

3D RESOURCES LIMITED AND CONTROLLED ENTITIES

ABN: 15 120 973 775

**Financial Report For The Year Ended
30 June 2018**

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3D RESOURCES LIMITED AND CONTROLLED ENTITIES
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CORPORATE GOVERNANCE STATEMENT

The Board of Directors of 3D Resources Limited (the Company) is committed to the principle of good practice in corporate governance. The Board believes that a genuine commitment to good corporate governance is essential to the performance and sustainability of the Company's business and as such depends upon the corporate culture, values and behaviours which underlies its day-to-day activities.

The Board continually reviews its corporate governance practices and regularly monitors developments in good corporate governance practices both in Australia and overseas. Where International and Australian guidelines are not consistent, the good practice guidelines of the ASX Corporate Governance Council has been adopted as the minimum base for corporate governance practices.

Board of Directors

The Board has adopted a former charter which allocates responsibilities between the Board and management of the Company which is available from the corporate governance section of the Company's website at www.3dresources.com.au. The charter details the composition, responsibilities and code of conduct under which the Board operates. The Board has resolved unanimously that the Company will at all times aspire to "good practice" in Corporate Governance.

Unless otherwise indicated in this statement, the practices specified in the charter have been followed throughout the reporting period and will remain in force until amended by resolution of the Board.

Role of the Board

The Board acknowledges its accountability to shareholders for creating shareholder value within a framework that protects the rights and interest of shareholders and ensures the Company is properly managed. The Board aims to achieve these objectives through the adoption and monitoring of strategies, plans, policies and performance as follows:

- Providing input info, and approval of, the Group's strategic direction; approval and monitoring of budgets and business plans; and ensuring that appropriate resources are available, including capital management and budgeting for major capital
- Approving the Group's system of risk management, monitoring their effectiveness and maintaining a dialogue with the Group's auditors;
- Considering, approving and monitoring internal and external financial and other reporting, including reporting to shareholders, the ASX and other stakeholders;
- Selection and evaluation of Directors, the Managing Director, senior executives and planning for their succession;
- Setting the Managing Director and Director's remuneration within shareholder approved limits and ensuring that the remuneration and conditions of service of senior executives are appropriate;
- Ensuring, and setting standards for ethical behaviour and compliance within the Group's own governing documents, including the Group's Code of Conduct and corporate governance standards.

Board Processes

The Board aims to perform its role and objectives through the adoption and monitoring of strategies, plans, policies and performance; the review of the Managing Director and senior management's performance, conduct and reward; monitoring of the major risks of the Company's business; and by ensuring the Company has policies and procedures to satisfy its legal and ethical

The Board determines the strategic direction of the Company and sets policies accordingly. In addition to maintaining oversight of the Company's executive management and operations, the Board monitors substantive issues such as ethical standards and social environmental responsibilities.

Composition of the Board

The names of the current Directors of the Company at the date of this statement are set out in the Directors' Report accompanying this financial report. The composition of the Board is determined using the following principles:

- a maximum of nine Directors and a minimum of three Directors;
- a Non-Executive Director as Chairman;
- a majority of Non-Executive Directors; and
- a balance of independent and non-independent Directors.

The Board is currently comprised of three Directors; two Non-Executive Directors and one Executive Director. The Company's Constitution provides for a maximum of 9 directors. The Board periodically reviews its size as appropriate. The Managing Director, who is appointed by the Board, attends all Board meetings where possible.

Directors are considered to be independent if they are not major shareholders, are independent of management, and are free from any business or other relationship that could materially interfere with their exercise of free and independent judgement. Mr Chegwidan is considered to fall within this category.

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Mr Hastings and Mr Mitchell are considered to be non-independent Directors as they are major shareholders in the Company. Mr Mitchell also provides management services to the Company.

The Board regards the present composition of Directors and Board Committees as a good balance at this stage of the Company's development with the appropriate mix of expertise, experience and ability to represent the interest of all shareholders.

Future Director appointees will receive a formal letter of appointment setting out the responsibilities, rights, terms and conditions of their appointment. Directors participate in a comprehensive induction which covers the operations, financial position, strategic and risk management issues, as well as the operation of the Board and any sub-committees.

Meetings

The Board meets on a regular basis to retain full and effective control and monitor executive management. During the financial year to 30 June 2018, the full Board met 5 times. The Directors' attendance at meetings is detailed in the Directors' Report.

Members of the management team may attend meetings at the invitation of the Board.

Role of Chairman and Managing Director or Chief Executive Officer (CEO)

The Chairman is a non-independent Director elected by the full Board and he has not previously been an employee of the Company.

The Chairman is responsible for leading the Board, ensuring Directors are properly briefed in all matters relevant to their role and responsibilities, facilitating Board discussions and managing the Board's relationship with the Company's senior executives.

The Managing Director is responsible for implementing the Group's strategies and policies. The Board Charter specifies that these are separate roles to be undertaken by separate people.

Terms of Office

The Board reviews its performance and composition on an annual basis and aims to have members with high levels of intellectual ability, experience, soundness of judgement and integrity to maximise its effectiveness and contribution. Directors serve a maximum three-year term before being required to be re-elected by the Company's members. The Company's constitution provides that at least one third (or the nearest whole number) of directors must retire at each Annual General Meeting, but are eligible for re-election at that meeting. There is no compulsory retiring age.

Independent professional advice

In performing their duties, Directors have the right to seek independent, professional advice at the Company's expense, in furtherance of their duties as Directors, with the approval of the Chairman, which approval shall not be unreasonable withheld.

Board committees

The Company currently has no committees, the tasks that would ordinarily be assigned to a committee are undertaken by the full board of the Company.

Code of business conduct

The Board has adopted a Code of Conduct (the Code) and a policy "Behaviour Standards - Standards of Business Conduct" setting out parameters for ethical behaviour and business practices which applies to all of the Company's Directors, officers and employees. The Code is regularly reviewed and updated as necessary to ensure it reflects the highest standards of behaviour and professionalism necessary to maintain confidence in the Group's integrity. In summary, the Code requires that at all times, all group personnel act with the utmost integrity, objectivity and in compliance with both the letter and the spirit of the law and the Company's

Conflicts of interest

All Directors of the Company must keep the Board advised, on an ongoing basis, of any private interest that could potentially conflict with the interests of the Company. Where the Board believes that a significant conflict exists, the Director or Directors concerned do not receive the relevant board papers and is excused at the meeting whilst the item is considered. The Board has developed procedures to assist Directors in disclosing potential conflicts of interest.

All Directors and executive officers of the Company are required to disclose to the Company any material transaction, commercial relationship or corporate opportunity that reasonably could be expected to give rise to such a conflict.

Insider trading

Trading in shares by any Director or senior executive of the Company whether during a blackout period which incorporates the periods between the close of each financial quarter and the release of quarterly, half yearly interim and full year results by the Company and 30 Days prior to the Company's AGM or not requires the express written approval of the Chairman before any trading is conducted or the entry into any share trading agreements in accordance with the Company's share trading policy.

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Fair dealing and ethical standards

The Code requires all directors, officers and employees of the Company to behave honestly and ethically at all times with all stakeholders, people and other organisation.

The Directors are satisfied that the Company has complied with its policies on ethical standards, including trading in securities.

Financial Reporting

Reporting Standards

The Company is committed to providing shareholders with clear, transparent, and high quality financial information in a timely manner. The Company's continuous disclosure policy underpins this approach.

The financial reports of the Company are produced in accordance with International Financial Reporting Standards, other authoritative pronouncements of the Australian Accounting Standards Board and the Corporations Act. The financial statements and reports are subject to review every half year and the auditor issues an audit opinion accompanying the full year results for each year.

External auditors

The Company policy is to appoint external auditors who clearly demonstrate quality and independence. The performance of the external auditor is reviewed annually, taking into consideration assessment of performance, existing value and tender costs.

An analysis of fees paid to external auditors, including a breakdown of fees for non-audit services, is provided in Note 8 to the financial statements. It is the policy of the external auditors to provide an annual declaration of their independence to the Board.

The external auditor is requested to attend the annual general meeting either in person or via phone linkup and be available to answer shareholder questions about the conduct of the audit and the preparation and content of the audit report.

Management Certification

The Company requires that the Managing Director and the Company Secretary make the following certifications to the Board:

1. that the Company's financial reports are complete and present a true and fair value, in all material respects, of the financial condition and operational results of the Company and Group and are in accordance with relevant accounting standards;
2. that the above statement is founded on a sound system of risk management together with internal compliance and control which implements the policies adopted by the board and that the Company's risk management and internal compliance and control is operating efficiently and effectively in all material respects.

Risk assessment

The Board is responsible for ensuring there are adequate policies in relation to risk management, compliance and internal control systems. In summary, the Company's policies are designed to ensure strategic, operational, legal, reputation and financial risks are identified, assessed and efficiently managed and monitored to enable achievement of the Company's business objectives.

Considerable importance is placed on maintaining a strong control environment. There is an organisational structure with clearly drawn lines of accountability and delegation of authority. Adherence to the Code of Conduct is required at all times and the Board actively promotes a culture of quality and integrity.

Detailed control procedures cover management accounting, purchases and payments, financial reporting, capital expenditure requests, project appraisal, environment, health and safety, IT security, compliance, and other risk management issues. There is a systematic review and monitoring of key business operational risks by management which reports on current future risks and mitigation activities to the Board.

The Company recognises the importance of environmental and occupational health and safety (OH&S) issues and is committed to the highest levels of performance with the systematic identification of environmental and OH&S issues to ensure they are managed in a structured manner. This systems allows the Company to:

- monitor its compliance with all relevant legislation;
- continually assess and improve the impact of its operations on the environment;
- encourage employees to actively participate in the management of environmental and OH&S issues;
- work with industry peers to raise standards;
- use energy and other resources efficiently; and
- encourage the adoption of similar standards by the entity's principle suppliers and contractors with particular emphasis on exploration contractors.

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Continuous disclosure and shareholder communication

The Company is a disclosing entity under the Corporations Act and is subject to the continuous disclosure requirements under ASX Listing Rules. Communications with shareholders and other stakeholders are given a high priority. In addition to statutory disclosure documents such as Annual Reports and Quarterly activity reports, the Board is committed to keeping all stakeholders informed of all material developments that affect the Company in a timely manner.

The Company has a formal policy and comprehensive procedures on continuous disclosure. Once the Board or management becomes aware of information concerning the Company that would be likely to have a material effect on the price or value of the Company's securities (and which does not fall within the exceptions to the disclosure requirements contained in the Listing Rules), that information is released to the ASX. The Company is a disclosing entity under the Corporations Act and is subject to the continuous disclosure requirements under ASX Listing Rules. Communications with shareholders and other stakeholders are given a high priority. In addition to statutory disclosure documents such as Annual Reports and Quarterly activity reports, the Board is committed to keeping all stakeholders informed of all material developments that affect the Company in a timely manner.

The Board has appointed the Company Secretary (or in his absence, the Chairman) as the person responsible for communications to ASX. This role includes responsibility or ensuring compliance with the continuous disclosure requires of ASX Listing Rules and overseeing and co-ordinating information disclosure to the ASX. All Company announcements, presentations or other briefings are posted on the Company's website after release to the ASX.

The Board also endorses full and regular communication with and between Directors, the Managing Director, senior management and the external auditors.

All shareholders have the opportunity to elect to receive a copy of the Company's annual report at the same time they receive by post a copy of the Notice of the Annual General Meeting.

Full use is made of annual general meetings to inform shareholders of current developments through appropriate presentations and to provide opportunities for questions.

Diversity Policy

Diversity includes, but is not limited to, gender, age, ethnicity and cultural background. The company is committed to diversity and recognises the benefits arising from employee and board diversity and the importance of benefitting from all available talents. Accordingly, the company has established a diversity policy.

This diversity policy outlines requirements for the Board to develop measurable objectives for achieving diversity, and annually assess both the objectives and the progress in achieving those objectives. Accordingly, the Board has developed the following objectives regarding gender diversity and aims to achieve these objectives as Director and senior executive positions become vacant and appropriately qualified candidates become available:

- achieve a diverse and skilled workforce, leading to continuous improvement in the achievement of its corporate goals;
- the development of clear criteria on behavioural expectations in relation to promoting diversity;
- create a work environment that values and utilises the contributions of employees with diverse backgrounds, experiences and perspectives;
- ensure that personnel responsible for recruitment take into account diversity issues when considering vacancies; and
- create awareness in all employees of their rights and responsibilities with regards to fairness, equity and respect for all aspects of diversity.

The number of women employed by the Group and their employment classification are as follows:

	2018		2017	
	No.	%	No.	%
Women on the Board	-	-	-	-
Women in senior management roles	-	-	-	-
Women employees in the company	-	-	-	-

Compliance with ASX Corporate Governance Council Good Practice Recommendations

The table below outlines each of the ASX Best Practice Recommendations and the Company's compliance with those recommendations. Where the Company has met the relevant recommendations during the reporting period, this is indicated by a "Yes" in the relevant column. Where the Company has not met or complied with a recommendation, this is indicated by a "No" and an accompanying note explaining the reasons why the Company has not met the recommendation.

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Description	Complied	Note
PRINCIPLE 1 - LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT		
1.1 A listed entity should disclose: (a) the respective roles and responsibilities of its board and management; and (b) those matters expressly reserved to the board and those delegated to management	No	1
1.2 A listed entity should: (a) undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election, as a director; and (b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director	No	1
1.3 A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	Yes	
1.4 The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.	Yes	
1.5 A listed entity should: (a) have a diversity policy which includes requirements for the board or a relevant committee of the board to set out measurable objectives for achieving gender diversity and to assess annually both the objectives and the entity's progress in achieving them; (b) disclose that policy or a summary of it; and (c) disclose as at the end of each reporting period the measurable objectives for achieving gender diversity set by the board or a relevant committee of the board in accordance with the entity's diversity policy and its progress towards achieving them and either: (i) the respective proportions of men and women on the board, in senior executive positions and across the whole organisation (including how the entity has defined "senior executive" for these purposes); or (ii) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act.	Yes	
1.6 A listed entity should: (a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and (b) disclose, in relation to each reporting period, whether an performance evaluation was undertaken in the reporting period in accordance with that process.	No	1
1.7 A listed entity should: (a) have and disclose a process for periodically evaluating the performance of its senior executives; and (b) disclose, in relation to each reporting period, whether an performance evaluation was undertaken in the reporting period in accordance with that process.	No	1
PRINCIPLE 2 - STRUCTURE THAT BOARD TO ADD VALUE		
2.1 The board of a listed entity should: (a) have a nomination committee which: (i) has at least three members, a majority of whom are independent directors; and (ii) is chaired by an independent director, and disclose : (iii) the charter of the committee; (iv) the members of the committee; and (v) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have a nomination committee, disclose that fact and the process it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.	No	2
2.2 A listed entity should have and disclose a board skills matrix setting out the mix of skills and diversity that the board currently has or is looking to achieve in its membership.	Yes	

