



R3D Global Limited | ACN: 111 398 040 | ASX: R3D

Level 5, 52 Phillip Street, Sydney NSW 2000 Australia | T +61 2 9251 7177 | F +61 2 9251 7500

22 December 2020

R3D Global Limited General Meeting of Shareholders

R3D Global Limited (ASX: R3D) (R3D or Company) advises that the Annual General Meeting of R3D Global Limited will be held on 27 January 2021 at 2:30 pm (Sydney Time).

Safety of our shareholders and staff is our paramount concern, and therefore, in line with State Government regulations and ASIC recommendations during the COVID 19 pandemic, we will hold the meeting by way of live video conference. There will be no physical meeting.

The consequences of this are as follows:

If you wish to attend the virtual AGM, you must register at:

<https://us02web.zoom.us/meeting/register/tZ0kfu6tqjsoH9FQR7ezW5M9XkSykX8QrPi4> at least 24 hours prior to the meeting. You will then be sent a link to the meeting webcast;

We will provide an opportunity to ask questions at the meeting however there may be connectivity and other issues during the video conference. Therefore, we recommend that any questions concerning the business of the meeting are submitted during registration or to henry@r3d.com.au in advance of the meeting;

Please mute your microphone unless you wish to ask a question; and

All resolutions will be determined by way of a poll. The poll will be conducted based on votes submitted by proxy and by Shareholders who have indicated that they intend to vote at the Meeting in accordance with the instructions below.

Due to the virtual nature of the Meeting, Computershare, the Company's share registry, will be facilitating voting during the Meeting. If you wish to cast your vote during the Meeting, you will need to visit web.lumiagm.com/356904701 on your smartphone, tablet or computer. You will need the latest versions of Chrome, Safari, Internet Explorer 11, Edge or Firefox. Please ensure your browser is compatible. For further instructions on how to participate online please view the online meeting user guide at please view the online meeting user guide: www.computershare.com.au/onlinevotingguide

Shareholders are strongly encouraged to lodge a proxy vote to vote at the AGM at least 48 hours before the meeting.

For further information, please contact:

Henry Kinstlinger
Company Secretary

henry@r3d.com.au

+61 2 9251 7177

ASX release authorised by Chairman, Daniel Yeo.



R3D
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Need assistance?

 **Phone:**
1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)

 **Online:**
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **2:30pm (Sydney Time) on Monday, 25 January 2021**.

R3D Global Limited Annual General Meeting

This year, as part of the Australian Government's response to the Coronavirus crisis, temporary modifications have been made to the *Corporations Act 2001* under the *Corporations (Coronavirus Economic Response) Determination (No.3) 2020*. These modifications allow notices of meeting, and other information regarding a meeting to be provided online where it can be viewed and downloaded. We are relying on technology to facilitate shareholder engagement and participation in the meeting. Details of where you can access the notice of meeting, lodge a proxy and participate in the meeting are contained in this letter.

Meeting date and location:

The Annual General Meeting of R3D Global Limited will be a virtual meeting, which will be conducted online on Wednesday, 27 January 2021 at 2:30pm (Sydney Time).

Attending the meeting online:

If you choose to participate online on the day of the meeting you will be able to view a live webcast of the meeting, ask the Directors questions online and submit your vote in real time.

Webcast and Questions

To view the live webcast and ask questions online you will need to visit <https://us02web.zoom.us/join/register/tZ0kfu6tqjs0H9FQR7ezW5M9XkSykX8QrPi4>

Voting

To vote online during the meeting you will need to visit web.lumiagm.com/356904701 on your smartphone, tablet or computer. You will need the latest versions of Chrome, Safari, Internet Explorer 11, Edge or Firefox. Please ensure your browser is compatible. For further instructions on how to participate online please view the online meeting user guide at <http://www.computershare.com.au/onlinevotingguide>

Access the meeting documents and lodge your proxy online:

Online:

Access the meeting documents and lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 999999

SRN/HIN: I9999999999

PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.



to be renamed R3D Resources Limited

**NOTICE OF
ANNUAL GENERAL MEETING
AND EXPLANATORY STATEMENT
Wednesday, 27 January 2021
2.30 pm (Sydney Time)
By Videoconference**

This is an important document. Please read it carefully.

Please speak to your professional advisers if you have any questions about this document or how to vote at the Meeting.

NOTICE OF THE ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of members of R3D Global Limited (the **Company**) will be held at 2.30 pm Sydney Time on 27 January 2021 by Videoconference.

If Shareholders have any questions regarding the meeting or seek further information, please contact the Company Secretary at henry@r3d.com.au.

Ordinary Business

Financial Statements and Reports

To receive the Company's financial statements and the reports of the Directors and the Auditor for the financial year ended 30 June 2020. There is no requirement for a formal resolution on this item.

