
3D RESOURCES LIMITED**ACN 120 973 775****NOTICE OF ANNUAL GENERAL MEETING**

TIME: 11:00am (AEDT)**DATE:** 30 November 2017**PLACE:** Level 4, 91 William Street, Melbourne VIC 3000

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 3) 8611 5320.

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IMPORTANT INFORMATION

TIME AND PLACE OF MEETING AND HOW TO VOTE

VENUE

The Annual General Meeting of the Shareholders to which this Notice of Meeting relates will be held at Level 4, 91 William Street, Melbourne VIC 3000 on Thursday, 30 November 2017 at 11:00am (AEDT)

YOUR VOTE IS IMPORTANT

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

VOTING ELIGIBILITY

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders of the Company at 7:00pm (AEDT) on 28 November 2017.

VOTING IN PERSON

To vote in person, attend the Annual 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, Level 4, 91 William Street Melbourne VIC 3000; or
- (b) facsimile to the Company on facsimile number (+61 3) 9620 0070,

so that it is received not later than 11:00am (AEDT) on 28 November 2017.

Proxy Forms received later than this time will be invalid.

In accordance with section 249L of the Corporations Act, members are advised that:

- each member has a right to appoint a proxy;
- the proxy need not be a member of the Company; and
- a member who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If

the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

- Shareholders and their proxies should be aware that changes to the Corporations Act made in 2011 mean that:
 - if proxy holders vote, they must cast all directed proxies as directed; and
 - any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Further details on these changes are set out below.

Proxy vote if appointment specifies way to vote

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, **if it does:**

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed); and
- if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands; and
- if the proxy is the chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- if the proxy is not the chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

Transfer of non-chair proxy to chair in certain circumstances

Section 250BC of the Corporations Act provides that, if:

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members; and
- the appointed proxy is not the chair of the meeting; and
- at the meeting, a poll is duly demanded on the resolution; and
- either of the following applies:
 - the proxy is not recorded as attending the meeting;
 - the proxy does not vote on the resolution,

the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

BUSINESS OF THE MEETING

AGENDA

ORDINARY BUSINESS

Financial Statements and Reports

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2017 together with the declaration of the directors, the directors' report, the Remuneration Report and the auditor's report.

1. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **non-binding resolution**:

“That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's annual financial report for the financial year ended 30 June 2017.”

Note: the vote on this Resolution is advisory only and does not bind the Directors or the Company.

Voting Prohibition Statement:

A vote on this Resolution must not be cast (in any capacity) by or on behalf of any of the following persons:

- (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party of such a member.

However, a person (the **voter**) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the Resolution; or
- (b) the voter is the Chair and the appointment of the Chair as proxy:
 - (i) does not specify the way the proxy is to vote on this Resolution; and
 - (ii) expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company, or if the Company is part of a consolidated entity, for the entity.

2. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR JOHN CHEGWIDDEN

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

“That, for the purpose of clause 13.2 of the Constitution and for all other purposes, Mr John Chegwidden, a Director who retires by rotation, and being eligible, is re-elected as a Director.”

3. RESOLUTION 3 – RATIFICATION OF SECURITY ISSUES

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

“That, for the purpose of ASX Listing Rule 7.4 and for all other purposes that shareholders approve and ratify issue of:

RESOLUTION 3A

15,000,000 fully paid ordinary shares on 23 August 2017 to the persons set out in the Explanatory Statement, in settlement of fees in relation to the transaction that resulted in the Company acquiring projects in Haiti, at an issue price of \$0.004 (0.4 cents) per share;

RESOLUTION 3B

5,000,000 unlisted options on 23 August 2017 as options attaching to the shares issued on that date to the persons set out in the Explanatory Statement, for no consideration and having an exercise price of \$0.004 (0.4 cents) and an expiry date of 1 August 2019;

RESOLUTION 3C

153,846,153 fully paid ordinary shares on 6 September 2017 pursuant to a placement made to the institutional and sophisticated investors set out in the Explanatory Statement, to raise funds for a significant diamond drilling campaign and additional regional exploration, at an issue price of \$0.0065 (0.65 cents) per share;

RESOLUTION 3D

38,461,539 listed options on 6 September 2017 to the institutional and sophisticated investors set out in the Explanatory Statement, as options attaching to the shares issued on that date, for no consideration and having an exercise price of \$0.007 (0.7 cents) and an expiry date of 17 December 2019; and

RESOLUTION 3E

4,500,000 listed options issued on 20 September 2017 to MAPD Nominees Pty Ltd (an entity nominated by Baker Young Stock Brokers Ltd) in part settlement of commission payable in relation the placement of shares and listed options competed on 6 September 2017, for no consideration, and having an exercise price of \$0.007 (0.7 cents) and an expiry date of 15 December 2019.

Voting Exclusion: The Company will disregard any votes cast on each of Resolutions 3A to 3E by any person who participated in the issue of Equity Securities under that Resolution and a person who obtained a benefit, except a benefit solely in the capacity of a holder of ordinary securities, and any associates of those persons. However, the Company will not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

4. RESOLUTION 4 – APPROVAL OF ISSUE OF SHARES

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

“That in accordance with Listing Rule 7.1, and for all other purposes, the Company is authorised to issue up to \$500,000 worth of fully paid ordinary shares (Future Placement Shares) at an issue price per Future Placement Share of not less than 80% of the volume weighted average market price of the Company’s shares calculated over the last five days on which sales in the shares of the Company were recorded before the day on which the share placement is made, to various sophisticated, professional and other investors that fall within one or more of the classes of exemptions specified in section 708 of the Corporations Act 2011 (Cth) and otherwise on the terms and conditions set out in the Explanatory Notes to Resolution 4.”