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<p>2.3 A listed entity should:</p> <p>(a) the names of the directors considered by the board to be independent directors;</p> <p>(b) if a director has an interest, position, association or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position, association or relationship in question and an explanation of why the board is of that opinion; and</p> <p>(c) the length of service of each director</p>	Yes	
<p>2.4 A majority of the board of a listed entity should be independent directors.</p>	No	3
<p>2.5 The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.</p>	No	4
<p>2.6 A listed entity should have a program for inducting new directors and provide appropriate professional development opportunities for directors to develop and maintain the skills and knowledge needed to perform their role as directors effectively.</p>	Yes	
PRINCIPLE 3 - ACT ETHICALLY AND RESPONSIBLY		
<p>3.1 A listed entity should:</p> <p>(a) have a code of conduct for its directors, senior executives and employees; and</p> <p>(b) disclose that code of a summary of it.</p>	Yes	
PRINCIPLE 4 - SAFEGUARD INTEGRITY IN CORPORATE REPORTING		
<p>4.1 The board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <p>(i) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</p> <p>(ii) is chaired by an independent director, who is not the chair of the board.</p> <p>and disclose :</p> <p>(iii) the charter of the committee;</p> <p>(iv) the relevant qualifications and experience of the members of the committee; and</p> <p>(v) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings.</p> <p>(b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</p>	No	5
<p>4.2 The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financials statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.</p>	Yes	
<p>4.3 A listed entity that has an AGM should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.</p>	Yes	
PRINCIPLE 5: MAKE TIMELY AND BALANCED DISCLOSURE		
<p>5.1 A listed entity should:</p> <p>(a) have a written policy for complying with its continuous disclosure obligations under the Listing Rules; and</p> <p>(b) disclose that policy or a summary of it.</p>	Yes	
PRINCIPLE 6 - RESPECT THE RIGHTS OF SECURITY HOLDERS		
<p>6.1 A listed entity should provide information about itself and its governance to investors via its website.</p>	Yes	
<p>6.2 A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.</p>	Yes	
<p>6.3 A listed entity should disclose the policies and processes it has in place to facilitate and encourage participation at meetings of security holders.</p>	Yes	
<p>6.4 A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.</p>	Yes	

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PRINCIPLE 7 - REGONISE AND MANAGEMENT RISK		
7.1 The board of a listed entity should: (a) have a committee or committees to oversee risk, each of which: (i) has at least three members, a majority of whom are independent directors; and (ii) is chaired by an independent director, and disclose : (iii) the charter of the committee; (iv) the members of the committee; and (v) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.	No	6
7.2 The board or a committee of the board should: (a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound; and (b) disclose, in relation to each reporting period, whether such a review has taken place.	Yes	
7.3 A listed entity should disclose: (a) if it has an internal audit function, how the function is structured and what role it performs; or (b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its risk management and internal control processes.	Yes	
7.4 A listed entity should disclose whether it has any material exposure to economic, environmental and social sustainability risks and, if it does, how it manages or intends to manage those risks.	Yes	
PRINCIPLE 8 - REMUNERATE FAIRLY AND RESPONSIBLY		
8.1 The board of a listed entity should: (a) have a remuneration committee which: (i) has at least three members, a majority of whom are independent directors; and (ii) is chaired by an independent director, and disclose : (iii) the charter of the committee; (iv) the members of the committee; and (v) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.	No	7
8.2 A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.	Yes	
8.3 A listed entity which has an equity-based remuneration scheme should: (a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and (b) disclose that policy or a summary of it.	Yes	
ADDITIONAL DISCLOSURES APPLICABLE TO EXTERNALLY MANAGED LISTED ENTITIES		
- <i>Alternative to Recommendation 1.1 for externally managed listed entities:</i> The responsible entity of an externally managed listed entity should disclose: (a) the arrangements between the responsible entity and the listed entity for managing the affairs of the listed entity; (b) the role and responsibility of the board of the responsible entity for overseeing those arrangements.	N/A	
- <i>Alternative to Recommendations 8.1, 8.2 and 8.3 for externally managed listed entities:</i> An externally managed listed entity should clearly disclose the terms governing the remuneration of the manager.	N/A	

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Note 1

All Executives and Officers of the Company are expected to contribute to the Company's activities and the performance of Senior Executives are reviewed informally by the Chairman and where desirable is discussed with the individual concerned. Due to the small size of the Board and the limited number of Senior Executives, the Company is not proposing a formal review mechanism at this moment.

Note 2

The Company currently has no nomination committee.

The Board considers those matters and issues arising that would usually fall to a nomination committee. The Board considers that no efficiencies or other benefits would be gained by establishing a separate nomination committee.

Note 3

The Board Charter requires that where practical, the majority of the Board will consist of independent Directors. Details of each Director's independence is provided within the Directors Report, noting Mr John Chegwidgen is the only independent director. Mr Ian Hastings and Mr Peter Mitchell are not deemed to be independent due to the nature of their shareholdings in the Company.

Note 4

The current Chairman of the Company, Mr Ian Hastings, is not deemed an independent director due to his shareholding in the Company.

Note 5

The Company currently has no audit committee.

The Board considers those matters and issues arising that would usually fall to an audit committee. The Board considers that no efficiencies or other benefits would be gained by establishing a separate audit committee.

Note 6

Due to the size and nature of the existing Board and the magnitude of the Company's operations, the Company does not currently have a Risk Management Committee. The full Board carries out the duties that would ordinarily be assigned to the Risk Management Committee and devotes time annually to fulfilling the rules and responsibilities associated with overseeing risk and maintaining the entity's risk management framework and associated internal compliance and control procedures.

Note 7

The Company currently has no remuneration committee.

Due to the small size and structure of the Board and the limited number of employees, a separate remuneration committee is not considered to add any efficiency to the process of determining the levels of remuneration for the directors and key executives. The Board considers that it is more appropriate to set aside time at Board meetings each year to specifically address matters that would ordinarily fall to a remuneration committee.

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DIRECTORS' REPORT

The Directors of 3D Resources Limited submit herewith the financial report of 3D Resources Limited and its subsidiaries ("the Group") for the year ended 30 June 2018.

Information on Directors

The names and details of the Group's Directors in office during the financial year and until the date of this report are as follows:

Directors were in office for this entire period unless otherwise stated.

Ian Hastings

Chairman
 Non-Executive Director
 Appointed 23 July 2010

Mr Hastings is a corporate advisory with many years' experience in the field of finance, investment, securities markets compliance and regulation and has almost 40 years experience in the finance industry and regulatory bodies. He is a former Member of the ASX and former Principal of several ASX Member Stock Brokers. Mr Hastings is a Practitioner Member (Master Stockbroking) of the Stockbrokers Association of Australia and holds a Bachelor of Commerce and Bachelor of Laws Degree.

Other current directorships of listed companies

Gladiator Resources Limited

Former directorships of listed companies in last three years

None

Peter Mitchell

Managing Director
 Appointed 3 December 2010

Mr Mitchell is a qualified Geologists with experience in gold, uranium, mineral sands, and base metals projects, and in recent time, Mr Mitchell has been focused on coal projects in several countries, including Australia, China and Indonesia. Mr Mitchell is a former mining advisor to the Department of Mines & Energy, Northern Territory and has many years' experience as a Business Development Manager. Mr Mitchell has also worked as a Corporate Advisor for Lowell Capital where he provided financial and technical analysis of projects and companies, including projects in Australia and various other countries such as USA, China, North Korea, Mongolia, Zambia, Egypt, Romania and Zimbabwe, and as Resource Analyst for Prudential Bache. Mr Mitchell has experience in public companies and managed investment schemes and has held positions including Senior and Chief Geologists for numerous mining companies in the world.

Other current directorships of listed companies

None

Former directorships of listed companies in last three years

None

John Chegwidden (CA)

Non-Executive Director
 Appointed 1 November 2006

Mr Chegwidden has over 20 years' experience as an accountant, including managing his own chartered accounting practice, providing advise in management, accounting and taxation, and consulting to manufacturing, mining, primary production and earthmoving operations. Mr Chegwidden has a strong knowledge of the mining and resources sector in Australia, with competencies in exploration, materials processing, marketing and financial management in relation to junior mining companies. More recently, he has consulted to a number of listed companies and negotiated with capital financiers for junior exploration companies.

Other current directorships of listed companies

None

Former directorships of listed companies in last three years

Hazelwood Resources Limited (resigned 16 December 2015)

Company Secretary

Andrew J Draffin

Appointed 1 July 2013

Mr Draffin is a Director of DW Accounting & Advisory Pty Ltd. He holds a Bachelor of Commerce and is a member of the Chartered Accountants Australia and New Zealand. Andrew is a Director, Chief Financial Officer and Company Secretary of listed, unlisted and private companies operating across a broad range of industries. His focus is on financial reporting, treasury management, management accounting and corporate services, areas where he has gained over 19 years of experience.

Shareholdings of directors and other key management personnel

The interests of each Director and any other key management personnel, directly and indirectly, in the shares and options of the Company at the date of this report are as follows:

Directors and other key management personnel	Ordinary Shares	Share Options
Ian Hastings	56,806,440	16,500,000
Peter Mitchell	57,484,012	21,900,000
John Chegwidden	20,750,000	6,437,500
John Chegwidden*	650,000	-
Andrew Draffin	-	-

Note:

*John Chegwidden has a beneficial interest in 650,000 ordinary shares held by 189 Project Pty Ltd.

Corporate Information

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DIRECTORS' REPORT

Corporate Structure

3D Resources Limited is a company limited by shares that is incorporated and domiciled in Australia. 3D Resources Limited have prepared a consolidated financial report incorporating its subsidiaries (Refer to Note 12 : Interest in Subsidiaries for more information) which it controlled during the financial year and which are included in the financial statements.

Principal Activities and Change in State of Affairs

The 2017/8 year has been a period of uncertainty for 3D Resources Ltd. ("the Company") . The Haitian gold projects were the major focus and lead to some initial capital raisings to start the project. Delays in getting approvals placed the project in jeopardy and lead to suspension and eventual termination of our agreement.

Haiti Gold Projects

After acquiring the two Haitian gold projects the company completed "Desktop Studies" for the plant and mine design, as well as reviewing the resources together with running pit optimisation studies to assess the components of these resources that were commercial. This work highlighted a potentially profitable project but also provided a framework for starting the proposed Feasibility Study

The company then set about raising capital to complete the feasibility studies only to be subsequently blocked from site work as a consequence of government action. While our permits allowed such works to be conducted the Haitian government was unwilling to grant further approvals while the new Mining Law was before the parliament and therefore the company was unable to obtain approvals to import the drilling rig into Haiti or export the samples while this law was under consideration.

As a result of the failure to obtain the necessary approvals, the Company evoked Force Majeure which was disputed by our Haitian partners, leaving deadlines in the Agreement that could not be met. Being unable to meet the deadlines made performance of the original contract uncertain. As a result 3D Resources terminated the contract and made a claim against the Haitian Partners for the costs of work done and damages which prompted a counter claim against 3D Resources Ltd.

Subsequently the Company entered into lengthy negotiations with the Haitian partners which have continued past the end of the year but which now resulted in execution of mutual releases finalizing all disputes. Negotiations continue with our Haitian partners investigating a possible restructure of the original deal.

Cosmo Newberry

During 2017/8, the Company was able to initiate an exploration program on the Cosmo Newberry tenements following the company having signed a Reconnaissance agreement with the body corporate set up to manage the native title holders interests of this Aboriginal Reserve.

That program was conducted early in the year and provided a lot of information designed to plan future programs in this area. Key work completed included :

- Sampling dumps and areas of gold mineralisation to determine the geochemical signature of the gold mineralisation in this area;
- Undertaking soil sampling programs over 4 areas that are sand covered as an "orientation" survey to test geochemical methodologies in those areas;
- Completing a preliminary site visit to 5 areas depicted as targets by the geophysical interpretation conducted by Southern Geoscience for the Company.

This work has assisted the company in planning the next programs and also improved relationships with the Traditional Owners which was expected to lead to a full access agreement.

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. Until that new body corporate was formed the company was unable to contract with the Traditional Owners and thereby sign a full access agreement, causing further delays. Given that the company retains good relations with the groups agreements are expected to be formalised as soon as the new representative Body Corporate is formed.

East Kimberly (3D Resources Ltd - 80%)

Following a decision by the Joint Venture, the company surrendered its exploration interests in the East Kimberly area early in the 2017/8 year but retained the Mining License (M80/0247) covering the Mt Angelo North deposit and all the JORC resources announced to date. We continue to talk with our Joint Venture partners about how best to create value from this project.

Your directors thank all shareholders for their continued support

The loss for the Group is \$1,484,763 (2017: loss \$771,388)

Dividend

No dividends in respect of the current financial year have been paid, declared or recommended for payment.

Operating and Financial Review

Group Overview

3D Resources Limited was established in July 2006 with a strategy to consolidate and further explore some under-explored mineral properties located within selected geologically prospective areas in Western Australia. The Company has since expanded its scope to include the search of projects in other locations within Australia, Asia and the Pacific Region.

Financial Overview

Operating results for the year

The loss for the Group is \$1,484,763 (2017: Loss of \$771,388). This result is consistent with the expectation of the costs associated with the exploration programme and reflected:

- costs associated with managing various exploration programs; and
- corporate overheads associated with statutory and regulatory requirements as a consequence of being listed on the Australian Securities Exchange.

Review of financial position

The net assets of the Group have decreased by \$249,425 from \$1,211,472 as at 30 June 2017 to \$962,047 as at 30 June 2018. The Directors believe the Group is in a stable financial position to continue its current programs notwithstanding future capital raisings will be required.

Capital Raising and Capital Structure

During the year under review, the Company issued 231,346,153 fully paid ordinary shares raising a total of \$1,199,250, net of capital raising costs.

3D RESOURCES LIMITED AND CONTROLLED ENTITIES
AB: 15 120 973 775
DIRECTORS' REPORT

Summary of options on issue

During the year, 86,711,539 options were issued.

253,694,324 options has an exercise price of \$0.007 (0.7 cents) and expiry date of 15 December 2019.

5,000,000 options has an exercise price of \$0.004 (0.4 cents) and expiry date of 1 August 2019,

Events after the Reporting Period

On 27 September 2018, the Company announced that it has executed mutual releases with its former Haitian partners which settles all the substantial claims, including potential contingent liabilities, that were made against each other following the Company's termination of the original agreements. The execution of the releases is a step in the overall process of creating an investment framework that would allow the Company re-commence and re-structure activities in Haiti, subject to certain conditions which at the date of this report are being negotiated.

Future Developments, Prospects and Business Strategies

Disclosure of information regarding likely developments in the operations of the Group in future financial years and the expected results of those operations are likely to result in unreasonable prejudice to the Group. Accordingly, this information has not been disclosed in this report.

Environmental Issues

The Group is subject to and compliant with all aspects of environmental regulation with regards to its exploration activities. The Directors are not aware of any environmental law that is not being complied with.

Meetings of Directors

During the financial year, 5 meetings of directors (including committees of directors) were held.

Attendances by each director during the year were as follows:

Ian Hastings
Peter Mitchell
John Chegwiddden

Directors' Meetings	
Number eligible to attend	Number attended
5	5
5	5
5	5

Indemnifying Officers or Auditor

During the year, the Group entered into an insurance policy to insure certain officers of the Company and its controlled entities. The officers of the Company covered by the insurance policy include the Directors named in this report.

The Directors' and Officers' Liability Insurance provides cover against all costs and expenses that may be incurred in defending civil or criminal proceedings that fall within the scope of indemnity and that may be brought against the officers in their capacity as officers of the Company or a related body corporate.

The insurance policy does not contain details of the premium paid in respect of individual officers of the Company. Disclosure of the nature of the liability cover and the premium paid is subject to a confidentiality clause under the insurance policy.

The Company has entered into an agreement with the Directors and certain officers to indemnify these individuals against any claims and related expenses which arise as a result of work completed in their respective capabilities.

