

3D RESOURCES LIMITED

ABN 15 120 973 775

PROSPECTUS

For the issue of 70,000,000 Shares at an issue price of 6 cents each to raise \$4,200,000.

Oversubscriptions of up to a further 30,000,000 Shares at an issue price of 6 cents each to raise up to a further \$1,800,000 may be accepted.

Broker to the Offer:

Ascot Securities Pty Ltd
ABN 45 075 902 206
AFS Licence No. 246718

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

This Prospectus is dated 4 September 2008 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. 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	4 September 2008
Opening Date	5 September 2008
Closing Date	19 October 2008
Expected date of Official Quotation of the Shares	27 October 2008

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.

1. CORPORATE DIRECTORY

Directors

John Gow
Craig Rugless
John Chegwidden

Proposed Directors **

Ian Hastings
Peter Mitchell

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 (Joint)

John Chegwidden
Carol New

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

Auditors *

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

ASX Code: DDD

Broker to the Offer

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

* These parties have been included for information purposes only. They have not been involved in the preparation of this Prospectus.

** Subject to the Company raising \$4,200,000 pursuant to the Offer, it is proposed that Ian Hastings and Peter Mitchell will be appointed as Directors of the Company.

2. DETAILS OF THE OFFER

2.1 Shares made available for Subscription

By this Prospectus, the Company invites investors to apply for 70,000,000 Shares at an issue price of \$0.06 per Share payable in full on application to raise \$4,200,000.

Oversubscriptions of up to 30,000,000 Shares at a price of \$0.06 each to raise an additional \$1,800,000 may be accepted.

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

The Offer is not underwritten.

2.2 Opening and Closing Dates of the Offer

The Opening Date of the Offer will be 5 September 2008 at 9:00am WST and the Closing Date will be 19 October 2008 at 5:00pm WST. 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 must be made using the appropriate Application Form accompanying this Prospectus.

Payment for the Shares must be made in full at the issue price of 6 cents per Share. Applications for Shares must be for a minimum of 40,000 Shares and thereafter in multiples of 10,000 Shares.

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

Ascot Securities Pty Ltd
Suite 502, 530 Little Collins Street
Melbourne VIC 3000

Cheques should be made payable to "3D Resources Limited – Share Offer A/C" and crossed "Not Negotiable". Completed Application Forms with funds attached must reach Ascot Securities Pty Ltd at the address set out above by no later than the Closing Date.

2.4 Minimum Subscription

It is a condition of the Offer that a minimum of 70,000,000 Shares are applied for pursuant to this Prospectus (to raise \$4,200,000). In the event the minimum subscription is not achieved within four (4) months of the date of lodgement of the Prospectus with the ASIC, no Shares will be issued to any of the Applicants, all application monies will be returned and all applications will otherwise be dealt with in accordance with the Corporations Act.

2.5 Oversubscriptions

In the event that subscriptions under the Offer exceed 70,000,000 Shares, the Company may accept oversubscriptions of up to a further \$1,800,000 through the issue of up to a further 30,000,000 Shares at an issue price of 6 cents each.

The maximum amount which may be raised under this Prospectus is therefore \$6,000,000.

2.6 Allotment of Shares

Allotment of Shares will take place as soon as practicable after the minimum subscription of \$4,200,000 is raised. Thereafter, allotment will occur on a progressive basis.

Application moneys will be held in a separate subscription account until allotment. Any interest earned on the application moneys will be for the benefit of the Company and will be retained by the Company irrespective of whether allotment takes place and each applicant waives the right to claim any interest.

The Directors reserve the right to reject any application or to allocate any applicant fewer Shares than the number applied for.

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.

2.7 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 and lowest market sale prices of the Company's Shares on ASX during the 12 months immediately preceding the date of lodgement of this Prospectus with the ASIC and the respective dates of those sales were:

Highest: \$0.15 per Share on 11 October 2007.

Lowest: \$0.051 per Share on 28 July 2008.

The latest available closing sale price of the Company's Shares on ASX prior to the lodgement of this Prospectus with the ASIC was \$0.058 on 3 September 2008.

2.8 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.

2.9 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.

2.10 Clearing House Electronic Sub-Register System (“CHESS”) and Issuer Sponsorship

The Company will not be issuing share certificates. 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 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.

2.11 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.

2.12 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.

2.13 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.