Voting Exclusion: The Company will disregard any votes cast on this resolution by any person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the Resolution is passed and any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the General Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

The proposed allottees of any Future Placement Shares are not as yet known or identified. In these circumstances (and in accordance with the note set out in ASX Listing Rule 14.11.1 relating to ASX Listing Rules 7.1 and 7.1A), for a person’s vote to be excluded, it must be known that that person will participate in the proposed issue. Where it is not known who will participate in the proposed issue (as is the case in respect of the Future Placement Shares), Shareholders must consider the proposal on the basis that they may or may not get a benefit and that it is possible that their holding will be diluted and there is no reason to exclude their votes.

5. RESOLUTION 5 – APPROVAL OF 10% PLACEMENT CAPACITY

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

“That, for the purposes of Listing Rule 7.1A and for all other purposes, approval is given for the issue of Equity Securities totalling up to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by any person who may participate in the issue of Equity Securities under this Resolution and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the Resolution is passed and any associates of those persons. However, the Company will not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

6. RESOLUTION 6 – APPOINTMENT OF AUDITOR

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

"That, for the purposes of section 327B(1) of the Corporations Act 2001 (Cth) and for all other purposes, MSI Ragg Weir Chartered Accountants, having been nominated by a shareholder of the Company and consented in writing to act in the capacity of auditor, be appointed as auditor of the Company on the terms and conditions set out in the Explanatory Statement."

DATED: 25 October 2017

BY ORDER OF THE BOARD

A handwritten signature in blue ink, consisting of a large loop at the top left and a long, horizontal stroke extending to the right.

**MR ANDREW DRAFFIN
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 Annual General Meeting to be held at Level 4, 91 William Street, Melbourne VIC 3000 on 30 November 2017 at 11:00am (AEDT).

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

1. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Constitution, the business of the Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2017 together with the declaration of the directors, the directors' report, the Remuneration Report and the auditor's report.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on its website at www.3dresources.com.au.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

2.1 General

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report of the entity be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the Directors or the Company.

The Remuneration Report sets out the Company's remuneration arrangements for the Directors and other key management personnel of the Company. The Remuneration Report is part of the Directors' report contained in the annual financial report of the Company for the financial year ending 30 June 2017.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the Annual General Meeting.

2.2 Proxy restrictions

Shareholders appointing a proxy for Resolution 1 should note the following:

If you appoint a member of the Key Management Personnel (other than the Chair) whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such a member as your proxy

You must direct your proxy how to vote on this Resolution. Undirected proxies granted to these persons will not be voted and will not be counted in calculating the required majority if a poll is called on this Resolution.

If you appoint the Chair as your proxy (where he/she is also a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such a member).

You ***do not*** need to direct your proxy how to vote on this Resolution. However, if you do not direct the Chair how to vote, ***you must mark the acknowledgement on the Proxy Form to expressly authorise the Chair to exercise his/her discretion in***

exercising your proxy even though this Resolution is connected directly or indirectly with the remuneration of Key Management Personnel.

If you appoint any other person as your proxy

You **do not** need to direct your proxy how to vote, and you **do not** need to tick any further acknowledgement on the Proxy Form.

3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR JOHN CHEGWIDDEN

3.1 General

Clause 13.2 of the Constitution requires that at least one third of the Directors (excluding the Managing Director) retire each year by rotation. Mr John Chegwidden retires this year in accordance with this rule, and is permitted to seek re-election.

4. RESOLUTION 3 - RATIFICATION OF SECURITY ISSUES

4.1 Background

Resolution 3 relates to the ratification of the following issues of securities under separate Resolutions:

RESOLUTION 3A

15,000,000 fully paid ordinary shares on 23 August 2017 to unrelated parties of the Company in settlement of fees in relation to the transaction that resulted in the Company acquiring projects in Haiti, at an issue price of \$0.004 (0.4 cents) per share as follows:

- (i) 5,000,000 shares to Mr Jonathan Hart;
- (ii) 5,000,000 shares to MAPD Nominees Pty Ltd; and
- (iii) 5,000,000 shares to Mr Angelo Viard.

RESOLUTION 3B

5,000,000 unlisted options on 23 August 2017 as options attaching to the shares issued on that date, for no consideration and having an exercise price of \$0.004 (0.4 cents), and having an expiry date of 1 August 2019, as follows:

- (i) 1,752,000 options to Mr Angelo Viard;
- (ii) 20,000 options to Mr Eli Kramer;
- (iii) 50,000 options to Mr Christian Thomas;
- (iv) 30,000 options to Ms Jeanne Moe and Mr Eric Moe;
- (v) 100,000 options to Ms Grace Ames;
- (vi) 25,000 options to Ms Elizabeth Holthe;
- (vii) 25,000 options to Mr Mario Nicoleau;
- (viii) 625,000 options to Mr Louis Albert Silvera Leveque;

- (ix) 500,000 options to Mr Martin Wirtschaffter;
- (x) 1,000,000 options to Mr Michael Volkov;
- (xi) 100,000 options to Mr Denis Thellend;
- (xii) 50,000 options to Mr Vaughn Barbon;
- (xiii) 50,000 options to Mr Robert Laforest;
- (xiv) 600,000 options to Mr Jeff Handy;
- (xv) 52,000 options to Mr Johnny Huang; and
- (xvi) 21,000 options to Mr Jason Martin.

Each of these options has a deemed value, as at the date of issue, based on a Black-Scholes valuation of \$0.0063.

