# 3D RESOURCES LIMITED
# ABN 15 120 973 775

# SUPPLEMENTARY PROSPECTUS

**IMPORTANT INFORMATION**

This Supplementary Prospectus is dated 21 May 2010 and is supplementary to the prospectus dated 6 May 2010 issued by 3D Resources Limited (ABN 15 120 973 775) (**Company**) (**Prospectus**).

This Supplementary Prospectus was lodged with the Australian Securities and Investments Commission (**ASIC**) on 21 May 2010. The ASIC does not take any responsibility for the contents of this Supplementary Prospectus.

This Supplementary Prospectus must be read together with the Prospectus. If there is a conflict between the Prospectus and this Supplementary Prospectus, this Supplementary Prospectus will prevail. Terms and abbreviations defined in the Prospectus have the same meaning in this Supplementary Prospectus.

This Supplementary Prospectus will be issued with the Prospectus as an electronic prospectus and may be accessed on the Internet at www.asx.com.au.

This document is important and should be read in its entirety. Please consult your legal, financial or other professional adviser if you to not fully understand the contents.

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

**SUPPLEMENTARY PROSPECTUS**

## 1. AMENDMENTS TO THE PROSPECTUS

The Prospectus is amended by this Supplementary Prospectus by varying the following sections of the Prospectus:

(a) the table in Section 3.1 of the Prospectus is deleted in its entirety and is replaced with the following:

| ***Proceeds of the Offer*** | ***Amount Raised*** |
|---|---|
| *Tenement Expenses*<br>• *Cosmo Newberry Project: Rents, Rates, Native Title & Exploration)*<br>• *East Kimberley - Koongie Park Project: Rents, Rates, Native Title & Exploration)* | *$150,000*<br>*$50,000* |
| *Potential New Projects - Reviews, due diligence, feasibility and possible acquisition costs* | *$400,000* |
| *General working capital (including administrative expenses)* | *$303,000* |
| *Expenses of the Offer* [1] | *$97,000* |
| ***Total*** | ***$1,000,000*** |

(b) sub-section 3.2(b) of the Prospectus is deleted in its entirety and is replaced it with the following sub-section:

"*(b) increase the number of Shares on issue from 143,032,392 Shares as at the date of this Prospectus, to 194,032,392 Shares (including 1,000,000 Shares to be issued to the Underwriter); and*"

(c) the first section of the table on page 10 of the Prospectus is deleted in its entirety and replaced with the following:

| ***Shares*** | ***Number*** |
|---|---|
| *Shares currently on issue* | *143,032,392* |
| *Shares offered pursuant to the Offer* | *50,000,000* |
| *Shares to be issued to Underwriter* [1] | *1,000,000* |
| ***Total Shares on issue after completion of the Offer*** [1] | ***194,032,392*** |

(d) by inserting the following after the last sentence in Section 7.2 of the Prospectus:

*"As announced by the Company on 25 January 2010, and disclosed in the Notice of Meeting for the General Meeting, following completion of the Offer the Underwriter will have the right to nominate a non-executive Director to the Board of the Company (**Nomination Right**).*

*The Company has been advised by the Underwriter that, as at the date of this Prospectus the Underwriter has not determined:*

*(a) whether it will exercise the Nomination Right or, if it does, who the Underwriter would nominate to the Board and whether such nomination would be in an executive or non-executive capacity;*

*(b) what criteria the Underwriter will adopt in determining what person to nominate to the Board in the event the Nomination Right is exercised; or*

*(c) how the Underwriter and the Company will deal with potential conflict issues which may arise as a result of the relationship (if any) between the nominated person and the Underwriter and the provision of future services by the Underwriter to the Company following that person's nomination to the Board."*

(e) by inserting the following into the table in Section 7.1 of the Prospectus on page 17:

| ***Date*** | ***Description of Announcement*** |
|---|---|
| *20/05/2010* | *Change of Director`s Interest Notice* |
| *20/05/2010* | *Change of Director`s Interest Notice* |
| *07/05/2010* | *Appendix 3B* |
| *06/05/2010* | *Prospectus* |

(f) the following statement in third last paragraph in Section 7.4 on page 22 of the Prospectus is deleted in its entirety:

*"Ascot Securities Pty Ltd has a relevant interest in 15,673,107 Shares as at the date of this Prospectus."*

The above statement has been removed from the Prospectus on the basis that, as that the time of lodgement of the Prospectus, Ascot Securities was incorrectly reported as having a relevant interest in 15,673,107 Shares whereas it does not currently have a relevant interest in any Securities.

For the purposes of clarity:

(i) Ascot Securities Pty Ltd holds 1,200,000 Shares as bare trustee for Shareform Australia Pty Ltd, an entity which holds over 20% of the issued share capital of Ascot Securities Pty Ltd. As these

Shares are held in a bare trustee capacity and Shareform Australia Pty Ltd does not control Ascot Securities Pty Ltd, Ascot Securities Pty Ltd does not have a relevant interest in these Shares; and

(ii) Tomik Nominees Pty Ltd, an entity which holds over 20% of the issued share capital of Ascot Securities Pty Ltd but does not control Ascot Securities Pty Ltd, holds 14,473,107 Shares. As Tomik Nominees Pty Ltd does not control Ascot Securities Pty Ltd, Ascot Securities Pty Ltd does not have a relevant interest in these Shares.

(g) by inserting the following after the last sentence in third last paragraph in Section 7.4 on page 22 of the Prospectus:

*"In addition to the above, as announced by the Company on 25 January 2010, and disclosed in the Notice of Meeting for the General Meeting, following completion of the Offer the Underwriter will have the right to nominate a non-executive or executive Director to the Board of the Company."*

## 2. APPLICATIONS

The Directors believe that the changes set out in this Supplementary Prospectus are not materially adverse from the point of view of an investor. Accordingly, no action needs to be taken if you have already subscribed for Shares under the Prospectus.

## 3. DIRECTORS' AUTHORISATION

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

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

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

Note: All other details in relation to the terms of the Offer and other matters under the Prospectus remain unchanged.