



Level 6, 189 St Georges Terrace, Perth WA 6000, PO Box 7323 Cloisters Square, Perth WA 6850
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Activities Report for the Quarter Ending 31 March 2009

Highlights

- **Completion of \$78,000 Share Placement**
- **Appointment of New Chairman, Ian Richer**
- **Extraordinary shareholders meeting held and all resolutions against removal of Directors defeated**
- **Announcement of Non-Renounceable Entitlement Offer to raise \$241,064**
- **Review of Company's financial position, management and projects**
- **New projects and opportunities**

Corporate

Completion of \$78,000 Share Placement

On the 12 January 2009 the Company placed 6 million ordinary shares to raise \$78,000.

Appointment of New Chairman and Change of Directors

During the quarter Mr. Ian Richer was appointed as the new Chairman of the Company.

During the quarter Dr Craig Rugless resigned as a Director and Mr John Georgiopoulos was appointed as a Non-Executive Director.

The Board now consists of Mr. Ian Richer – Non-Executive Chairman, Mr John Georgiopoulos – Non-Executive Director, Mr John Chegwidde – Non-Executive Director and Joint Company Secretary and Ms Carol New - Joint Company Secretary.

Extraordinary Shareholder Meeting

An extraordinary meeting of shareholders was held on the 4 February 2009. All resolutions to remove the current board of Directors and the Joint Company Secretary and appoint new Directors were defeated.

Announcement of Non-Renounceable Entitlement Offer to raise \$241,064

On the 18th March 2009 the Company announced a fully underwritten non-renounceable entitlement offer of 48,212,957 shares, to raise \$241,064.

Review of Company's financial position, management and projects

Since the appointment of the new Chairman and new Directors the board has been reviewing all of the Company's present projects, the management and the financial position of the Company.

New projects and opportunities

The Board has also commenced re-developing the strategic plan for the Company. The Board has also been reviewing a number of new projects and opportunities presented to the Company.

The Company's Projects

The Company's portfolio of projects includes:

Mt Agnes IOCG (Iron Oxide Copper Gold) Prospect, West Pilbara

On reviewing the results from the previously completed exploration program at Mt Agnes, and considering all the options available, the Company is seeking a Joint Venture or outright sale of the Mt Agnes project.

Mt Padbury Gold Project

The Mt Padbury project could potentially be developed as a satellite deposit that could be processed by either existing or planned gold plants in the area including Fortnum and possibly Peak Hill.

On reviewing the results from the completed exploration program at Mt Padbury, and considering all the options available, the Company is seeking a Joint Venture or outright sale of the Mt Padbury project.



The Mount Angelo Project

Mt Angelo North VMS (Massive Sulphide) Prospect and Mt Angelo Porphyry Copper Prospect

After the completion of the initial drilling program and the past exploration program at Mt Angelo, as previously reported, the Company is now having a full review of the project, including an independent assessment of the prospects. The Board will consider the potential options available to the Company once the review is completed.

Other East Kimberly Prospects

The Company is also having a full review of the other East Kimberly prospects including an independent assessment and is reviewing the potential options available.

The Company is seeking Joint Ventures or outright sales of all or some of the East Kimberly prospects.

Cosmo Newberry Project

The Company has negotiated an extension to the option period on one of its Cosmo Newberry tenements (E38/1813), and is negotiating extensions on the remaining tenements under option or Joint Venture agreements.

The Company is now having a full review of the Cosmo Newberry prospects including an independent assessment of all the data, and the reviewing of all potential options available to the Company.

**For Further Information, Contact
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Director**

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Appendix 5B

Mining exploration entity quarterly report

Introduced 1/7/96. Origin: Appendix 8. Amended 1/7/97, 1/7/98, 30/9/2001.