RESOLUTION 3C

153,846,153 fully paid ordinary shares on 6 September 2017 pursuant to a placement made to institutional and sophisticated investors to raise funds for a significant diamond drilling campaign and additional regional exploration, at an issue price of \$0.0065 (0.65 cents) per share, as follows:

- (i) 3,000,000 shares to Mr Mark Douglas Holmes;
- (ii) 2,000,000 shares to Auro Pty Ltd;
- (iii) 2,000,000 shares to Mr Christopher David Smerdon;
- (iv) 1,600,000 shares to Mr William Scott James and Mrs Debbie Kaye James;
- (v) 1,000,000 shares to Mr Harrison Dean Hawthorne James;
- (vi) 3,600,000 shares to Giojaz Management Pty Ltd;
- (vii) 1,600,000 shares to Mr Michael Zollo;
- (viii) 1,000,000 shares to Mr Asbjorn Petterson and Mrs Glenys Claire Petterson;
- (ix) 1,600,000 shares to Mr Chris Scanlan;
- (x) 1,500,000 shares to Mr Ernest Ens;
- (xi) 1,500,000 shares to Mr Alan Russell Vickers and Mrs Alexis Elizabeth Vickers;
- (xii) 1,600,000 shares to Big Oat Pty Ltd;
- (xiii) 384,615 shares to Mr Alastair Andrew Murray;
- (xiv) 615,385 shares to Mrs Helen Maree Harvey;
- (xv) 769,230 shares to Mr Clinton Blackwell;
- (xvi) 769,230 shares to Mr Elton Wang;

- (xvii) 692,307 shares to Mr Dusan Nanadovic and Ms Lee Ching Wang;
- (xviii) 769,231 shares to Mr Rex James Buckingham and Mrs Jennifer Joy Buckingham;
- (xix) 1,000,000 shares to Apam Holdings Pty Ltd;
- (xx) 2,000,000 shares to Mrs Jo-Anne White;
- (xxi) 7,000,000 shares to Futurity Private Pty Ltd;
- (xxii) 2,000,000 shares to Mr Christopher Ronald Scanlan;
- (xxiii) 1,000,000 shares to Mr Grant Julian Maddock;
- (xxiv) 2,000,000 shares to Mr Harry Santavas;
- (xxv) 15,384,615 shares to AET SFS Pty Ltd;
- (xxvi) 3,000,000 shares to A + J Tannous Nominees Pty Ltd;
- (xxvii) 3,846,154 shares to Mr Carig Graham Chapman;
- (xxviii) 37,000,000 shares to Mr Bin Liu;
- (xxix) 15,576,920 shares to Scintilla Strategic Investments Limited;
- (xxx) 3,076,924 shares to Mr Harley Dalton and Mrs Prudence Dalton;
- (xxxi) 1,384,616 shares to Mr Phillip Guy Rhodes and Mrs Naomi Georgina Rhodes;
- (xxxii) 1,538,462 shares to Mr Kevin Leary and Mrs Helen Leary;
- (xxxiii) 384,615 shares to Valas Investments Pty Ltd;
- (xxxiv) 4,615,385 shares to Mr John Hong Ping So;
- (xxxv) 1,923,077 shares to Village Mpire Pty Ltd;
- (xxxvi) 1,538,462 shares to SJ Capital Pty Ltd;
- (xxxvii) 1,538,462 shares to Assurance Capital Pty Ltd;
- (xxxviii) 1,538,462 shares to Mr Matthew Dean Quinn;
- (xxxix) 8,923,077 shares to MGL Corp Pty Ltd;
- (xl) 7,076,924 shares to Litwick Enterprises Pty Ltd;
- (xli) 3,000,000 shares to Kushkush Investments Pty Ltd; and
- (xlii) 1,500,000 shares to Govinda Freedom Fund Pty Ltd.

RESOLUTION 3D

38,461,539 listed options on 6 September 2017 to institutional and sophisticated investors as options attaching to the shares issued on that date, for no consideration and having an exercise price of \$0.007 (0.7 cents), and an expiry date of 15 December 2019, as follows:

- (i) 750,000 options to Mr Mark Douglas Holmes;
- (ii) 500,000 options to Auro Pty Ltd;
- (iii) 500,000 options to Mr Christopher David Smerdon;
- (iv) 400,000 options to Mr William Scott James and Mrs Debbie Kaye James;
- (v) 250,000 options to Mr Harrison Dean Hawthorne James;
- (vi) 900,000 options to Giojaz Management Pty Ltd;
- (vii) 400,000 options to Mr Michael Zollo;
- (viii) 250,000 options to Mr Asbjorn Petterson and Mrs Glenys Claire Petterson;
- (ix) 400,000 options to Mr Chris Scanlan;
- (x) 375,000 options to Mr Ernest Ens;
- (xi) 375,000 options to Mr Alan Russell Vickers and Mrs Alexis Elizabeth Vickers;
- (xii) 400,000 options to Big Oat Pty Ltd;
- (xiii) 96,154 options to Mr Alastair Andrew Murray;
- (xiv) 153,846 options to Mrs Helen Maree Harvey;
- (xv) 192,308 options to Mr Clinton Blackwell;
- (xvi) 192,308 options to Mr Elton Wang;
- (xvii) 173,076 options to Mr Dusan Nanadovic and Ms Lee Ching Wang;
- (xviii) 192,308 options to Mr Rex James Buckingham and Mrs Jennifer Joy Buckingham;
- (xix) 250,000 options to Apam Holdings Pty Ltd;
- (xx) 500,000 options to Mrs Jo-Anne White;
- (xxi) 1,750,000 options to Futurity Private Pty Ltd;
- (xxii) 500,000 options to Mr Christopher Ronald Scanlan;
- (xxiii) 250,000 options to Mr Grant Julian Maddock;
- (xxiv) 500,000 options to Mr Harry Santavas;
- (xxv) 3,846,154 options to AET SFS Pty Ltd;
- (xxvi) 750,000 options to A + J Tannous Nominees Pty Ltd;
- (xxvii) 961,539 options to Mr Carig Graham Chapman;
- (xxviii) 9,250,000 options to Mr Bin Liu;

