

3D RESOURCES LIMITED

ABN 15 120 973 775

Offer Document

In relation to:

- a non-renounceable pro-rata entitlement offer to Eligible Shareholders of 1 New Share for every 2 Shares held at the Record Date at an Offer Price of A\$0.002 per New Share
- an offer of Shortfall Securities to Eligible Shareholders and others on the terms set out in the Offer Document

The Rights Issue is scheduled to close at 5:00pm (Melbourne time) on Wednesday, 23 January 2019

Important Notice

This document is not a prospectus. This document does not contain all of the information that an investor may require in order to make an informed investment decision regarding the New Shares offered by this document.

This document and the accompanying Entitlement & Acceptance Form are important documents and should be read in their entirety. If after reading this Offer Document and the accompanying Entitlement & Acceptance Form, you have any questions about the New Shares being offered under this Offer Document, then you should consult your stockbroker, accountant or other professional adviser.

The New Shares offered by this Offer Document should be considered speculative.

The offer opens on Thursday, 20 December 2018 and will close at 5:00pm (Melbourne time) on Wednesday, 23 January 2019. Valid acceptances must be received before that time.

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Important Information

About this document

This Offer Document is dated 12 December 2018 and contains information relating to a proposed non-renounceable pro-rata entitlement offer of continuously quoted securities ("**New Shares**") in 3D Resources Limited (ASX: **DDD**) ("**Company**"). The Issue under this Offer Document falls within section 708AA of the *Corporations Act 2001* (Cth) (as notionally modified by ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84) ("**Corporations Act**") and does not require disclosure. Accordingly, the level of disclosure in this Offer Document is significantly less than that required under a prospectus and Eligible Shareholders should rely on their own knowledge of the Company, refer to disclosures made by the Company to ASX and consult their professional advisers before deciding whether to accept the Offer. This Offer Document has not been lodged with ASIC.

Forward-looking statements

This Offer Document contains forward-looking statements that are not based solely on historical facts but are based on current expectations about future events and results. These forward-looking statements are subject to inherent risks and uncertainties. Such risks and uncertainties include factors and risks specific to the operations of the Company, as well as general economic conditions, prevailing interest rates, conditions in the financial markets, government policies and regulations and competitive pressures. As a consequence, actual events or results may differ materially from the expectations expressed or implied in such forward-looking statements.

Forward-looking statements in this Offer Document are made only at the date of this Offer Document. Subject to any continuing obligations under applicable law or the ASX Listing Rules, the Company does not, in providing this information, undertake any obligation to publicly update or revise any of the forward-looking statements for any change in events, conditions or circumstances on which any such statement is based. Accordingly, you are cautioned not to place undue reliance on forward-looking statements contained in this document.

Foreign jurisdictions

The Offer is not being extended to Shareholders in jurisdictions outside Australia and New Zealand, and no action has been taken to register, or otherwise permit, the offer of New Shares to be made under the laws of any jurisdiction outside of Australia and New Zealand. In particular, the New Shares offered under the Entitlement Offer have not been, and will not be, registered under the U.S. Securities Act or the securities laws of any State or other jurisdiction in the United States. It is your responsibility to ensure that you comply with any laws of your jurisdiction which are applicable to you and which are relevant to your applying for New Shares under the Offer.

The distribution by you of this Offer Document (including an electronic copy) outside Australia and New Zealand may be restricted by law. You should observe such restrictions and should seek your own advice on such restrictions. Any non-compliance with these restrictions may contravene applicable securities law.

Disclaimer of representations

No person is authorised to give information or to make any representation in connection with this Offer Document which is not contained in the Offer Document or the associated Offer announcements on ASX. Any information or representation not so contained may not be relied on as having been authorised by the Company in connection with this Offer Document. Except as required by law, and only to the extent so required, none of the Company, or any other person, warrants or guarantees the future performance of the Company or any return on any investment made pursuant to the Offer.

No financial product advice

This Offer Document is not financial product advice, does not purport to contain all the information that you may require to make an investment decision, and has been prepared without taking into account your personal investment objectives, financial situation or needs.

Before deciding whether to apply for New Shares under the Offer, you should consider whether they are a suitable investment for you in light of your own investment objectives and financial circumstances and having regard to the merits or risks involved. If after reading this Document, you have any questions about the Offer, you should contact your financial or other professional adviser.

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Entitlement & Acceptance Form

Eligible Shareholders will receive an Entitlement & Acceptance Form with this Offer Document. The Offer may only be accepted by Eligible Shareholders and does not constitute an offer in any place in which or to any person to whom, it would be unlawful to make such an offer.

This Offer Document including each of the documents attached to it and which form part of this Offer Document is important and should be read in its entirety prior to making an investment decision. In particular, Shareholders should refer to the risk factors set out in section 3 of this Offer Document. If you do not fully understand this Offer Document or are in any doubt as to how to deal with it, you should consult your professional adviser.

Your personal information

If you complete an Entitlement & Acceptance Form, 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's 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 Offer Document.

Collection, maintenance and disclosure of certain personal information is governed by legislation including the *Privacy Act 1988* (Cth) (as amended), the Corporations Act and certain rules such as the ASX Settlement Operating Rules. You should note that if you do not provide the information required on the Entitlement & Acceptance Form, the Company may not be able to accept or process your application.

Defined terms and Glossary

Capitalised words and expressions used in this Offer Document are defined in the Glossary at page 24 of this Offer Document.

A reference to time in this Offer Document is to Melbourne time, unless otherwise stated.

All financial amounts in this Offer Document are references to Australian currency, unless otherwise stated.

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NOTE: Capitalised terms used in this Offer Document are defined in the Glossary.

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Chairman's Letter

Dear Shareholder

On behalf of the Board of 3D Resources Limited ("**Company**") it is my pleasure to invite you to participate in a pro rata, non-renounceable entitlement offer of 1 new fully paid ordinary Share in the Company ("**New Shares**") for every 2 Shares you currently hold, at an issue price of \$0.002 (0.2 of 1 cent) per New Share ("**Offer**").