Name of entity

3D RESOURCES LIMITED

ABN

15 120 973 775

Quarter ended ("current quarter")

31 March 2009

Consolidated statement of cash flows

| | Current quarter \$A'000 | Year to date (9 months) \$A'000 |
|---|----------------------------|---------------------------------------|
| Cash flows related to operating activities | | |
| 1.1 Receipts from product sales and related debtors | Nil | Nil |
| 1.2 Payments for | | |
| (a) exploration and evaluation | (18) | (1,170) |
| (b) development | Nil | Nil |
| (c) production | Nil | Nil |
| (d) administration | (55) | (411) |
| 1.3 Dividends received | Nil | Nil |
| 1.4 Interest and other items of a similar nature received | 1 | 24 |
| 1.5 Interest and other costs of finance paid | Nil | Nil |
| 1.6 Income taxes paid | Nil | Nil |
| 1.7 Other (provide details if material) | 71 | 71 |
| Net Operating Cash Flows | (1) | (1,486) |
| Cash flows related to investing activities | | |
| 1.8 Payment for purchases of: | | |
| (a)prospects | (1) | (1) |
| (b)equity investments | Nil | Nil |
| (c) other fixed assets | Nil | Nil |
| 1.9 Proceeds from sale of: | | |
| (a)prospects | Nil | Nil |
| (b)equity investments | Nil | Nil |
| (c)other fixed assets | Nil | Nil |
| 1.10 Loans to other entities | Nil | (5) |
| 1.11 Loans repaid by other entities | Nil | Nil |
| 1.12 Other (provide details if material) | Nil | Nil |
| Net investing cash flows | (1) | (6) |
| 1.13 Total operating and investing cash flows (carried forward) | (2) | (1,492) |

+ See chapter 19 for defined terms.

Appendix 5B
Mining exploration entity quarterly report

| | | | |
|------|--|-----|---------|
| 1.13 | Total operating and investing cash flows (brought forward) | (2) | (1,492) |
| | Cash flows related to financing activities | | |
| 1.14 | Proceeds from issues of shares, options, etc. | 78 | 78 |
| 1.15 | Proceeds from sale of forfeited shares | Nil | Nil |
| 1.16 | Proceeds from borrowings | Nil | Nil |
| 1.17 | Repayment of borrowings | Nil | Nil |
| 1.18 | Dividends paid | Nil | Nil |
| 1.19 | Other – Capital Raising Costs | Nil | (3) |
| | Net financing cash flows | 78 | 75 |
| | Net increase (decrease) in cash held | 76 | (1,417) |
| 1.20 | Cash at beginning of quarter/year to date | 174 | 1,667 |
| 1.21 | Exchange rate adjustments to item 1.20 | Nil | Nil |
| 1.22 | Cash at end of quarter | 250 | 250 |

Payments to directors of the entity and associates of the directors

Payments to related entities of the entity and associates of the related entities

| | | Current quarter \$A'000 |
|------|--|----------------------------|
| 1.23 | Aggregate amount of payments to the parties included in item 1.2 | 1 |
| 1.24 | Aggregate amount of loans to the parties included in item 1.10 | Nil |

1.25 Explanation necessary for an understanding of the transactions

| |
|-----|
| N/A |
|-----|

Non-cash financing and investing activities

2.1 Details of financing and investing transactions which have had a material effect on consolidated assets and liabilities but did not involve cash flows

| |
|-----|
| N/A |
|-----|

2.2 Details of outlays made by other entities to establish or increase their share in projects in which the reporting entity has an interest

| |
|-----|
| N/A |
|-----|

+ See chapter 19 for defined terms.

Financing facilities available

Add notes as necessary for an understanding of the position.

| | Amount available \$A'000 | Amount used \$A'000 |
|---------------------------------|-----------------------------|------------------------|
| 3.1 Loan facilities | Nil | Nil |
| 3.2 Credit standby arrangements | Nil | Nil |

Estimated cash outflows for next quarter

| | \$A'000 |
|--------------------------------|-----------|
| 4.1 Exploration and evaluation | 80 |
| 4.2 Development | Nil |
| Total | 80 |

Reconciliation of cash

| Reconciliation of cash at the end of the quarter (as shown in the consolidated statement of cash flows) to the related items in the accounts is as follows. | Current quarter \$A'000 | Previous quarter \$A'000 |
|---|----------------------------|-----------------------------|
| 5.1 Cash on hand and at bank | 250 | 174 |
| 5.2 Deposits at call | Nil | Nil |
| 5.3 Bank overdraft | Nil | Nil |
| 5.4 Other (provide details) | Nil | Nil |
| Total: cash at end of quarter (item 1.22) | 250 | 174 |

Changes in interests in mining tenements

| | Tenement reference | Nature of interest (note (2)) | Interest at beginning of quarter | Interest at end of quarter |
|---|-----------------------|---|--|----------------------------------|
| 6.1 Interests in mining tenements relinquished, reduced or lapsed | P80/1638 | Prospecting Licence (amalgamated into E80/3563) | 100% | Nil |
| 6.2 Interests in mining tenements acquired or increased | | Nil | | |

+ See chapter 19 for defined terms.