2.14 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 Company is seeking to raise \$4,200,000, and may raise a maximum of \$6,000,000. It is intended to apply funds raised from the Offer as follows:

	Full Subscription	Over Subscription
Review and progress the Company's existing projects and seek new projects	\$3,120,000	\$4,802,000
Working Capital and Administration expenses	\$800,000	\$800,000
Expenses of the Offer	\$280,000	\$398,000
Total	\$4,200,000	\$6,000,000

Notes:

1. Refer to Section 7.6 of this Prospectus for further details relating to the estimated expenses of the Offer.

3.2 Effect of the Offer and Pro Forma Consolidated Statement of Financial Position

The principal effect of the Offer will be to:

- (a) increase cash reserves by approximately \$3,920,000 immediately after completion of the Offer and estimated expenses of the Offer (assuming the Offer is fully subscribed (or \$5,602,000 assuming the Offer is fully oversubscribed)); and
- (b) increase the number of Shares on issue from 42,212,957 Shares as at the date of this Prospectus, to 112,212,957 Shares (assuming the Offer is fully subscribed (or 142,212,957 Shares assuming the Offer is fully oversubscribed)). Within one month of the Closing Date, the Company will issue 2,500,000 Shares to the Broker (as approved by Shareholders at the Company's general meeting held on 18 August 2008). Therefore, following the issue of these Shares to the Broker, the number of Shares on issue will increase from 42,212,957 Shares as at the date of this Prospectus, to 114,712,957 Shares assuming the Offer is fully subscribed (or 144,712,957 Shares assuming the Offer is fully oversubscribed).

Set out below is:

- (a) an unaudited consolidated statement of financial position of the Company as at 31 August 2008; and
- (b) an unaudited pro-forma consolidated statement of financial position of the Company as at 31 August 2008 incorporating the effect of the Offer based on the minimum subscription.

4. CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

Description

	Unaudited Statement of financial position Consolidated 31 August 2008 \$	Adjustments Full Subscription \$	Full Subscription Pro-forma Statement of financial position Consolidated 31 August 2008 \$
Current Assets			
Cash and Cash Equivalents	1,006,365	3,920,000	4,926,365
Trade and Other Receivables	96,135	0	96,135
Total Current Assets	1,102,500	3,920,000	5,022,500
Non-Current Assets			
Property, Plant and Equipment	97,952	0	97,952
Exploration, Evaluation and Development Intangible Assets	1,706,050	0	1,706,050
Other Non- Current Assets	0	0	0
	50,500	0	50,500
Total Non-Current Assets	1,854,502	0	1,854,502
Total Assets	2,957,002	3,920,000	6,877,002
Current Liabilities			
Trade and Other Payables	(87,974)	0	(87,974)
Provisions	(12,242)	0	(12,242)
Total Current Liabilities	(100,216)	0	(100,216)
Total Liabilities	(100,216)	0	(100,216)
Net Assets/(Liabilities) Equity	2,856,786	3,920,000	6,776,786
Issued Capital	5,342,504	4,200,000	9,542,504
Option Reserve	199,892	0	199,892
Accumulated Losses	(2,685,610)	(280,000)	(2,965,610)
Total Equity	2,856,786	3,920,000	6,776,786

The Proforma Consolidated Statement of Financial Position has been prepared on the assumption the full subscription of \$4,200,000 will be raised pursuant to the Offer. In the event the Offer is fully oversubscribed to raise \$6,000,000 Cash would increase by an additional \$1,682,000 and Accumulated Losses would increase by an additional \$(118,000).

The capital structure of the Company following completion of the Offer is summarised below:

Shares

	Number (Fully Subscribed)	Number (Fully Subscribed plus Over Subscribed)
Shares currently on issue at date of Prospectus	42,212,957	42,212,957
Shares offered pursuant to the Offer	70,000,000	100,000,000
Shares to be issued pursuant to approval of Shareholders at the general meeting ¹	2,500,000	2,500,000
Total Shares on issue after completion of the Offer	114,712,957	144,712,957

Options

	Number
Unlisted Options exercisable at \$0.20 on or before 31 August 2009	3,750,000
Unlisted Options exercisable at \$0.25 on or before 31 August 2009	1,750,000
Unlisted Options exercisable at \$0.30 on or before 31 August 2009	1,000,000
Unlisted Options exercisable at \$0.15 on or before 31 December 2009	500,000
Unlisted Options exercisable at \$0.25 on or before 31 December 2009	100,000
Unlisted Options exercisable at \$0.20 on or before 31 July 2010	450,000
Unlisted Options exercisable at \$0.25 on or before 31 December 2010	1,500,000
Options to be issued pursuant to approval of Shareholders at the general meeting ²	12,000,000
Total	21,050,000

Notes:

1. At the general meeting of Shareholders held on 18 August 2008, Shareholders approved the issue of 2,500,000 Shares to the Broker to the Offer. The Company intends to issue and allot these Shares within one month of the Closing Date.
2. At the general meeting of Shareholders held on 18 August 2008, Shareholders approved the issue of 12,000,000 Options exercisable within 3 years from the date of issue at an exercise price of 6 cents each (and subject to other restrictions) to the Broker to the Offer. The Company intends to issue and allot the Options within one month of the Closing Date.