The Offer is expected to raise approximately \$929,944 before costs and expenses. The net proceeds of the funds raised under the Rights Issue are planned to be used to assist the Company to complete its acquisition of two gold projects in Haiti pursuant to its Acquisition Agreement. If that acquisition is unsuccessful because the conditions precedent under the Acquisition Agreement cannot be met, the funds will be used to strengthen the Company's financial position and to identify and acquire alternative projects with the objective of providing future cash flow for the Company.

Overview of Offer

The Offer is being made to all Shareholders ("**Eligible Shareholders**") who are registered as a holder of Shares as at 7.00pm (Melbourne time) on 17 December 2018 ("**Record Date**").

Under the Offer, Eligible Shareholders have the opportunity to subscribe for 1 New Share for every 2 Shares of which they are the registered holder at 7.00pm (Melbourne time) on the Record Date at an issue price of \$0.002 (0.2 of 1 cent) per New Share. The number of New Shares you are entitled to subscribe for under the Offer is set out in your personalised Entitlement & Acceptance Form that is enclosed in this Offer Document.

The Offer is non-renounceable.

Eligible Shareholders may also apply for Shortfall Shares in excess of their Entitlement at the same issue price of \$0.002 per New Share under the Shortfall Offer. The Shortfall Offer provides an opportunity for Eligible Shareholders to apply for additional New Shares to top up their holdings.

In accordance with ASX Listing Rule 7.2 (Exception 3), the Directors also reserve the right to place any Shortfall Shares that are not subscribed for under the Shortfall Offer within 3 months of the close of the Offer, at a price that is not less than the issue price under the Offer.

The Offer is not underwritten.

Further details of the Offer are set out in Section 1 of this Offer Document.

Action you should take

The Offer is currently scheduled to close at 5.00pm (Melbourne time) on Wednesday, 23 January 2019. If you wish to subscribe for New Shares, you must ensure that your application and payment is received by this time in accordance with the instructions set out in Section 4.

This Offer Document contains important information regarding the Offer, and I encourage you to read it carefully before making any investment decision. If you have any questions, you should consult your financial or other professional adviser.

On behalf of the Board of the Company, I encourage you to consider this investment opportunity and thank you for your ongoing support. In this regard, I am happy to advise you that each of the Directors intends to take up their full entitlement under the Offer.

Yours sincerely

Ian Hastings
Chairman

Important Dates and Key Offer Statistics

IMPORTANT DATES:

Announcement and application to ASX for official quotation of the New Shares	Wednesday, 12 December 2018
Cleansing notice lodged with ASX and letter sent to option holders	Wednesday, 12 December 2018
“Ex” Date	Friday, 14 December 2018
Record Date to determine eligibility to participate in Offer	Monday, 17 December 2018
Dispatch of Offer Document and Offer Opening Date	Thursday, 20 December 2018
Closing Date for acceptance and payment (5:00pm Melbourne time)	Wednesday, 23 January 2019
New Shares quoted on a deferred settlement basis	Thursday, 24 January 2019
Company notifies ASX of under subscriptions	Tuesday, 29 January 2019
Issue Date and deferred settlement trading ends	Thursday, 31 January 2019
Expected date for commencement of normal trading of New Shares on ASX	Friday, 1 February 2019

Dates and times in this Offer Booklet are indicative only and subject to change. All dates and times are references to Melbourne time. Subject to the Corporations Act and Listing Rules, the Directors reserve the right to vary the above dates, including the Closing Date, without notice. The Directors may extend the period of the Offer or bring forward the Closing Date at their discretion. Any change to the Closing Date will have a consequential effect on other dates.

The Company also reserves the right not to proceed with the whole or part of the Offer at any time prior to the issue of the New Shares. In that event, application monies (without interest) would be returned to applicants.

KEY OFFER STATISTICS:

Offer Price for each New Share	\$0.002
Eligible Shareholders' Entitlement	1 New Share for every 2 Shares held on the Record Date
Number of Shares on issue as at the date of this Offer	929,943,929
Maximum number of New Shares to be issued under the Offer ¹	464,971,964
Total number of Shares on issue after completion of the Offer ¹	1,394,915,893
Approximate maximum Offer proceeds ¹	\$929,944 before expenses

NOTES:

1. Assuming the Offer is fully subscribed and no other Shares or options to subscribe for Shares are issued between the date of this Offer and completion of the Offer.

HOW TO APPLY:

You may apply for New Shares only by following the instructions set out in Section 1 and on the back of the Entitlement & Acceptance Form.

QUESTIONS:

Please contact Mr Ian Hastings (Phone: (03) 8686 5788 / Email: ian@tomiknominees.com.au) from 9.00am to 5.00pm (Melbourne time) Monday to Friday, if you have any questions about this Offer. If you are in any doubt as to what to do in relation to the Offer, you should seek professional advice from a licensed financial adviser, accountant, stockbroker, lawyer or other professional adviser before deciding whether to invest in the Company.

1 Details of the Offer

1.1 The Offer

The Company is undertaking a non-renounceable pro-rata entitlement offer to Eligible Shareholders of 1 New Share for every 2 Shares held at the Record Date at an Offer Price of \$0.002 per New Share.

Under the Offer, up to 464,971,964 New Shares will be offered. Shortfall Shares will also be offered to Eligible Shareholders and others on the terms set out in Section 1.6. If fully subscribed, the Offer will raise up to approximately \$929,944 before costs and expenses.

Entitlements to New Shares under the Offer will be rounded down to the nearest whole number.

The Entitlement of each Eligible Shareholder under the Offer is shown on the personalised Entitlement & Acceptance Form accompanying this Offer. If you are an Eligible Shareholder and did not receive your personalised Entitlement & Acceptance Form, please call the Share Registry on 1300 850 505.

The Directors may at any time decide to withdraw this Offer Document and the offer of New Shares made under this Offer Document in which case the Company will return all application monies (without interest) within 28 days of giving such notice of withdrawal.

1.2 Offer Price

The Offer Price is \$0.002 per New Share.

1.3 Eligible Shareholders

The Non-Renounceable Rights Issue is offered only to Eligible Shareholders. An Eligible Shareholder is a person who is:

- (a) registered as a holder of Shares as at the Record Date;
- (b) has a registered address in Australia or New Zealand;
- (c) not in the United States, are not a U.S. Person (within the meaning given in Regulation S of the U.S. *Securities Act of 1933* as amended), and are not acting for the account or benefit of any person in the United States or any U.S. Person; and
- (d) eligible under all applicable securities laws to receive an offer under the Offer.