- (xxix) 3,894,230 options to Scintilla Strategic Investments Limited;
- (xxx) 769,231 options to Mr Harley Dalton and Mrs Prudence Dalton;
- (xxxi) 346,154 options to Mr Phillip Guy Rhodes and Mrs Naomi Georgina Rhodes;
- (xxxii) 384,616 options to Mr Kevin Leary and Mrs Helen Leary;
- (xxxiii) 96,154 options to Valas Investments Pty Ltd;
- (xxxiv) 1,153,846 options to Mr John Hong Ping So;
- (xxxv) 480,769 options to Village Mpire Pty Ltd;
- (xxxvi) 384,616 options to SJ Capital Pty Ltd;
- (xxxvii) 384,616 options to Assurance Capital Pty Ltd;
- (xxxviii) 384,616 options to Mr Matthew Dean Quinn;
- (xxxix) 2,230,769 options to MGL Corp Pty Ltd;
- (xl) 1,769,231 options to Litwick Enterprises Pty Ltd;
- (xli) 750,000 options to Kushkush Investments Pty Ltd; and
- (xlii) 375,000 options to Govinda Freedom Fund Pty Ltd;

Each of these options has a deemed value, as at the date of issue, based on a Black-Scholes valuation of \$0.0082.

RESOLUTION 3E

4,500,000 listed options issued on 20 September 2017 to MAPD Nominees Pty Ltd, an entity nominated by Baker Young Stock Brokers Ltd, in part settlement of commission payable in relation the placement of shares and listed options competed on 6 September 2017, for no consideration, and having an exercise price of \$0.007 (0.7 cents), each with a deemed value, as at the date of issue, based on a Black-Scholes valuation of \$0.0111, and an expiry date of 15 December 2019.

About ASX Listing Rule 7.4

ASX Listing Rule 7.4 permits a listed company at general meetings to subsequently approve issues of securities made without prior approval under Listing Rule 7.1. Resolution 3 has been included in this Notice of Meeting to preserve the Company's ability to issue further shares under Listing Rule 7.1.

Listing Rule 7.1 provides that a listed company may not issue equity securities in any 12 month period where the total number of equity securities to be issued exceeds 15% of the total number of fully paid ordinary securities on issue 12 months before the date of the issue, except where an exception applies or with prior approval of members of the Company at a general meeting.

Listing Rule 7.4 states that an issue of securities made without approval under Listing Rule 7.1 is treated as having been made with approval for the purposes of Listing Rule 7.1 if the issue was within the 15% limit, and the Company's members subsequently approve it.

Accordingly, the Company seeks approval from members to issue and allot the securities as disclosed above.

In accordance with ASX Listing Rule 7.5 and to enable the Members to approve the issue of shares, all members are provided with the following information in respect of Resolution 3:

- a) all shares issued rank equally in all respects with all other fully paid ordinary shares that the Company has on issue; and
- b) each option issued may be exercised to acquire one (1) fully paid ordinary share which will rank equally in all respects with all other fully paid ordinary shares that the Company has on issue.

4.2 Board Recommendation

The Board recommends that shareholders approve the past issue of Securities as proposed by Resolution 3.

4.3 Voting Exclusion

The Company will disregard any votes cast on this Resolution by any person who participated in an issue of securities under this Resolution and a person who might have obtained a benefit as a result of any of the issues, except a benefit solely in the capacity of a holder of ordinary securities, and any associates of those persons. However, the Company will not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

5. RESOLUTION 4 – APPROVAL OF ISSUE OF SHARES

5.1 Background

Listing Rule 7.1 requires a company that wishes to issue more than 15% of its securities in any 12 month period to obtain Shareholder approval by way of ordinary resolution (unless the issue is exempted under Listing Rule 7.2). Similarly, ASX Listing Rule 7.1A allows the Company to issue up to an additional 10% of its issued securities, subject to shareholder approval.

Resolution 4 seeks Shareholder approval to issue of up to \$500,000 worth of new shares (**Future Placement Shares**) at an issue price per share of not less than 80% of the VWAP of the shares calculated over the last five days on which sales in the shares were recorded before the day on which the Future Placement Shares are issued to various sophisticated, professional and other investors that fall within one or more of the classes of exemptions specified in section 708 of the Corporations Act.

The funds raised by the issue of the Future Placement Shares will be used to fund exploration and general working capital both in Australia and for the Company's recently acquired projects in Haiti.

At this stage, the Company has not committed to undertaking the issue of the Future Placement Shares, nor the price at which the Future Placement Shares will be issued. However, pursuant to Resolution 3 the Company is seeking approval of Shareholders to provide it with flexibility to undertake the placement within three months following the meeting without using the Company's placement capacity pursuant to Listing Rule 7.1 or Listing Rule 7.1A.

5.2 Information required by Listing Rule 7.3

Pursuant to Listing Rule 7.3, the Company provides the following information in relation to the proposed issue of the Future Placement Shares:

(a) **Number of securities the Company will issue**

Future Placement Shares to a value of up to \$500,000 will be issued within 3 months after the date of the meeting. The number of Future Placement Shares to be issued will be determined by dividing the value of the placement by the issue price of the Future Placement Shares (as determined by the Directors subject to the parameters set out in (b) below).