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.

5.1 Rights attaching to Shares

(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.

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 Joint Venture Risks

The future viability and success of any of the joint ventures entered into by the Company or its subsidiaries or any future joint ventures entered into by the Company or its subsidiaries could be affected by the financial failure or default of any of the joint venture participants.

6.4 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.

6.5 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 Tenements.

6.6 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.

6.7 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.

6.8 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.

6.9 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.

6.10 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.

6.11 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.

In addition, Western Australia is currently experiencing a shortage of skilled labour including those skills utilised in the mining industry. The Company cannot guarantee that its mining and exploration activities will not be negatively affected by an inability to employ appropriately skilled staff.

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.

Date	Description of Announcement
01/09/2008	Progress Report: Mt Angelo North
19/08/2008	Amendment to Results of Meeting
18/08/2008	Results of Meeting
18/08/2008	Alteration to Notice of Meeting
11/08/2008	Becoming a substantial holder
08/08/2008	Appendix 3B and Appendix 3Y
04/08/2008	Appendix 3B
30/07/2008	Quarterly Report 30 June 2008
29/07/2008	Highly Significant RC Drillhole Copper Intercepts
15/07/2008	Notice of General Meeting
10/07/2008	Shares Released from Voluntary Escrow
09/07/2008	RC Drilling Recommences at Mt Angelo North
08/07/2008	Response to ASX Query re Late Lodgement of Appendix 3Y
03/07/2008	Appendix 3Y
24/06/2008	Appointment of Corporate Adviser and Capital Raising 24/06/08
18/06/2008	RC Drilling Confirms Massive Sulphides
17/06/2008	Appendix 3B
10/06/2008	Mt Angelo Porphyry Copper Project
03/06/2008	RC Drilling Commences
22/04/2008	Quarterly Report March 2008
13/03/2008	Change of Director's Interest Notice x 3
10/03/2008	Appendix 3B
07/03/2008	Appendix 3B Release from Escrow
06/03/2008	Half Year Accounts
06/02/2008	Change of Director's Interest Notice
31/01/2008	Quarterly Activities Report and Cashflow Report
19/12/2007	Appendix 3B Shares Released from ASX Imposed Escrow
04/12/2007	Appendix 3Y and Form 604
03/12/2007	Appendix 3B Shares Released from ASX Imposed Escrow
29/11/2007	Results of meeting
29/11/2007	AGM Presentation
22/11/2007	Appendix 3B
31/10/2007	Quarterly Activities Report and Cash Flow Report
31/10/2007	Notice of Annual General Meeting/Proxy Form/Annual Report
28/09/2007	Annual Report 30 June 2007

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 Material Contract

As announced on 24 June 2008, the Company entered an agreement with Ascot Securities Pty Ltd (**Ascot**) pursuant to which Ascot agreed to undertake the placement of the Shares the subject of the Offer (**Ascot Agreement**).

Subject to the Company raising a minimum of \$4,200,000 pursuant to the Offer, the Company must provide consideration to Ascot as follows:

- (a) a placement fee equivalent to 6% of the funds raised pursuant to the Offer; and
- (b) 2,500,000 Shares and 12,000,000 Options issued on the terms outlined in the notice of meeting to the general meeting held on 18 August 2008.

Subject to the Company raising the minimum subscription, Ascot is entitled to nominate two directors to join the Board of the Company. Ascot has nominated Mr Ian Hastings and Mr Peter Mitchell as the Proposed Directors. Following their

appointment, and subject to Shareholder approval, each of the Proposed Directors will be issued 1,000,000 Shares.

7.3 Consents

The following consents have been given in accordance with the Corporations Act and have not been withdrawn as at the date of lodgement of this Prospectus with the ASIC.

Steinepreis Paganin has given its written consent to being named as solicitors to the Company and has not withdrawn its consent prior to lodgement of this Prospectus with the ASIC.

Ascot Securities Pty Ltd has given, and has not withdrawn, its consent to being named as broker to the Offer and has not withdrawn its consent prior to lodgement of this Prospectus with the ASIC.

None of the entities referred to in this Section 7.3 have authorised or caused the issue of this Prospectus and do not accept any liability to any persons in respect of any false or misleading statement in, or omission from, any part of this Prospectus.

7.4 Directors' and Proposed 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. Following their appointment, it is proposed that the Proposed Directors will receive a fee of \$3,000 per month.

