Expiry Date of the Prospectus is 13 months after the date it was lodged with the ASIC. No securities will be allotted or issued on the basis of this Prospectus after the Expiry Date.

Applications for Shares offered pursuant to this Prospectus can only be submitted on an original Application Form which accompanies this Prospectus.

The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law and therefore persons into whose possession this document comes should seek advice on and observe any such restrictions. Any failure to comply with these restrictions constitutes a violation of those laws. This Prospectus does not constitute an offer of Shares in any jurisdiction where, or to any person to whom, it would be unlawful to issue in this Prospectus.

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

In making representations in this Prospectus regard has been had to the fact that the Company is a disclosing entity for the purposes of the Corporations Act and certain matters may reasonably be expected to be known to investors and professional advisers whom potential investors may consult.

A copy of this Prospectus can be downloaded from the website of the Company at [www.3dresources.com.au](http://www.3dresources.com.au). Any person accessing the electronic version of this Prospectus for the purpose of making an investment in the Company must be an Australian resident and must only access this Prospectus from within Australia.

The Corporations Act prohibits any person passing onto another person an Application Form for Shares unless it is attached to a hard copy of this Prospectus or it accompanies the complete and unaltered version of this Prospectus. Any person may obtain a hard copy of this Prospectus free of charge by contacting the Company.

The Company reserves the right not to accept an Application Form from a person if it has reason to believe that when that person was given access to the Application Form it was not provided together with the electronic Prospectus and any relevant supplementary or replacement Prospectus.

### **Timetable and Important Dates**

Lodgement of Prospectus with the ASIC and ASX	6 May 2010
Opening Date	6 May 2010
Closing Date	11 June 2010
Expected date of Official Quotation of the Shares	14 June 2010

\*The Directors reserve the right to bring forward or extend the Closing Date at any time after the Opening Date without notice. As such, the date the Shares are expected to commence trading on ASX may vary with any change in the Closing Date.

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1. **CORPORATE DIRECTORY**

**Directors**

Mr Ian Richer  
Mr John Chegwidden  
Mr John Georgiopoulos

**Share Registry \***

Computershare Investor Services Pty Limited  
Level 2  
45 St Georges Terrace  
PERTH WA 6000

Telephone: (08) 9323 2000  
Facsimile: (08) 9323 2033

**Company Secretary**

Mr John Chegwidden

**Solicitors to the Company**

Steinepreis Paganin  
Level 4, The Read Buildings  
16 Milligan Street  
PERTH WA 6000

**Registered Office**

Level 6, 189 St Georges Terrace  
PERTH WA 6000

Postal Address:  
PO Box 7323  
Cloisters Square  
PERTH WA 6850

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

**Underwriter**

Ascot Securities Pty Ltd  
(AFSL 246718)  
Suite 502, 530 Little Collins Street  
Melbourne VIC 3000  
Telephone: (03) 8686 5788  
Facsimile: (03) 8686 5790  
Email: floats@ascotsecurities.com.au

**ASX Code**

DDD

**Auditor \***

RLF Bentleys  
Level 1, 12 Kings Park Road  
WEST PERTH WA 6005

\* This entity has not been involved in the preparation of this Prospectus and has not consented to being named in this Prospectus. Its name is included for information purposes only.

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## **2. DETAILS OF THE OFFER**

### **2.1 Shares made available for Subscription**

By this Prospectus and pursuant to the Offer, the Company offers the opportunity to subscribe for up to 50,000,000 Shares at an issue price of 2 cents per Share to raise up to \$1,000,000.

The Offer is only open to Ascot Securities and parties nominated by Ascot Securities. Accordingly, if you are nominated by Ascot Securities please complete an Application Form.

The purpose of the Offer and the use of the funds raised pursuant to the Offer are set out in Section 3 of this Prospectus.

All of the Shares offered under this Prospectus will rank equally with Shares on issue at the date of this Prospectus.

The Offer is fully underwritten. Refer to Section 7.2 for details regarding the terms of the Underwriting Agreement.

### **2.2 Opening and Closing Dates of the Offer**

The Opening Date of the Offer will be at 9:00am WST on 6 May 2010 and the Closing Date will be at 5:00pm WST on 11 June 2010. The Directors reserve the right to close the Offer early or extend the Closing Date (as the case may be), should it be considered by them necessary to do so.

### **2.3 Application for Shares**

Applications for Shares under the Offer must be made using the Application Form.

Payment for the Shares under the Offer must be made in full at the issue price of 2 cents per Share. Cheques should be made payable to "3D Resources Limited – Offer Account" and crossed "Not Negotiable". Applications for Shares under the Offer must be for a minimum of 100,000 Shares and thereafter in multiples of 1,000 Shares.

Completed application forms and accompanying cheques must be mailed or delivered to:

Ascot Securities Pty Ltd  
Suite 502, 530 Little Collins Street  
MELBOURNE Victoria 3000

Completed Application Forms and accompanying payment must reach Ascot Securities Pty Ltd no later than 5pm WST on the Closing Date.

### **2.4 Allotment of Shares**

At the general meeting of Shareholders held on 15 April 2010, Shareholder approval was obtained to enable the Directors to subscribe for up to 1,250,000 Shares each pursuant to the Offer. Any Shares issued to the Directors pursuant to the Offer must be issued on or before 15 May 2010 in accordance with the approval obtained at the general meeting.

Accordingly, any Shares the subject of the Offer subscribed for by Directors will be issued as soon as is practicable after the opening date of the Offer (and prior to 15 May 2010). Thereafter, allotment of Shares will take place on a progressive basis.

Prior to allotment, all application monies shall be held by the Company on trust. The Company, irrespective of whether the allotment of Shares takes place, will retain any interest earned on the application monies.