1.4 No Rights Trading

The rights to the New Shares pursuant to the Offer are non-renounceable. Accordingly, Eligible Shareholders who do not wish to take up their Entitlements are not able to sell or otherwise transfer their Entitlement.

1.5 No Underwriting

The Offer is not underwritten.

1.6 Shortfall Shares

Entitlements not taken up shall form the Shortfall Shares.

Eligible Shareholders may apply for Shortfall Shares (which are New Shares that are not taken up by Eligible Shareholders) in excess of their Entitlement ("**Shortfall Offer**") by completing the relevant section on their Entitlement & Acceptance Form and specifying the number of additional Shortfall Shares they wish to subscribe for.

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Applications for Shortfall Shares must be accompanied by payment in full for the price of the Shortfall Shares applied for.

If Eligible Shareholders submit applications under the Shortfall Offer, any allocation of a shortfall under the Offer amongst those applicants will be considered and determined by the Board at its discretion.

As a consequence of the arrangements described above, there is no guarantee that you will receive the number of Shortfall Shares applied for, if any. The allocation of any Shortfall Shares will be limited to the extent that there are sufficient New Shares from Eligible Shareholders who do not take up their full entitlement. If you do not receive all of the additional Shortfall Shares you applied for, any excess application monies will be returned to you without interest.

It is the responsibility of each Eligible Shareholder to ensure that it will not breach the takeovers provisions under the Corporations Act (the 20% threshold) by applying for additional New Shares under the Shortfall Offer. These provisions are set out in section 606 of the Corporations Act. No Eligible Shareholder will be permitted to acquire additional New Shares under the Shortfall Offer to the extent the Company considers (acting reasonably) that doing so would result in a contravention of the takeovers limits in section 606 of the Corporations Act.

In accordance with Exception 3 of ASX Listing Rule 7.2, the Company reserves its right to issue New Shares to make up the Shortfall at the discretion of the Directors. The Company will issue those New Shares within 3 months of the close of the Offer for no less than the price at which New Shares were offered under the Offer.

1.7 Allotment of New Shares

New Shares will be issued and allotted as soon as practicable after the close of the Offer, in accordance with the Listing Rules and timetable as set out on page 7 of this Offer Document. Holding statements for all New Shares allotted shall be dispatched as soon as practicable in accordance with the Listing Rules after the Closing Date.

Until the allotment and issue of the New Shares and under this Offer Document, application monies will be held by the Company in trust in a separate bank account maintained for that purpose only. Any interest earned on application monies will be for the benefit of the Company and will be retained by the Company irrespective of whether allotment takes place.

1.8 ASX Quotation

Application for admission of the New Shares to official quotation on ASX has been made.

Subject to approval being granted by ASX, it is expected that quotation and trading of New Shares will commence on a deferred settlement basis on 24 January 2019.

The fact that ASX may agree to grant official quotation of the New Shares is not to be taken in any way as an indication of the merits of the Company or the New Shares.

1.9 CHESS

Under CHESS, Shareholders will not receive a certificate for their New Shares but will receive a statement of their holdings of New Shares, indicating the allotment of their New Shares pursuant to their acceptance of the Offer. If a Shareholder is broker sponsored, a CHESS statement will be issued which sets out the number of New Shares issued under the Offer, details of the Shareholder's holder identification number and the participant identification number of the sponsor.

Shareholder registered under the Company's issuer sponsored sub register will receive a statement from the Share Registry which will contain the number of New Shares issued to it under the Offer and its security holder reference number.

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1.10 Risks

Investors should carefully read the risk factors in Section 3 of this Offer Document. An investment in New Shares involves various risks, a number of which are specific to the Company and the industry in which it operates.

An investment in New Shares should be regarded as speculative.

1.11 Taxation

It is the responsibility of all Applicants to satisfy themselves of the particular tax consequences that apply to them, by consulting their own professional financial and taxation advisers. Neither the Company nor any of its officers, employees or agents, nor its taxation or other advisers accepts any liability or responsibility in respect of taxation consequences connected with the Offer.

1.12 No Offer to Overseas Shareholders

No offer is being made to Shareholders with a registered address outside Australia and New Zealand. The Company has determined that it would be unreasonable and not practicable to make the Offer of New Shares to Non-participating Shareholders having regard to the number of Non-participating Shareholders, the number and value of the New Shares that would otherwise be offered and the costs in complying with the legal and regulatory requirements of those jurisdictions.

In particular, this Offer Document does not constitute an offer for sale of the New Shares or any right to a security into the United States or to U.S. Persons. The New Shares have not been, and will not be, registered under the U.S. Securities Act and must not be offered or sold within the United States or to U.S. Persons unless they are registered under the U.S. Securities Act or an exemption from the registration requirements of the U.S. Securities Act is available.

The distribution of this Offer Document outside Australia and New Zealand may be restricted by law. In particular, this Offer Document or any copy of it must not be taken into or distributed or released in the United States or distributed or released to any U.S. Person. Persons who come into possession of this Offer Document should seek advice on and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws.

No action has been taken to comply with legal and regulatory requirements of jurisdictions outside Australia and New Zealand to permit an offer of the New Shares in any jurisdiction outside Australian and New Zealand.

New Shares to which any Eligible Shareholders who do not have a registered address in Australia or New Zealand would otherwise be entitled will form part of the Shortfall Offer which may be placed at the discretion of the Directors.

This Offer Document and accompanying Entitlement & Acceptance Form do not, nor are they intended to, constitute an offer in any place in which, or to person to whom, it would not be lawful to make such an offer.

1.13 Brokerage, commission and stamp duty

No brokerage, commission or stamp duty is payable by Applicants under the Offer.

1.14 Allocation

All Eligible Shareholders will receive their Entitlement, to the extent applied for. All Shortfall Shares will be allocated at the absolute discretion of the Directors, as provided in section 1.6.

1.15 Professional advice

If you are in any doubt as to what to do in relation to the Offer, you should seek professional advice from a licensed financial adviser, accountant, stockbroker, lawyer or other professional adviser before deciding whether to invest in the Company.