1. Resolution 1: Non-binding resolution to adopt the Remuneration Report

To consider, and if thought fit, pass the following resolution as a non-binding resolution:

"That the Directors' Remuneration Report for the year ended 30 June 2020 be and is hereby adopted for the purposes of the Corporations Act 2001 (Cth)".

NOTE: this Remuneration Report commences on page 4 of the 2020 Annual Report in accordance with Section 250R(3) of the *Corporations Act 2001 (Cth)*.

| Voting Exclusion Statement |
|--|
| A voting exclusion applies to this Resolution 1. The Company will disregard any votes cast (in any capacity, whether as proxy or as shareholder) by any of the following: |
| a) Key Management Personnel; |
| b) Closely Related Parties of Key Management Personnel; and |
| c) as a proxy by a member of Key Management Personnel or a Key Management Personnel's Closely Related Party |
| However, the Company need not disregard a vote if it is: |
| i. Cast by a person as proxy appointed in accordance with the directions on the proxy form that specify how the proxy is to vote on Resolution 1; and the vote is not cast on behalf of a person described in subparagraphs (a), (b) and (c) above; or |
| ii. Cast by the chair of the Meeting as proxy appointed in accordance with the directions of the proxy form for a person who is entitled to vote, and such appointment on the proxy form expressly authorises the chair to exercise the proxy even if the resolution is connected directly with the remuneration report; and the vote is not cast on behalf of a person described in subparagraphs (a), (b) and (c) above. |

Election of Directors

2. Resolution 2: Ordinary resolution to elect Michael Thirnbeck as a Director

To consider, and if thought fit, pass the following resolution **as an ordinary resolution**.

"That Michael Thirnbeck, retiring in accordance with Article 6.1 of the Company's Constitution, be elected as a director of the Company".

Note: The qualifications and experience of Mr Thirnbeck are provided in the 2020 Annual Report tabled at this Annual General Meeting.

3. Resolution 3: Ordinary resolution to elect Dr Steve Bartrop as a Director

To consider, and if thought fit, pass the following resolution **as an ordinary resolution**.

"That, subject to the passing of all Essential Resolutions, Dr Steve Bartrop having consented to act, be elected a Director of the Company with effect from Completion of the Tartana Acquisition".

Note: The qualifications and experience of Mr Bartrop are provided in in the Explanatory Statement.

4. Resolution 2: Ordinary resolution to elect Bruce Hills as a Director

To consider, and if thought fit, pass the following resolution as an ordinary resolution.

“That, subject to the passing of all Essential Resolutions, Bruce Hills having consented to act, be elected a Director of the Company with effect from Completion of the Tartana Acquisition”.

Note: The qualifications and experience of Bruce Hills are provided in in the Explanatory Statement.

5. Resolution 5: Ordinary resolution to elect Robert Waring as a Director

To consider, and if thought fit, pass the following resolution as an ordinary resolution.

“That, subject to the passing of all Essential Resolutions, Robert Waring having consented to act, be elected a Director of the Company with effect from Completion of the Tartana Acquisition”.

Note: The qualifications and experience of Robert Waring are provided in in the Explanatory Statement.

6. Resolution 6: Ordinary Resolution to Consolidate Shares

To consider, and if thought fit, pass the following resolution as an ordinary resolution.

“That, subject to the passing of all Essential Resolutions, in accordance with section 254H of the Corporations Act 2001 (Cth) and for all other purposes, the Shares be consolidated on 1 March 2021 or another date determined by the Board on the basis of 1 share for every 4 shares held, on the terms and conditions outlined in the Explanatory Statement”.

7. Resolution 7: Change of Name.

To consider and, if thought fit, pass the following resolution as a special resolution.

“That, subject to the passing of all Essential Resolutions, the Company’s name be changed from “R3D Global Limited” to “R3D Resources Limited” and the Constitution of the Company be amended to reflect the change of name of the Company.”

Voting

This Resolution is a special resolution and can only be passed if at least 75% of the votes cast, in person or by proxy, by members who are entitled to vote on the resolution, are voted in favour.

8. Resolution 8: Change to Nature and Scale of Activities.

To consider and, if thought fit, pass the following resolution as an ordinary resolution.

“That, subject to the passing of all Essential Resolutions, for the purposes of Listing Rule 11.1.2 and for all other purposes, the Company be authorised to make a significant change in the nature and scale of its activities through the acquisition of Tartana Resources Limited ACN 126 905 726 as set out in the Explanatory Statement.”

Voting Exclusion Statement

A voting exclusion applies to this Resolution 8. The Company will disregard any votes cast in favour of the resolution by or on behalf of an Tartana Resources Limited, its shareholders and any other person who will obtain a material benefit as a result of the transaction or an associate of an excluded person.

