

Form 604

Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme 3D RESOURCES LIMITED
ACN/ARSN 15 120 973 775

1. Details of substantial holder(1)

Name MR BRUCE LAWRENCE HODGES + MRS ELIZABETH JEAN HODGES
ACN/ARSN (if applicable)

There was a change in the interests of the substantial holder on 14/08/2012
The previous notice was given to the company on 19/12/2011
The previous notice was dated 19/12/2011

2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
<u>ORDINARY FULLY PAID</u>	<u>19,612,030</u>	<u>9.1504%</u>	<u>23,657,978</u>	<u>10.1659%</u>

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
		<u>REFER ANNEXURE 'A'</u>			

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
			<u>REFER ANNEXURE 'B'</u>		

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association

6. Addresses

The addresses of persons named in this form are as follows:

Name	Address
MR BRUCE LAWRENCE HODGES	'CALLAGAIN' BALDRY NSW 2867
MRS ELIZABETH JEAN HODGES	'CALLAGAIN' BALDRY NSW 2867

Signature

MR BRUCE LAWRENCE HODGES
 print name MRS ELIZABETH JEAN HODGES capacity
 sign here *B. L. Hodges* date 14/08/2012
E. J. Hodges

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(1) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).
 See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisition, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

3D Resources Limited ACN 15 120 973 775 Mr Bruce Lawrence Hodges

This is Annexure "A" of 5 pages referred to in the form 604 Notice of change of substantial holder

3. Changes In relevant Interests

14/08/2012	Mr Bruce Lawrence Hodges + Mrs Elizabeth Hodges <The Share Super Fund A/C	On Market Change	\$5595.70	150000	150000
03/08/2012	Mr Bruce Lawrence Hodges + Mrs Elizabeth Hodges <The Share Super Fund A/C	On Market Change	\$73.60	600	600
27/07/2012	Mr Bruce Lawrence Hodges + Mrs Elizabeth Hodges <The Share Super Fund A/C	On Market Change	\$3094.13	133,064	133,064
17/05/2012	Mr Bruce Lawrence Hodges + Mrs Elizabeth Hodges <The Share Super Fund A/C	On Market Change	\$2027.67	87,200	87,200
10/07/2012	Mr Bruce Lawrence Hodges + Mrs Elizabeth Hodges <The Share Super Fund A/C	On Market Change	\$5871.33	252,498	252,498
09/07/2012	Mr Bruce Lawrence Hodges + Mrs Elizabeth Hodges <The Share Super Fund A/C	On Market Change	\$955.02	34,616	34,616

11/05/2012	Mr Bruce Lawrence Hodges + Mrs Elizabeth Hodges <The Share Super Fund A/	On Market Change	\$2420.50	73,922	73,922
11/05/2012	Mr Bruce Lawrence Hodges + Mrs Elizabeth Hodges <The Share Super Fund A/	On Market Change	\$1065.59	31,000	31,000
10/05/2012	Mr Bruce Lawrence Hodges + Mrs Elizabeth Hodges <The Share Super Fund A/	On Market Change	\$2371.81	69,000	69,000
07/05/2012	Mr Bruce Lawrence Hodges + Mrs Elizabeth Hodges <The Share Super Fund A/	On Market Change	\$10615.50	300,000	300,000
20/04/2012	Mr Bruce Lawrence Hodges + Mrs Elizabeth Hodges <The Share Super Fund A/	On Market Change	\$18824.92	503,246	503,246
21/03/2012	Mr Bruce Lawrence Hodges + Mrs Elizabeth Hodges <The Share Super Fund A/	On Market Change	\$5067.82	125,317	125,317
19/03/2012	Mr Bruce Lawrence Hodges + Mrs Elizabeth Hodges <The Share Super Fund A/	On Market Change	\$2455.00	60,000	60,000

