
3D RESOURCES LIMITED

ABN 15 120 973 775

NOTICE OF GENERAL MEETING

TIME: 10:30 am (WDST)

DATE: Friday, 30 January 2009

PLACE: Somerset, 185 St Georges Terrace, Perth WA 6000

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on (+61 8) 9320 5240.

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TIME AND PLACE OF MEETING AND HOW TO VOTE

VENUE

The General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 10:30 am (WDST) on Friday, 30 January 2009 at:

Somerset, 185 St Georges Terrace, Perth WA 6000

YOUR VOTE IS IMPORTANT

The business of the General Meeting affects your shareholding and your vote is important.

VOTING IN PERSON

To vote in person, attend the General Meeting on the date and at the place set out above.

VOTING BY PROXY

To vote by proxy, please complete and sign the enclosed Proxy Form and return by:

- (a) post to 3D Resources Limited, PO Box 7323, Perth WA 6850; or
- (b) facsimile to the Company on facsimile number (+61 8) 9481 6343,

so that it is received not later than 10:30 am (WDST) on Wednesday, 28 January 2009.

Proxy Forms received later than this time will be invalid.

NOTICE OF GENERAL MEETING

Notice is given that the General Meeting of Shareholders will be held at 10:30 am (WDST) on Friday, 30 January 2009 at Somerset, 185 St Georges Terrace, Perth WA 6000.

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the General Meeting. The Explanatory Statement and the Proxy Form are part of this Notice of Meeting.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the General Meeting are those who are registered Shareholders of the Company at 10:30 am (WDST) on Wednesday, 28 January 2009.

The following resolution has been proposed by shareholders who collectively hold more than 5% of the shares on issue and are party to an s.249D notice received by the Company on 16 December 2008.

AGENDA - ORDINARY BUSINESS

RESOLUTION 1 – REMOVAL OF DIRECTOR – CRAIG RUGLESS

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

“That, Craig Rugless be removed from the office of director of the Company, with immediate effect.”

DATED: 30 DECEMBER 2008

BY ORDER OF THE BOARD

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

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the General Meeting to be held at 10.30 (WDST) on Friday, 30 January 2009 at Somerset, Somerset, 185 St Georges Terrace, Perth, Western Australia 6000.

The purpose of the Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolution in the Notice of Meeting.

RESOLUTION 1 – REMOVAL OF DIRECTOR – CRAIG RUGLESS

On 16 December 2008, the Company was served with a notice pursuant to Section 249D of the Corporations Act from a Requisitioning Party, being shareholders holding at least 5% of the votes that may be cast at a general meeting.

The identity of the Requisitioning Party is set out in the Glossary to this Explanatory Statement.

The Notice requested that the directors of the Company convene a general meeting of the Company to consider and vote on the matter the subject of Resolution 1.

Pursuant to Section 203D of the Corporations Act, a public company may by resolution remove a director from office regardless of any provision in the Company's constitution or any agreement between the director and the company. Accordingly, and in compliance with sections 203D and 249D of the Corporations Act, the Directors have called this Meeting for the purpose of shareholders considering Resolution 1.

ENQUIRIES

Shareholders are required to contact John Chegwidden on (+ 61 8) 9320 5240 if they have any queries in respect of the matters set out in these documents.

GLOSSARY

General Meeting means the meeting convened by the Notice of Meeting.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited.

ASX Listing Rules means the Listing Rules of ASX.

Board means the current board of directors of the Company.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Company means 3D Resources Limited (ABN 15 120 973 775).

Constitution means the Company's constitution.

Corporations Act means the Corporations Act 2001 (Cth).

Directors mean the current directors of the Company.

Explanatory Statement means the explanatory statement accompanying the Notice of Meeting

Meeting means the General Meeting of the Company.

Notice of Meeting or **Notice of General Meeting** means this notice of general meeting including the Proxy Form.