However, this does not apply to a vote cast in favour of a resolution by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way;
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

As Resolutions 3 to 12 are inter-conditional, a person whose votes are disregarded on Resolution 8 will have their votes on Resolutions 3 to 7 and Resolutions 9 to 12 disregarded.

9. Resolution 9: Issue Securities as consideration for the acquisition of Tartana Resources Limited.

To consider, and if thought fit, pass the following resolution as an ordinary resolution.

“That subject to the passing of all Essential Resolutions, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval be given for Directors to issue and allot on Completion of the Acquisition of Tartana Resources Limited 70,998,698 fully paid ordinary shares of R3D Global Limited at \$0.20 per share with 27,699,757 attaching unlisted Options at \$0.40 and exercisable within 5 years from the date of issue and any ordinary shares arising from the exercise of any of the Options.”

Voting Exclusion Statement

A voting exclusion applies to this Resolution 9. The Company will disregard any votes cast in favour of the resolution by or on behalf of:

- the Reverse Takeover target (Tartana Resources Limited), any person who is expected to participate in the proposed issue, and any person who is expected to obtain a material benefit as a result of the Reverse Takeover or the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity or the Reverse Takeover target; or
- Any associate of those persons.

However, this does not apply to a vote cast in favour of a resolution by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

As Resolutions 3 to 12 are inter-conditional, a person whose votes are disregarded on Resolution 9 will have their votes on Resolutions 3 to 8 and Resolutions 10 to 12 disregarded.

10. Resolution 10 : Public Offer

To consider and if thought fit, pass the following as an **ordinary resolution**:

“That, subject to the passing of all Essential Resolutions, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the issue of 21,250,000 Fully Paid Ordinary Shares with 4,250,000 attaching unlisted Options at \$0.40 and exercisable within 5 years from the date of issue and any ordinary shares arising from the exercise of any of the Options to investors pursuant to a prospectus to be prepared by the Company in accordance with the requirements of Chapter 6D of the Corporations Act2001 (Cth) to raise \$4,250,000 on the terms and conditions set out in the Explanatory Statement be approved.”

Voting Exclusion Statement

A voting exclusion applies to this Resolution 10. The Company will disregard any votes cast in favour of the resolution by or on behalf of:

- the Reverse Takeover target (Tartana Resources Limited), any person who is expected to participate in the proposed issue, and any person who is expected to obtain a material benefit as a result of the Reverse Takeover or the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity or the Reverse Takeover target; or
- Any associate of those persons.

However, this does not apply to a vote cast in favour of a resolution by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and

- the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

As Resolutions 3 to 12 are inter-conditional, a person whose votes are disregarded on Resolution 10 will have their votes on Resolutions 3 to 9 and Resolutions 11 to 12 disregarded.

11. Resolution 11: Issue of Shares to MMR Corporate

To consider and if thought fit, pass the following as an **ordinary resolution**:

“That, subject to the passing of all Essential Resolutions, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue and allot up to 3,000,000 Shares to MMR Corporate Services Pty Ltd ACN 161 550 714 on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion Statement

A voting exclusion applies to this Resolution 11. The Company will disregard any votes cast in favour of the resolution by or on behalf of:

- the Reverse Takeover target (Tartana Resources Limited), and any person who is expected to obtain a material benefit as a result of the Reverse Takeover or the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity or the Reverse Takeover target); or
- Any associate of those persons.

However, this does not apply to a vote cast in favour of a resolution by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

As Resolutions 3 to 12 are inter-conditional, a person whose votes are disregarded on Resolution 10 will have their votes on Resolutions 3 to 10 and 12 disregarded.

12. Resolution 12: Issue of Options to Brokers and Advisors

To consider, and if thought fit, pass the following resolution as an **ordinary resolution**:

“That, subject to the passing of all Essential Resolutions, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue and allot to Brokers and Advisors of the Public Offer 2,000,000 unlisted options to acquire ordinary shares exercisable at \$0.40 each and exercisable within 5 years from the date of issue and to issue and allot any ordinary shares arising from the exercise of any of the options.”

Voting Exclusion Statement

A voting exclusion applies to this Resolution 12. The Company will disregard any votes cast in favour of the resolution by or on behalf of:

- the Reverse Takeover target (Tartana Resources Limited), and any person who is expected to obtain a material benefit as a result of the Reverse Takeover or the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity or the Reverse Takeover target); or
- Any associate of those persons.

However, this does not apply to a vote cast in favour of a resolution by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or

- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

As Resolutions 3 to 12 are inter-conditional, a person whose votes are disregarded on Resolution 12 will have their votes on Resolutions Resolutions 3 to 11 disregarded.

13. Resolution 13: Ordinary Resolution to Approve Employee Option Plan

To consider and if thought fit, pass the following as an **ordinary resolution**:

“That, for the purposes of ASX Listing Rule 7.2 Exception 13, and for all other purposes, the Company approves and adopts the R3D Employee Option Plan and approves the issue of securities under that scheme on the terms and conditions set out in the R3D Employee Option Plan and summarised in the Explanatory Statement.”