Appendix 5B
Mining exploration entity quarterly report

Issued and quoted securities at end of current quarter

Description includes rate of interest and any redemption or conversion rights together with prices and dates.

| | Total number | Number quoted | Issue price per security (see note 3) (cents) | Amount paid up per security (see note 3) (cents) |
|--|--------------|---------------|---|--|
| 7.1 Preference +securities <i>(description)</i> | | | | |
| 7.2 Changes during quarter | | | | |
| (a) Increases through issues | | | | |
| (b) Decreases through returns of capital, buy-backs, redemptions | Nil | | | |
| 7.3 +Ordinary securities | 48,212,957 | 48,212,957 | | |
| 7.4 Changes during quarter | | | | |
| (a) Increases through issues | 6,000,000 | 6,000,000 | 1.3 Cents | 1.3 Cents |
| (b) Decreases through returns of capital, buy-backs | Nil | Nil | | |
| 7.5 +Convertible debt securities <i>(description)</i> | | | | |
| 7.6 Changes during quarter | | | | |
| (a) Increases through issues | | | | |
| (b) Decreases through securities matured, converted | Nil | | | |
| 7.7 Options <i>(description and conversion factor)</i> | | | <i>Exercise price</i> | <i>Expiry date</i> |
| | 3,750,000 | Nil | 20 Cents | 31/08/2009 |
| | 1,750,000 | Nil | 25 Cents | 31/08/2009 |
| | 1,000,000 | Nil | 30 Cents | 31/08/2009 |
| | 500,000 | Nil | 15 Cents | 31/12/2009 |
| | 100,000 | Nil | 25 Cents | 31/12/2009 |
| | 331,944 | Nil | 20 Cents | 31/07/2010 |
| | 1,500,000 | Nil | 25 Cents | 31/12/2010 |
| 7.8 Issued during quarter | (118,056) | Nil | 20 Cents | 31/07/2010 |
| 7.9 Exercised during quarter | Nil | | | |
| 7.10 Expired during quarter | Nil | | | |
| 7.11 Debentures <i>(totals only)</i> | | | | |
| 7.12 Unsecured notes <i>(totals only)</i> | | | | |

+ See chapter 19 for defined terms.

Compliance statement

- 1 This statement has been prepared under accounting policies which comply with accounting standards as defined in the Corporations Act or other standards acceptable to ASX (see note 4).
- 2 This statement does give a true and fair view of the matters disclosed.



Sign here:

(Director/Company Secretary)

Date:

30 April 2009

Print name: John Chegwiddden

- 1 The quarterly report provides a basis for informing the market how the entity's activities have been financed for the past quarter and the effect on its cash position. An entity wanting to disclose additional information is encouraged to do so, in a note or notes attached to this report.
- 2 The "Nature of interest" (items 6.1 and 6.2) includes options in respect of interests in mining tenements acquired, exercised or lapsed during the reporting period. If the entity is involved in a joint venture agreement and there are conditions precedent which will change its percentage interest in a mining tenement, it should disclose the change of percentage interest and conditions precedent in the list required for items 6.1 and 6.2.
- 3 **Issued and quoted securities** - The issue price and amount paid up is not required in items 7.1 and 7.3 for fully paid securities.
- 4 The definitions in, and provisions of, *AASB 1022: Accounting for Extractive Industries* and *AASB 1026: Statement of Cash Flows* apply to this report.
- 5 **Accounting Standards** ASX will accept, for example, the use of International Accounting Standards for foreign entities. If the standards used do not address a topic, the Australian standard on that topic (if any) must be complied with.

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