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1.16 Privacy

By submitting an Entitlement & Acceptance Form, you will be providing personal information to the Company (directly or through the Share Registry). The Company collects, holds and will use that information to assess and process your application, administer your shareholding in the Company, and to provide related services to you. The Company may disclose your personal information for purposes related to your shareholding in the Company, including to the Share Registry, the Company's related bodies corporate, agents, contractors and third party service providers, including mailing houses and professional advisers, and to ASX and regulatory bodies.

You can obtain access to personal information that the Company holds about you. To make a request for access to your personal information held by (or on behalf of) the Company, please contact the Company through the Share Registry.

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2 Purpose and effect of the Offer

2.1 Purpose of the Offer

This Offer is being undertaken principally to raise up to approximately \$929,944. The funds raised from the offer are planned to be used in accordance with the table set out below:

Proposed Use of Funds	Amount
Completion of the acquisition of the Haiti gold projects or, in the alternative, pursuing alternative projects - see notes)	\$500,000
Working capital	\$399,944
Costs of the Offer	\$30,000
TOTAL	\$929,943.93

The above table is a statement of current intentions as of the date of this Offer Document. As with any budget, intervening events and new circumstances have the potential to affect the manner in which the funds are ultimately applied. The Board may determine to alter the way funds are applied as it considers necessary and appropriate having regard to the circumstances at the time.

In the event that the Company raises less than \$929,944 of funds pursuant to the Offer (due to the limited up-take of rights by current Shareholders), the Company will direct the funds raised first towards acquisition of the Haiti gold projects. Should the Conditions Precedent to the Acquisition Agreement not be met, or the acquisition otherwise not be completed for Haiti, then the funds set aside for Haiti will be directed towards identifying and acquiring other projects. Any remaining amounts will be towards the general working capital of the Company.

2.2 Effect of the Offer on the Company

(a) Share Capital

The effect of the Offer on the share capital of the Company will be as follows:

Number of Shares on issue prior to the Offer	Maximum number of New Shares to be issued under the Offer	Total number of Shares on issue upon completion of the Offer
929,943,929	464,971,964	1,394,915,893

(b) Cash Position

The proceeds from the Offer, before allowing for costs and expenses, will amount to approximately \$929,944. Costs and expenses are estimated to be approximately \$30,000. The net effect of the Offer on the Company's financial position will be to increase the cash held by the Company by approximately \$899,944.

2.3 Pro-forma balance sheet

Set out below is a pro-forma Statement of Financial Position for the Company after taking into account the effect of the Offer. This statement is based on the accounts of the Company as at 30 June 2018, which were subject to audit review and lodged with the ASX on 29 September 2018.

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The pro-forma Statement of Financial Position illustrates the effect of the Offer based upon the following assumptions and qualifications:

- (a) there being no material changes to the Company's Statement of Financial Position since 30 June 2018;
- (b) the Entitlements will be fully taken up by the Shareholders (or in case of a Shortfall, Shortfall Shares being fully allocated under the Shortfall Offer resulting in the Company issuing an additional 464,971,964 New Shares raising a total of \$929,943.93 (before costs and expenses);
- (c) the costs of the Offer being \$30,000; and
- (d) the activities of the Company since 30 June 2018 not being recognised in the pro-forma Statement of Financial Position.

3D RESOURCES LIMITED AND CONTROLLED ENTITIES
ABN: 15 120 973 775
PRO FORMA CONSOLIDATED STATEMENT OF FINANCIAL POSITION

	Audited 30 June 2018	Adjustments for Rights Issue	Pro-Forma Balance
ASSETS			
Current Assets			
Cash and cash equivalents	382,947	899,944	1,282,891
Trade and other receivables	31,038		31,038
Other assets	14,945		14,945
Total Current Assets	428,930		1,328,874
Non-Current Assets			
Exploration expenditure	736,091		736,091
Property, plant & equipment	18,533		18,533
Total Non-Current Assets	754,624		754,624
TOTAL ASSETS	1,183,554		2,083,498
LIABILITIES			
Current Liabilities			
Trade and other payables	221,507		221,507
Total Current Liabilities	221,507		221,507
TOTAL LIABILITIES	221,507		221,507
NET ASSETS	962,047		1,861,991
EQUITY			
Issued Capital	11,860,705	929,944	12,790,649
Reserves	36,088		36,088
Retained earnings	(10,934,746)	(30,000)	(10,964,746)
TOTAL EQUITY	962,047		1,861,991

2.4 Directors' interests in Company securities

Each of the Directors currently hold securities in the Company.

The Directors have committed to taking up their full entitlement under the Offer.

Effect on shareholdings of Shareholders

The issue of New Shares under the Offer will have the effect of diluting the percentage shareholdings of Shareholders in the Company who do not participate in the Offer (including under the Shortfall Offer). In particular:

- (a) Shareholders who do not take up their full pro rata entitlement under the Offer will have their percentage shareholding in the Company diluted following the issue of New Shares under the Offer.
- (b) Shareholders who take up their full pro rata entitlement under the Offer will maintain their percentage shareholding.
- (c) Shareholders who take up their full pro rata entitlement under the Offer and receive New Shares under the Shortfall Offer, will increase their percentage shareholding in the Company to the extent they receive additional New Shares under the Shortfall Offer.
- (d) The proportional shareholdings of Shareholders who are not resident in Australia or New Zealand (Non-participating Shareholders) may be diluted as those Shareholders are not entitled to participate in the Offer.
- (e) The Company reserves its right to issue any New Shares not taken up under the Entitlement Offer, under a Placement conducted within three months of the close of the Entitlement Offer in accordance with the ASX Listing Rules. Though a Placement will increase the voting power of parties to whom the Board in its discretion resolves to place the New Shares, none of these parties will acquire more than 20% of the voting power in the Company through the Placement. As such, any Placement of New Shares that is conducted after the close of the Entitlement Offer is not anticipated to have a material effect on the control of the Company.

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3 Risk Factors

3.1 Introduction

The New Shares offered under this Offer are considered highly speculative. An investment in the Company is not risk free and the Directors strongly recommend potential investors to consider the risk factors described below, together with information contained elsewhere in this Offer Document and to consult their professional advisers before deciding whether to apply for New Shares pursuant to this Offer Document.