The Directors in consultation with Ascot Securities will determine the allottees of all the Shares the subject of the Offer. The Directors reserve the right to reject any application or to allocate any applicant fewer Shares under the Offer than the number applied for. Potential investors should not apply for Shares offered pursuant to the Offer unless instructed to do so by Ascot Securities or the Company.

Where the number of Shares allotted is less than the number applied for, the surplus monies will be returned by cheque as soon as practicable after the Closing Date. Where no allotment is made, the amount tendered on application will be returned in full by cheque as soon as practicable after the Closing Date. Interest will not be paid on monies refunded.

## **2.5 Minimum Subscription**

The minimum subscription in respect of the Offer is \$1,000,000 (being the full subscription).

## **2.6 Underwriting**

The Offer is fully underwritten by Ascot Securities Pty Ltd.

Refer to Section 7.2 of this Prospectus for further details of the terms of the underwriting.

## **2.7 ASX Listing**

The Company's Shares are currently traded on ASX. Application will be made within 7 days after the date of issue of this Prospectus to ASX for permission for the Shares issued pursuant to this Prospectus to be listed for official quotation by ASX.

In the event that ASX does not grant permission for the official quotation of the Shares within 3 months after the date of issue of this Prospectus (or such period as is varied by the ASIC), none of the Shares offered by this Prospectus will be allotted or issued and the Company will repay all application monies for the Shares within the time period set out under the Corporations Act, without interest.

## **2.8 Restrictions on the Distribution of the Prospectus**

The distribution of this Prospectus outside the Commonwealth of Australia may be restricted by law.

This Prospectus is not intended to, and does not, constitute an offer of, or invitation to apply for, securities in any place which, or to any person to whom, the making of such offer or invitation would not be lawful under the laws of any jurisdiction outside Australia.

## **2.9 Clearing House Electronic Sub-Register System ("CHESS") and Issuer Sponsorship**

The Company will not be issuing share certificates. The Company participates 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 Shares allotted to them under this Prospectus. 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 in circumstances in which there have been any changes in their security holding in the Company during the preceding month.

## **2.10 Dividend Policy**

The Company's ability to pay dividends depends on factors such as the earnings, taxation and financial position of the Company. It is the current intention of the Directors to pay dividends if the profitability of the Company's operations permits. The level of franking of any dividends will be determined by the level of Australian tax paid by the Company.

Until the Company generates sufficient profits, it will not be in a position to declare any dividend and, accordingly, the Directors will not formulate a dividend policy until a profit is generated.

## **2.11 Taxation**

The Company does not propose to give any taxation advice and neither the Company, its Directors nor its officers accept any responsibility or liability for any taxation consequence to applicants. Applicants should consult their own professional tax advisers in regard to taxation implications of the Offer.

## **2.12 Privacy Act**

If you complete an application for Shares, 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 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 Prospectus.

Collection, maintenance and disclosure of certain personal information is governed by legislation including the Privacy Act 1988 (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 for Shares, the Company may not be able to accept or process your application.

## **2.13 Enquiries**

Any questions concerning the Offer should be directed to Mr. Rodney Edwards of Ascot Securities Pty Ltd on (03) 868 65788 (office), 0400 650 012 (mobile) or floats@ascotsecurities.com.au.

### 3. PURPOSE AND EFFECT OF THE OFFER

#### 3.1 Purpose of the Offer

The purpose of the Offer is to:

- (a) remove any restrictions on the sale of the Shares to be issued by the Company under the Offer; and
- (b) raise up to \$1,000,000 before costs.

The proceeds of the Offer are planned to be used in accordance with the table set out below:

<b>Proceeds of the Offer</b>	<b>Amount Raised</b>
Tenement Expenses	\$200,000
New Projects	\$400,000
General working capital	\$303,000
Expenses of the Offer <sup>1</sup>	\$97,000
<b>Total</b>	<b>\$1,000,000</b>

**Notes:**

- 1. Refer to Section 7.5 of this Prospectus for further details relating to the estimated expenses of the Offer.

#### 3.2 Effect of the Offer and Pro Forma Consolidated Balance Sheet

Assuming all Shares offered under this Prospectus are issued, the principal effect of the Offer will be to:

- (a) increase cash reserves by approximately \$903,000 immediately after completion of the Offer and estimated expenses of the Offer;
- (b) increase the number of Shares on issue from 143,032,392 Shares as at the date of this Prospectus, to 193,032,392 Shares (including 1,000,000 Shares to be issued to the Underwriter); and
- (c) increase the number of Options on issue from 6,331,944 Options as at the date of this Prospectus, to 37,431,944 Options (including 35,000,000 Options to be issued to the Underwriter).

Set out below is:

- (a) an unaudited consolidated Statement of Financial Position of the Company as at 31 March 2010;
- (b) an unaudited pro-forma consolidated Statement of Financial Position of the Company as at 31 March 2010 incorporating the effect of the Offer (assuming the Offer is fully subscribed); and
- (c) the capital structure of the Company upon completion of the Offer (assuming the Offer is fully subscribed).