Voting Exclusion Statement

A voting exclusion applies to this Resolution 13. The Company will disregard any votes cast in favour of the resolution by or on behalf of:

- A person who is eligible to participate in the employee incentive scheme.

However, this does not apply to a vote cast in favour of a resolution by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Other Business

To transact any other business which may be legally brought before an Annual General Meeting, in accordance with the Company’s Constitution and the *Corporations Act 2001 (Cth)*.

By Order of the Board



Henry Kinstlinger
Company Secretary

18 December 2020

This Notice of Meeting is accompanied by an Explanatory Statement that explains the purpose of the Meeting and the resolutions to be considered at the Meeting.

EXPLANATORY STATEMENT

This Explanatory Statement is intended to provide shareholders of R3D Global Limited (**the Company or R3D**) with sufficient information to assess the merits of the Resolutions contained in the accompanying Notice of Annual General Meeting of the Company.

The Directors recommend that shareholders read this Explanatory Statement in full before making any decision in relation to the Resolutions.

If you have any queries regarding the matters set out in this Explanatory Statement or the preceding Notice please contact the Company or your professional advisor.

The Resolutions in summary, comprise:

AGM Resolutions

Resolution 1 – A non-binding resolution to adopt the Remuneration Report

Resolution 2 – A resolution to re-elect Michael Thirnbeck as director

Inter-conditional Resolutions

Resolutions 3 to 12 are inter-conditional:

Resolution 3 to 5 – Resolutions to appoint Tartana directors to the board;

Resolution 6 – A resolution for the consolidation of the Shares. If passed this resolution will consolidate Shares and any other securities on the basis of a ratio of four to one;

Resolution 7 – A Resolution to change the name of the Company to R3D Resources Limited;

Resolution 8 – A resolution to approve a change in nature and scale of activities of the Company for the purposes of Chapter 11 of the ASX Listing Rules;

Resolution 9 – A resolution to approve the issue of R3D Shares in connection with the Acquisition for the purposes of ASX Listing Rule 7.1;

Resolution 10 – A resolution to approve the issue of securities under the Capital Raising for the purposes of ASX Listing Rule 7.1;

Resolution 11 and 12 – Resolutions to approve the issue of securities to advisers and brokers

Additional Resolution

Resolution 13 – A resolution to approve the Employee Share Option Scheme

Inter-conditionality of Essential Resolutions

All Resolutions other than Resolutions 1 and 2 and 13 are conditional on Resolutions 3 to 12. If any of the Resolutions (other than Resolutions 1 and 2 and 13) are not passed, then all of those Resolutions will be taken to have been rejected by Shareholders.

For the avoidance of doubt, Resolutions 3 to 12 (inclusive) are referred to as “**Essential Resolutions**”.

The Acquisition requires Shareholder approval under the ASX Listing Rules and therefore may not proceed if that approval is not forthcoming. Should any of the Essential Resolutions not be approved by the requisite majority, the Company will not proceed with the Acquisition and the Capital Raising. The Company is required to re-comply with ASX’s requirements for admission and quotation and therefore, the Acquisition may not proceed if those requirements are not met. The ASX has an absolute discretion in deciding whether or not to re-admit the Company to the Official List and to quote the Company’s Shares and therefore, the Proposed Transaction may not proceed if the ASX exercises that discretion. Investors should take account of these uncertainties in deciding whether or not to buy or sell the Company’s securities.

The ASX and its officers take no responsibility for the contents of this Notice.

The Company is a disclosing entity

As a company listed on the ASX and a "disclosing entity" under the Act, the Company is subject to regular reporting and disclosure obligations, which require it to announce price sensitive information as soon as it becomes aware of that information. The Company's most recent announcements are available from its website.

Further announcements concerning the Company will continue to be made available on the website after the date of this Notice.

ASX maintains files containing publicly available information about entities listed on its exchange.

The Company's files are available for inspection from ASX during normal business hours and are available on the website at www.r3d.com.au.

The Company is required to lodge various documents with ASIC. Copies of documents lodged with ASIC by the Company may be obtained, or inspected at, ASIC offices.

The following documents are available for inspection free of charge prior to the Annual General Meeting during normal business hours at the Company's registered address:

- the Constitution;
- the Company's annual reports for the financial years;
- the Company's interim reports for the 6 month periods;
- the Company's public announcements; and
- the Prospectus.

The annual and interim reports and public announcements are also available at on the ASX website.

Definitions

In the Notice of Meeting, words importing the singular include the plural and vice versa.