(b) **Issue price of the securities**

The Future Placement Shares will be issued for an issue price per Future Placement Share to be determined by the Directors, which shall be not less than 80% of the VWAP of the shares calculated over the last five days on which sales in the shares were recorded before the day on which the Future Placement Shares are issued.

The following examples show potential scenarios of the number of Future Placement Shares which may be issued:

Example 1: Using the market price of \$0.012 at the time of preparing this Notice as being equivalent to the 5 day VWAP for illustration purposes, the issue price will be not less than 80% of \$0.012 which is \$0.0096. Accordingly, the total number of Future Placement Shares that may be issued pursuant to the Shareholder approval would be approximately 52,083,333 (\$500,000 divided by \$0.0096).

Example 2: If the 5 day VWAP is decreased by 50% which is equal to \$0.006, the issue price will be not less than 80% of \$0.006 which is \$0.0048. Accordingly, the total number of Future Placement Shares that may be issued pursuant to the Shareholder approval would be approximately 104,166,667 (\$500,000 divided by \$0.0048).

Example 3: If the 5 day VWAP is increased by 50% which is equal to \$0.018, the issue price will be not less than 80% of \$0.018 which is \$0.0144. Accordingly, the total number of Future Placement Shares that may be issued pursuant to the Shareholder approval would be approximately 34,722,222 (\$500,000 divided by \$0.0144).

Potential Dilution Effect

Based on the current number of shares on issue of 823,443,929 and the above examples, the table below shows the potential dilution effect on the shareholdings as follows:

Shares to be issued	Total number of shares on issue subsequent to the issue	Dilution factor ¹
104,166,667 (at issue price)	927,610,596	11.23%

¹ The dilution factor does not take into account the impact of any exercise of options by any option holders.

of \$0.0048)		
52,083,334 (at issue price of \$0.0096)	875,527,263	5.95%
34,722,222 at issue price of \$0.0144)	858,166,151	4.05%

(c) **Terms of the securities**

The Future Placement Shares issued will rank equally with the existing ordinary shares and will be quoted on the ASX.

(d) **Date on which the Company will issue the securities**

The Future Placement Shares will be issued no later than 3 months after the date of the meeting (or such later date to the extent permitted by ASX pursuant to any waiver or modification of the Listing Rules). The Future Placement Shares will be issued progressively.

(e) **Name of the person/s to whom the Company will issue the securities**

The Future Placement Shares will be issued to one or more unrelated sophisticated, professional or other investors that fall within one or more of the classes of exemptions specified in section 708 of the Corporations Act. The Future Placement Shares will not be issued to any recipient who, upon such issue, and in combination with that recipient's associates, would have a Relevant Interest in excess of 19.99% of the Shares in the Company, unless further Shareholder approval is obtained or the issue of Future Placement Shares to that recipient otherwise complies with Chapter 6 of the Corporations Act.

(f) **Use of funds**

The Company will raise up to \$500,000 from the issue, which it intends to use to fund exploration and general working capital both in Australia and for the Company's recently acquired projects in Haiti.

5.3 Board Recommendation

The Board recommends that Shareholders vote in favour of Resolution 4.

6. RESOLUTION 5 – APPROVAL OF 10% PLACEMENT CAPACITY

6.1 General

ASX Listing Rule 7.1A provides that an Eligible Entity may seek Shareholder approval at its annual general meeting to allow it to issue Equity Securities up to 10% of its issued capital over a period up to 12 months after the annual general meeting (**10% Placement Capacity**).

The Company is an Eligible Entity.

If Shareholders approve Resolution 5, the number of Equity Securities the Eligible Entity may issue under the 10% Placement Capacity will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (as set out in section 9.2 below).

The effect of Resolution 5 will be to allow the Directors to issue Equity Securities up to 10% of the Company's fully paid ordinary securities on issue on the date of issue under the 10% Placement Capacity during the period up to 12 months after the Meeting, without subsequent Shareholder approval and without using the Company's 15% annual placement capacity granted under Listing Rule 7.1.

Resolution 5 is a special resolution. Accordingly, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be in favour of Resolution 5 for it to be passed.

6.2 ASX Listing Rule 7.1A

ASX Listing Rule 7.1A enables an Eligible Entity (including the Company) to seek shareholder approval at its annual general meeting to issue Equity Securities in addition to those under the Eligible Entity's 15% annual placement capacity.

Any Equity Securities issued must be in the same class as an existing class of quoted Equity Securities. The Company currently has two classes of quoted Equity Securities on issue, being the Ordinary Shares (ASX Code: DDD) and listed Options (ASX Code: DDDO), and one class of unquoted securities, being unlisted Options.

The exact number of Equity Securities that the Company may issue under an approval under Listing Rule 7.1A will be calculated according to the following formula:

$$(A \times D) - E$$

Where:

- A** is the number of Shares on issue 12 months before the date of issue or agreement:
- (i) plus the number of Shares issued in the previous 12 months under an exception in ASX Listing Rule 7.2;
 - (ii) plus the number of partly paid shares that became fully paid in the previous 12 months;
 - (iii) plus the number of Shares issued in the previous 12 months with approval of holders of Shares under Listing Rules 7.1 and 7.4 and not including issues of securities under the entity's 15% placement capacity without Shareholder approval; and
 - (iv) less the number of Shares cancelled in the previous 12 months.
- D** is 10%.
- E** is the number of Equity Securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the 12 months before the date of issue or agreement to issue that are not issued with the approval of holders of Ordinary Securities under ASX Listing Rule 7.1 or 7.4.

6.3 Technical information required by ASX Listing Rule 7.1A

Pursuant to and in accordance with ASX Listing Rule 7.3A, the information below is provided in relation to this Resolution 5:

- (a) **Minimum Price**

The minimum price at which the Equity Securities may be issued is 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 ASX trading days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
- (ii) if the Equity Securities are not issued within 5 ASX trading days of the date in section 9.3(a)(i), the date on which the Equity Securities are issued.