#### 4. PRO FORMA CONSOLIDATED BALANCE SHEET

Description	Unaudited Statement of financial position Consolidated 31 March 2010 \$	Adjustments Full Subscription \$	Full Subscription Pro-forma Statement of financial position Consolidated 31 March 2010 \$
<b>Current Assets</b>			
Cash and Cash Equivalents*	194,040	903,000	1,097,040
Trade and Other Receivables	6,994	-	6,994
<b>Total Current Assets</b>	201,034	903,000	1,104,034
<b>Non-Current Assets</b>			
Property, Plant and Equipment	18,724	-	18,724
Exploration, Evaluation and Development	638,583	-	638,583
<b>Total Non-Current Assets</b>	657,307	-	657,307
<b>Total Assets</b>	858,341	903,000	1,761,341
<b>Current Liabilities</b>			
Trade and Other Payables	(62,524)	-	(62,524)
<b>Total Current Liabilities</b>	(62,524)	-	(62,524)
<b>Total Liabilities</b>	(62,524)	-	(62,524)
<b>Net Assets/(Liabilities) Equity</b>	<b>795,817</b>	<b>903,000</b>	<b>1,698,817</b>
Issued Capital	6,198,770	903,000	7,101,770
Option Reserve	29,330	-	29,330
Accumulated Losses	(5,432,283)	-	(5,432,283)
<b>Total Equity</b>	<b>795,817</b>	<b>903,000</b>	<b>1,698,817</b>

The Pro-forma Consolidated Statement of Financial Position above been prepared on the assumption the full subscription of \$1,000,000 will be raised pursuant to the Offer.

The capital structure of the Company upon completion of the Offer (assuming the Offer is fully subscribed) is summarised below:

<b>Shares</b>	<b>Number</b>
Shares currently on issue	143,032,392
Shares offered pursuant to the Offer	50,000,000
Shares to be issued to Underwriter <sup>1</sup>	1,000,000
<b>Total Shares on issue after completion of the Offer <sup>1</sup></b>	<b>143,032,392</b>

<b>Options</b>	<b>Number</b>
Unlisted exercisable at \$0.25 on or before 31 December 2010	1,500,000
Unlisted exercisable at \$0.20 on or before 31 July 2010	331,944
Unlisted exercisable at \$0.02 on or before 27 April 2015	4,500,000
Unlisted exercisable at \$0.02 on or before that date which is five (5) years after the date of issue to be issued to Underwriter <sup>2</sup>	35,000,000
Options offered pursuant to the Offer	Nil
<b>Total <sup>2</sup></b>	<b>41,331,944</b>

**Notes:**

1. At the general meeting of Shareholders held on 15 April 2010, Shareholders approved the issue of 1,000,000 Shares to the Underwriter in accordance with the terms of the Underwriting Agreement (refer to Section 7.2 for further details of this agreement). The Company intends to issue and allot these Shares within one month of the Closing Date subject to the satisfaction of the Underwriter's obligations.
2. At the general meeting of Shareholders held on 15 April 2010, Shareholders approved the issue of 35,000,000 Options exercisable within 5 years from the date of issue at an exercise price of 2 cents each (and subject to other restrictions) to the Underwriter in accordance with the terms of the Underwriting Agreement (refer to Section 7.2 for further details of this agreement). The Company intends to issue and allot the Options within one month of the Closing Date subject to the satisfaction of the Underwriter's obligations.

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## 5. RIGHTS ATTACHING TO SHARES

The following is a summary of the more significant rights attaching to Shares. This summary is not exhaustive and does not constitute a definitive statement of the rights and liabilities of shareholders in the Company. To obtain such a statement, persons should seek independent legal advice.

Full details of the rights 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.

### (a) **General Meetings**

Shareholders are entitled to be present in person, or by proxy, attorney or representative to attend and vote at general meetings of the Company.

Shareholders may requisition meetings in accordance with Section 249D of the Corporations Act and the Constitution of the Company.

### (b) **Voting Rights**

Subject to any rights or restrictions for the time being attached to any class or classes of shares, at general meetings of shareholders or classes of shareholders:

- (i) each shareholder entitled to vote may vote in person or by proxy, attorney or representative;
- (ii) on a show of hands, every person present who is a shareholder or a proxy, attorney or representative of a shareholder has one vote; and
- (iii) on a poll, every person present who is a shareholder or a proxy, attorney or representative of a shareholder shall, in respect of each fully paid share held by him, or in respect of which he is appointed a proxy, attorney or representative, have one vote for the share, but in respect of partly paid shares shall have such number of votes as bears the same proportion to the total of such shares registered in the shareholder's name as the amount paid (not credited) bears to the total amounts paid and payable (excluding amounts credited).

### (c) **Dividend Rights**

The Directors may from time to time declare a dividend to be paid to shareholders entitled to the dividend. The dividend shall (subject to Clause 22 of the Company's Constitution and to the rights of any preference shareholders and to the rights of the holders of any shares created or raised under any special arrangement as to dividends) be payable on all shares in accordance with the Corporations Act. The Directors may from time to time pay to the shareholders such interim dividends as they may determine. No dividends shall be payable except out of profits. A determination by the Directors as to the profits of the Company shall be conclusive. No dividend shall carry interest as against the Company.

(d) **Winding-Up**

If the Company is wound up, the liquidator may, with the authority of a special resolution, divide among the shareholders in kind the whole or any part of the property of the Company, and may for that purpose set such value as he considers fair upon any property to be so divided, and may determine how the division is to be carried out as between the shareholders or different classes of shareholders. The liquidator may, with the authority of a special resolution, vest the whole or any part of any such property in trustees upon such trusts for the benefit of the contributories as the liquidator thinks fit, but so that no shareholder is compelled to accept any shares or other securities in respect of which there is any liability. Where an order is made for the winding up of the Company or it is resolved by special resolution to wind up the Company, then on a distribution of assets to members, shares classified by ASX as restricted securities and which are subject to escrow restrictions at the time of the commencement of the winding up shall rank in priority after all other shares.

(e) **Transfer of Shares**

Generally, shares in the Company are freely transferable, subject to formal requirements, the registration of the transfer not resulting in a contravention of or failure to observe the provisions of a law of Australia and the transfer not being in breach of the Corporations Act or the Listing Rules.