There are specific risks which relate directly to the Company's business. In addition, there are other general risks, many of which are largely beyond the control of the Company and the Directors. The risks identified in this Section, or other risk factors, may have a material impact on the financial performance of the Company and the market price of the Shares.

The following is not intended to be an exhaustive list of the risk factors to which the Company is exposed. The types of risks the Company is exposed to can change over time and vary with changes in economic, technological, environmental and regulatory conditions both generally within the mineral resources sector specifically.

3.2 Specific risks relating to the Company and its operations

(a) Suspension of mining activity in Haiti

The Company negotiated the purchase of two Haitian gold projects in April 2017 (which was later renegotiated) and these projects have been the major focus of the Company. As previously announced by the Company, all mining activity is currently suspended in Haiti by a Haitian government decree. As a result, the Company was unable to obtain approvals to continue its mining activities for these projects.

In August 2018, Haiti appointed a new Prime Minister who has expressed his support for the mining industry and placed the new mining legislation on the agenda for implementation by his government. However, until new mining laws are formally enacted which permit the Company to recommence its mining activities, the Company is unable to resume its mining activities at its Haitian gold projects, and there is a risk that the Company cannot complete the acquisition of the Haitian Gold Projects and continue its operations in respect of these projects. If the Company is unable to resume its mining activities at its Haitian gold projects for an extended period of time, this could have an adverse impact on the success of the Company and its financial performance, in the short to medium term.

(b) Haiti Gold Projects Risks

As stated in section 3.2(a), the Haitian government has currently suspended all mining activity in Haiti. In view of the circumstances and the delays in obtaining the necessary approvals, the Company invoked force majeure on the projects. This was disputed by the Company's Haitian partners and in addition, deadlines provided in the Haitian acquisition agreements could not be met. As a result, the Company terminated the acquisition agreements.

After the termination of the original acquisition agreements, the Company decided to extend negotiations with the Haitian partners to restructure its original acquisition of the Grand Bois and Morne Bossa projects, as the work that the Company was able to do in the period prior to the termination of the agreements demonstrated that the projects had investment opportunity.

As announced on 16 October 2018, Haiti Gold Aust Pty Ltd (the Company's wholly owned subsidiary) executed a new acquisition agreement to obtain effective ownership and control of the projects by acquiring 100% of the interest in Haiti Gold BVI Inc (owner of Ayiti Gold SA) and Delta Societe Miniere SA, which own the Grand Bois and Morne Bossa projects respectively. The completion of this new acquisition agreement is subject to

certain conditions precedent being satisfied, including Haiti Gold Aust Pty Ltd assuming some of the debt obligations of the original owners (discussed below in Section 3.2(c)). As at the date of this Offer Document, negotiations between the Company and the creditor with respect to the restructuring of these debts is still ongoing and as such this condition precedent is not yet satisfied.

Some of the conditions precedent have already been completed, including approval from the Haitian Bureau des Mines et de l'Energie (Bureau of Mines and Energy). With respect to the outstanding conditions precedent, the vendors are currently undertaking certain pre-completion actions in relation to the acquisition shares and the land held by the entities being acquired. As one of these actions may require a land survey, the Company has agreed with the vendors to extend the date for satisfaction of the conditions precedent under the acquisition agreement to 31 March 2019. On 6 December 2018, the Company announced that the date by which the conditions are required to be satisfied has been extended to 31 March 2019.

While the Directors will make every effort to procure the completion of the acquisition, there is no guarantee that the conditions precedent for the new acquisition agreement will be satisfied, as some of the conditions are beyond the Company's control. If those conditions precedent are not met, the Company continues to face difficulties in acquiring an interest in the Haitian projects and may not be able to continue in these projects. This could have an adverse impact on the success of the Company moving forward.

(c) Assumption of Debt Obligations

It is a condition precedent under the new acquisition agreement that the vendors under the acquisition agreement be released from certain current liabilities. To secure that release, Haiti Gold Aust Pty Ltd will assume those debt obligations which amount to approximately US\$1,338,000. However, until the new mining laws are formally enacted and the Haitian Government's decree suspending all mining activity in Haiti is repealed, the Company is unable to resume its mining activities at its Haitian gold projects, irrespective of Haiti Gold Aust Pty Ltd assuming these debt obligations.

There is accordingly an ongoing risk if Haiti Gold Aust Pty Ltd assumes the debt obligations, that it will assume a liability of US\$1,338,000, but not be able to recommence mining activity on the Haitian gold projects.

(d) Resource Estimations

Resource estimates are expressions of judgment based on knowledge, experience and resource modelling. As such, resource estimates are inherently imprecise and rely to some extent on interpretations made. Despite employing qualified professionals to prepare resource estimates, such estimates may nevertheless prove to be inaccurate. Furthermore, resource estimates may change over time as new information becomes available. Should the Company encounter mineralisation or geological formations different from those predicted by past drilling, sampling and interpretations, resource estimates may need to be altered in a way that could adversely affect the Company's operations.

(e) Operational Risks

Exploration for and mining of minerals is highly speculative and no assurance can be given that production will be obtained from the areas in which the Company has or may acquire an interest, or that production and marketing of any materials discovered by the Company will prove to be economic. Should a discovery be made, there is no guarantee that it will be commercially viable for a host of factors beyond the Company's control, for example, the economics of mining operations. While the Directors will endeavour to reduce the above risks through their experience in the exploration and mining industry, the fact remains that a commercially viable mineral discovery is very much the exception rather than the rule and success can never be guaranteed. Until the Company is able to realise value from the Company's projects, the Company is likely to incur ongoing operating losses.

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In summary, mineral exploration, project development and mining by their nature contain elements of significant risk. Ultimate and continuous success of these activities is dependent on many factors such as:

- the discovery and/or acquisition of economically recoverable ore reserves;
- successful conclusions to bankable feasibility studies;
- access to adequate capital for project development;
- design and construction of efficient mining and processing facilities within capital expenditure budgets;
- securing and maintaining title to tenements;
- obtaining consents and approvals necessary for the conduct of exploration and mining; and
- access to competent operational management and prudent financial administration, including the availability and reliability of appropriately skilled and experienced employees.