Requisitioning Party means Rockdale Capital Pty Ltd, Ascot Securities Pty Ltd, Tomik Nominees Pty Ltd, Chegs Assets Pty Ltd.

Resolution means the resolution set out in the Notice of Meeting, as the context requires.

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

Shareholder means a holder of a Share.

WDST means Western Daylight Savings Time as observed in Perth, Western Australia.

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PROXY FORM

* Name and address sections marked with an asterisk must be completed to ensure the validity of this proxy form.

**APPOINTMENT OF PROXY
3D RESOURCES LIMITED
ABN 15 120 973 775**

GENERAL MEETING

I/We *

of *

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

Appoint

Name of proxy

OR the Chair of the General Meeting as your proxy

or failing the person so named or, if no person is named, the Chair of the General Meeting, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, as the proxy sees fit, at the General Meeting to be held at 10.30 am (W DST), on Friday, 30 January 2009 at Somerset, 185 St Georges Terrace, Perth WA 6000, and at any adjournment thereof.

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

If the Chair of the General Meeting is appointed as your proxy, or may be appointed by default, and you do **not** wish to direct your proxy how to vote as your proxy in respect of **Resolution 1** please place a mark in this box.

By marking this box, you acknowledge that the Chair of the General Meeting may exercise your proxy even if he has an interest in the outcome of Resolution 1 and that votes cast by the Chair of the General Meeting for Resolution 1 other than as proxy holder will be disregarded because of that interest. If you do not mark this box, and you have not directed your proxy how to vote, the Chair will not cast your votes on Resolution 1 and your votes will not be counted in calculating the required majority if a poll is called on Resolution 1.

OR

Voting on Business of the General Meeting

Resolution 1 – Removal of Craig Rugless as a director of the Company

FOR **AGAINST** **ABSTAIN**

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

Signature of Member(s):

Date: _____

Individual or Member 1

Member 2

Member 3

Sole Director/Company Secretary

Director

Director/Company Secretary

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

3D RESOURCES LIMITED
ABN 15 120 973 775

Instructions for Completing 'Appointment of Proxy' Form

1. **(Appointing a Proxy)**: A member entitled to attend and vote at a General Meeting is entitled to appoint not more than two proxies to attend and vote on a poll on their behalf. The appointment of a second proxy must be done on a separate copy of the Proxy Form. Where more than one proxy is appointed, such proxy must be allocated a proportion of the member's voting rights. If a member appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half the votes. A duly appointed proxy need not be a member of the Company.
2. **(Direction to Vote)**: A member may direct a proxy how to vote by marking one of the boxes opposite each item of business. Where a box is not marked the proxy may vote as they choose. Where more than one box is marked on an item the vote will be invalid on that item.
3. **(Signing Instructions)**:
 - **(Individual)**: Where the holding is in one name, the member must sign.
 - **(Joint Holding)**: Where the holding is in more than one name, all of the members must sign.
 - **(Power of Attorney)**: If you have not already provided the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.
 - **(Companies)**: Where the company has a sole director who is also the sole company secretary, that person must sign. Where the company (pursuant to Section 204A of the Corporations Act) does not have a company secretary, a sole director can also sign alone. Otherwise, a director jointly with either another director or a company secretary must sign. Please sign in the appropriate place to indicate the office held.
4. **(Attending the Meeting)**: Completion of a Proxy Form will not prevent individual members from attending the General Meeting in person if they wish. Where a member completes and lodges a valid Proxy Form and attends the General Meeting in person, then the proxy's authority to speak and vote for that member is suspended while the member is present at the General Meeting.
5. **(Return of Proxy Form)**: To vote by proxy, please complete and sign the enclosed Proxy Form and return by:
 - (a) post to 3D Resources Limited, PO Box 7323, Perth WA 6850; or
 - (b) facsimile to the Company on facsimile number +61 8 9481 6343,so that it is received not later than 10:30 am (WDST) on 28 January 2009.

Proxy forms received later than this time will be invalid.