(f) **Changes to Capital Structure**

The Company may by ordinary resolution and subject to the Corporations Act and the Listing Rules:

- (i) increase its share capital by the issue of new shares of such amount as is specified in a resolution;
- (ii) consolidate and divide all or any of its share capital into shares of larger amounts than its existing shares;
- (iii) sub-divide all or any of its shares into shares of smaller amount than is fixed by the Constitution, but so that in the sub-division the proportion between the amount paid and the amount (if any) unpaid on each such share of a smaller amount is the same as it was in the case of the share from which the share of a smaller amount is derived; and
- (iv) cancel shares that, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person or have been forfeited and reduce its share capital by the amount of the shares so cancelled.

(g) **Variation of Rights**

Pursuant to Section 246B of the Corporations Act, the Company may, with the sanction of a special resolution passed at a meeting of shareholders vary or abrogate the rights attaching to shares.

If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class), whether or not the Company is being wound up may be varied or abrogated with the consent in writing of the holders of three-quarters of the issued shares of that class, or if authorised by a special resolution passed at a separate meeting of the holders of the shares of that class.

The Shares are quoted on ASX.

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## 6. RISK FACTORS

### 6.1 General

The Shares offered under this Prospectus should be considered speculative because of the nature of the Company's business. The future profitability of the Company will be dependent on the successful commercial exploitation of its business and operations.

Whilst the Directors recommend the Offer, there are numerous risk factors involved. The following is a summary of the more material matters to be considered. However, this summary is not exhaustive and potential investors should examine the contents of this Prospectus in its entirety and consult their professional advisors before deciding whether to apply for the Shares.

Factors which may affect the Company's financial position, prospects and the price of its listed securities include the following:

### 6.2 Operating Risks

The current and future operations of the Company, including exploration, appraisal and possible production activities may be affected by a range of factors, including:

- (a) adverse geological conditions;
- (b) limitations on activities due to seasonal weather patterns and cyclone activity;
- (c) unanticipated operational and technical difficulties encountered in seismic survey, drilling and production activities;
- (d) mechanical failure of operating plant and equipment;
- (e) industrial and environmental accidents, industrial disputes and other force majeure events;
- (f) unavailability of aircraft or drilling equipment to undertake airborne electromagnetic and other geological and geophysical investigations;
- (g) unexpected shortages or increases in the costs of labour, consumables, spare parts, plant and equipment; and
- (h) inability to obtain necessary consents or approvals.

### 6.3 Native Title and Title Risks

Both the *Native Title Act 1993* (Cth), related State Native Title legislation and Aboriginal Land Rights and Aboriginal Heritage legislation may affect the Company's ability to gain access to prospective exploration areas or obtain production titles.

Compensatory obligations may be necessary in settling Native Title claims if lodged over any tenements acquired by the Company. The existence of outstanding registered Native Title claims means that the grant of a tenement in respect of a particular tenement application may be significantly delayed or thwarted pending resolution of future act procedures in the Native Title Act. The level of impact of these matters will depend, in part, on the location and status of the tenements acquired by the Company. At this stage it is not possible to quantify the impact (if any) which these developments may have on the operations of the Company.

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

#### **6.4 Environmental Risks and Regulations**

The Company's projects are subject to Commonwealth and State laws and regulations regarding environmental matters and the discharge of hazardous wastes and materials. As with all mining projects, these projects would be expected to have a variety of environmental impacts should development proceed.

The Company intends to conduct its activities in an environmentally responsible manner and in accordance with applicable laws and industry standards. Areas disturbed by the Company's activities will be rehabilitated as required by the conditions attaching to the mining tenements.

#### **6.5 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.

#### **6.6 Market conditions**

The market price of securities can fall as well as rise and may be subject to varied and unpredictable influences on the market for equities and in particular, resources stocks. Neither the Company nor the Directors warrant the future performance of the Company or any return on an investment in the Company.

#### **6.7 Security Investments**

Applicants should be aware that there are risks associated with any securities investment. Securities listed on the stock market, and in particular securities of mining and exploration companies have experienced extreme price and volume fluctuations that have often been unrelated to the operating performances of such companies. These factors may materially affect the market price of the securities regardless of the Company's performance.

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

#### **6.8 Legislative changes, Government policy and approvals**

Changes in government regulations and policies may adversely affect the financial performance of the Company. For example, any increased rentals under the Mining Act may impact on the Company's actual financial statements. The Company's capacity to explore and mine, in particular the Company's ability to explore and mine any reserves, may be affected by changes in government policy, which are beyond the control of the Company.

#### **6.9 Future Capital Requirements**

The Company's ongoing activities will require substantial expenditures. There can be no guarantee that the funds raised through the Offer will be sufficient to successfully achieve all the objectives of the Company's overall business strategy. If the Company is unable to continue to use debt or equity to fund expansion after the substantial exhaustion of the net proceeds of the Offer there can be no assurances that the Company will have sufficient capital resources for that purpose, or other purposes, or that it will be able to obtain additional fundraising 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 may 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.

#### **6.10 Reliance on Key Personnel and Employees**

The Company's prospects depend in part on the ability of its executive officers, senior management and key consultants to operate effectively, both independently and as a group. To manage its growth, the Company must attract and retain additional highly qualified management, technical, sales and marketing personnel and continue to implement and improve operational, financial and management information systems. Investors must be willing to rely to a significant extent on management's discretion and judgement, as well as the expertise and competence of outside contractors.