Other factors that could affect the Company's operations include:

- failure to achieve predicted grades in exploration and mining;
- poor performance levels from external contractors;
- operational and technical difficulties encountered in mining;
- difficulties in commissioning and operating plant and equipment;
- availability of suitable plant and expertise from contractors and consultants;
- mechanical failure or plant breakdown;
- unanticipated metallurgical problems which may affect extraction rates and costs;
- adverse weather conditions;
- industrial and environmental accidents;
- industrial disputes;
- availability of water and power; and
- unexpected shortages or increases in the costs of labour, consumables, spare parts, plant and equipment.

Consequently, there can be no assurance that through the projects the Company will be able to develop and commercialise mineral extraction from its tenements and generate positive cashflow to sustain the Company's financial viability.

(f) Native Title and Title Risks in Australia

The Company currently has two exploration projects in Australia, namely the Halls Creek Project in the East Kimberley area, as well as the Cosmo Newberry Project which is located over the Cosmo Newberry greenstone belt in the Yilgarn Shield of Western Australia.

Interests in tenements in Australia are governed by the respective State legislation and are evidenced by the granting of licences or leases. Each licence or lease is for a specific term and carries with it annual expenditure and reporting commitments, as well as other conditions requiring compliance. Consequently, the Company could lose title to or its

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interest in tenements if licence conditions are not met or if insufficient funds are available to meet expenditure commitments.

It is also possible that, in relation to tenements which the Company has an interest in or will in the future acquire such an interest, there may be areas over which legitimate common law native title rights of Aboriginal Australians exist. If native title rights do exist, the ability of the Company to gain access to tenements (through obtaining consent of any relevant landowner), or to progress from the exploration phase to the development and mining phases of operations may be affected.

The Company has been able to initiate an initial exploration program on the Cosmo Newberry tenements following the Company having signed a reconnaissance access agreement with the Cosmo Newberry Aboriginal Corporation, which is a body corporate set up to manage the Yilka Native Title Claimants' interests of this Aboriginal Reserve. The intention of the reconnaissance agreement was to allow the Company to progress exploration activities within the licence area whilst it continues to negotiate the final terms for a longer unrestricted access arrangement to be entered into at the expiration of the current reconnaissance arrangement.

Following a decision by the Federal Court to accept a further native title group claim for the same area, the court instructed the two native title groups to merge under a new body corporate. As at the date of this Offer Document, this new body corporate was not yet formed. Until that new body corporate was formed, the Company is unable to formally contract and sign a full access agreement with the traditional owners. There is also no guarantee that an arrangement will be agreed between the new body corporate and the Company with respect to the long-term unrestricted access to the tenements. If agreement cannot be reached with all interested parties in the future regarding ongoing access to the tenements or the Company's access to the tenements is interrupted or not extended beyond the current arrangement, there is a risk that the Company cannot continue its operations in respect of the Cosmo Newberry Project.

(g) Development Risks / Profitability

The Company's commercial viability will be dependent upon the successful development and operation of the Company's projects and any other activity that the Company may undertake. No assurances can be given that the Company will be able to initiate or sustain successful mining operations at any of the Company's current tenements or that operations will achieve commercial viability. Equally, no representation as to future profitability or dividends can be given.

(h) Uninsured Loss and Liability

Exploration for and development of minerals involves hazards and risks that could result in the Company incurring losses and liabilities to third parties. There is a risk that the Company may not be insured against all losses or liabilities that could arise from the Company's operations. If the Company does incur any losses or liabilities which are not covered by the Company's insurance policies, the funds available for exploration and development will be reduced and the value and/or tenure of the Company's assets may be at risk.

(i) Regulatory

The Company's activities will require compliance with various laws relating to the protection and rehabilitation of the environment, health and safety, culture and heritage and other matters. In addition, the Company is required to obtain numerous government permits, leases, licences and approvals in respect of its exploration and mining operations.

There is a risk that the Company may not obtain or may lose permits, leases, licences or approvals, essential to its operations. The Company cannot predict how existing, or future laws and regulations may be interpreted by enforcement agencies or court rulings, whether additional laws and regulations will be adopted, or the effect such changes may have on the Company's business or financial condition.

There can be no assurance that all of the relevant approvals and permits necessary to conduct mining operations will be granted by the relevant governments and regulatory authorities, or that they will remain in good standing where already granted.

(j) Occupational Health and Safety

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There is an inherent risk of work place accidents occurring during the conduct of mining activity. The Board is committed to providing a safe and healthy work place for the Company's employees and contractors, where engaged from time to time. Hazardous activities are avoided wherever possible, but when necessary, all employees and contractors are required to conduct themselves in accordance with all applicable laws and policies in force from time to time in respect of occupational health and safety.

(k) New Projects

To achieve the Company's objectives, the Company may acquire or invest in new projects from time to time. However, there is always risk that the Company may not be successful in negotiating for an acquisition of a new project.

3.3 **General investment and economic risks**

(a) 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.

(b) Government policy

The Company's capacity to conduct exploration and mining operations, as well as industry profitability generally, can be affected by changes in government policy which may be beyond the control of the Company.

(c) Commodity Price and Exchange Rate Risks

To the extent the Company is involved in mineral production the revenue derived through the sale of commodities may expose the potential income of the Company to commodity price and exchange rate risks. Commodity prices fluctuate and are affected by many factors beyond the control of the Company. Such factors include supply and demand fluctuations for precious and base metals, technological advancements, forward selling activities and other macro-economic factors.

Furthermore, international prices of various commodities are denominated in United States dollars, whereas the income and expenditure of the Company are and will be taken into account in Australian currency, exposing the Company to the fluctuations and volatility of the rate of exchange between the United States dollar and the Australian dollar as determined in international markets.

(d) Environmental Risks

As with most exploration projects and mining operations, the Company's activities are expected to have an impact on the environment, particularly if advanced exploration or mine development proceeds. The Company adopts practices which the Company believes are appropriate to minimise the potential of causing environmental damage in all the Company's operations, but no assurance can be made that the Company will not be affected by environmental claims or issues in the future.

The Board is strongly committed to conducting operations in an environmentally responsible manner, applying the highest standards and industry best practice to all the Company's field activities. Surface disturbance is kept to a minimum, but where it is necessary, full cognisance is given to the environmental impact of the work to be carried out. Relevant government approvals are obtained, and measures are taken to minimise the environmental impact and to ensure that following the activities involved, the land is restored and rehabilitated to as close as possible to its original condition.