The Company nor any of its related bodies corporate have provided any insurance for any auditor of the Company or a related body corporate.

Proceedings on Behalf of Company

No person has applied for leave of Court to bring proceedings on behalf of the company or intervene in any proceedings to which the company is a party for the purpose of taking responsibility on behalf of the company for all or any part of those proceedings.

The company was not party to any such proceedings during the year.

Non-audit Services

There were no non-audit services provided by auditor during the period.

Auditor's Independence Declaration

The lead auditor's independence declaration for the year ended 30 June 2018 has been received and can be found on page 14 of the Financial Report.

3D RESOURCES LIMITED AND CONTROLLED ENTITIES
AB: 15 120 973 775
DIRECTORS' REPORT

REMUNERATION REPORT - AUDITED

This remuneration report, which forms part of the Directors' report, sets out information about the remuneration of the Group's Directors and other key management personnel for the year ended 30 June 2018. The prescribed details for each person covered by this report are detailed below.

Details of directors and other key management personnel

Directors and other key management personnel of the Group during and since the end of the financial year are as follows:

Ian Hastings	Non-Executive Chairman
Peter Mitchell	Executive Director (Managing Director)
John Chegwidzen	Non-Executive Director
Andrew Draffin	Company Secretary

Remuneration policy

The Company's remuneration policy has been designed to align Director and Executive objectives with shareholder and business objectives by providing remuneration packages comprising of a fixed remuneration component and an options component. The Board believes the remuneration policy for its Directors and senior management to be appropriate and effective to attract and retain people with necessary qualifications, skills and experience to assist the company in achieving its desired results. Due to the size of the company, a remuneration committee has not been formed.

Remuneration is reviewed on an annual basis, taking into consideration a number of performance indicators. While no performance based remuneration component has been built into Director and senior management remuneration packages, it is envisaged that as the Company further progresses, consideration will be given to this component of remuneration.

The Group's earnings and movement in shareholders' wealth for five years to 30 June 2018 are detailed in the following table:

	30 June 2018	30 June 2017	30 June 2016	30 June 2015	30 June 2014
Revenue and other income	16,889	1,309	2,013	10,186	1,005,545
Net (loss) /profit before tax	(1,484,763)	(771,388)	(970,480)	(511,405)	596,510
Net (loss) /profit after tax	(1,484,763)	(771,388)	(970,480)	(511,405)	596,510
Share price at start of year	\$0.006	\$0.004	\$0.005	\$0.010	\$0.030
Share price at end of year	\$0.005	\$0.006	\$0.004	\$0.005	\$0.010
Dividends paid	-	-	-	-	-
Basic (loss)/earnings per share	(0.19)	(0.18)	(0.37)	(0.20)	0.25

Remuneration Structure

In accordance with best practice corporate governance, the structure of Non-Executive and Executive director remuneration is separate and distinct.

Remuneration of Directors and Senior Management

The Directors (both Executive and Non-Executive) and senior management of the Company received remuneration during the year commencing 1 July 2017 and ending 30 June 2018 based on the following agreements.

Remuneration of Executive Directors

Objective

The Board aims to reward Executives with a level and mix of remuneration commensurate with their position and responsibilities within the Company and so as to:

- reward Executives for Company, business unit and individual performance against targets set by reference to appropriate benchmarks;
- align the interest of Executives with those of shareholders;
- link award with the strategic goals and performance of the Company; and
- ensure total remuneration is competitive by market standards

Structure

In determining the level and mark-up of Executive remuneration, the Board considers external reports on market levels of remuneration for comparable executive roles. It is the Board's policy that employment contracts are entered into with all senior Executives.

Remuneration of Non-Executive Directors

Objective

The Board seeks to set aggregate remuneration at a level which provides the Group with the ability to attract and retain Directors of the highest calibre, whilst incurring a cost which is acceptable to shareholders.

Structure

The Constitution and ASX Listing Rules specify that the aggregate remuneration of Non-Executive Directors shall be determined from time to time by a general meeting of the Company's shareholders. An amount not exceeding the amount determined is then divided between the Directors as agreed whilst maintaining a surplus amount that can be attributable to further Non-Executive Directors should they be appointed at any time. The current aggregate remuneration amount is \$150,000.

The amount of aggregate remuneration sought to be approved by shareholders and the manner in which it is apportioned amongst directors is reviewed annually. The Board considers advice from external consultants as well as the fees paid to Non-Executive Directors of comparable companies when undertaking the annual review process.

The Non-Executive Directors are paid a set amount per year. The Non-Executive Directors may receive consultant's fees through related entities for services rendered on a commercial basis.

Non-Executive Directors have long been encouraged by the Board to hold shares in the Company. It is considered good governance for Directors to have a stake in the company on whose board he or she sits.

3D RESOURCES LIMITED AND CONTROLLED ENTITIES
AB: 15 120 973 775
DIRECTORS' REPORT

	Position Held as at 30 June 2018 and any changes during the year	Contract details (duration & termination)
Group KMP		
Mr Ian Hastings	Non-Executive Director and Chairman	No fixed term
Mr Peter Mitchell	Executive Director	No fixed term
Mr John Chegwiddden	Non-Executive Director	No fixed term
Mr Andrew Draffin	Company Secretary	No fixed term

Remuneration of Senior Management

Remuneration of Directors and other Key Management Personnel (KMP) for the Year Ended 30 June 2018

	Short-term Benefits	Post employment Benefits	Share based payments	Total	Share based payments	Total outstanding as at 30 June 2018
2018	Salaries, fees	Superannuation	Shares, Options	\$	%	\$
Group KMP	\$	\$	\$	\$	%	\$
Mr Ian Hastings	143,163	-	-	143,163	-	54,342
Mr Peter Mitchell	181,326	-	-	181,326	-	14,122
Mr John Chegwiddden	34,500	-	-	34,500	-	9,900
Mr Andrew Draffin	60,000	-	-	60,000	-	18,160
	<u>418,989</u>	<u>-</u>	<u>-</u>	<u>418,989</u>		<u>96,524</u>
2017	Salaries, fees	Superannuation	Shares, Options	\$	%	\$
Group KMP	\$	\$	\$	\$	%	\$
Mr Ian Hastings	72,000	-	-	72,000	-	6,000
Mr Peter Mitchell	72,000	-	-	72,000	-	6,000
Mr John Chegwiddden	18,000	-	-	18,000	-	-
Mr Andrew Draffin	40,000	-	-	40,000	-	10,000
	<u>202,000</u>	<u>-</u>	<u>-</u>	<u>202,000</u>		<u>22,000</u>

KMP Shareholdings

The number of ordinary shares in 3D Resources Limited held by each KMP of the Group during the financial year are as follows:

	Balance at beginning of Year	Granted as Remuneration during the year	Issued on Exercise of Options during the year	Other changes during the year	Balance at End of Year
Group KMP					
Mr Ian Hastings	56,806,440	-	-	-	56,806,440
Mr Peter Mitchell	57,484,012	-	-	-	57,484,012
Mr John Chegwiddden	21,400,000	-	-	-	21,400,000
Mr Andrew Draffin	-	-	-	-	-

The number of listed options in 3D Resources Limited held by each KMP of the Group during the financial year are as follows:

	Balance at beginning of Year	Granted as Remuneration during the year	Issued on Exercise of Options during the year	Other changes during the year	Balance at End of Year
Group KMP					
Mr Ian Hastings	16,500,000	-	-	-	16,500,000
Mr Peter Mitchell	21,900,000	-	-	-	21,900,000
Mr John Chegwiddden	6,437,500	-	-	-	6,437,500
Mr Andrew Draffin	-	-	-	-	-

Reimbursement transactions with related parties

	2018	2017
	\$	\$
Reimbursement of business expenses incurred by the Company and initially settled by Mr Ian Hastings. All expenses were incurred on an arm's length basis.	104,777	34,777
Reimbursement of business expenses incurred by the Company and initially settled by China Connect, of which Mr Peter Mitchell is the Manager. All expenses were incurred on an arm's length basis.	117,471	18,034
Reimbursement of business expenses incurred by the Company and initially settled by Ausnom Pty Ltd, of which Mr John Chegwiddden is a director and shareholder. All expenses were incurred on an arm's length basis.	-	5,811
Reimbursement of business expenses incurred by the Company and initially settled by DW Accounting & Advisory Pty Ltd, of which Mr Andrew Draffin is a director and shareholder. All expenses were incurred on an arm's length basis.	6,937	12,938

3D RESOURCES LIMITED AND CONTROLLED ENTITIES
AB: 15 120 973 775
DIRECTORS' REPORT

Shares options granted to directors and executives

No shares or options were granted to Directors or Executives during the year.

At the end of the financial year, no unlisted options were held by any Director and other key management personnel, directly and indirectly.

The Directors' Report, incorporating the Remuneration Report, is signed in accordance with a resolution of the Board of Directors made pursuant to s.298(2) of the Corporations Act 2001.



Mr Peter Mitchell

Dated: 27 September 2018



Level 13, Freshwater Place, 2 Southbank Boulevard,
Southbank VIC 3006

Phone: 03 9690 5700
Facsimile: 03 9690 6509
Website: www.morrrows.com.au

AUDITOR'S INDEPENDENCE DECLARATION UNDER SECTION 307C OF THE CORPORATIONS ACT 2001 TO THE DIRECTORS OF 3D RESOURCES LTD

I declare that, to the best of my knowledge and belief, during the year ended 30 June 2018 there have been:

- (i) no contraventions of the auditor independence requirements as set out in the Corporations Act 2001 in relation to the audit; and
- (ii) no contraventions of any applicable code of professional conduct in relation to the audit.

Morrrows

MORROWS AUDIT PTY LTD

L.S. WONG
Director

Melbourne: 27 September 2018

Your financial future,
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ABN 18 626 582 232
AAC 509944

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3D RESOURCES LIMITED AND CONTROLLED ENTITIES
ABN: 15 120 973 775
CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME
FOR THE YEAR ENDED 30 JUNE 2018

		Consolidated Group	
	Note	2018 \$	2017 \$
Continuing operations			
Revenue and other income	3	16,889	1,309
Administration expenses		(116,851)	(87,202)
Audit fees		(20,000)	(36,016)
Share registry costs		(15,846)	(28,728)
Depreciation and amortisation expense		(3,333)	-
Directors' fees		(116,100)	(111,600)
Consulting fees		(25,000)	(45,000)
Exploration costs		(37,600)	(371,645)
Impairment of goodwill		(317,312)	-
Insurance		(18,038)	(13,336)
Legal and professional fees		(79,049)	(32,356)
Tenancy costs		(10,563)	(16,494)
Travel and accomodation		(117,968)	(49,546)
Finance costs		(1,625)	(725)
Loss before income tax	4	<u>(862,396)</u>	<u>(791,339)</u>
Tax expense	5	-	-
Net Loss from continuing operations		<u>(862,396)</u>	<u>(791,339)</u>
Discontinued operations			
Profit/(loss) from discontinued operations after tax	6	<u>(622,367)</u>	<u>19,951</u>
Net Loss for the year	4	<u><u>(1,484,763)</u></u>	<u><u>(771,388)</u></u>
Other comprehensive income:			
Items that may be reclassified subsequently to profit or loss when specific conditions are met:			
Exchange differences on translating foreign operations, net of tax		<u>88</u>	<u>20,472</u>
Total other comprehensive income/(loss) for the year		<u>88</u>	<u>20,472</u>
Total comprehensive income for the year		<u><u>(1,484,675)</u></u>	<u><u>(750,916)</u></u>
Earnings per share			
From continuing and discontinued operations:			
Basic and diluted loss per share (cents)	9	(0.19)	(0.18)
From continuing operations:			
Basic and diluted loss per share (cents)	9	(0.11)	(0.18)

The accompanying notes form part of these financial statements.

3D RESOURCES LIMITED AND CONTROLLED ENTITIES
ABN: 15 120 973 775
CONSOLIDATED STATEMENT OF FINANCIAL POSITION AS AT 30 JUNE 2018

	Note	Consolidated Group	
		2018 \$	2017 \$
ASSETS			
CURRENT ASSETS			
Cash and cash equivalents	10	382,947	527,351
Trade and other receivables	11	31,038	33,749
Other assets	15	14,945	146,058
TOTAL CURRENT ASSETS		<u>428,930</u>	<u>707,158</u>
NON-CURRENT ASSETS			
Property, plant and equipment	13	18,533	-
Exploration expenditure	14	736,091	573,530
TOTAL NON-CURRENT ASSETS		<u>754,624</u>	<u>573,530</u>
TOTAL ASSETS		<u>1,183,554</u>	<u>1,280,688</u>
LIABILITIES			
CURRENT LIABILITIES			
Trade and other payables	16	221,507	69,216
TOTAL CURRENT LIABILITIES		<u>221,507</u>	<u>69,216</u>
TOTAL LIABILITIES		<u>221,507</u>	<u>69,216</u>
NET ASSETS		<u>962,047</u>	<u>1,211,472</u>
EQUITY			
Issued capital	17	11,860,705	10,661,455
Reserves	25	36,088	-
Retained earnings		(10,934,746)	(9,449,983)
TOTAL EQUITY		<u>962,047</u>	<u>1,211,472</u>

The accompanying notes form part of these financial statements.

3D RESOURCES LIMITED AND CONTROLLED ENTITIES
ABN: 15 120 973 775
CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 30 JUNE 2018

	Note	Issued Capital	Accumulated Losses	Option Reserve	Foreign Currency Translation Reserve	Total
		\$	\$		\$	\$
Consolidated Group						
Balance at 1 July 2016		9,220,011	(8,678,595)	-	(20,472)	520,944
Comprehensive income						
Loss for the year		-	(771,388)	-	-	(771,388)
Other comprehensive income for the year		-	-	-	20,472	20,472
Total comprehensive income for the year		-	(771,388)	-	20,472	(750,916)
Transactions with owners, in their capacity as owners, and other transfers						
Shares issued during the year		1,561,214	-	-	-	1,561,214
Transaction costs		(119,770)	-	-	-	(119,770)
Total transactions with owners and other transfers		1,441,444	-	-	-	1,441,444
Balance at 30 June 2017		10,661,455	(9,449,983)	-	-	1,211,472
Balance at 1 July 2017		10,661,455	(9,449,983)	-	-	1,211,472
Comprehensive income						
Loss for the year		-	(1,484,763)	-	-	(1,484,763)
Other comprehensive income for the year		-	-	-	88	88
Total comprehensive income for the year		-	(1,484,763)	-	88	(1,484,675)
Transactions with owners, in their capacity as owners, and other transfers						
Shares issued during the year		1,310,250	-	-	-	1,310,250
Options issued during the year		-	-	36,000	-	36,000
Transaction costs		(111,000)	-	-	-	(111,000)
Total transactions with owners and other transfers		1,199,250	-	36,000	-	1,235,250
Balance at 30 June 2018		11,860,705	(10,934,746)	36,000	88	962,047

The accompanying notes form part of these financial statements.