General terms and abbreviations in this Notice of Meeting and Explanatory Statement have the following meanings unless contrary intention appears, or the context requires otherwise:

| Term | Definition |
|------------------------|--|
| Acquisition | The acquisition of 100% of the issued capital of Tartana Resources Limited, the consideration for which will be the issue of new R3D Shares and R3D Options to the Sellers by the Company |
| Agreement Date | 3 December 2020 being the date of execution of the Implementation Deed |
| Article | A distinct numbered section of the Constitution |
| ASIC | Australian Securities & Investments Commission |
| ASX | The Australian Securities Exchange |
| ASX Waiver | A waiver of LR 9.1 (b) and LR 9.1(c) sought from the ASX so that the Tartana Shareholders who are receiving shares as consideration for the acquisition of their Tartana Shares will be treated as seed capitalists and be subject to the application of the cash formula relief using the conversion ratio calculation and to the relevant escrow period for their classification |
| Capital Raising | The issue of 21,250,000 Fully Paid Ordinary Shares with 4,250,000 attaching unlisted Options at \$0.40 and exercisable within 5 years from the date of pursuant to a prospectus to be prepared by the Company in accordance with the requirements of Chapter 6D of the Corporations Act to raise \$4,250,000 |

| Term | Definition |
|------------------------------|---|
| Chairman | The chairman of the Meeting |
| Company | R3D |
| Completion | The satisfaction off all conditions precedent listed in the Implementation Deed by the Company and Tartana Resources (see section 22 |
| Constitution | The constitution of R3D or Tartana as the context requires |
| Corporations Act | <i>Corporations Act 2001 (Cth)</i> |
| Essential Resolutions | All Resolutions other than Resolutions 1 and 2 and 13 are conditional on Resolutions 3 to 12. If any of the Resolutions (other than Resolutions 1 and 2 and 13) are not passed, then all of those Resolutions will be taken to have been rejected by Shareholders |
| Explanatory Statement | The explanatory statement that accompanies this Notice |
| Implementation Deed | The agreement entered into by the Company and Tartana Resources on the Agreement Date, pursuant by which the Company will acquire all the shares in Tartana Resources (see section 1.15) |
| Listing Rule | The rules of the ASX that govern the admission, quotation and removal of securities from the Official List, as amended from time to time |
| Meeting | The annual general meeting of R3D, the subject of this Notice, to be held by Videoconference on 27 January 2021 at 2:30pm (Sydney Time) |
| Member | A shareholder of the Company |
| Merged Group | R3D and its subsidiaries following the Acquisition |
| MMR Corporate | MMR Corporate Services ACN 161 550 714 of Level 5, 52 Phillip Street Sydney NSW 2000 Australia |
| Notice | This notice of meeting and Explanatory Statement dated 18 December 2020 |
| Official List | The official list of entities that ASX has admitted and not removed |
| Option | An option to acquire a share for a defined price within a defined period |
| Prospectus | A prospectus for the purposes of satisfying Chapters 1 and 2 of the ASX Listing Rules and to satisfy ASX requirements for re-listing following a change to the nature and scale of the Company's activities. |
| Public Offer | The issue of 21,250,000 Fully Paid Ordinary Shares with 4,250,000 attaching unlisted Options at \$0.40 and exercisable within 5 years from the date of issue under a prospectus issued by the Company in accordance with the Corporations Act (to raise \$4,250,000); pursuant to Resolution 10 |
| R3D | R3D Global Limited (ACN 111 398 040) of Level 5, 52 Phillip Street, Sydney NSW Australia |

| Term | Definition |
|---------------------------------|---|
| R3D Board | The board of directors of R3D, and includes any committee of that board |
| R3D Convertible Note | <p>An interest-bearing redeemable convertible note to issued by R3D redeemable for \$0.20 each or convertible each into an R3D Share at AUD\$0.20 per Tartana Share on or before 18 June 2021.</p> <p>In the event that Tartana Convertible Notes are not converted prior to Completion, R3D will issue convertible notes on the same terms as the Tartana Convertible Notes. Such issue will be made after Completion using the Company's placement capacity under Listing Rule 7.1.</p> |
| R3D Officers | Directors and company secretary of R3D |
| R3D Option | Options exercisable at 40 cents within 5 years of the date of issue |
| R3D Options | Options issued by R3D exercisable at 40 cents within 5 years of the date of issue |
| R3D Securities | An R3D Share, R3D Option or R3D Convertible Note as the context requires |
| R3D Share | A fully paid ordinary share issued by R3D |
| R3D Shares | A fully paid ordinary share issued by R3D |
| Reverse Takeover | The meaning given in the Listing Rules |
| Sellers | Holders of Tartana Resources Securities |
| Share Sale Agreements | The binding contracts for the sale of the Tartana Securities between R3D and Sellers |
| Shareholders | A person who holds, or 2 or more persons who together jointly hold shares |
| Special Resolution | A resolution which requires at least 75% of the votes cast in person or by proxy by members entitled to vote on the resolution to vote in favour to be passed |
| Sydney Time | Australian Eastern Daylight Time or Australian Eastern Standard Time in effect at the relevant time |
| Tartana | Tartana Resources Limited ACN 126 905 726 of 169 Blues Point Road, McMahons Point NSW 2060 Australia |
| Tartana Board | The board of directors of Tartana Resources and includes any committee of that board |
| Tartana Convertible Note | An interest-bearing redeemable convertible note issued by Tartana Resources redeemable for \$0.20 each or convertible each into a Tartana Share at AUD\$0.20 per Tartana Share on or before 18 June 2021 as per the Convertible Note Deed dated 18 December 2019 |
| Tartana Option | One of 13,500,000 Options issued by Tartana Resources |
| Tartana Optionholder | A holder of a Tartana Option |
| Tartana Resources | Tartana |