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## 7. ADDITIONAL INFORMATION

### 7.1 Continuous Disclosure Obligations

The Company is a “disclosing entity” (as defined in Section 111AC of the Corporations Act) for the purposes of Section 713 of the Corporations Act and, as such, is subject to regular reporting and disclosure obligations. Specifically, like all listed companies, the Company is required to continuously disclose any information it has to the market which a reasonable person would expect to have a material effect on the price or the value of the Company’s securities. The Shares that will be issued pursuant to this Prospectus will be in the same class of Shares that have been quoted on the official list of ASX during the 12 months prior to the issue of this Prospectus.

In general terms “transaction specific prospectuses” are only required to contain information in relation to the effect of the issue of securities on the Company and the rights attaching to the securities. It is not necessary to include general information in relation to all of the assets and liabilities, financial position, profits and losses or prospects of the issuing company.

Having taken such precautions and having made such enquires as are reasonable, the Company believes that it has complied with the general and specific requirements of ASX as applicable from time to time throughout the 12 months before the issue of this Prospectus which required the Company to notify ASX of information about specified events or matters as they arise for the purpose of ASX making that information available to the stock market conducted by ASX.

Information that is already in the public domain has not been reported in this Prospectus other than that which is considered necessary to make this Prospectus complete.

The Company, as a disclosing entity under the Corporations Act, states that:

- (a) it is subject to regular reporting and disclosure obligations;
- (b) copies of documents lodged with the ASIC in relation to the Company (not being documents referred to in section 1274(2)(a) of the Corporations Act) may be obtained from, or inspected at, the offices of the ASIC; and
- (c) it will provide a copy of each of the following documents, free of charge, to any person on request between the date of issue of this Prospectus and the Closing Date:
  - (i) the annual financial report most recently lodged by the Company with the ASIC;
  - (ii) any half year financial report lodged with the ASIC by the Company after the lodgement of the annual financial report referred to in (i) and before the lodgement of this Prospectus with the ASIC; and
  - (iii) any documents used to notify ASX of information relating to the Company during that period in accordance with ASX Listing Rules as referred to in Section 674(1) of the Corporations Act.

Copies of all documents lodged with the ASIC in relation to the Company can be inspected at the registered office of the Company during normal office hours.

For details of documents lodged with ASX since the date of lodgement of the Company's latest annual financial report refer to the table set out below.

<b>Date</b>	<b>Description of Announcement</b>
05/05/2010	Change of Director's Interest Notice
03/05/2010	Change of Director's Interest Notice
03/05/2010	Change of Director's Interest Notice
03/05/2010	Change of Director's Interest Notice
03/05/2010	Change of Director's Interest Notice
29/04/2010	Appendix 3B
29/04/2010	Quarterly Activities Report
29/04/2010	Quarterly Cashflow Report
27/04/2010	Appendix 3B
16/04/2010	Results of Meeting
18/03/2010	Notice of General Meeting/Proxy Form Clarification
12/03/2010	Half Yearly Report and Accounts
12/03/2010	Notice of General Meeting/Proxy Form
29/01/2010	Quarterly Activities Report
29/01/2010	Quarterly Cashflow Report
25/01/2010	Placement Mandate
21/12/2009	Becoming a substantial holder
17/12/2009	Placement and Appendix 3B
01/12/2009	Notice of Annual General Meeting/Proxy Form amend
30/11/2009	Results of Meeting
30/10/2009	Quarterly Cashflow Report
30/10/2009	Quarterly Activities Report
28/10/2009	Notice of Annual General Meeting/Proxy Form
28/10/2009	Annual Report to shareholders

ASX maintains files containing publicly available information for all listed companies. The Company's file is available for inspection at ASX during normal hours.

## 7.2 Underwriting Agreement

By an agreement between Ascot Securities Pty Ltd (**Underwriter**) and the Company (**Underwriting Agreement**), the Underwriter agreed to fully underwrite the Offer for 50,000,000 Shares (**Underwritten Securities**).

Pursuant to the Underwriting Agreement, the Company has agreed to:

- (a) pay the Underwriter an underwriting fee of 6% of the amount raised pursuant to the Offer; and
- (b) issue the Underwriter (or its nominee):
  - (i) 1,000,000 Shares (500,000 Shares to be voluntarily escrowed for 12 months and 500,000 Shares to be voluntarily escrowed for 24 months from the date of issue) (**Underwriter Consideration Shares**);
  - (ii) 35,000,000 Options exercisable at \$0.02 each at any time during the period of five years from the date of issue subject to the following:
    - (A) 17.5 million of the Options can only be exercised in the event that the volume weighted average closing price of the Company's Shares over a 5 day period exceeds \$0.04; and
    - (B) 17.5 million of the Options can only be exercised in the event that the volume weighted average closing price of the Company's Shares over a 5 day period exceeds \$0.05 and

(together, the **Underwriter Consideration Options**).

It is a condition of the Underwriting Agreement that the Underwriter will distribute such or all of the Underwritten Securities, Underwriter Consideration Shares and Underwriter Consideration Options to third party nominees of the Underwriter (who are not related parties of the Company) so that neither the Underwriter nor any of the third party nominees acquire a relevant interest in the Company greater than 20%.