The Board is not aware of any complaints about the Company's environmental practices or impacts of its activities from owners of land on which the Company has operated or from any relevant Government officers or agencies with regulatory responsibility.

(e) Joint Venture Parties, Agents and Contractors

The Directors are unable to predict the risk of financial failure or default by a participant in any joint venture to which the Company is or may become a party or the insolvency or

managerial failure by any of the contractors used by the Company in any of its activities or the insolvency or other managerial failure by any of the other service providers used by the Company for any activity.

(f) Future Capital Requirements

The Company's activities will require substantial expenditures. There can be no assurances that the Company will have sufficient capital resources, or that it will be able to obtain additional resources 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 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.

(g) Potential Acquisitions

As part of its business strategy, the Company may make acquisitions of or significant investments in companies, products, technologies or resource projects. Any such future transactions would be accompanied by the risks commonly encountered in making acquisitions of companies, products, technologies or resource projects.

(h) Reliance on Key Personnel

The Company's success depends largely on the core competencies of its directors and management, and their familiarisation with, and ability to operate, in the metals and mining industry and the Company's ability to retain its key executives.

(i) Dilution

The Offer will result in the issue of up to 464,971,964 New Shares. If you do not participate in the Offer or you do not take up your full Entitlement, your percentage holding in the Company (held at the Record Date) will be reduced.

(j) Taxation risk

Variations in the taxation laws of Australia and other countries in which the Company operates could impact the Company's financial performance. Interpretation of taxation law could also change, leading to a change in taxation treatment of investments or activities.

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4 Action Required by Eligible Shareholders

4.1 How to accept the Offer

Before taking any action, you should read this Offer Document in its entirety and, if you have any questions, consult your financial or other professional adviser.

The number of New Shares to which you are entitled as an Eligible Shareholder is shown on your accompanying Entitlement & Acceptance Form. Acceptance of your Entitlement may be for any number of New Shares and you may also apply for Shortfall Shares in addition to your Entitlement.

(a) Taking up all of your Entitlements

If you wish to take up all of your Entitlements, complete the accompanying Entitlement & Acceptance Form for New Shares in accordance with the instructions set out in that form.

You should then forward your completed Entitlement & Acceptance Form together with your application payment in accordance with Section 4.1(e).

(b) Taking up all your Entitlements and applying for Shortfall Shares

Eligible Shareholders may, in addition to taking up all their Entitlements, apply for Shortfall Shares as described in Section 1.6.

One payment should be made for the Application for your Entitlements and the number of Shortfall Shares you wish to apply for as stated on the Entitlement & Acceptance Form.

Any application monies received for more than the number of New Shares issued to you (but only where the excess amount is A\$2.00 or greater) will be refunded as soon as reasonably practicable following the close of the Offer. No interest will be paid on any application monies.

Payment of any refund will be made either by:

- cheque mailed to your address as last recorded in the Company's register of members; or
- direct credit, but only where you have previously nominated to receive payment of dividends by direct credit and have not withdrawn that nomination.

In all cases, the payment method will be at the election of the Company.

(c) Taking up part of your Entitlements and allowing the balance to lapse

If you wish to take up part of your Entitlements and allow the balance to lapse, complete the accompanying Entitlement & Acceptance Form for the number of New Shares you wish to take up and follow the steps required in accordance with Section 4.1(e).

(d) Allow all or part of your Entitlements to lapse

Entitlements are non-renounceable. If you take no action, your Entitlement will automatically lapse. You will receive no payment for your lapsed Entitlement.

(e) Payment

Pay by electronic funds transfer

Eligible Shareholders, and Applicants for Shortfall Shares, may remit their Application Payment by electronic funds transfer to:

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Account name:	3D Resources Limited
SWIFT (BIC) code (not required for funds transfers within Australia):	ANZBAU3M
Bank Name:	Australia & New Zealand Banking Group Limited
Bank Address:	388 Collins Street, Melbourne VIC 3000
BSB:	013006
Account Number:	2132 11741
Currency:	Must be paid in Australian dollars.
Reference:	Applicants should ensure they include as a reference the holder number set out in their Entitlement & Acceptance Form if paying by electronic funds transfer or direct deposit. This is necessary for the Company to identify you and the payment you are making.

If you use this payment method you must fax or email a copy of your completed Entitlement & Acceptance Form together with a copy of your bank deposit receipt, date the payment was made and reference used to the Share Registry, so your application can be processed.

Payment must be received via electronic funds transfer by 5.00pm (Melbourne time) on the Closing Date.

Pay by cheque

If you wish to pay by cheque, complete the accompanying Entitlement & Acceptance Form in accordance with the instructions set out in the form. Cheques must be in Australian currency only, made payable to "3D Resources Limited" and crossed "Not Negotiable". Sufficient cleared funds should be held in your account as your acceptance may be rejected if your cheque is dishonoured. Bank drafts drawn on overseas banks in any foreign currency will not be accepted. Any such cheques will be returned and the acceptance deemed to be invalid. Applicants must not forward cash. Receipts for payment will not be issued.

The Entitlement & Acceptance Form, together with application payment, should be sent by post using the enclosed reply-paid envelope to the Company's Share Registry, to arrive no later than 5.00pm (Melbourne time) on the Closing Date.

General

If you wish to make payment using an alternate method, please call the Share Registry on 1300 992 916 for assistance.

By either returning the Entitlement & Acceptance Form with payment or by remitting the Application Payment by electronic funds transfer, you provide authorisation to be registered as a holder of New Shares subscribed for by you and agree to be bound by the Company's constitution and the terms of the Offer.

Entitlement & Acceptance Form and/or application payments received after the Closing Date may not be accepted, subject to the Directors' absolute discretion.

The Company will not be responsible for any postal or delivery delays.

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4.2 Application is binding

Receipt of Application Payment by cheque / electronic funds transfer and a completed and lodged Entitlement & Acceptance Form, constitutes a binding acceptance of the Company's Offer of New Shares on the terms of the Offer and an acknowledgement by the applicant that it has received and read this Offer Document, it has acted in accordance with the terms of the Offer, and that it agrees to all of the terms of the Offer.