19/03/2012	Mr Bruce Lawrence Hodges + Mrs Elizabeth Hodges <The Share Super Fund A/	On Market Change	\$4055	100,000	100,000
19/03/2012	Mr Bruce Lawrence Hodges + Mrs Elizabeth Hodges <The Share Super Fund A/	On Market Change	\$7528.84	186,505	186,505
13/03/2012	Mr Bruce Lawrence Hodges + Mrs Elizabeth Hodges <The Share Super Fund A/	On Market Change	\$600.09	13,495	13,495
07/03/2012	Mr Bruce Lawrence Hodges + Mrs Elizabeth Hodges <The Share Super Fund A/	On Market Change	\$5898.62	135,499	135,499
29/02/2012	Mr Bruce Lawrence Hodges + Mrs Elizabeth Hodges <The Share Super Fund A/	On Market Change	\$400.00	10,000	10,000
29/02/2012	Mr Bruce Lawrence Hodges + Mrs Elizabeth Hodges <The Share Super Fund A/	On Market Change	\$8088.00	200,000	200,000
21/02/2012	Mr Bruce Lawrence Hodges + Mrs Elizabeth Hodges <The Share Super Fund A/	On Market Change	\$3330.00	90,000	90,000

20/02/2012	Mr Bruce Lawrence Hodges + Mrs Elizabeth Hodges <The Share Super Fund A/	On Market Change	\$425	10,000	10,000
16/02/2012	Mr Bruce Lawrence Hodges + Mrs Elizabeth Hodges <The Share Super Fund A/	On Market Change	\$3459.59	92,016	92,016
02/02/2012	Mr Bruce Lawrence Hodges + Mrs Elizabeth Hodges <The Share Super Fund A/	On Market Change	\$2102.02	51,000	51,000
01/02/2012	Mr Bruce Lawrence Hodges + Mrs Elizabeth Hodges <The Share Super Fund A/	On Market Change	\$2255.00	50,000	50,000
31/01/2012	Mr Bruce Lawrence Hodges + Mrs Elizabeth Hodges <The Share Super Fund A/	On Market Change	\$4363.22	98,085	98,085
30/01/2012	Mr Bruce Lawrence Hodges + Mrs Elizabeth Hodges <The Share Super Fund A/	On Market Change	\$1779.36	40,000	40,000
24/01/2012	Mr Bruce Lawrence Hodges + Mrs Elizabeth Hodges <The Share Super Fund A/	On Market Change	\$2942.02	61,915	61,915

19/01/2012	Mr Bruce Lawrence Hodges + Mrs Elizabeth Hodges <The Share Super Fund A/	On Market Change	\$12045.96	270,793	270,793
19/01/2012	Mr Bruce Lawrence Hodges + Mrs Elizabeth Hodges <The Share Super Fund A/	On Market Change	\$9099.00	200,000	200,000
18/01/2012	Mr Bruce Lawrence Hodges + Mrs Elizabeth Hodges <The Share Super Fund A/	On Market Change	\$9727.14	219,000	219,000
13/01/2012	Mr Bruce Lawrence Hodges + Mrs Elizabeth Hodges <The Share Super Fund A/	On Market Change	\$468.91	10,207	10,207
13/01/2012	Mr Bruce Lawrence Hodges + Mrs Elizabeth Hodges <The Share Super Fund A/	On Market Change	\$1790.69	39,793	39,793
11/01/2012	Mr Bruce Lawrence Hodges + Mrs Elizabeth Hodges <The Share Super Fund A/	On Market Change	\$403.75	7,750	7,750
20/12/2011	Mr Bruce Lawrence Hodges + Mrs Elizabeth Hodges <The Share Super Fund A/	On Market Change	\$13726.43	339,427	339,427

3D Resources Limited ACN 15 120 973 775

This in annexure "B" of 1 page referred to in form 604 Notice of change of substantial holder

4. Present relevant interests

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (s)	Nature of relevant Interest(s)	Class and number of securities	Person's votes
Mr Bruce Lawrence Hodges + Mrs Elizabeth Hodges <The Share Super Fund A/C	Mr Bruce Lawrence Hodges + Mrs Elizabeth Hodges <The Share Super Fund A/C	Mr Bruce Lawrence Hodges + Mrs Elizabeth Hodges <The Share Super Fund A/C	23,170,864 Ordinary fully paid	23,170,864 Ordinary fully paid	9.9566%
Mr Bruce Lawrence Hodges	Mr Bruce Lawrence Hodges	Mr Bruce Lawrence Hodges	22,114 ordinary fully paid	22,114 ordinary fully paid	.0095%
Mrs Elizabeth Hodges	Mrs Elizabeth Hodges	Mrs Elizabeth Hodges	465,000 ordinary fully paid	465,000 ordinary fully paid	.1998%