3D RESOURCES LIMITED AND CONTROLLED ENTITIES
ABN: 15 120 973 775
CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 30 JUNE 2018

	Note	Consolidated Group	
		2018	2017
		\$	\$
CASH FLOWS FROM OPERATING ACTIVITIES			
Interest received		1,887	6,557
Payments to suppliers and employees		(909,198)	(732,034)
Net cash generated by operating activities	21a	<u>(907,311)</u>	<u>(725,477)</u>
CASH FLOWS FROM INVESTING ACTIVITIES			
Payments for exploration expenses		(272,370)	(239,884)
Purchase of property, plant and equipment		(21,866)	-
Payment for option to purchase subsidiary		(126,199)	(131,113)
Net cash (used in)/generated by investing activities		<u>(420,435)</u>	<u>(370,997)</u>
CASH FLOWS FROM FINANCING ACTIVITIES			
Proceeds from issue of shares		1,250,250	1,561,214
Payments for capital raising costs		(66,000)	(119,770)
Net cash provided by (used in) financing activities		<u>1,184,250</u>	<u>1,441,444</u>
Net increase in cash held		(143,496)	344,970
Cash and cash equivalents at beginning of financial year		527,351	182,381
Effect of exchange rates on cash holdings in foreign currencies		(908)	-
Cash and cash equivalents at end of financial year	10	<u><u>382,947</u></u>	<u><u>527,351</u></u>

The accompanying notes form part of these financial statements.

3D RESOURCES LIMITED AND CONTROLLED ENTITIES
ABN: 15 120 973 775
NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2018

The Directors of 3D Resources Limited and its subsidiaries ("the Group") submit herewith the annual report of the Group for the financial year ended 30 June 2018. The separate financial statements of the parent entity, 3D Resources Limited, have not been presented within this financial report as permitted by the Corporations Act 2001.

The financial statements were authorised for issue on 27 September 2018 by the directors of the company.

Note 1 Summary of Significant Accounting Policies

Basis of Preparation

The financial statements are general purpose financial statements that have been prepared in accordance with Australian Accounting Standards, Australian Accounting Interpretations, and other authoritative pronouncements of the Australian Accounting Standards Board and the Corporations Act 2001. The Group is a for-profit entity for financial reporting purposes under the Australian Accounting Standards.

Australian Accounting Standards set out accounting policies that the Australian Accounting Standards Board has concluded would result in financial statements containing relevant and reliable information about transactions, events and conditions. Compliance with Australian Accounting Standards ensures that the financial statements and notes also comply with the International Financial Reporting Standards as issued by the IASB. Material accounting policies adopted in the preparation of the financial statements are presented below and have been consistently applied unless stated otherwise.

Except for cash flow information, the financial statements have been prepared on an accrual basis and are based on historical costs, modified, where applicable, by the measurement at fair value of selected non-current assets, financial assets and financial liabilities.

(a) Principles of Consolidation

The consolidated financial statements incorporate the assets, liabilities and results of entities controlled by 3D Resources Limited at the end of the reporting period. A controlled entity is any entity over which 3D Resources Limited has the ability and right to govern the financial and operating policies so as to obtain benefits from the entity's activities.

Where controlled entities have entered or left the Group during the year, the financial performance of those entities is included only for the period of the year that they were controlled. A list of controlled entities is contained in Note 12 to the financial statements.

In preparing the consolidated financial statements, all intergroup balances and transactions between entities in the consolidated group have been eliminated in full on consolidation.

(b) Income Tax

The income tax expense (income) for the year comprises current income tax expense (income) and deferred tax expense (income).

Current income tax expense charged to profit or loss is the tax payable on taxable income for the current period. Current tax liabilities (assets) are measured at the amounts expected to be paid to (recovered from) the relevant taxation authority using tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax expense reflects movements in deferred tax asset and deferred tax liability balances during the year as well as unused tax losses.

Current and deferred income tax expense (income) is charged or credited outside profit or loss when the tax relates to items that are recognised outside profit or loss or arising from a business combination.

A deferred tax liability shall be recognised for all taxable temporary differences, except to the extent that the deferred tax liability arises from: (a) the initial recognition of goodwill; or (b) the initial recognition of an asset or liability in a transaction which: (i) is not a business combination; and (ii) at the time of the transaction, affects neither accounting profit nor taxable profit (tax loss).

Except for business combinations, no deferred income tax is recognised from the initial recognition of an asset or liability, where there is no effect on accounting or taxable profit or loss.

Deferred tax assets and liabilities are calculated at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled and their measurement also reflects the manner in which management expects to recover or settle the carrying amount of the related asset or liability. With respect to non-depreciable items of property, plant and equipment measured at fair value and items of investment property measured at fair value, the related deferred tax liability or deferred tax asset is measured on the basis that the carrying amount of the asset will be recovered entirely through sale. When an investment property that is depreciable is held by the entity in a business model whose objective is to consume substantially all of the economic benefits embodied in the property through use over time (rather than through sale), the related deferred tax liability or deferred tax asset is measured on the basis that the carrying amount of such property will be recovered entirely through use.

Deferred tax assets relating to temporary differences and unused tax losses are recognised only to the extent that it is probable that future taxable profit will be available against which the benefits of the deferred tax asset can be utilised.

Where temporary differences exist in relation to investments in subsidiaries, branches, associates, and joint ventures, deferred tax assets and liabilities are not recognised where the timing of the reversal of the temporary difference can be controlled and it is not probable that the reversal will occur in the foreseeable future.

Current tax assets and liabilities are offset where a legally enforceable right of set-off exists and it is intended that net settlement or simultaneous realisation and settlement of the respective asset and liability will occur. Deferred tax assets and liabilities are offset where: (i) a legally enforceable right of set-off exists; and (ii) the deferred tax assets and liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities where it is intended that net settlement or simultaneous realisation and settlement of the respective asset and liability will occur in future periods in which significant amounts of deferred tax assets or liabilities are expected to be recovered or settled.

3D RESOURCES LIMITED AND CONTROLLED ENTITIES
ABN: 15 120 973 775
NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2018

Note 1: Summary of Significant Accounting Policies (Cont'd)

(c) Property, Plant and Equipment

Each class of property, plant and equipment is carried at cost or fair value as indicated less, where applicable, any accumulated depreciation and impairment losses.

Plant and equipment

Plant and equipment are measured on the cost basis and therefore carried at cost less accumulated depreciation and any accumulated impairment. In the event the carrying amount of plant and equipment is greater than the estimated recoverable amount, the carrying amount is written down immediately to the estimated recoverable amount and impairment losses are recognised either in profit or loss. A formal assessment of recoverable amount is made when impairment indicators are present (refer to Note 1(f) for details of impairment).

The carrying amount of plant and equipment is reviewed annually by directors to ensure it is not in excess of the recoverable amount from these assets. The recoverable amount is assessed on the basis of the expected net cash flows that will be received from the asset's employment and subsequent disposal. The expected net cash flows have been discounted to their present values in determining recoverable amounts.

The cost of fixed assets constructed within the consolidated group includes the cost of materials, direct labour, borrowing costs and an appropriate proportion of fixed and variable overheads.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. All other repairs and maintenance are recognised as expenses in profit or loss during the financial period in which they are incurred.

Depreciation

The depreciable amount of all fixed assets including buildings and capitalised leased assets, but excluding freehold land, is depreciated on a straight-line basis over the asset's useful life to the Group commencing from the time the asset is held ready for use. Leasehold improvements are depreciated over the shorter of either the unexpired period of the lease or the estimated useful lives of the improvements.

The depreciation rates used for each class of depreciable assets are:

Class of Fixed Asset	Depreciation Rate
Plant and equipment	20%

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposals are determined by comparing proceeds with the carrying amount. These gains and losses are recognised in profit or loss in the period in which they arise. When revalued assets are sold, amounts included in the revaluation surplus relating to that asset are transferred to retained earnings.

(d) Exploration and Development Expenditure

Exploration, evaluation and development expenditures incurred are capitalised in respect of each identifiable area of interest. These costs are only capitalised to the extent that they are expected to be recovered through the successful development of the area or where activities in the area have not yet reached a stage that permits reasonable assessment of the existence of economically recoverable reserves.

Accumulated costs in relation to an abandoned area are written off in full against profit or loss in which the decision to abandon the area is made.

When production commences, the accumulated costs for the relevant area of interest are amortised over the life of the area according to the rate of depletion of the economically recoverable reserves.

A regular review is undertaken of each area of interest to determine the appropriateness of continuing to capitalise costs in relation to that area.

Costs of site restoration are provided for over the life of the project from when exploration commences and are included in the costs of that stage. Site restoration costs include the dismantling and removal of mining plant, equipment and building structures, waste removal, and rehabilitation of the site in accordance with local laws and regulations and clauses of the permits. Such costs have been determined using estimates of future costs, current legal requirements and technology on an undiscounted basis.

Any changes in the estimates for the costs are accounted for on a prospective basis. In determining the costs of site restoration, there is uncertainty regarding the nature and extent of the restoration due to community expectations and future legislation. Accordingly the costs have been determined on the basis that the restoration will be completed within one year of abandoning the site.

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NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2018

(e) Financial Instruments

Recognition and Initial Measurement

Financial assets and financial liabilities are recognised when the entity becomes a party to the contractual provisions to the instrument. For financial assets, this is the date that the entity commits itself to either the purchase or sale of the asset (ie trade date accounting is adopted).

Financial instruments are initially measured at fair value plus transactions costs except where the instrument is classified 'at fair value through profit or loss' in which case transaction costs are expensed to profit or loss immediately. Where available, quoted prices in an active market are used to determine fair value. In other circumstances, valuation techniques are adopted.

Classification and Subsequent Measurement

Financial instruments are subsequently measured at fair value, amortised cost using the effective interest method, or cost.

Amortised cost is calculated as the amount at which the financial asset or financial liability is measured at initial recognition less principal repayments and any reduction for impairment, and adjusted for any cumulative amortisation of the difference between that initial amount and the maturity amount calculated using the effective interest method.

The *effective interest method* is used to allocate interest income or interest expense over the relevant period and is equivalent to the rate that discounts estimated future cash payments or receipts (including fees, transaction costs and other premiums or discounts) over the expected life (or when this cannot be reliably predicted, the contractual term) of the financial instrument to the net carrying amount of the financial asset or financial liability. Revisions to expected future net cash flows will necessitate an adjustment to the carrying amount with a consequential recognition of an income or expense item in profit or loss.

Regular way purchases and sales of financial assets are recognised and derecognised at settlement date in accordance with the Group's Accounting Policy.

The Group does not designate any interests in subsidiaries, associates or joint ventures as being subject to the requirements of Accounting Standards specifically applicable to financial instruments.

(i) Financial assets at fair value through profit or loss

Financial assets are classified at "fair value through profit or loss" when they are contingent consideration that may be paid by an acquirer as part of a business combination to which AASB 3: Business Combinations applies, held for trading for the purpose of short-term profit taking, derivatives not held for hedging purposes, or when they are designated as such to avoid an accounting mismatch or to enable performance evaluation where a group of financial assets is managed by key management personnel on a fair value basis in accordance with a documented risk management or investment strategy. Such assets are subsequently measured at fair value with changes in carrying amount included in profit or loss. The net gain or loss recognised in profit or loss includes any dividend or interest earned from the financial asset and is included in the face of the statement of profit and loss and other comprehensive income.

(ii) Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market and are subsequently measured at amortised cost.

Gains or losses are recognised in profit or loss through the amortisation process and when the financial asset is derecognised.

(iii) Financial Liabilities

Non-derivative financial liabilities other than financial guarantees are subsequently measured at amortised cost. Gains or losses are recognised in profit or loss through the amortisation process and when the financial liability is derecognised.

Contingent consideration of an acquirer in a business combination to which AASB 3: Business Combinations applies is classified as a financial liability and measured at fair value through profit or loss.

Impairment

A financial asset (or a group of financial assets) is deemed to be impaired if, and only if, there is objective evidence of impairment as a result of one or more events (a "loss event") having occurred, which has an impact on the estimated future cash flows of the financial asset(s).

In the case of available-for-sale financial assets, a significant or prolonged decline in the market value of the instrument is considered to constitute a loss event. Impairment losses are recognised in profit or loss immediately. Also, any cumulative decline in fair value previously recognised in other comprehensive income is reclassified into profit or loss at this point.

Financial assets, other than those measured at fair value through profit or loss, are assessed for indicators of impairment at the end of each reporting period. Financial assets are considered to be impaired when there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows of the investment have been affected.

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NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2018

Note 1: Summary of Significant Accounting Policies (Cont'd)

For available-for-sale equity instruments, including listed or unlisted shares, objective evidence of impairment includes information about significant changes with an adverse effect that have taken place in the technological, market, economic or legal environment in which the issuer operates, and indicates that the cost of the investment in the equity instrument may not be recovered. A significant or prolonged decline in the fair value of the security below its cost is considered to be objective evidence of impairment for shares classified as available-for-sale. For all other financial assets, including redeemable notes classified as available-for-sale and finance lease receivables, objective evidence of impairment could include: significant financial difficulty of the issuer or counterparty; breach of contract, such as a default or delinquency in interest or principal payments; it becoming probable that the borrower will enter bankruptcy or financial reorganisation; or the disappearance of an active market for that financial asset because of financial difficulties. For certain categories of financial assets, such as trade receivables, assets that are assessed for impairment on a collective basis even if they were assessed not to be impaired individually. Objective evidence of impairment for a portfolio of receivables could include the Group's past experience of collecting payments, an increase in the number of delayed payments in the portfolio past the average credit period of 60 days, as well as observable changes in national or local economic conditions that correlate with default on receivables.

For financial assets carried at amortised cost, the amount of the impairment loss recognised is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the financial asset's original effective interest rate. For financial assets that are carried at cost, the amount of the impairment loss is measured as the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the current market rate of return for a similar financial asset. Such impairment loss will not be reversed in subsequent periods. The carrying amount of the financial asset is reduced by the impairment loss directly for all financial assets with the exception of trade receivables, where the carrying amount is reduced through the use of an allowance account. When a trade receivable is considered uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited against the allowance account. Changes in the carrying amount of the allowance account are recognised in profit or loss.

For financial assets measured at amortised cost, if, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, the previously recognised impairment loss is reversed through profit or loss to the extent that the carrying amount of the investment at the date the impairment is reversed does not exceed what the amortised cost would have been had the impairment not been recognised.

At the end of each reporting period the group assessed whether there is any objective evidence that a financial asset or group of financial assets is impaired (other than financial assets classified as at fair value through profit or loss).

Derecognition

Financial assets are derecognised when the contractual rights to receipt of cash flows expire or the asset is transferred to another party whereby the entity no longer has any significant continuing involvement in the risks and benefits associated with the asset. Financial liabilities are derecognised when the related obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability extinguished or transferred to another party and the fair value of consideration paid, including the transfer of non-cash assets or liabilities assumed, is recognised in profit or loss.

The Group derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received. On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in profit or loss.

(f) Impairment of Assets

At the end of each reporting period, the Group assesses whether there is any indication that an asset may be impaired. The assessment will include the consideration of external and internal sources of information, including dividends received from subsidiaries, associates or joint ventures deemed to be out of pre-acquisition profits. If such an indication exists, an impairment test is carried out on the asset by comparing the recoverable amount of the asset, being the higher of the asset's fair value less costs of disposal and value in use, to the asset's carrying amount. Any excess of the asset's carrying amount over its recoverable amount is recognised immediately in profit or loss, unless the asset is carried at a revalued amount in accordance with another Standard (eg in accordance with the revaluation model in AASB 116: *Property, Plant and Equipment*). Any impairment loss of a revalued asset is treated as a revaluation decrease in accordance with that other Standard.

Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

Impairment testing is performed annually for goodwill, intangible assets with indefinite lives and intangible assets not yet available for use.