Cooling off rights do not apply to an investment in New Shares. Each Application, once lodged, cannot be withdrawn.

The Application does not need to be signed to be binding. If an Application Form is not completed correctly or if there is a discrepancy between the Application Payment made and the Application Form submitted, the Company, in its absolute discretion, can reject the Application or treat it as valid, whether in whole or in part. The Company's decision as to whether to accept or reject an Application (in whole or in part) or how to interpret an incorrectly completed Application Form is final.

4.3 Application Payment

Application monies will be held in trust in a subscription account until New Shares are issued.

The Company is entitled to retain any interest paid on any Application Payment, whether or not allotment and issue of the New Shares takes place. If quotation of the New Shares is not granted by the ASX within the time required by law, no New Shares will be allotted and application payments will be refunded to Applicants without interest within the time prescribed under the Corporations Act.

4.4 Rights Issue Closing Date

Your completed Entitlement & Acceptance Form and payment must reach the Share Registry no later than 5.00pm (Melbourne time) by the Closing Date.

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5 Additional Information**5.1 Disclosing Entity and Enhanced Disclosure Securities**

The Company is a disclosing entity for the purposes of the Corporations Act and its Shares are enhanced disclosure securities quoted on ASX. As such the Company is subject to regular reporting and disclosure obligations under the Corporations Act and the ASX Listing Rules, including the preparation of annual reports and half yearly reports.

The Company is required to notify ASX of information about specific events and matters as they arise for the purposes of the ASX making that information available to the securities markets conducted by the ASX. In particular, the Company has an obligation under the ASX listing Rules (subject to certain exceptions) to notify the ASX immediately of any information of which it is or becomes aware which a reasonable person would expect to have a material effect on the price of value of its securities.

The Offer is being conducted in accordance with Section 708AA of the Corporations Act (as modified by ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84). In general terms, Section 708AA relates to rights issues by certain companies that do not require the preparation of a prospectus or other disclosure document. Accordingly, the level of disclosure in this Offer Document is considerably less than the level of disclosure required in a prospectus.

As a result, in deciding whether or not to accept the Offer, you should rely on your own knowledge of the Company, refer to disclosures made by the Company to the ASX (which are available for inspection on the ASX website at www.asx.com.au and on the Company's website at <http://www.3dresources.com.au>).

This Offer Document (including Entitlement & Acceptance Form) and the contracts that arise from acceptance of the Offer are governed by the laws applicable in Victoria, Australia and each applicant submits to the non-exclusive jurisdiction of the courts of Victoria, Australia.

5.2 Rights Issue Notice

The Company has lodged with ASX a notice in accordance with section 708AA of the Corporations Act which sets out, amongst other information, the effect of the Offer on the control of the Company. This notice may be reviewed on the websites of the Company and ASX.

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6 Glossary

In this Offer Document, unless the context or subject matter otherwise requires:

\$ or A\$	Australian dollars.
Applicant	a Shareholder as at the Record Date applying for New Shares under this Offer.
Application	A valid application made to subscribe for a specified number of New Shares (including Shortfall Shares where applicable) pursuant to this Offer Document.
ASX	ASX Limited (ABN 51 008 624 691) or, where the context permits, the Australian Securities Exchange operated by ASX Limited.
ASX Settlement Operating Rules	the Settlement Rules of the securities clearing house which operates CHESS.
CHESS	ASX Clearing House Electronic Sub-Register System.
Closing Date	the deadline for accepting the Offer, being 5.00pm on 23 January 2019 (subject to change).
Company	3D Resources Limited (ABN 15 120 973 775).
Constitution	the Company's Constitution as at the date of this Offer Document
Corporations Act	the <i>Corporations Act 2001</i> (Cth).
Directors	the Directors of the Company at the date of this Offer Document.
Eligible Shareholders	has the meaning given to it in section 1.3 of this Offer Document.
Entitlement	the entitlement to subscribe for one New Share for every two Shares held by an Eligible Shareholder on the Record Date and Entitlements has a corresponding meaning.
Entitlement & Acceptance Form	the entitlement and acceptance form accompanying this Offer Document.
Issue or Offer	the pro rata non-renounceable entitlement offer to Eligible Shareholders under this Offer Document.
Listing Rules or ASX Listing Rules	the official listing rules of the ASX as amended or replaced from time to time.
New Share	a new Share proposed to be issued under this Offer.
Non-participating Shareholder	a Shareholder on the Record Date who has a registered address outside Australia and New Zealand.
Offer Document	this document dated 12 December 2018.
Record Date	7.00pm (Melbourne time) on 17 December 2018.
Share	a fully paid ordinary share in the capital of the Company.

Shareholder	the holder of a Share.
Share Registry	Computershare Investor Services Pty Ltd.
Shortfall	the New Shares under the Offer not applied for by Eligible Shareholders under their Entitlement.
Shortfall Offer	the offer of the New Shares forming the Shortfall to Eligible Shareholders, to be issued pursuant to and in accordance with this Offer Document.
Shortfall Shares	the New Shares forming the Shortfall which are to be issued to applicants pursuant to the Shortfall Offer.
U.S. Person	has the meaning given in Regulation S under the U.S. Securities Act.
U.S. Securities Act	the United States Securities Act of 1933, as amended.

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Corporate Directory**Directors**

Mr Ian Hastings (Chairman)
Mr Peter Robert Mitchell (Managing Director)
Mr John Joseph Chegwidden (Non-executive Director)

Company Secretary

Mr Andrew John Draffin

Registered Office

Level 4, 91-97 William Street
Melbourne Vic 3000
Tel: +61 3 8686 5788
Fax: +61 8 8686 7790

Website

<http://www.3dresources.com.au>

Auditors*

Morrows Audit Pty Ltd
Level 13, Freshwater Place
2 Southbank Boulevard
Southbank VIC 3006
West Perth WA 6008

Share Registry*

Computershare Investor Services Pty Ltd
Yarra Falls
452 Johnston Street
Abbotsford VIC 3067
Tel: 1300 850 505
Fax: (03) 9473 2500

Solicitors

GrilloHiggins Lawyers
Level 4
114 William Street
Melbourne VIC 3000

ASX Code

DDD

**These entities are included for information purposes only. These entities have not been involved in the preparation of this Offer Document.*

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