| Term | Definition |
|----------------------------|---|
| Tartana Securities | A Tartana Share, Tartana Option or Tartana Convertible Note as the context requires |
| Tartana Share | A fully paid ordinary share issued by Tartana Resources |
| Tartana Shareholder | A holder of a Tartana Share |

Business of the Meeting

Financial Statements and Reports

The *Corporations Act* requires the Financial Report, Directors' Report and Auditor's Report for the past financial year to be tabled before the Annual General Meeting, and the Company's Constitution provides for such reports to be received and considered at that meeting. Neither the *Corporations Act* nor the Company's Constitution requires a vote of shareholders at the Annual General Meeting on such Reports. The Annual General Meeting provides a forum for shareholders to ask questions and make comments on the Company's reports and accounts and on the business and operations of the Company for the year ended 30 June 2020.

In addition, shareholders may, at the meeting, ask questions of the auditor in relation to the following matters;

- the conduct of the audit;
- the content of the auditor's report;
- the accounting policies adopted by the Company for the preparation of the financial statements; and
- the auditor's independence in relation to the above items.

Shareholders may view the Company's Annual Financial Report on the Company's website www.r3d.com.au.

Resolution 1 – Non-binding resolution to adopt the Remuneration Report

In accordance with Section 250R(2) of the *Corporations Act*, a resolution that the Remuneration Report be adopted must be put to a vote at the Company's Annual General Meeting. The vote on this resolution is advisory only and does not bind the directors or the Company. The Remuneration Report is set out in the Company's year 2018 Annual Report and is also available from the Company's website www.r3d.com.au.

The Remuneration Report:

- describes the policies behind, and the structure of, the remuneration arrangements of the Company and the link between the remuneration of executives and the Company's performance;
- sets out the remuneration arrangements in place for each director and for certain members of the senior management team; and
- explains the difference between the bases for remunerating non-executive directors and senior executives, including Chief Executive Officer.

If the Resolution 1 receives a 'No' vote of 25% or more of the votes cast at the meeting, the Company's 2020 Remuneration Report will include a report on actions taken by the Board in response. The Board will take the outcome of the vote, even if less than 25% 'No' into consideration when reviewing the Company's remuneration policy. There has not been a 'No' vote of more than 25% in any past years.

Election of Director

Resolutions 2 Ordinary Resolutions to re-elect Michael Thirnbeck

Resolution 2 – Election of Michael Thirnbeck

Article 6.1 of the Company's Constitution requires one third of the directors to stand for election at every annual general meeting except the Managing Director and directors already required to stand for election by way of Article 9.2 of the Company's Constitution.

Mr Thirnbeck, being eligible, has nominated himself to stand for election at this annual general meeting in accordance with Article 9 of the Company's Constitution.

Mr Thirnbeck's qualifications and experience is set out in the 2020 Annual Report.

Resolutions 3 to 12 Acquisition of Tartana Resources Limited

Resolutions 3 to 12 are Essential Resolutions and are inter-conditional as they each relate to the Acquisition and the agreement between R3D Global and Tartana Resources.

The principal terms of the Acquisition include:

- **Appointment of Directors** – Appointment of Tartana directors;
- **Consolidation** – a 4 for one (1) Consolidation of existing securities currently on issue;
- **Acquisition** – the proposed acquisition of 100% of the issued capital of Tartana Resources Limited the consideration for which will be the issue of new R3D Shares and R3D Options to the holders of Tartana Resources (**Sellers**) by the Company;
- **Change of name** – the change of the Company's name to R3D Resources Limited;
- **Regulatory requirement satisfaction** – the completion of the Acquisition is conditional on, amongst other things, the Company having satisfied the requirements of Chapters 1 and 2 of the ASX Listing Rules so as to enable trading in its Shares to recommence on ASX; and
- **Capital Raising** – the issue of R3D Shares and R3D Options under a Prospectus for the Capital Raising, to raise capital of \$4.25 million by way of the issue of 21,250,000 Shares.