When an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

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NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2018

Note 1: Summary of Significant Accounting Policies (Cont'd)

(g) Foreign Currency Transactions and Balances

Functional and presentation currency

The functional currency of each of the Group's entities is the currency of the primary economic environment in which that entity operates. The consolidated financial statements are presented in Australian dollars which is the parent entity's functional currency.

Transaction and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the date of the transaction. Foreign currency monetary items are translated at the year-end exchange rate. Non-monetary items measured at historical cost continue to be carried at the exchange rate at the date of the transaction. Non-monetary items measured at fair value are reported at the exchange rate at the date when fair values were determined.

Exchange differences arising on the translation of monetary items are recognised in profit or loss, except where deferred in equity as a qualifying cash flow or net investment hedge.

Exchange differences arising on the translation of non-monetary items are recognised directly in other comprehensive income to the extent that the underlying gain or loss is recognised in other comprehensive income; otherwise the exchange difference is recognised in profit or loss.

Group companies

The financial results and position of foreign operations whose functional currency is different from the group's presentation currency are translated as follows:

- assets and liabilities are translated at exchange rates prevailing at the end of the reporting period;
- income and expenses are translated at average exchange rates for the period; and
- retained earnings are translated at the exchange rates prevailing at the date of the transaction.

Exchange differences arising on translation of foreign operations with functional currencies other than Australian dollars are recognised in other comprehensive income and included in the foreign currency translation reserve in the statement of financial position and allocated to non-controlling interest where relevant. The cumulative amount of these differences is reclassified into profit or loss in the period in which the operation is disposed of.

(h) Cash and Cash Equivalents

Cash and cash equivalents include cash on hand and deposits available on demand with banks.

(i) Revenue and Other Income

Revenue from the sale of goods is recognised at the point of delivery as this corresponds to the transfer of significant risks and rewards of ownership of the goods and the cessation of all involvement in those goods.

Interest revenue is recognised using the effective interest method.

All revenue is stated net of the amount of goods and services tax.

(j) Trade and Other Receivables

Trade and other receivables include amounts due from customers for goods sold and services performed in the ordinary course of business. Receivables expected to be collected within 12 months of the end of the reporting period are classified as current assets. All other receivables are classified as non-current assets.

Trade and other receivables are initially recognised at fair value and subsequently measured at amortised cost using the effective interest method, less any provision for impairment. Refer to Note 1(l) for further discussion on the determination of impairment losses.

(k) Trade and Other Payables

Trade and other payables represent the liabilities for goods and services received by the entity that remain unpaid at the end of the reporting period. The balance is recognised as a current liability with the amounts normally paid within 30 days of recognition of the liability. Trade and other payables are initially measured at fair value and subsequently measured at amortised cost using the effective interest method.

(l) Goods and Services Tax (GST)

Revenues, expenses and assets are recognised net of the amount of GST, except where the amount of GST incurred is not recoverable from the Australian Taxation Office (ATO).

Receivables and payables are stated inclusive of the amount of GST receivable or payable. The net amount of GST recoverable from, or payable to, the ATO is included with other receivables or payables in the statement of financial position.

Cash flows are presented on a gross basis. The GST components of cash flows arising from investing or financing activities which are recoverable from, or payable to, the ATO are presented as operating cash flows included in receipts from customers or payments to suppliers.

3D RESOURCES LIMITED AND CONTROLLED ENTITIES
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NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2018

Note 1: Summary of Significant Accounting Policies (Cont'd)

(m) Comparative Figures

When required by Accounting Standards, comparative figures have been adjusted to conform to changes in presentation for the current financial year.

Where the Group retrospectively applies an accounting policy, makes a retrospective restatement or reclassifies items in its financial statements, an additional (third) statement of financial position as at the beginning of the preceding period in addition to the minimum comparative financial statement is presented.

(n) Critical Accounting Estimates and Judgements

In applying the Group's accounting policies, management is required to make judgements, estimates and assumptions about the carrying values of assets and liabilities. These estimates and assumptions are made based on past experience and other factors that are considered relevant. Actual results may differ from these estimates. All estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is reviewed if the revision affects both current and future periods.

The following describes critical judgements that management has made in the process of applying the Group's accounting policies and that have the most significant effect on the amounts recognised in the financial statements.

Impairment of deferred exploration costs

The Group's accounting policy for exploration expenditure results in some items being capitalised for an area of interest where it is considered likely to be recoverable in the future where the activities have not reached a stage which permits a reasonable assessment of the existence of reserves. Management is required to make certain estimates and assumptions as to future events and circumstances, which may change as new information becomes available. If a judgement is made that recovery of a capitalised expenditure is unlikely, the relevant amount will be write off to the income statement.

Environmental Issues

Balances disclosed in the financials statements and notes thereto are not adjusted for any pending or enacted environmental legislation, and the directors' understanding thereof. At the current stage of the Group's development and its current environmental impact, the directors believe such treatment is reasonable and appropriate.

Taxation

Balances disclosed in the financial statements and the notes thereto related to taxation are based on the best estimates of the directors. These estimates take into account both the financial performance and position of the Group as they pertain to current income taxation legislation, and the directors understanding thereof. No adjustment has been made for pending or future taxation legislation. The current income tax position represents that directors' best estimate, pending an assessment by the Australian Taxation Office.

(o) New Accounting Standards for Application in Future Periods

Accounting Standards issued by the AASB that are not yet mandatorily applicable to the Group, together with an assessment of the potential impact of such pronouncements on the Group when adopted in future periods, are discussed below:

- AASB 9: *Financial Instruments* and associated Amending Standards (applicable to annual reporting periods beginning on or after 1 January 2018).

The Standard will be applicable retrospectively (subject to the provisions on hedge accounting outlined below) and includes revised requirements for the classification and measurement of financial instruments, revised recognition and derecognition requirements for financial instruments and simplified requirements for hedge accounting.

The key changes that may affect the Group on initial application include certain simplifications to the classification of financial assets, simplifications to the accounting of embedded derivatives, upfront accounting for expected credit loss, and the irrevocable election to recognise gains and losses on investments in equity instruments that are not held for trading in other comprehensive income. AASB 9 also introduces a new model for hedge accounting that will allow greater flexibility in the ability to hedge risk, particularly with respect to hedges of non-financial items. Should the entity elect to change its hedge policies in line with the new hedge accounting requirements of the Standard, the application of such accounting would be largely prospective.

The Group has established an AASB 9 project team and is in the process of completing its impact assessment of AASB 9. Based on a preliminary assessment performed over each line of business and product type, the effects of AASB 9 are not expected to have a material effect on the Group.

- AASB 2014-7: *Amendments to Australian Accounting Standards arising from AASB 9* (December 2014)

AASB 2014-7 (issued December 2014) gives effect to the consequential amendments to Australian Accounting Standards (including Interpretations) arising from the issue of AASB 9: Financial Instruments (December 2014). More significantly, additional disclosure requirements have been added to AASB 7: Financial Instruments: Disclosures regarding credit risk exposures of the entity. This Standard also makes various editorial corrections to Australian Accounting Standards and an Interpretation.

AASB 2014-7 mandatorily applies to annual reporting periods beginning on or after 1 January 2018. Earlier application is permitted, provided AASB 9 (December 2014) is applied for the same period.

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NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2018

Note 1: Summary of Significant Accounting Policies (Cont'd)

- AASB 15: *Revenue from Contracts with Customers* (applicable to annual reporting periods beginning on or after 1 January 2018, as deferred by AASB 2015-8: Amendments to Australian Accounting Standards – Effective Date of AASB 15)

AASB 15 establishes a single comprehensive model for entities to use in accounting for revenue arising from contracts with customers. The Group has established an AASB 15 project team and is in the process of completing its impact assessment of AASB 15. Based on a preliminary assessment performed over each line of business and product type, the effects of AASB 15 are not expected to have a material effect on the Group.

- AASB 2014-5: *Amendments to Australian Accounting Standards arising from AASB 15*

This Standard is applicable to annual reporting periods beginning on or after 1 January 2017 and makes consequential amendments to various Australian Accounting Standards arising as a result of the issue of AASB 15: Revenue from Contracts with Customers. AASB 2014-5 is not expected to impact the Group's financial statements.

- AASB 2015-8: Amendments to Australian Accounting Standards – Effective Date of AASB 15

This Standard amends the mandatory effective date (application date) of AASB 15: Revenue from Contracts with Customers so that AASB 15 is required to be applied for annual reporting periods beginning on or after 1 January 2018 instead of 1 January 2017. Therefore, this Standard also defers the consequential amendments that were originally set out in AASB 2014-5: Amendments to Australian Accounting Standards arising from AASB 15. This deferral is achieved in a variety of ways because some of the Standards amended by AASB 2014-5 have been superseded by new principal versions issued in 2015 that apply to annual reporting periods beginning on or after 1 January 2017 or 2018. This Standard amends Interpretation 1052: Tax Consolidation Accounting to update the cross-references to Standards and to remove the references to dividends and other distributions, so that the wording of Int 1052.45 is appropriate for annual reporting periods beginning on or after 1 January 2018. AASB 15 is also reformatted to follow the structure of the new principal versions of other Standards by deleting or moving the Australian numbered "Application" paragraphs.

- AASB 2016-7: *Amendments to Australian Accounting Standards – Deferral of AASB 15 for Not-for-Profit Entities*

This Standard amends the mandatory effective date (application date) of AASB 15 for not-for-profit entities so that AASB 15 is required to be applied by such entities for annual reporting periods beginning on or after 1 January 2019 instead of 1 January 2018.

Therefore, this Standard also defers, for not-for-profit entities, the consequential amendments that were originally set out in AASB 2014-5: Amendments to Australian Accounting Standards arising from AASB 15. This deferral is achieved by restating the effective date of the amendments set out in AASB 2015-8: Amendments to Australian Accounting Standards – Effective Date of AASB 15 as they apply to not-for-profit entities.

Earlier application of AASB 15 is permitted for not-for-profit entities for annual reporting periods beginning before 1 January 2019, provided AASB 1058: Income of Not-for-Profit Entities (Appendix D) is also applied to the same period.

This Standard applies to annual periods beginning on or after 1 January 2017, which was the original mandatory effective date of AASB 15.

- AASB 2016-3: *Amendments to Australian Accounting Standards – Clarifications to AASB 15*

AASB 2016-3 (issued May 2016) makes amendments to AASB 15 to:

- clarify the requirements for assessing whether two or more promises to transfer goods or services to a customer are separately identifiable when identifying performance obligations in accordance with AASB 15.27(b) and the factors indicating this assessment;
 - elaborate on the assessment of "control" over goods or services when determining whether an entity is acting as a principal or agent
 - clarify the timing of revenue recognition from licensing transactions; and
 - extend the application of practical expedients on transition to AASB 15.
- AASB 2016-3 mandatorily applies to annual reporting periods beginning on or after 1 January 2018, with earlier application permitted.

When effective, this Standard will replace the current accounting requirements applicable to revenue with a single, principles-based model. Apart from a limited number of exceptions, including leases, the new revenue model in AASB 15 will apply to all contracts with customers as well as non-monetary exchanges between entities in the same line of business to facilitate sales to customers and potential customers.

The core principle of the Standard is that an entity will recognise revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for the goods or services. To achieve this objective, AASB 15 provides the following five-step process:

- identify the contract(s) with a customer;
- identify the performance obligations in the contract(s);
- determine the transaction price;
- allocate the transaction price to the performance obligations in the contract(s); and
- recognise revenue when (or as) the performance obligations are satisfied.

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NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2018

Note 1: Summary of Significant Accounting Policies (Cont'd)

The transitional provisions of this Standard permit an entity to either: restate the contracts that existed in each prior period presented per AASB 108: Accounting Policies, Changes in Accounting Estimates and Errors (subject to certain practical expedients in AASB 15); or recognise the cumulative effect of retrospective application to incomplete contracts on the date of initial application. There are also enhanced disclosure requirements.

(p) Going Concern

The financial report has been prepared on the going concern basis, which contemplates the continuity of normal business activity and realisation of assets and the settlement of liabilities in the ordinary course of business.

The Company incurred a loss for the year of \$1,484,763 (2017: loss of \$907,311) and net cash outflows from operating activities of \$907,311 (2017: \$725,477)

These conditions indicate a material uncertainty that may cast significant doubt about the ability of the Company to continue as a going concern. In the event the above matters are not achieved, the Company will be required to raise funds for working capital from debt or equity source.

The ability of the Company to continue as a going concern is principally dependent upon the ability of the Company to secure funds by raising capital from equity markets and managing cashflow in line with available funds.

The directors have prepared a cash flow forecast, which indicates that the Company will have sufficient cash flows to meet all commitments and working capital requirements for the 12 month period from the date of signing this financial report.

Based on the cash flow forecasts and other factors referred to above, the directors are satisfied that the going concern basis of preparation is appropriate. In particular, given the Company's history of raising capital to date, the directors are confident of the Company's ability to raise additional funds as and when they are required.

Should the Company be unable to continue as a going concern, it may be required to realise its assets and extinguish its liabilities other than in the normal course of business and at amounts different to those stated in the financial statements. The financial statements do not include any adjustments relating to the recoverability and classification of asset carrying amounts or to the amount and classification of liabilities that might result should the Company be un able to continue as a going concern and meet its debts as and when they fall due.

Note 2 Parent Information

	2018	2017
	\$	\$
The following information has been extracted from the books and records of the financial information of the parent entity set out below and has been prepared in accordance with Australian Accounting Standards.		
STATEMENT OF FINANCIAL POSITION		
ASSETS		
Current Assets	414,839	575,994
Non-current Assets	797,045	551,391
TOTAL ASSETS	1,211,884	1,127,385
LIABILITIES		
Current Liabilities	206,430	69,216
Non-current Liabilities	-	-
TOTAL LIABILITIES	206,430	69,216
NET ASSETS	1,005,454	1,058,169
EQUITY		
Issued Capital	11,860,705	10,661,455
Reserves	36,000	-
Retained earnings	(10,891,251)	(9,603,286)
TOTAL EQUITY	1,005,454	1,058,169
STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME		
Loss for the year	(1,287,965)	(904,186)
Other comprehensive income	-	-
Total comprehensive income	(1,287,965)	(904,186)

Contingent liabilities

Please refer to Note 19.