The obligation of the Underwriter to underwrite the Offer is subject to certain events of termination. The Underwriter may terminate its obligations under the Underwriting Agreement if:

- (a) (**No Quotation Approval**): the Company fails to lodge an Appendix 3B in relation to the Shares the subject of the Offer with ASX by the time required by the Corporations Act, the Listing Rules or any other regulation;
- (b) (**Restriction on allotment**): the Company is prevented from allotting the Shares the subject of the Offer within the time required by the Underwriting Agreement, the Corporations Act, the Listing Rules, any statute, regulation or order of a court of competent jurisdiction by ASIC, ASX or any court of competent jurisdiction or any governmental or semi-governmental agency or authority;
- (c) (**Authorisation**): any authorisation which is material to anything referred to in this Prospectus is repealed, revoked or terminated or expires, or is modified or amended in a manner unacceptable to the Underwriter acting reasonably;

- (d) **(Termination Events):** any of the following events occurs:
- (i) **(Default):** default or breach by the Company under the Underwriting Agreement of any terms, condition, covenant or undertaking;
  - (ii) **(Incorrect or untrue representation):** any representation, warranty or undertaking given by the Company in the Underwriting Agreement is or becomes untrue or incorrect;
  - (iii) **(Contravention of constitution or Act):** a contravention by a Relevant Company (as that term is defined in the Underwriting Agreement) of any provision of its constitution, the Corporations Act, the Listing Rules or any other applicable legislation or any policy or requirement of ASIC or ASX;
  - (iv) **(Misleading information):** any information supplied at any time by the Company or any person on its behalf to the Underwriter in respect of any aspect of the Offer or the affairs of any Relevant Company is or becomes misleading or deceptive or likely to mislead or deceive;
  - (v) **(Failure to provide information):** the Company fails to provide to ASIC or ASX any information reasonably requested by them, or otherwise satisfy such requests for information;
  - (vi) **(Prescribed Occurrence):** a Prescribed Occurrence (as that term is defined in the Underwriting Agreement) occurs;
  - (vii) **(Judgment against a Relevant Company):** a judgment in an amount exceeding \$50,000.00 is obtained against a Relevant Company and is not set aside or satisfied within 7 days;
  - (viii) **(Litigation):** litigation, arbitration, administrative or industrial proceedings are after the date of the Underwriting Agreement commenced against any Relevant Company;
  - (ix) **(Force Majeure):** a force majeure affecting the Company's business or any obligation under the Underwriting Agreement lasting in excess of 7 days occurs;
  - (x) **(Certain resolutions passed):** a Relevant Company passes or takes any steps to pass a resolution under Section 254N, Section 257A or Section 260B of the Corporations Act or a resolution to amend its constitution without the prior written consent of the Underwriter;
  - (xi) **(Capital Structure):** any Relevant Company alters its capital structure in any manner not contemplated by the Prospectus; or
  - (xii) **(Breach of Material Contracts):** any of the any of material contracts to which a Relevant Company is a party are terminated or substantially modified.
- (e) **(Adverse change):** an event occurs which gives rise to a Material Adverse Effect (as that term is defined in the Underwriting Agreement) or any adverse change or any development including a prospective adverse change after the date of the Underwriting Agreement in the assets, liabilities, financial position, trading results, profits, forecasts, losses, prospects, business or operations of any Relevant Company.

The events listed in paragraph (d) above do not entitle the Underwriter to terminate the Underwriting Agreement unless, in the reasonable opinion of the Underwriter reached in good faith, it has or is likely to have, or those events together have, or could reasonably be expected to have, a Material Adverse Effect or could give rise to a liability of the Underwriter under the Corporations Act.

The Underwriting Agreement also contains a number of indemnities, representations and warranties from the Company to the Underwriter that are considered standard for an agreement of this type.

### 7.3 Directors' Interests

Other than as set out below or elsewhere in this Prospectus, no Director nor any organisation in which such a Director is a partner or director, has or had within 2 years before the lodgement of this Prospectus with the ASIC, any interest in:

- (a) the promotion or formation of the Company;
- (b) property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the offer of Shares pursuant to this Prospectus; or
- (c) the offer of Shares pursuant to this Prospectus,

and no amounts have been paid or agreed to be paid (in cash or shares or otherwise) to any Director or to any organisation in which any such Director is a partner or director, either to induce him to become, or to qualify him as, a Director or otherwise for services rendered by him or by the firm in connection with the promotion or formation of the Company.

Each Directors' interests in Shares and Options at the date of this Prospectus are:

Name of Director	Shares <sup>8</sup>	Options <sup>8</sup>
Ian Richer	1,937,000 <sup>1</sup>	1,500,000 <sup>1,2</sup>
John Chegwiddden	4,250,000 <sup>3</sup>	2,000,000 <sup>3,4</sup>
John Georgiopoulos	5,148,941 <sup>5</sup>	1,500,000 <sup>5,6</sup>
Ian Richer and John Chegwiddden <sup>7</sup>	250,000	Nil

#### Notes:

1. Ian Richer has a beneficial interest in 250,000 Shares held by Siren Mining Ltd and 1,687,500 Shares and 1,500,000 Options held by Anycall Pty Ltd <The Richer Super Fund>.
2. 1,500,000 Options exercisable at \$0.02 on or before 27 April 2015.
3. John Chegwiddden has a beneficial interest in 125,000 Shares and 1,500,000 Options held by Ausnom Pty Ltd <J&K Chegs Share Trust> and 4,125,000 Shares and 500,000 Options held by Chegs Assets Pty Ltd <The J&K Chegs Super Fund> .
4. 500,000 Options exercisable at \$0.25 each on or before 31 December 2010 and 1,500,000 Options exercisable at \$0.02 on or before 27 April 2015.
5. John Georgiopoulos has a beneficial interest in 4,968,941 Shares and 1,500,000 Options held by Rockdale Capital Pty Ltd, 180,000 Shares held by Vigon Pty Ltd <Georgiopoulos Family Superannuation Fund>.

6. 1,500,000 Options exercisable at \$0.02 on or before 27 April 2015.
7. Ian Richer and John Chegvidden have a beneficial interest in 250,000 Shares held by 189 Projects Pty Ltd.
8. The above table does not include the Shares the Directors may subscribe for pursuant to the Offer. At the general meeting of Shareholders held on 14 April 2010, Shareholders approved each of the Directors subscribing for up to 1,250,000 Shares pursuant to the Offer. Refer to the Notice of Meeting in relation to the meeting for further details.