If all of the Essential Resolutions are passed, the Company will lodge a Prospectus in accordance with the requirements of the Corporations Act and the Listing Rules on or around 11 January 2021. Included in the Prospectus will be an Independent Geologist's Report, Solicitor's Review of Mineral Tenements and Investigating Accountants Report and further and fuller details regarding the Company, Tartana Resources and their prospects. Investment Highlights and detailed risks are included. The Prospectus will be available at www.r3d.com.au. The Company will make an announcement to ASX when the Prospectus has been lodged with ASIC.

1. Summary of the Acquisition

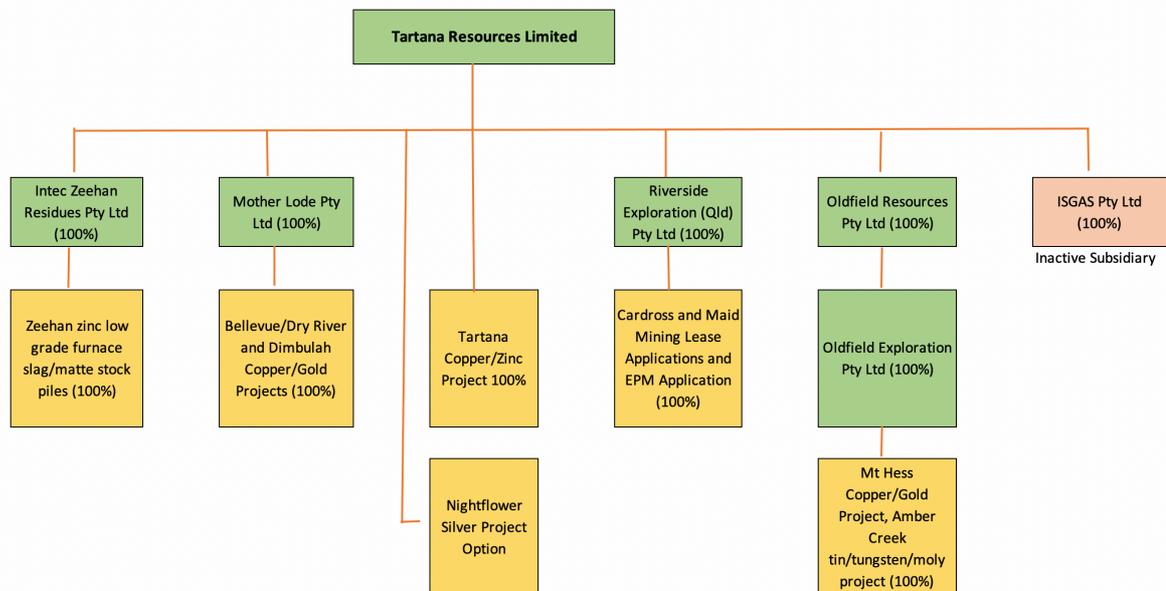
1.1. Background of Tartana Resources

The Company is acquiring Tartana Resources Limited (Tartana Resources), which is a company established in 2007 under the name of Riverside Energy Ltd. The objective of the acquisition is for R3D Resources to gain exposure to the potential exploration success and future development of copper, gold and zinc assets held by Tartana Resources.

Tartana Resources is an Australian mineral exploration and development company with copper, zinc and gold assets in north Queensland and western Tasmania.

Its prime focus has been in the Chillagoe region in north Queensland where it holds a significant tenement position covering more than 35,000 ha. The tenements include four mining leases covering the Tartana copper mine and an associated heap leach – solvent extraction – crystallisation plant which is currently being held under care and maintenance. Further north the Bellevue (EPM 23704) and Dry River (EPM 25970) projects cover a 26,000 ha area with more than 10 separate identified gold-copper prospects while the Dimbulah copper project (EPM 27089) in the east covers a further 8,000 ha of prospective copper and gold occurrences. The Company has submitted two mining lease applications covering the Cardross and Mountain Mad copper/gold projects and has also secured an option over the Nightflower Silver Project.

In western Tasmania, Tartana has already exported two trial 22,000 tonne shipments of Zeehan low grade furnace slag/matte to South Korea and has applied for permits to export further quantities.



Tartana has a mission to become a significant copper and zinc company through development of its current projects, acquisitions of new projects and exploration success. The existing projects have taken several years to assemble and provide an exciting base for future growth.

In addition, the Tartana Resources management team have the skills to execute this growth plan through the experience accumulated over many years in the mining and finance industries. The team has extensive experience in geology, mining and metallurgical processing and product marketing.

While Tartana Resources will aggressively carry out its various planned activities across the portfolio of projects, it is also encouraging that the Tartana Copper Oxide Project offers the potential to generate early cash flow, subject to further investigations, third-party negotiations and permitting. In addition, the recently signed contract for the export of zinc slag/matte from the Zeehan Zinc Slag Project has already resulted in two trial shipments. Nevertheless, the revenue base for this cash flow is from selling copper and zinc products, two commodities which are forecast to experience future supply/demand deficits, and particularly in the case of copper with increasing demand from electric vehicles.