(b) **Date of Issue**

The Equity Securities may be issued under the 10% Placement Capacity commencing on the date of the Meeting and expiring on the first to occur of the following:

- (i) 12 months after the date of the Meeting; and
- (ii) the date of approval by Shareholders of any transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of the Company's activities) or 11.2 (disposal of the Company's main undertaking),

(10% Placement Capacity Period)

(c) **Risk of voting dilution**

Any issue of Equity Securities under the 10% Placement Capacity will dilute the interests of Shareholders who do not receive any Shares under the issue.

If Resolution 5 is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 10% Placement Capacity, the economic and voting dilution of existing Shares would be as shown in the table below.

The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in ASX Listing Rule 7.1A(2), on the basis of the current market price of Shares and the current number of Equity Securities on issue as at the date of this Notice.

- (d) The table also shows the voting dilution impact where the number of Shares on issue (Variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 10% Placement Capacity.

Number of Shares on Issue	Issue Price (per Share)	Dilution		
		\$0.006 (50% decrease in Issue Price)	\$0.012 (Issue Price)	\$0.024 (100% Increase in Issue Price)
823,443,929 (Current Variable)	Shares Issued - 10% Voting Dilution	82,344,393 Shares	82,344,393 Shares	82,344,393 Shares

A)				
	Funds raised	\$494,066	\$988,133	\$1,976,265
1,235,165,894 (50% increase in Variable A)*	Shares Issued - 10% Voting Dilution	123,516,590 Shares	123,516,590 Shares	123,516,590 Shares
	Funds raised	\$741,100	\$1,482,199	\$2,964,398
1,646,887,858 (100% increase in Variable A)*	Shares issued - 10% Voting Dilution	164,688,786 Shares	164,688,786 Shares	164,688,786 Shares
	Funds raised	\$988,133	\$1,976,265	\$3,952,531

*The number of Shares on issue (Variable A in the above formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1.

The table above uses the following assumptions:

1. The issue price set out above is the closing price of the Shares on the ASX on [13 October 2017]. [Review]
2. The Company issues the maximum possible number of Equity Securities under the 10% Placement Capacity.
3. The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in ASX Listing Rule 7.2 or with approval under ASX Listing Rule 7.1.
4. The issue of Equity Securities under the 10% Placement Capacity consists only of Shares. It is assumed that no Options are exercised into Shares before the date of issue of the Equity Securities.
5. The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
6. This table does not set out any dilution pursuant to approvals under ASX Listing Rule 7.1.
7. The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
8. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Capacity, based on that Shareholder's holding at the date of the Meeting.

Shareholders should note that there is a risk that:

- (i) the market price for the Company's Shares may be significantly lower on the issue date than on the date of the Meeting; and
- (ii) the Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue.

(e) Purpose of Issue under 10% Placement Capacity

The Company may issue Equity Securities under the 10% Placement Capacity for the following purposes:

- (i) for cash consideration in which case the Company intends to use funds raised for the acquisition of new resources, assets and

investments (including expenses associated with such an acquisition), continued exploration expenditure on the Company's current assets and general working capital; or

- (ii) for non-cash consideration for the acquisition of new resources assets and investments (including previously announced acquisitions), in such circumstances the Company will provide a valuation of the non-cash consideration as required by listing Rule 7.1A.3.

The Company will comply with the disclosure obligations under Listing Rules 7.1A(4) and 3.10.5A upon issue of any Equity Securities.

(f) **Allocation under the 10% Placement Capacity**

The Company's allocation policy for the issue of Equity Securities under the 10% Placement Capacity will be dependent on the prevailing market conditions at the time of the proposed placement(s).

The recipients of the Equity Securities to be issued under the 10% Placement Capacity have not yet been determined. However, the recipients of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.

The Company will determine the allottees at the time of the issue under the 10% Placement Capacity, having regard to the following factors:

- (i) the purpose of the issue;
- (ii) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue or other offer where existing Shareholders may participate;
- (iii) the effect of the issue of the Equity Securities on the control of the Company;
- (iv) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;
- (v) prevailing market conditions; and
- (vi) advice from corporate, financial and broking advisers (if applicable).

Further, if the Company is successful in acquiring new resources, assets or investments, it is likely that the recipients under the 10% Placement Capacity will be vendors of the new resources, assets or investments.

(g) **Previous Approval under ASX Listing Rule 7.1A**

The Company previously obtained approval from its Shareholders pursuant to ASX Listing Rule 7.1A at its annual general meeting held on 30 November 2016 (**Previous Approval**).

The following issues were made pursuant to the Previous Approval:

- (i) the Company issued 50,982,435 fully paid ordinary shares on 9 May 2017, at an issue price of \$0.0045 (0.45 cents) per share, under a placement to institutional and sophisticated investors arranged by

lead manager Baker Young Stockbrokers Ltd. This issue was subsequently ratified by shareholders at the Company's general meeting on 9 August 2017;

- (ii) the Company then issued 65,416,841 fully paid ordinary shares pursuant to the Previous Approval (and following the ratification of the issue outlined in (i) above), at an issue price of \$0.0065 (0.65 cents) per share, under a placement to institutional and sophisticated investors arranged by lead manager Baker Young Stockbrokers Ltd.

(h) **Compliance with ASX Listing Rules 7.1A.4 and 3.10.5A**

When the Company issues Equity Securities pursuant to the 10% Placement Capacity, it will give to ASX:

- (i) a list of the allottees of the Equity Securities and the number of Equity Securities allotted to each (not for release to the market), in accordance with Listing Rule 7.1A.4; and
- (ii) the information required by Listing Rule 3.10.5A for release to the market.