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

Director/Proposed Director	Shares	Options
John Gow	250,000	750,000
Craig Rugless	5,255,050	2,500,000
John Chegwiddden	1,250,000	2,500,000
Ian Hastings ^{1, 2, 3}	1,297,500	Nil
Peter Mitchell ³	93,357	Nil

Notes:

1. 807,500 Shares are held by Tomik Nominees Pty Ltd (a company of which Mr Hastings is the sole director and shareholder) and 490,000 Shares are held by Ascot Securities Pty Ltd (a company of which Mr Hastings is a director and Tomik Nominees Pty Ltd is a shareholder).
2. As detailed in Section 7.2, subject to the Company raising \$4,200,000 pursuant to the Offer, the Company will issue Ascot Securities Pty Ltd 2,500,000 Shares and 12,000,000 Options.

- Therefore, Ian Hastings, will have a relevant interest in those Securities once issued.
3. As detailed in Section 7.2, following their formal appointment as Directors, and subject to Shareholder approval, the Company will issue Ian Hastings and Peter Mitchell 1,000,000 Shares each.

The Constitution of the Company provide that the 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, where notice of the amount of the suggested increase and the maximum sum that may be paid shall have been given to shareholders in the notice convening the meeting.

In the last two years, \$727,347 (\$326,073 in 2007 and \$401,274 in 2008) has been paid by the Company by way of remuneration for services provided by the Directors, companies associated with the Directors or their associates in their capacity as directors, consultants or advisers. Directors, companies associated with the Directors or their associates are also reimbursed for all reasonable expenses 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 and their associated companies 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.

Director	Year Ended 30 June 2008	Current Financial Remuneration
John Gow	66,000	66,000
Craig Rugless ¹	256,074	250,000
John Chegwiddden	79,200	79,200

Notes:

- ¹. Approximately \$130,000 of these fees are payable to Pathfinder Exploration Pty Ltd pursuant to a Technical Services Agreement between Pathfinder Exploration Pty Ltd and the Company. Craig Rugless has a relevant interest pursuant to him being the controller of Pathfinder Exploration Pty Ltd.

7.5 Interests of Experts and Advisers

Other than as set out below or elsewhere in this Prospectus, no expert nor any organisation in which such expert has an interest, 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 expert or to any firm in which any such expert is a partner, either to induce him to become, or to qualify him as, a expert or otherwise for services rendered by him or by the firm in connection with the promotion or formation of the Company.

Steinepreis Paganin act as solicitors to the Company. Steinepreis Paganin will be paid approximately \$10,000 for services provided in relation to this Prospectus. In the last 2 years Steinepreis Paganin have been paid \$75,660 for their services.

Ascot Securities Pty Ltd act as broker to the Offer. Ascot Securities Pty Ltd will be paid for services provided to the Company in relation to this Prospectus as set out in Section 7.2 of this Prospectus.

7.6 Estimated Expenses of Offer

The estimated expenses of the Offer (based on the minimum subscription) are as follows:

	\$
ASX Fees	10,000
ASIC Fees	2,000
6% Commission	252,000
Print and Mailing Expenses	6,000
Legal and Other Expenses	10,000
Total	\$280,000

If the Offer is fully oversubscribed, the total expenses will increase to \$398,000.

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.

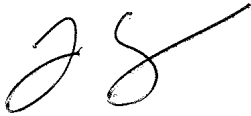
If you have received this Prospectus as an electronic Prospectus, please ensure that you have received the entire Prospectus accompanied by the Application Form. If you have not, please phone the Company and the Company will send you, for free, either a hard copy or a further electronic copy of the Prospectus,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

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 of the Directors and the Proposed Directors have consented in writing to the lodgement of this Prospectus with the ASIC.

A handwritten signature in black ink, appearing to be 'J C', written in a cursive style.

John Chegwidden
Director
For and on behalf of
3D Resources Limited

9. **DEFINITIONS**

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

Application Form means the application form either attached to or accompanying this Prospectus.

ASIC means the Australian Securities and Investments Commission.

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

Broker means Ascot Securities Pty Ltd (ACN 075 902 206).

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.

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

Offer means the offer to apply for 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.

Proposed Directors means Ian Hastings and Peter Mitchell.

Prospectus means this Prospectus.

Share means a fully paid ordinary share in the capital of the Company and where the context permits means the Shares the subject of the Offer.

WST means Western Standard Time.

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. CHESS HIN

The Company participates in CHESS. If the Applicant is already a participant in this system, the Applicant may complete this section with their existing CHESS HIN.

G. Cheque Details

Make cheques payable to "**3D Resources Limited – Share Offer A/C**" 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