The Constitution of the Company provides that the non-executive Directors may be paid for their services as Directors, a sum not exceeding such fixed sum per annum as may be determined by the Company in general meeting, to be divided among the Directors and in default of agreement then in equal shares.

The Company paid to the Directors a total of \$112,918 for the year ended 30 June 2009. For the period from 1 July 2009 to the date of this Prospectus \$124,000 has been paid or is payable by the Company by way of approved remuneration for services provided by all Directors or former Directors (executive, non-executive and alternate), companies associated with those Directors or their associates in their capacity as Directors, employees, consultants or advisers (and including superannuation payments).

Directors, companies associated with the directors or their associates are also reimbursed for all reasonable expenses properly incurred in the course of conducting their duties which include, but are not in any way limited to, out of pocket expenses, travelling expenses, disbursements made on behalf of the Company and other miscellaneous expenses.

The table below sets out the remuneration provided to the Directors of the Company during the last financial year prior to the date of this Prospectus and their current remuneration at the date of this Prospectus, inclusive of directors fees and consultancy fees.

<b>Director</b>	<b>Year Ended 30 June 2009</b>	<b>Current Financial Remuneration</b>
Mr Ian Richer	\$15,000	\$ 34,500
Mr John Chegvidden	\$87,918	\$ 66,500
Mr John Georgiopoulos	\$10,000	\$ 23,000

#### **7.4 Interests and Consents of Experts and Advisers**

Other than as set out below or elsewhere in this Prospectus, no expert, underwriter, promoter or any other person named in this Prospectus as performing a function in a professional advisory or other capacity in connection with the preparation or distribution of the Prospectus, nor any firm in which any of those persons is or was a partner, nor any company with which any of those persons is or was associated, has or had within 2 years before the lodgement of this Prospectus with the ASIC, any interest in:

- (a) the formation or promotion of the Company; or
- (b) property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the Offer of securities pursuant to this Prospectus; or
- (c) the Offer of securities pursuant to this Prospectus,

and no amounts have been paid or agreed to be paid (in cash or Shares or otherwise) to any expert, underwriter, promoter or any other person named in this Prospectus as performing a function in a professional advisory or other capacity in connection with the preparation or distribution of this Prospectus, or to any firm in which any of those persons is or was a partner, or to any company with which any of those persons is or was associated, for services rendered by that person, or by the firm or the company, in connection with the formation or promotion of the Company or the Offer pursuant to this Prospectus.

Pursuant to Section 716 of the Corporations Act, Ascot Securities Pty Ltd has given and has not withdrawn its consent to being named as Underwriter to the Offer in the Corporate Directory of this Prospectus in the form and context in which it is named. Ascot Securities Pty Ltd has not caused or authorised the issue of this Prospectus, does not make or purport to make any statement in this Prospectus and takes no responsibility for any part of this Prospectus.

Ascot Securities Pty Ltd has a relevant interest in 15,673,107 Shares as at the date of this Prospectus. Ascot Securities Pty Ltd will be paid an underwriting fee of approximately \$60,000 and will be issued 1,000,000 Shares and 35,000,000 Options in consideration of services provided in respect of this Offer. As set out in Section 7.2, Ascot Securities Pty Ltd will distribute such or all of these Shares and Options to third party nominees of Ascot Securities Pty Ltd (who are not related parties of the Company) so that neither Ascot Securities Pty Ltd nor any of the third party nominees acquire a relevant interest in the Company greater than 20%.

Pursuant to Section 716 of the Corporations Act, Steinepreis Paganin has given, and has not withdrawn its consent to being named as Solicitors to the Company in the Corporate Directory of this Prospectus in the form and context in which it is named. Steinepreis Paganin has not caused or authorised the issue of this Prospectus, does not make or purport to make any statement in this Prospectus and takes no responsibility for any part of this Prospectus.

Steinepreis Paganin act as solicitors to the Company. Steinepreis Paganin will be paid approximately \$10,000 for services in relation to this Prospectus.

## 7.5 Estimated Expenses of Offer

The estimated expenses of the Offer are as follows:

Item	\$
ASX Fees	5,000
ASIC Fees	2,000
Printing, Mailing and Other Expenses	15,000
Underwriting Fee	60,000
Legal	15,000
<b>Total</b>	<b>97,000</b>

## 7.6 Market Price of Shares

The Company is a disclosing entity for the purposes of the Corporations Act and its Shares are enhanced disclosure securities quoted on ASX.

The highest, lowest and last market sale prices of the Company's Shares on ASX during the three months immediately preceding the date of lodgement of this Prospectus with the ASIC and the respective dates of those sales were:

	<b>Price</b>	<b>Date</b>
Highest	2.5 cents	10 March 2010
Lowest	1.8 cents	4 March 2010
Last	2 cents	5 May 2010

## 7.7 **Electronic Prospectus**

Pursuant to Class Order 00/044, the ASIC has exempted compliance with certain provisions of the Corporations Act 2001 to allow distribution of an electronic prospectus and electronic application form on the basis of a paper prospectus lodged with the ASIC, and the publication of notices referring to an electronic prospectus or electronic application form, subject to compliance with certain conditions.

If you have received this Prospectus as an electronic Prospectus, please ensure that you have received the entire Prospectus accompanied by the Application Form. If you have not, please phone the Company and the Company will send you, for free, either a hard copy or a further electronic copy of the Prospectus, or both.

The Company reserves the right not to accept an Application Form from a person if it has reason to believe that when that person was given access to the electronic Application Form, it was not provided together with the electronic Prospectus and any relevant supplementary or replacement prospectus or any of those documents were incomplete or altered.