(i) **Additional Information Required by ASX Listing Rule 7.3A.6**

As the Company has previously obtained approval under Listing Rule 7.1A, the following additional information as prescribed by that Rule is provided:

Listing Rule 7.3A.6(a) – Total Securities issued in previous 12 months.

Listing Rule 7.3A(a)	Number of Equity Securities
Number of securities on issue at commencement of 12 month period	388,218,443
Securities issued in 12 month period	659,669,810*
Percentage represented by securities issued in the last 12 months of the total number of equity securities on issue at commencement of the 12 month period	170%

***This includes securities issued under an exception to Listing Rule 7.1 or 7.1A, with securityholder approval under Listing Rule 7.3, and securities the issue of which was ratified subsequent to issue by holders of ordinary securities under Listing Rule 7.4.**

Listing Rule 7.3A.6(b) – Details of securities issued in previous 12 months.

Grantee(s)	Number of Securities	Class and terms of securities	Grant Date	Issue Price	Cash Value	Use of funds	Funds remaining
Participants in a 1 for 1 pro rata renounceable rights issue	221,839,110	Fully paid ordinary shares	15/12/2016	\$0.004	\$887,356	Working Capital	Nil

Participants in a 1 for 1 pro rata renounceable rights issue (1 free attaching option for every 2 shares)	110,919,563	Listed options exercisable at \$0.007 for one fully paid ordinary share each, expiring 17 December 2019	15/12/2016	Nil	Nil	N/A	N/A
Underwriters, pursuant to shortfall under renounceable rights issue	55,459,778	Fully paid ordinary shares	20/01/2017	\$0.004	\$221,839	Working Capital	Nil
Underwriters, pursuant to shortfall under renounceable rights issue	27,729,889	Listed options exercisable at \$0.007 for one fully paid ordinary share each, expiring 15 December 2019	20/01/2017	Nil	Nil	N/A	N/A
Institutional and sophisticated investors	100,000,000	Fully paid ordinary shares issued under a placement arranged by Baker Young Stockbrokers Ltd	9/05/2017	\$0.0045	\$450,000	Exploration and general working capital	Nil
Institutional and sophisticated investors	33,333,333	Listed options attaching to shares issued under placement, exercisable at \$0.007 for one fully paid ordinary share each, expiring 15 December 2019	9/05/2017	Nil	Nil	N/A	N/A
MAPD Nominees Pty Ltd	4,500,000	Listed options exercisable at \$0.007 for one fully paid ordinary share each, expiring 15 December 2019 – issued in consideration of services provided by Baker Young Stockbrokers Ltd	23/08/2017	Nil	\$0.0063 per option (deemed value)	N/A	N/A
Professional and sophisticated investors	15,000,000	Fully paid ordinary shares issued in settlement of fees in relation to the	23/08/2017	\$0.004	\$60,000	Shares issued in settlement of fees.	N/A

		transaction that resulted in the Company acquiring projects in Haiti (no related parties)					
Professional and sophisticated investors	5,000,000	Unlisted options to acquire fully paid ordinary shares exercisable at \$0.004, expiring 1 August 2019 issued in settlement of fees in relation to the transaction that resulted in the Company acquiring projects in Haiti (no related parties)	23/08/2017	Nil	\$0.0063 per option (deemed value)	N/A	N/A
Institutional and sophisticated investors pursuant to oversubscribed placement	153,846,153	Fully paid ordinary shares	6/09/2017	\$0.0065	\$1,000,000	Exploration and general working capital for both Australian and Haitian projects	\$820,000 (approx.)
Institutional and sophisticated investors pursuant to oversubscribed placement	38,461,539	Listed options exercisable at \$0.007 for one fully paid ordinary share each, expiring 15 December 2019	6/09/2017	Nil	\$0.0082 per option (deemed value)	N/A	N/A
MAPD Nominees Pty Ltd	4,500,000	Listed options exercisable at \$0.007 for one fully paid ordinary share each, expiring 15 December 2019, in consideration of services provided	20/09/2017	Nil	\$0.0111 per option (deemed value)	N/A	N/A

6.4 Voting Exclusion

A voting exclusion statement is included in this Notice. As at the date of this Notice, the Company has not invited any existing Shareholder to participate in an issue of Equity Securities under ASX Listing Rule 7.1A. Therefore, no existing Shareholders will be excluded from voting on Resolution 5.

7. RESOLUTION 6 – APPOINTMENT OF AUDITOR

7.1 Background

Bentleys Audit & Corporate (WA) Pty Ltd has been the Company's auditor since 2008, and is based in Perth, Western Australia. Given that the Company's administrative operations are primarily conducted in Melbourne, as well as the length of the tenure of Bentley's Audit & Corporate, the Board believes it is an appropriate time to engage a new auditor, based on the east coast. The Company therefore conducted a tender process to select a new auditor, and following this, the Board have recommended that MSI Ragg Weir Chartered Accountants be appointed as auditor.

Bentleys Audit & Corporate has given notice of its intention to resign as auditor of the Company to ASIC pursuant to section 329(5) of the Corporations Act. Upon receipt of ASIC's consent to their resignation, Bentleys Audit & Corporate advised that it will submit a notice of resignation to the Company in accordance with section 329(5) of the Corporations Act, which will take effect from the date of the Annual General Meeting, and subject to approval of the appointment of a new auditor under this Resolution 6. The Company thanks Bentleys Audit & Corporate for their service as auditor.