3D RESOURCES LIMITED AND CONTROLLED ENTITIES
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NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2018

Note 2: Parent Information (Cont'd)

Commitments

Not longer than 1 year	377,500	377,500
Longer than 1 year and not longer than 5 years	683,500	783,500
Longer than 5 years	70,000	80,000
	<u>1,131,000</u>	<u>1,241,000</u>

Note 3 Revenue and Other Income

	Consolidated Group	
	2018	2017
	\$	\$
(a) Revenue from continuing operations		
Other revenue		
— interest received	1,717	1,309
— realised foreign currency gain/(loss)	15,172	-
Total revenue	<u>16,889</u>	<u>1,309</u>

Note 4 Profit for the Year

	Consolidated Group	
	2018	2017
	\$	\$
Profit before income tax from continuing operations includes the following specific expenses:		
Write-off capitalised exploration expenditure	37,600	371,645

Note 5 Tax Expense

	Consolidated Group	
	2018	2017
	\$	\$
(a) The components of tax (expense) income comprise:		
Current tax	-	-
Deferred tax	-	-
Recoupment of prior year tax losses	-	-
Under provision in respect of prior years	-	-
	<u>-</u>	<u>-</u>
(b) The prima facie tax on profit from ordinary activities before income tax is reconciled to income tax as follows:		
Prima facie tax payable on profit from ordinary activities before income tax at 27.5% (2017: 27.5%)		
— consolidated group	(237,159)	(334,316)
Add:		
Tax effect of:		
— Deferred tax not brought to account	237,159	334,316
— Other adjustments	-	-
	<u>-</u>	<u>-</u>
Income tax attributable to entity	<u>-</u>	<u>-</u>
Balance of franking account at year end	nil	nil
(c) Deferred tax assets		
Tax losses	2,892,638	2,845,728
Other	14,293	10,580
	<u>2,906,931</u>	<u>2,856,308</u>
Set-off deferred tax liabilities	(202,425)	(157,721)
Net deferred tax assets	<u>2,704,506</u>	<u>2,698,587</u>
Less tax deferred tax assets not recognised	<u>(2,704,506)</u>	<u>(2,698,587)</u>
	<u>-</u>	<u>-</u>
(d) Deferred tax liabilities		
Exploration expenditure	202,425	157,721
	<u>202,425</u>	<u>157,721</u>
Set-off deferred tax liabilities	(202,425)	(157,721)
Net deferred tax assets	<u>-</u>	<u>-</u>

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NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2018

Note 5: Tax Expense (Cont'd)

(e) Deferred tax assets

Unused tax losses for which no deferred tax asset has been recognised 10,518,683 10,009,411

Potential deferred tax assets attributable to tax losses and exploration expenditure carried forward have not been brought to account at 30 June 2018 because the directors do not believe it is appropriate to estimate the realisation of the deferred tax assets as probable at this point in time. These benefits will only be obtained if:

- the company derives future assessable income of a nature and of an amount sufficient to enable the benefit from the deductions for the loss and exploration expenditure to be realised;
- the company continues to comply with conditions for deductibility imposed by law; and
- no changes in tax legislation adversely affect the company in realising the benefit from the deductions for the loss incurred and exploration expenditure.

Note 6 Discontinued Operations

On 20 June 2018, the Company terminated its agreements in respect to the acquisition and development of two Haitian gold projects, Grand Bois and Morne Bossa, thereby discontinuing its operations in this business segment.

The financial performance of the discontinued operation up to 20 June 2018, which is included in loss from discontinued operations per the statement of comprehensive income, is as follows:

The comparative figures are in relation to the voluntary wind up of its New Zealand subsidiary, Croydon Coal Limited in the 2017 financial year.

	Consolidated Group	
	2018	2017
	\$	\$
Revenue	-	-
Expenses	(550,159)	(20,230)
Write-off of exploration expenditure	(72,208)	-
Write back of creditors	-	40,181
Foreign exchange losses	-	-
Loss before income tax	<u>(622,367)</u>	<u>19,951</u>
Income tax expense	-	-
Loss attributable to members of the parent entity	<u>(622,367)</u>	<u>19,951</u>
Tax loss after tax attributable to the discontinued operations	<u>(622,367)</u>	<u>19,951</u>

The net cash flows of the discontinued operation, which have been incorporated into the statement of cash flows, are as follows:

Net cash (outflow) from operating activities	(550,159)	-
Net cash inflow from investing activities	(72,208)	-
Net cash inflow from financing activities	-	-
Net decrease in cash by discontinued operations	<u>(622,367)</u>	<u>-</u>

Note 7 Key Management Personnel Compensation

Refer to the Remuneration Report contained in the Directors' Report for details of the remuneration paid or payable to each member of the Group's key management personnel (KMP) for the year ended 30 June 2018.

The totals of remuneration paid to KMP of the company and the Group during the year are as follows:

	2018	2017
	\$	\$
Short-term employee benefits	418,989	202,000
Total KMP compensation	<u>418,989</u>	<u>202,000</u>

Short-term employee benefits

The table below reconciles the total remuneration paid to KMPs of the company and the Group.

	2018	2017
	\$	\$
Directors fees	145,500	162,000
Consulting fees paid to Directors in relation to Haiti's operations (discontinued)	213,489	-
Company secretarial and accounting fees	60,000	40,000
	<u>418,989</u>	<u>202,000</u>
Less:		
Consulting fees paid to Directors in relation to Haiti's operations (discontinued)	213,489	-
Directors fees capitalised	29,400	50,400
Company secretarial and accounting fees listed under Administration expenses	60,000	40,000
	<u>302,889</u>	<u>90,400</u>
Directors fees declared in Consolidated Statement of Profit or Loss and	<u>116,100</u>	<u>111,600</u>

Further information in relation to KMP remuneration can be found in the Remuneration Report.

3D RESOURCES LIMITED AND CONTROLLED ENTITIES
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NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2018

Note 8 Auditor's Remuneration

	Consolidated Group	
	2018	2017
	\$	\$
Remuneration of the auditor for:		
— auditing or reviewing the financial statements	20,000	36,016
	<u>20,000</u>	<u>36,016</u>

Note 9 Earnings per Share

	Consolidated Group	
	2018	2017
	\$	\$
(a) Reconciliation of earnings to profit or loss		
Losses (from continued and discontinued operations)	(1,484,763)	(771,388)
Losses used to calculate basic EPS	<u>(1,484,763)</u>	<u>(771,388)</u>
(b) Reconciliation of earnings to profit or loss from discontinued operations		
(Loss)/Profit from discontinued operations	(622,367)	19,951
Losses used to calculate basic EPS from discontinued operations	<u>(622,367)</u>	<u>19,951</u>
	No.	No.
(c) Weighted average number of ordinary shares outstanding during the year used in calculating basic EPS	795,765,320	436,600,061
Weighted average number of ordinary shares outstanding during the year used in calculating dilutive EPS	<u>795,765,320</u>	<u>436,600,061</u>
Basic loss per share from continuing and discontinued operations	(0.19)	(0.18)
Basic loss per share from continuing operations	<u>(0.11)</u>	<u>(0.18)</u>

Note 10 Cash and Cash Equivalents

	Note	Consolidated Group	
		2018	2017
		\$	\$
Cash at bank and on hand		382,947	527,351
	24	<u>382,947</u>	<u>527,351</u>

Reconciliation of cash

Cash and cash equivalents at the end of the financial year as shown in the statement of cash flows is reconciled to items in the statement of financial position as follows:

Cash and cash equivalents	382,947	527,351
	<u>382,947</u>	<u>527,351</u>

Note 11 Trade and Other Receivables

	Consolidated Group	
	2018	2017
	\$	\$
CURRENT		
Trade receivables	7,654	7,654
Provision for impairment	-	-
	<u>7,654</u>	<u>7,654</u>
Other receivables		
— TFN withholding	1,464	1,634
— other receivables	15,077	17,618
— deposit paid	6,843	6,843
	<u>23,384</u>	<u>26,095</u>
Total current trade and other receivables	<u>31,038</u>	<u>33,749</u>

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NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2018

Note 11: Trade and Other Receivables (Cont'd)

Credit risk

The Group has no significant concentration of credit risk with respect to any single counter party or group of counter parties other than those receivables specifically provided for and mentioned within Note 11. The class of assets described as Trade and Other Receivables is considered to be the main source of credit risk related to the Group.

The following table details the Group's trade and other receivables exposed to credit risk (prior to collateral and other credit enhancements) with ageing analysis and impairment provided for thereon. Amounts are considered as 'past due' when the debt has not been settled with the terms and conditions agreed between the Group and the customer or counter party to the transaction. Receivables that are past due are assessed for impairment by ascertaining solvency of the debtors and are provided for where there are specific circumstances indicating that the debt may not be fully repaid to the Group.

The balances of receivables that remain within initial trade terms (as detailed in the table) are considered to be of high credit quality.

Consolidated Group	Gross Amount	Past due and impaired	Past due but not impaired (days overdue)				Within initial trade terms
			<30	31-60	61-90	>90	
2018	\$	\$	\$	\$	\$	\$	\$
Trade and term receivables	7,654	-	-	-	-	-	7,654
Other receivables	23,384	-	15,077	-	-	1,464	23,384
Total	31,038	-	15,077	-	-	1,464	31,038

Consolidated Group	Gross Amount	Past due and impaired	Past due but not impaired (days overdue)				Within initial trade terms
			<30	31-60	61-90	>90	
2017	\$	\$	\$	\$	\$	\$	\$
Trade and term receivables	7,654	-	-	-	-	-	7,654
Other receivables	26,095	-	17,618	-	-	1,634	26,095
Total	33,749	-	17,618	-	-	1,634	33,749

Note 12 Interests in Subsidiaries

(a) **Information about Principal Subsidiaries**

The subsidiaries listed below have share capital consisting solely of ordinary shares or ordinary units which are held directly by the Group. The proportion of ownership interests held equals the voting rights held by Group. Each subsidiary's principal place of business is also its country of incorporation.

Name of subsidiary	Principal place of business	Ownership interest held by the Group		Proportion of non-controlling interests	
		2018 (%)	2017 (%)	2018 (%)	2017 (%)
Platquest Resources Pty Ltd	Australia	100%	100%	-	-
Alltower Pty Ltd	Australia	100%	100%	-	-

Subsidiary financial statements used in the preparation of these consolidated financial statements have also been prepared as at the same reporting date as the Group's financial statements.

(b) **Significant Restrictions**

There are no significant restrictions over the Group's ability to access or use assets, and settle liabilities, of the Group.

Note 13 Property, Plant and Equipment

	Consolidated Group	
	2018	2017
	\$	\$
PLANT AND EQUIPMENT		
Plant and equipment:		
At cost	-	-
Accumulated depreciation	-	-
	<hr/>	<hr/>
Computer equipment:		
At cost	664	-
Accumulated depreciation	(117)	-
	<hr/>	<hr/>
	547	-

3D RESOURCES LIMITED AND CONTROLLED ENTITIES
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NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2018

Note 13: Property, Plant and Equipment (Cont'd)

Motor Vehicle		
At cost	21,203	-
Accumulated depreciation	(3,217)	-
	<u>17,986</u>	<u>-</u>
Total plant and equipment	<u>18,533</u>	<u>-</u>

(a) Movements in Carrying Amounts

Movements in carrying amounts for each class of property, plant and equipment between the beginning and the end of the current financial year.

	Computer Equipment \$	Motor Vehicle \$	Total \$
Consolidated Group:			
Balance at 1 July 2016	-	-	-
Additions	-	-	-
Depreciation expense	-	-	-
Balance at 30 June 2017	<u>-</u>	<u>-</u>	<u>-</u>
Additions	663	21,203	21,866
Disposals	-	-	-
Depreciation expense	(116)	(3,217)	(3,333)
Balance at 30 June 2018	<u>547</u>	<u>17,986</u>	<u>18,533</u>

Note 14 Deferred Exploration and Evaluation

	Consolidated Group	
	2018	2017
	\$	\$
Balance at beginning of year	573,530	734,057
Current year expenditure capitalised	187,656	211,118
Exploration costs written off	(25,095)	(371,645)
Balance at end of year	<u>736,091</u>	<u>573,530</u>

The value of the Company's interest in exploration expenditure is dependent upon the:

- continuance of the economic entity's right to tenure of the areas of interest;
- the results of future exploration; and
- the recoupment of costs through successful development and exploitation of the areas of interest, or alternatively, by their sale.

75% of Peter Mitchell's Director's Fees have been capitalised as Deferred Exploration and Evaluation Assets.

Upon recovery of deferred exploration and evaluation costs is dependent upon the success of pre-feasibility studies, exploration and evaluation or sale or farm-out of the exploration interest. A percentage of the CEO's salary and associated costs are capitalised in line with the Company's policy for capitalising costs directly relating to pre-feasibility and exploration. Broadly, the Company has three cost centres, Corporate, Pre-feasibility and Exploration. Where identifiable, costs associated with Pre-feasibility and Exploration cost centres are capitalised. These costs are annually reviewed for impairment and a charge is made direct to the Statement of profit or loss and other comprehensive income of the Company where an impairment is identified.

An impairment of \$25,095 (2017 - \$371, 645) was brought to account for the financial year for costs associated with tenements that were previously deemed to no longer have any value to the Group. As such, \$25,095 was written off. The Company still intends to exploit for economical gain the remaining tenements under its control.

The Group's exploration properties may be subjected to claim(s) under native title, or contain sacred sites, or sites of significance to Aboriginal people. As a result, exploration properties or areas within the tenements may be subjected to exploration restrictions, mining restrictions and/or claims for compensation. At this time, it is not possible to quantify whether such claims exist and therefore, the quantum of such potential claims cannot be estimated.

The Group has reviewed all of its tenements and has only carried forward the expenses on the tenements that give rise to a potential economic benefit to the Company through development or exploration.

The Group has considered the impairment indicators below and confirms no such indicators are applicable at 30 June 2018. As such, the Group does not consider that a full impairment test is necessary.

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NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2018

Note 14: Deferred Exploration and Evaluation (Cont'd)

Impairment indications

- The period for which the entity has the right to explore in the specific area has expired during the period or will expire in the near future, and is not expected to be renewed;
- Substantive expenditure on further exploration for and evaluation of mineral resources in the specific area is neither budgeted nor planned;
- Exploration for and evaluation of mineral resources in the specific area have not led to the discovery of commercially viable quantities of mineral resources and the entity has decided to discontinue such activities in the specific area;
- Sufficient data exist to indicate that, although a development in the specific area is likely to proceed, the carrying amount of the exploration and evaluation asset is unlikely to be recovered in full from successful development or by sale;
- Evidence is available of obsolescence or physical damage of an asset;
- The net assets of the Group exceeds its market capitalisation,

Note 15 Other Assets

	Consolidated Group	
	2018	2017
	\$	\$
CURRENT		
Prepayments	14,945	14,945
Option fee paid	-	131,113
	<u>14,945</u>	<u>146,058</u>
Total Other Assets		
Current	-	146,058
Non-Current	-	-
	<u>-</u>	<u>146,058</u>

Note 16 Trade and Other Payables

	Consolidated Group	
	2018	2017
	\$	\$
CURRENT		
Trade payables	196,007	27,188
Sundry payables and accrued expenses	25,500	42,028
	<u>221,507</u>	<u>69,216</u>

Note 17 Issued Capital

	Consolidated Group	
	2018	2017
	\$	\$
885,943,929 (2017: 654,597,776) fully paid ordinary shares	11,860,705	10,661,455
	<u>11,860,705</u>	<u>10,661,455</u>

(a) Ordinary Shares

	Consolidated Group			
	2018		2017	
	No.	\$	No.	\$
At the beginning of the reporting period	654,597,776	10,661,455	276,569,525	9,220,011
Shares issued during the year	231,346,153	1,310,250	378,028,251	1,561,214
Less transaction costs arising from issue of shares	-	(111,000)	-	(119,770)
At the end of the reporting period	<u>885,943,929</u>	<u>11,860,705</u>	<u>654,597,776</u>	<u>10,661,455</u>

During the reporting period, a total of 231,346,153 fully paid ordinary shares were issued raising a total of \$1,199,250, net of capital raising costs.