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**8. DIRECTORS' CONSENT**

This Prospectus is issued by the Company and its issue has been authorised by a resolution of the Directors.

In accordance with Section 720 of the Corporations Act, each Director has consented in writing to the lodgement of this Prospectus with the ASIC.

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**John Chegwidden**  
**Director**  
**For and on behalf of**  
**3D RESOURCES LIMITED**

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## 9. DEFINITIONS

**Applicant** means an investor that applies for Shares using an Application Form pursuant to this Prospectus.

**Application Form** means the Application Form which accompanies this Prospectus.

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

**ASIC** means the Australian Securities and Investments Commission.

**ASX** means ASX Limited (ABN 98 008 624 691).

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

**Closing Date** means the closing date for receipt of Application Forms under this Prospectus as set out in Section 2.2.

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

**Constitution** means the Company's Constitution as at the date of this Prospectus.

**Corporations Act** means the Corporations Act 2001 (Cth).

**Directors** means directors of the Company at the date of this Prospectus.

**Dollar** or "\$" means Australian dollars.

**General Meeting** means a general meeting of Shareholders to be held on or about 26 March 2010 (and any adjournment of that meeting).

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

**Offer** means the offer of Shares pursuant to this Prospectus.

**Opening Date** means the opening date for receipt of Application Forms under this Prospectus as set out in Section 2.2.

**Option** means an option to acquire a Share.

**Prospectus** means this Prospectus.

**Securities** means Shares and Options.

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

**Shareholder** means the holder of a Share.

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



## GUIDE TO THE APPLICATION FORM

If an applicant has any questions on how to complete this Application Form, please telephone Ascot Securities Pty Ltd on (03) 8686 5788.

### A. Application for Shares

The Application Form must only be completed in accordance with instructions included in Prospectus.

### B. Name of Applicant

Write the Applicant's FULL NAME. This must be either an individual's name or the name of a company. Please refer to the bottom of this page for the correct form of registrable title. Applications using the incorrect form of registrable title may be rejected.

### C. Name of Joint Applicants or Account Designation

If JOINT APPLICANTS are applying, up to three joint Applicants may register. If applicable, please provide details of the Account Designation in brackets. Please refer to the bottom of this page for instructions on the correct form of registrable title.

### D. Address

Enter the Applicant's postal address for all correspondence. If the postal address is not within Australia, please specify Country after City/Town.

### E. Contact Details

Please provide a contact name and daytime telephone number so that the Company can contact the Applicant if there is an irregularity regarding the Application Form.

### F. CHES HIN or existing SRN Details

The Company participates in CHES. If the Applicant is already a participant in this system, the Applicant may complete this section with their existing CHES HIN. If the applicant is an existing shareholder with an Issuer Sponsored account, the SRN for this existing account may be used. Otherwise leave the section blank and the Applicant will receive a new Issuer Sponsored account and statement.

### G. Payment Details

Make cheques payable to "3D Resources Limited – Offer Account" in Australian currency and cross them "Not Negotiable". Cheques must be drawn on an Australian Bank. The amount of the cheque should agree with the amount shown on the Application Form.

### H. Declaration

This Application Form does not need to be signed. By lodging this Application Form and a cheque for the application money this Applicant hereby:

- (1) applies for the number of Shares specified in the Application Form or such lesser number as may be allocated by the Directors;
- (2) agrees to be bound by the constitution of the Company;
- (3) authorises the directors of the Company to complete or amend this Application Form where necessary to correct any errors or omissions;
- (4) acknowledges that he/she has received a copy of the Prospectus attached to this Application Form or a copy of the Application Form before applying for the Shares; and
- (5) acknowledges that he/she will not provide another person with this Application Form unless it is attached to or accompanied by the Prospectus.

### CORRECT FORMS OF REGISTRABLE TITLE

Note that ONLY legal entities are allowed to hold securities. Application forms must be in the name(s) of a natural person(s), companies or other legal entities acceptable to the Company. At least one full given name and the surname is required for each natural person. Application Forms cannot be completed by persons under 18 years of age. Examples of the correct form of registrable title are set out below.

Type of Investor	Correct Form of Registration	Incorrect Form of Registration
Individual Use given names in full, not initials	Mr John Alfred Smith	J A Smith
Company Use the company's full title, not abbreviations	ABC Pty Ltd	ABC P/L or ABC Co
Joint Holdings Use full and complete names	Mr Peter Robert Williams & Ms Louise Susan Williams	Peter Robert & Louise S Williams
Trusts Use the trustee(s) personal name(s).	Mrs Susan Jane Smith <Sue Smith Family A/C>	Sue Smith Family Trust
Deceased Estates Use the executor(s) personal name(s).	Ms Jane Mary Smith & Mr Frank William Smith <Est John Smith A/C>	Estate of late John Smith or John Smith Deceased
Minor (a person under the age of 18) Use the name of a responsible adult with an appropriate designation.	Mr John Alfred Smith <Peter Smith A/C>	Master Peter Smith
Partnerships Use the partners personal names.	Mr John Robert Smith & Mr Michael John Smith <John Smith and Son A/C>	John Smith and Son
Long Names.	Mr John William Alexander Robertson-Smith	Mr John W A Robertson-Smith
Clubs/Unincorporated Bodies/Business Names Use office bearer(s) personal name(s).	Mr Michael Peter Smith <ABC Tennis Association A/C>	ABC Tennis Association
Superannuation Funds Use the name of the trustee of the fund.	Jane Smith Pty Ltd <Super Fund A/C>	Jane Smith Pty Ltd Superannuation Fund

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