7.2 Appointment of new auditor

In accordance with section 328B(1) of the Corporations Act, the Company has sought and obtained a nomination from a shareholder for MSI Ragg Weir to be appointed as the Company's auditor. A copy of this nomination is attached to this Explanatory Statement as Annexure A. MSI Ragg Weir has provided its written consent to act as the Company's auditor, subject to shareholder approval and the resignation of Bentleys Audit & Corporate.

If this Resolution 6 is passed, the appointment of MSI Ragg Weir as the company's auditor will take effect from the close of the Annual General Meeting.

7.3 Board Recommendation

The Board recommends that shareholders approve Resolution 6. The Chair intends to exercise all available proxies in favour of Resolution 6.

8. ENQUIRIES

Shareholders are required to contact Mr Andrew Draffin (+ 61 3) 8611 5320 if they have any queries in respect of the matters set out in these documents.

GLOSSARY

10% Placement Capacity has the meaning given in section 6.1 of the Explanatory Statement.

\$ means Australian dollars.

Annual 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.

Closely Related Party of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the *Corporations Regulations 2001 (Cth)* for the purposes of the definition of 'closely related party' in the Corporations Act.

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

Constitution means the Company's constitution.

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

Directors means the current directors of the Company.

Eligible Entity means an entity that, at the date of the relevant general meeting:

- (a) is not included in the S&P/ASX 300 Index; and
- (b) has a maximum market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of \$300,000,000 or less.

Equity Securities includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security.

Explanatory Statement means the explanatory statement accompanying the Notice of Meeting.

Future Placement Shares has the meaning given in section 5.1 of the Explanatory Statement.

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority

and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

Notice of Meeting or **Notice of Annual General Meeting** means this notice of annual general meeting including the Explanatory Statement.

Option means an option to acquire a Share.

Ordinary Securities has the meaning set out in the ASX Listing Rules.

Remuneration Report means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 30 June 2017.

Resolutions means the resolutions set out in the Notice of Meeting, or any one of them, as the context requires.

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

Shareholder means a holder of a Share.

Variable A means "A" as set out in the calculation in section 5.3 of the Explanatory Statement.

APPOINTMENT OF PROXY FORM

3D RESOURCES LIMITED
ACN 120 973 775

ANNUAL GENERAL MEETING

I/We

of:

being a Shareholder entitled to attend and vote at the Meeting, hereby appoint:

Name:

OR:

the Chair of the Meeting as my/our proxy.

or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit, at the Meeting to be held at 11:00am (AEDT) on 30 November 2017 at Level 4, 91 William Street, Melbourne VIC 3000, and at any adjournment thereof.

The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.

Voting on business of the Meeting

		FOR	AGAINST	ABSTAIN
Resolution 1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Director – Mr John Chegwiddden	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Ratification of Security Issues			
	Resolution 3A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	Resolution 3B	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	Resolution 3C	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	Resolution 3D	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	Resolution 3E	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval of Issue of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Approval of 10% Placement Capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Appointment of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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.

Important for Resolution 1

If you have not directed your proxy how to vote as your proxy in respect of Resolution 1 and the Chair is, or may by default be, appointed your proxy, you must mark the box below.

I/we direct the Chair to vote in accordance with his/her voting intentions (as set out above) on Resolution 1 (except where I/we have indicated a different voting intention above) and expressly authorise that the Chair may exercise my/our proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

If the Chair is, or may by default be, appointed your proxy and you do not mark this box and you have not directed the Chair 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.

If two proxies are being appointed, the proportion of voting rights this proxy represents is: _____ %

Signature of Shareholder(s):

Individual or Shareholder 1

Sole Director/Company Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

Date: _____

Contact name: _____

Contact ph (daytime): _____

E-mail address: _____

Consent for contact by e-mail: YES NO

Instructions for Completing 'Appointment of Proxy' Form

1. **(Appointing a proxy):** A Shareholder entitled to attend and cast a vote at the Meeting is entitled to appoint a proxy to attend and vote on their behalf at the Meeting. If a Shareholder is entitled to cast 2 or more votes at the Meeting, the Shareholder may appoint a second proxy to attend and vote on their behalf at the Meeting. However, where both proxies attend the Meeting, voting may only be exercised on a poll. The appointment of a second proxy must be done on a separate copy of the Proxy Form. A Shareholder who appoints 2 proxies may specify the proportion or number of votes each proxy is appointed to exercise. If a Shareholder appoints 2 proxies and the appointments do not specify the proportion or number of the Shareholder's votes each proxy is appointed to exercise, each proxy may exercise one-half of the votes. Any fractions of votes resulting from the application of these principles will be disregarded. A duly appointed proxy need not be a Shareholder.
2. **(Direction to vote):** A Shareholder may direct a proxy how to vote by marking one of the boxes opposite each item of business. The direction may specify the proportion or number of votes that the proxy may exercise by writing the percentage or number of Shares next to the box marked for the relevant item of business. Where a box is not marked the proxy may vote as they choose subject to the relevant laws. 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 Shareholder must sign.
 - **(Joint holding):** Where the holding is in more than one name, all of the Shareholders should 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 Proxy 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. In addition, if a representative of a company is appointed pursuant to section 250D of the Corporations Act to attend the Meeting, the documentation evidencing such appointment should be produced prior to admission to the Meeting. A form of a certificate evidencing the appointment may be obtained from the Company.
4. **(Attending the Meeting):** Completion of a Proxy Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Form and attends the Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the 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, Level 4, 91 William Street, Melbourne VIC 3000; or
 - (b) facsimile to the Company on facsimile number (+61 3) 9620 0070,so that it is received not later than **11.00am** (AEDT) on 28 November 2017.

Proxy Forms received later than this time will be invalid.