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NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2018

Note 17: Issued Capital (Cont'd)

(b) Options

The following reconciles the outstanding unlisted options to subscribe for fully paid ordinary shares in the Company at the beginning and end of the financial year:

	Consolidated Group	
	2018	2017
	No.	No.
At the beginning of the reporting period	171,982,765	-
Issued during the financial year	86,711,539	171,982,765
Lapsed during the financial year	-	-
Balance at the end of the financial year	<u>258,694,304</u>	<u>171,982,765</u>
Exercisable at the end of the financial year	<u>258,694,304</u>	<u>171,982,765</u>

	Number	Issue Date	Expiry Date	Exercise Price \$
Listed Options	110,919,563	15/12/2016	15/12/2019	0.007
Listed Options	27,729,889	20/01/2017	15/12/2019	0.007
Listed Options	33,333,333	9/05/2017	15/12/2019	0.007
Listed Options	4,500,000	23/08/2017	15/12/2019	0.007
Listed Options	38,461,539	6/09/2017	15/12/2019	0.007
Listed Options	4,500,000	20/09/2017	15/12/2019	0.007
Listed Options	34,250,000	15/06/2018	15/12/2019	0.007
Unlisted Options	5,000,000	23/08/2017	1/08/2019	0.004

(c) Capital Management

Management controls the capital of the Group in order to maintain a sustainable debt to equity ratio, generate long-term shareholder value and ensure that the Group can fund its operations and continue as a going concern.

The Group's debt and capital include ordinary share capital and financial liabilities, supported by financial assets.

The Group is not subject to any externally imposed capital requirements.

Management effectively manages the Group's capital by assessing the Group's financial risks and adjusting its capital structure in response to changes in these risks and in the market. These responses include the management of debt levels, distributions to shareholders and share issues.

	Note	Consolidated Group	
		2018	2017
		\$	\$
Total liabilities	16	221,507	69,216
Less cash and cash equivalents	10	(382,947)	(527,351)
Net debt		<u>(161,440)</u>	<u>(458,135)</u>
Total equity		962,047	1,211,472
Total capital		<u>800,607</u>	<u>753,337</u>
Gearing ratio		N/A	N/A

Note 18 Capital and Leasing Commitments

(a) Exploration Commitments

	Consolidated Group	
	2018	2017
	\$	\$
Not longer than 1 year	377,500	377,500
Longer than 1 year and not longer than 5 years	683,500	783,500
Longer than 5 years	70,000	80,000
Committed at the reporting date but not recognised as liabilities	<u>1,131,000</u>	<u>1,241,000</u>

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NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2018

Note 19 Contingent liabilities

The Company has a contingent liability in relation to the acquisition of the Cosmo Newberry tenements. They are listed as follows:

Acquisition of Cosmo Newberry Tenements:

- Upon completion of the initial geophysics program, the first drilling program and the announcement to ASX of the Company's intention to continue to explore, 1,000,000 ordinary shares will be issued. The value of these proposed shares as at 30 June 2018 is approximately \$5,000. (2017: \$6,000)
- On settlement of the Cosmo Newberry Purchase, there is the potential for further cash payments of \$50,000 and the issue of 500,000 ordinary shares.

Note 20 Operating Segments

The Group has identified its operating segments based on the internal reports that are reviewed and used by the board of directors (chief operating decision makers) in assessing performance and in determining the allocation of resources.

Unless stated otherwise, all accounts are reported to the Board of Directors, being the chief decision makers with respect to operating segments, which are determined in accordance with accounting policies that are consistent to those adapted in the annual financial statements of the consolidated entity.

(a) **Segment Revenue**

	3D Resources	Platquest	Alltower	Haiti	Total
30 June 2018	\$	\$	\$	\$	\$
REVENUE					
Total segment revenue	-	-	-	-	-
Total segment revenue	-	-	-	-	-
<i>Reconciliation of segment revenue to group revenue</i>					
Total segment revenue	-	-	-	-	-
Segment net loss before tax	-	(37,600)	-	-	(37,600)
Amounts not included in segment result but reviewed by Board					
— Interest revenue					1,717
<u>Administrative expenses</u>					
Directors' fees					(116,100)
Consultancy fees					(25,000)
Occupancy costs					(10,563)
Travel and marketing costs					(117,968)
Other costs					(556,882)
Net loss before tax from continuing operations					<u>(862,396)</u>
	3D Resources	Platquest	Alltower	Haiti	Total
30 June 2017	\$	\$	\$	\$	\$
REVENUE					
Total segment revenue	-	-	-	-	-
Total segment revenue	-	-	-	-	-
<i>Reconciliation of segment revenue to group revenue</i>					
Total segment revenue	-	-	-	-	-
Segment net loss before tax	(371,645)	-	-	-	(371,645)
Amounts not included in segment result but reviewed by Board					
— Interest revenue					1,309
<u>Administrative expenses</u>					
Directors' fees					(111,600)
Consultancy fees					(45,000)
Occupancy costs					(16,494)
Travel and marketing costs					(49,546)
Other costs					(198,363)
Net loss before tax from continuing operations					<u>(791,339)</u>

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NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2018

Note 20: Operating Segments (Cont'd)

(ii) **Segment assets**

	3D Resources	Platquest	Alltower	Haiti	Total
30 June 2018	\$	\$	\$	\$	\$
Segment assets - opening balance	573,530	-	-	-	573,530
Segment assets increases for the year:					
Capital expenditure/exploration	188,173	25,095	-	68,595	281,863
Write off/exploration	(25,612)	(25,095)	-	(68,595)	(119,302)
	<u>736,091</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>736,091</u>
Reconciliation of segment assets to group assets					
Unallocated assets:					
— Cash					382,947
— Receivables					31,038
— Other assets					33,478
Total group assets					<u><u>1,183,554</u></u>
30 June 2017	\$	\$	\$	\$	\$
Segment assets - opening balance	481,720	252,337	-	-	734,057
Segment assets increases for the year:					
Capital expenditure/exploration	172,597	38,521	-	-	211,118
Write off/exploration	(80,787)	(290,858)	-	-	(371,645)
	<u>573,530</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>573,530</u>
Reconciliation of segment assets to group assets					
Unallocated assets:					
— Cash					527,351
— Receivables					48,694
— Other assets					131,113
Total group assets					<u><u>1,280,688</u></u>

(c) **Segment liabilities**

	3D Resources	Platquest	Alltower	Haiti	Total
30 June 2018	\$	\$	\$	\$	\$
Segment liabilities	-	-	-	-	-
Reconciliation of segment liabilities to group liabilities					
Intersegment eliminations					
Unallocated liabilities:					
— Trade and other payables					221,507
Total group liabilities					<u><u>221,507</u></u>
30 June 2017	\$	\$	\$	\$	\$
Segment liabilities	10,871	-	-	-	10,871
Reconciliation of segment liabilities to group liabilities					
Intersegment eliminations					
Unallocated liabilities:					
— Trade and other payables					58,345
Total group liabilities					<u><u>69,216</u></u>

3D RESOURCES LIMITED AND CONTROLLED ENTITIES
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NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2018

Note 21 Cash Flow Information

	Consolidated Group	
	2018	2017
	\$	\$
(a) Reconciliation of Cash Flows from Operating Activities with Profit after Income Tax		
Loss after income tax	(1,484,763)	(771,388)
Non-cash flows in profit		
Depreciation	3,333	-
Directors fees capitalised	(29,400)	(50,400)
Exploration expenditure written off	37,600	371,645
Impairment of goodwill	317,312	-
Realised loss on foreign currency	93,605	20,230
Changes in assets and liabilities, net of the effects of purchase and disposal of subsidiaries:		
Decrease/(Increase) in trade and term receivables	2,711	6,071
(Increase)/decrease in prepayments	-	(5,545)
Increase/(decrease) in trade payables and accruals	152,291	(296,090)
Cash flows from operating activities	(907,311)	(725,477)

Note 22 Events After the Reporting Period

Other than the following, the directors are not aware of any significant events since the end of the reporting period.

On 27 September 2018, the Company announced that it has executed mutual releases with its former Haitian partners which settles all the substantial claims, including potential contingent liabilities, that were made against each other following the Company's termination of the original agreements. The execution of the releases is a step in the overall process of creating an investment framework that would allow the Company re-commence and re-structure activities in Haiti, subject to certain conditions which at the date of this report are being negotiated.

Note 23 Related Party Transactions

Related Parties

(a) The Group's main related parties are as follows:

i. Key Management Personnel:

Any person(s) having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including any director (whether executive or otherwise) of that entity are considered key management personnel.

The aggregate compensation made to directors and other members of key management personnel of the Company and the Group is set out below:

	2018	2017
	\$	\$
Short-term employee benefits	418,989	202,000
Post-employment benefits	-	-
Other long-term benefits	-	-
Termination benefits	-	-
Share-based payments	-	-
	418,989	202,000

v. Other Related Parties

Other related parties include entities controlled by the ultimate parent entity and entities over which key management personnel have joint control.

(b) Transactions with related parties:

Transactions between related parties are on normal commercial terms and conditions no more favourable than those available to other parties unless otherwise stated.

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NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2018

Note 23: Related Party Transactions (Cont'd)

The following transactions occurred with related parties:

	Consolidated Group	
	2018	2017
	\$	\$
i. Director related entities		
- Consulting and Directors' fees paid to Tomik Nominees Pty Ltd, of which Mr Ian Hastings is a director and shareholder	143,163	72,000
- Directors' fees paid to China Connect, of which Mr Mitchell is a director and shareholder	181,326	72,000
- Consulting and Directors' fees paid to Ausnom Pty Ltd, of which Mr Chegvidden is a director and shareholder	34,500	18,000
- Accounting and Secretarial fees paid to DW Accounting & Advisory Pty Ltd, of which Mr Andrew Draffin is a director and shareholder.	60,000	40,000

ii. Reimbursement Transactions with related parties:

	Consolidated Group	
	2018	2017
	\$	\$
Reimbursement of business expenses incurred by the Company and initially settled by Mr Ian Hastings. All expenses were incurred on an arm's length basis.	104,777	34,777
Reimbursement of business expenses incurred by the Company and initially settled by China Connect, of which Mr Peter Mitchell is a director and shareholder. All expenses were incurred on an arm's length basis.	117,471	18,034
Reimbursement of business expenses incurred by the Company and initially settled by Ausnom Pty Ltd, of which Mr John Chegvidden is a director and shareholder. All expenses were incurred on an arm's length basis.	-	5,811
Reimbursement of business expenses incurred by the Company and initially settled by DW Accounting & Advisory Pty Ltd, of which Mr Andrew Draffin is a director and shareholder. All expenses were incurred on an arm's length basis.	6,937	12,938

iii. Amounts due to related parties

	Consolidated Group	
	2018	2017
	\$	\$
Tomik Nominees Pty Ltd	54,342	6,000
China Connect	14,122	6,000
Ausnom Pty Ltd	9,900	-
DW Accounting & Advisory Pty Ltd	18,160	10,000
	<u>96,524</u>	<u>22,000</u>

Note 24 Financial Risk Management

The Group's financial instruments consist mainly of deposits with banks, receivables and trade and other payables.

The totals for each category of financial instruments, measured in accordance with AASB 139: *Financial Instruments: Recognition and Measurement* as detailed in the accounting policies to these financial statements, are as follows:

		Consolidated Group	
		2018	2017
		\$	\$
Financial Assets			
Cash and cash equivalents	10	382,947	527,351
Loans and receivables	11	31,038	33,749
Total Financial Assets		<u>413,985</u>	<u>561,100</u>
Financial Liabilities			
Financial liabilities at amortised cost			
— Trade and other payables	16	221,507	69,216
Total Financial Liabilities		<u>221,507</u>	<u>69,216</u>

3D RESOURCES LIMITED AND CONTROLLED ENTITIES
ABN: 15 120 973 775
NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2018

Note 24: Financial Risk Management (Cont'd)

Specific Financial Risk Exposures and Management

The main risks the Group is exposed to through its financial instruments are credit risk, liquidity risk and market risk consisting of interest rate risk, foreign currency risk and other price risk (commodity and equity price risk). There have been no substantive changes in the types of risks the Group is exposed to, how these risks arise, or the Board's objectives, policies and processes for managing or measuring the risks from the previous period.

a. Credit risk

Exposure to credit risk relating to financial assets arises from the potential non-performance by counterparties of contract obligations that could lead to a financial loss to the Group.

The Group does not have any significant credit risk exposure to any single counterparty or any group of counterparties having similar characteristics. The credit risk on liquid funds and derivative financial instruments is limited as the counterparties are banks with high credit ratings assigned by international credit rating agencies.

The carrying amount of financial assets recorded in the financial statements, net of any allowances for losses, represent the Group's maximum exposure to credit risk.

b. Liquidity risk

Liquidity risk arises from the possibility that the Group might encounter difficulty in settling its debts or otherwise meeting its obligations related to financial liabilities. The Group manages this risk through the following mechanisms:

- preparing forward-looking cash flow analyses in relation to its operating, investing and financing activities;
- obtaining funding from a variety of sources;
- maintaining a reputable credit profile;
- managing credit risk related to financial assets;
- only investing surplus cash with major financial institutions; and
- comparing the maturity profile of financial liabilities with the realisation profile of financial assets

Financial liability and financial asset maturity analysis

Consolidated Group	Within 1 Year		1 to 5 years		Over 5 years		Total	
	2018	2017	2018	2017	2018	2017	2018	2017
	\$	\$	\$	\$	\$	\$	\$	\$
Financial liabilities due for payment								
Trade and other payables	221,507	69,216	-	-	-	-	221,507	69,216
Total expected outflows	221,507	69,216	-	-	-	-	221,507	69,216
Consolidated Group	Within 1 Year		1 to 5 years		Over 5 years		Total	
	2018	2017	2018	2017	2018	2017	2018	2017
	\$	\$	\$	\$	\$	\$	\$	\$
Financial Assets - cash flows realisable								
Cash and cash equivalents	382,947	527,351	-	-	-	-	382,947	527,351
Trade, term and loans receivables	31,038	33,749	-	-	-	-	31,038	33,749
Total anticipated inflows	413,985	561,100	-	-	-	-	413,985	561,100
Net (outflow) / inflow on financial instruments	192,478	491,884	-	-	-	-	192,478	491,884

c. Market Risk

i. Interest rate risk

The Group's exposure to market risk primarily consists of financial risks associated with changes in interest rates as detailed below. As the level of risk is low, the Group does not use any derivatives to hedge its exposure.

The Group is exposed to interest rate risks as it holds funds at variable interest rates.

The Group holds no borrowed funds.

ii. Foreign currency risk

Exposure to foreign currency risk may result in the fair value or future cash flows of a financial instrument fluctuating due to movement in foreign exchange rates of currencies in which the Group holds financial instruments which are other than the AUD functional currency of the Group.

3D RESOURCES LIMITED AND CONTROLLED ENTITIES
ABN: 15 120 973 775
NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2018

Note 24: Financial Risk Management (Cont'd)

Interest rate sensitivity analysis

A sensitivity analysis has been determined based on the exposure to interest rates at reporting date with the stipulated change taking place at the beginning of the financial year and held constant throughout the reporting period. A 75 basis point increase or decrease is used when reporting interest rate risk internally to key management personnel and represents the management's assessment of the possible change in interest rate.

These sensitivities assume that the movement in a particular variable is independent of other variables.

	Consolidated Group	
	Profit	Equity
	\$	\$
Year ended 30 June 2018		
+/- 0.75% in interest rates	2,872	2,872
	Consolidated Group	
	Profit	Equity
	\$	\$
Year ended 30 June 2017		
+/- 0.75% in interest rates	3,955	3,955

There have been no changes in any of the methods or assumptions used to prepare the above sensitivity analysis from the prior year.

Fair Values

The Directors consider that the carrying amounts of financial assets and liabilities recorded at cost less any accumulated impairments in the financial statements approximates their fair values.

The fair values of financial assets and financial liabilities are determined as follows:

- Other financial assets and financial liabilities are determined in accordance with generally accepted pricing models.

Fair value estimation

The fair values of financial assets and financial liabilities are presented in the following table and can be compared to their carrying amounts as presented in the statement of financial position. Fair value is the amount at which an asset could be exchanged, or a liability settled, between knowledgeable, willing parties in an arm's length transaction.

Fair values derived may be based on information that is estimated or subject to judgment, where changes in assumptions may have a material impact on the amounts estimated. Areas of judgement and the assumptions have been detailed below. Where possible, valuation information is used to calculate fair value is extracted from the market, with more realisable information available from markets that are actively traded. In this regard, fair values for listed securities are obtained from quoted market bid prices. Where securities are unlisted and no market quotes are available, fair value is obtained using discounted cash flow analysis and other valuation techniques commonly used by market participants.

Differences between fair values and carrying amounts of financial instruments with fixed interest rates are due to the change in discount rate being applied in the market since their initial recognition by the Group.

	2018		2017	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
	\$	\$	\$	\$
Group				
Financial assets				
Cash and cash equivalents	382,947	382,947	527,351	1,293,245
Trade and other receivables	31,038	31,038	48,694	
Total financial assets	413,985	413,985	576,045	1,293,245
Financial liabilities				
Trade and other payables	221,507	221,507	69,216	512,230
Total financial liabilities	221,507	221,507	69,216	512,230

The fair values disclosed in the above table have been determined based on the following methodologies:

- (i) Cash and cash equivalent, trade and other receivables and trade and other payables are short-term instruments in nature whose carrying amount is equivalent to fair value. Trade and other payables excludes amounts provided for annual leave, which is outside the scope of AASB 139.

Financial Instruments Measured at Fair Value

The financial instruments recognised at fair value in the statement of financial position have been analysed and classified using a fair value of hierarchy reflecting the significance of the inputs used in making the measurements. The fair value hierarchy consists of the following:

- quote prices in active markets for identical assets or liabilities (Level 1)
- inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (as prices) or indirectly (derived from prices) (Level 2); and
- inputs for the asset or liability that are not based on observable market days (unobservable inputs) (Level 3).

3D RESOURCES LIMITED AND CONTROLLED ENTITIES
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NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2018

Note 25 Reserves

a. Option Reserve

The option reserve records items recognised as expenses on valuation of employee share options.

	Consolidated Group	
	2018	2017
	\$	\$
Balance at the beginning of the year	-	-
Issue of options during the year	36,000	-
Expiry of options during the year	-	-
Balance at the end of the year	36,000	-

The reserve arises on the grant of share options to third parties as equity based payments.

b. Foreign Currency Translation Reserve

The foreign currency translation reserve records exchange differences arising on translation of a foreign controlled subsidiary.

	Consolidated Group	
	2018	2017
	\$	\$
Balance at beginning of the year	-	(20,472)
Foreign currency movements during the year	88	20,472
Balance at end of the year	88	-

c. Total Reserves

Option reserve	36,000	-
Foreign currency translation reserve	88	-
	36,088	-

Note 26 Economic Dependency

All subsidiaries and controlled entities are dependent on the Parent Company, 3D Resources Limited.

Note 27 Company Details

The registered office of the company is:

3D Resources Limited
Level 4
91 William Street
Melbourne Vic 3000

The principal places of business are:

3D Resources Limited
Level 4
91 William Street
Melbourne Vic 3000

3D RESOURCES LIMITED AND CONTROLLED ENTITIES

ABN: 15 120 973 775

DIRECTORS' DECLARATION

In accordance with a resolution of the directors of 3D Resources Limited, the directors of the company declare that:

1. the financial statements and notes, as set out on pages 16 to 41, are in accordance with the Corporations Act 2001 and:
 - (a) comply with Australian Accounting Standards, which, as stated in accounting policy Note 1 to the financial statements, constitutes compliance with International Financial Reporting Standards; and
 - (b) give a true and fair view of the financial position as at 30 June 2018 and of the performance for the year ended on that date of the consolidated group;
2. in the directors' opinion there are reasonable grounds to believe that the company will be able to pay its debts as and when they become due and payable; and
3. the directors have been given the declarations required by section 295A of the Corporations Act 2001 from the Chief Executive Officer and Chief Financial Officer.

Director



Mr Peter Mitchell

Dated this 27 September 2018



Level 13, Freshwater Place, 2 Southbank Boulevard,
Southbank VIC 3006

Phone: 03 9690 5700

Facsimile: 03 9690 6509

Website: www.morrrows.com.au

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF 3D RESOURCES LIMITED

Report on the Financial Report

Opinion

We have audited the financial report of 3D Resources Limited, (the Company and its subsidiaries (the Group)), which comprises the consolidated statement of financial position as at 30 June 2018, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies, and the directors' declaration.

In our opinion, the accompanying financial report of the Group is in accordance with the Corporations Act 2001, including:

- (i) giving a true and fair view of the Group's financial position as at 30 June 2018 and of its financial performance for the year ended on that date; and
- (ii) complying with Australian Accounting Standards and the Corporations Regulations 2001.

Basis for Opinion

We conducted our audit in accordance with Australian Auditing Standards. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Report section of our report. We are independent of the Group in accordance with the auditor independence requirements of the Corporations Act 2001 and the ethical requirements of the Accounting Professional and Ethical Standards Board's APES 110 Code of Ethics for Professional Accountants (the Code) that are relevant to our audit of the financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Related to Going Concern

We draw attention to Note 1(p) in the financial report which indicates that the ability of the Company to continue as a going concern is dependent upon the ability of the Company to secure funds by raising capital from equity markets and managing cashflow in line with available funds. The events and conditions, including the loss for the period, indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern and therefore the Company may be unable to realise its assets and discharge its liabilities in the normal course of business at amounts stated in the financial report.

Our opinion is not modified in respect of this matter.

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Morrrows Audit Pty Ltd

ABN 18 626 582 232

AAC 509944

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INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF 3D RESOURCES LIMITED

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial report of the current period. These matters were addressed in the context of our audit of the financial report as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key audit matter	How our audit addressed the key audit matter
<p>1) Carrying value of Capitalised Exploration Expenditure Refer to Note 14 (\$736,091)</p>	<p>Capitalised Exploration Expenditure of \$736,091 relate to costs incurred in relation to the various tenements.</p> <p>For the financial year ended 30 June 2018, the Directors have assessed and determined that no impairment is required.</p> <p>The auditor's procedures included:</p> <ul style="list-style-type: none"> • obtaining a copy of the Directors' assessment of the carrying value of capitalised Exploration Expenditure and reviewing and challenging assertions made by the Directors. • discussing with Directors the existence of any potential impairment indicators, including if: <ul style="list-style-type: none"> i. the period for which the entity has the right to explore in the specific area has expired during the period or will expire in the near future, and is not expected to be renewed; ii. substantive expenditure on further exploration for and evaluation of mineral resources in the specific area is neither budgeted nor planned; iii. exploration for and evaluation of mineral resources in the specific area have not led to the discovery of commercially viable quantities of mineral resources and the entity has decided to discontinue such activities in the specific area; iv. sufficient data exist to indicate that, although a development in the specific area is likely to proceed, the carrying amount of the exploration and evaluation asset is unlikely to be recovered in full from successful development or by sale; v. significant changes with an adverse effect on the entity have taken place during the period, or will take place in the near future, in the technological, market, economic or legal environment in which the entity operates or in the market to which an asset is dedicated; vi. the carrying amount of the net assets of the entity is more than its market capitalisation; and vii. evidence is available of obsolescence or physical damage of an asset.





INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF 3D RESOURCES LIMITED

Other Information

The directors are responsible for the other information. The other information comprises the information included in the Group's annual report for the year ended 30 June 2018, but does not include the financial report and our auditor's report thereon.

Our opinion on the financial report does not cover the other information and accordingly we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial report, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial report or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Other Matter

The financial report of the Group for the year ended 30 June 2017 was audited by another auditor who expressed an unmodified opinion on that financial report on 28 September 2017.

Responsibilities of the Directors for the Financial Report

The directors of the Company are responsible for the preparation of the financial report that gives a true and fair view in accordance with Australian Accounting Standards and the Corporations Act 2001 and for such internal control as the directors determine is necessary to enable the preparation of the financial report that gives a true and fair view and is free from material misstatement, whether due to fraud or error.

In preparing the financial report, the directors are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The Directors are responsible for overseeing the Company's financial reporting process.





INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF 3D RESOURCES LIMITED

Auditor's Responsibility for the Audit of the Financial Report

Our objectives are to obtain reasonable assurance about whether the financial report as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the Australian Auditing Standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this financial report.

A further description of our responsibilities for the audit of the financial report is located at the Auditing and Assurance Standards Board website at: https://www.auasb.gov.au/auditors_responsibilities/ar1.pdf. This description forms part of our auditor's report.

Report on the Remuneration Report

Opinion on the Remuneration Report

We have audited the Remuneration Report included in included in the directors' report for the year ended 30 June 2018.

In our opinion, the Remuneration Report of 3D Resources Limited, for the year ended 30 June 2018, complies with section 300A of the Corporations Act 2001.

Responsibilities

The directors of the Company are responsible for the preparation and presentation of the Remuneration Report in accordance with section 300A of the Corporations Act 2001. Our responsibility is to express an opinion on the Remuneration Report, based on our audit conducted in accordance with Australian Auditing Standards.

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L.S. WONG

Director

Melbourne: 27 September 2018

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3D RESOURCES LIMITED AND CONTROLLED ENTITIES
ABN: 15 120 973 775
ADDITIONAL INFORMATION FOR LISTED PUBLIC COMPANIES

The following information is current as at 26 September 2018:

1. **Shareholding**

a. **Distribution of Shareholders**

Category (size of holding)	No. of Holders	No. of Ordinary Shares
1 – 1,000	22	5,185
1,001 – 5,000	15	50,465
5,001 – 10,000	80	774,806
10,001 – 100,000	276	15,366,425
100,001 – and over	486	869,747,048
	879	885,943,929

b. The number of shareholdings held in less than marketable parcels is 411 (2017: 269) with a combined total of 18,227,899 securities (2017: 5,347,476)

c. The names of the substantial shareholders listed in the holding company's register are:

Shareholder	Number No. of Fully Paid Ordinary Shares	% Held of Issued Ordinary Capital
Mr Peter Robert Mitchell & Mrs Robin Mary Mitchell <P & RM Fund A/C>	57,484,012	6.49%
Tomik Nominees Pty Ltd	56,806,440	6.41%

d. The names of the substantial option holders listed in the holding company's register are:

Shareholder	Number No. of Listed Options	% Held of Listed Options
Ms Chunyan Niu	41,000,000	16.16%
Mr Peter Andrew Proksa	30,000,000	11.83%
Mr Peter Robert Mitchell	21,750,000	8.57%
Tomik Nominees Pty Ltd	16,500,000	6.50%

e. **Voting Rights**

The voting rights attached to each class of equity security are as follows:

Ordinary shares

- Each ordinary share is entitled to one vote when a poll is called, otherwise each member present at a meeting or by proxy has one vote on a show of hands.

Listed options

- These options have no voting rights

3D RESOURCES LIMITED AND CONTROLLED ENTITIES
ABN: 15 120 973 775
ADDITIONAL INFORMATION FOR LISTED PUBLIC COMPANIES

f. 20 Largest Shareholders — Ordinary Shares

Name	Number of Ordinary Fully Paid Shares Held	% Held of Issued Ordinary Capital
1. Mr Peter Robert Mitchell & Mrs Robin Mary Mitchell <P & RM Fund A/C>	57,484,012	6.49%
2. Tomik Nominees Pty Ltd	56,806,440	6.41%
3. Ms Chunyan Niu	44,078,108	4.98%
4. Mr Bruce Lawrence Hodges & Mrs Elizabeth Hodges <The Share Super Fund A/C>	24,200,000	2.73%
5. Scintilla Strategic Investments Limited	15,252,147	1.72%
6. Futurity Private Pty Ltd	15,113,516	1.71%
7. Hustler Investments Pty Ltd	15,000,000	1.69%
8. Global Financial Services Australia Pty Ltd	13,333,335	1.50%
9. Ausnom Pty Ltd <The J & K Chegs Share A/C>	12,875,000	1.45%
10. Mr Sufian Ahmad	12,500,000	1.41%
11. Giojaz Management Pty Ltd <Giojaz Super Fund No 1 A/C>	11,500,000	1.30%
12. Global Financial Services Australia Pty Ltd	11,250,000	1.27%
13. 23 Broadway Pty Ltd	10,853,474	1.23%
14. Mr Michael Zollo	10,100,000	1.14%
15. Ms Sihol Marito Gultom	10,000,000	1.13%
16. Jastal Family Investments Pty Ltd <Jastal Family Investment A/C>	10,000,000	1.13%
17. Kenny Investments Pty Ltd <K & G Malaxos Family A/C>	10,000,000	1.13%
18. Mr Stephen Smith	9,734,905	1.10%
19. Bull Equities Pty Ltd	9,500,000	1.07%
20. Ms Katherine Ballenger & Dr Alan Davey & Mr Jodi Tabalotny <Global Dentine S/F A/C>	9,000,000	1.02%
	368,580,937	41.61%

g. 20 Largest Option Holders - Listed Options

Name	No. of Listed Options	% Held of Listed Options
1. Ms Chunyan Niu	41,000,000	16.16%
2. Mr Peter Andrw Proksa	30,000,000	11.83%
3. Mr Peter Robert Mitchell	21,750,000	8.57%
4. Tomik Nominees Pty Ltd	16,500,000	6.50%
5. Ms Sihol Marito Gultom	11,000,000	4.34%
6. Hustler Investments Pty Ltd	10,000,000	3.94%
7. Mr Qi Yu	10,000,000	3.94%
8. Yeoh Super Pty Ltd <Yeoh Super A/C>	9,637,994	3.80%
9. Mr Michael Zollo	7,442,500	2.93%
10. Ausnom Pty Ltd <The J & K Chegs Share A/C>	6,437,500	2.54%
11. Mr Sufian Ahmad	6,250,000	2.46%
12. Ms Chunyan Niu & Ms Ran Li	6,000,000	2.37%
13. Giojaz Management Pty Ltd <Giojaz Super Fund No 1 A/C>	4,933,333	1.94%
14. Hustler Investments Pty Ltd	4,690,000	1.85%
15. Scintilla Strategic Investments Limited	3,894,230	1.54%
16. Mr Matthew Dean Quinn	3,185,511	1.26%
17. MAPD Nominees Pty Ltd	3,000,000	1.18%
18. Giojaz Management Pty Ltd <Giojaz Super Fund No 2 A/C>	2,733,333	1.08%
19. Mr Craig Graeme Chapman <Nampac Discretionary A/C>	2,211,539	0.87%
20. Asenna Wealth Solutions Pty Ltd	2,122,222	0.84%
	202,788,162	79.94%

3D RESOURCES LIMITED AND CONTROLLED ENTITIES
ABN: 15 120 973 775
ADDITIONAL INFORMATION FOR LISTED PUBLIC COMPANIES

2. The name of the company secretary is Andrew John Draffin.
3. The address of the principal registered office in Australia is Level 4, 91 William Street, Melbourne Vic 3000. Telephone is (03) 8611 5320
4. Registers of securities are held at the following addresses
Computershare Limited
Level 2
45 St George Terrace
Perth WA 6000
5. **Stock Exchange Listing**
Quotation has been granted for all the ordinary shares of the company on all Member Exchanges of the Australian Securities Exchange Limited.
6. **Other Disclosures**