1.2. Background to the Acquisition

The Company entered into an Implementation Deed with Tartana Resources with a view of acquiring 100% of the issued capital in Tartana Resources.

The transaction is conditional on shareholder approval.

The proposed consideration for Tartana Resources is the issue of 70,998,698 fully paid ordinary shares at \$0.20 per share, with 27,699,757 attaching R3D Options exercisable at \$0.40 per share within 5 years from the date of issue.

Additionally R3D will replace 13,500,000 existing Tartana Options with 13,500,000 R3D Options.

In the event that Tartana Convertible Notes are not converted prior to Completion, R3D will issue convertible notes on the same terms as the Tartana Convertible Notes. Such issue will be made after Completion using the Company's placement capacity under Listing Rule 7.1.

The Implementation Deed states that amongst other conditions precedent to be met by both parties, R3D must raise \$4,250,000 in new capital through the issue of 21,250,000 fully paid ordinary shares, priced at \$0.20 per share via a prospectus.

The proposed transaction is subject to due diligence.

Shareholder approval is also being sought to authorise the capital raising, and any other requirements of the ASX and Listing Rules.

1.3. Summary

The Company entered into an agreement with Tartana Resources on the Agreement Date pursuant by which the Company will acquire all the shares in Tartana Resources (**Implementation Deed**). See page 12 for information about Tartana Resources. The Implementation Deed is summarised on page 21.

At completion of the Implementation Deed:

- (a) R3D will issue 70,998,698 R3D Shares in the Company to the Tartana Shareholders along with 27,699,757 unlisted R3D Options;
- (b) The Company aims to acquire 100% of the issued share capital in Tartana Resources; and
- (c) The Company's business will become focussed on the exploration and development of minerals.

Completion of the Implementation Deed (and implementation of the Acquisition) is subject to a number of conditions precedents. See page 22 for further details.

The Implementation Deed forms part of the Acquisition.

The Acquisition refers to all the corporate actions (summarised in this Section) that must take place in order for the Implementation Deed to complete.

1.4. Timetable

| | |
|---|-----------------------------|
| Dispatch Notice(s) of Meeting(s) | Thursday, 24 December 2020 |
| Lodge prospectus with ASIC | Monday, 11 January 2021 |
| Lodge Appendix 1A with ASX | Monday, 11 January 2021 |
| Offer opens | Monday, 25 January 2021 |
| Hold AGM | Wednesday, 27 January 2021 |
| Prospectus closes | Wednesday, 24 February 2021 |
| Allot securities to successful applicants | Wednesday, 3 March 2021 |
| Completion of Consolidation | Tuesday, 9 March 2021 |
| Completion of Acquisition | Tuesday, 9 March 2021 |
| Reinstatement and re-commencement of trading on ASX | Wednesday, 17 March 2021 |

These dates are indicative only and subject to change. The Board at its own discretion and subject to the Corporations Act and the Listing Rules reserves the right to alter this timetable at any time and may extend the period of the Public Offer or bring forward the Close of the Public Offer.

1.5. Rationale for the Acquisition

1.6. Introduction

The purpose of this Section is to identify significant issues for Shareholders to consider in relation to the Acquisition. Shareholders are reminded that the Acquisition will not proceed unless all the Essential Resolutions are approved at the Annual General Meeting.

Before deciding how to vote at the Annual General Meeting, Shareholders should carefully consider the factors discussed below, as well as the other information contained in this Booklet.

1.7. Rationale for the Acquisition

The Company's rationale for proceeding with the Acquisition can be summarised as follows:

R3D Global was incorporated in 2004 and was reinstated to the Official List of the ASX on 23 March 2016 following a Change in the Nature and Scale of its Activities. Its principal operations are Public and Investor Relations in South East Asia.

Interest in the Company's business was dramatically curtailed with the advent of the Covid-19 pandemic.

The Company's directors have determined that it is in the best interests of the Company that it diversifies its operations through the acquisition of Tartana Resources, providing an alternate business opportunity to benefit the Company's shareholders.

Exploration for minerals will be the primary focus of the Company, subject to other future investment and business opportunities that may be identified by the Board.

Directors believe that exposure to some exciting copper and zinc projects will have significant potential to deliver shareholder value.

Following completion of the Tartana Resources acquisition the Directors will review the Company's existing business operations and assess whether this investment should be retained or sold.

1.8. Why you may vote against the Acquisition

Shareholders may decline to approve the Acquisition for a number of reasons. These may include the following:

- **Disagree with the change to business** - At completion of the Acquisition the Company will change the nature of its activities to become a company, which will focus on mineral exploration and development.
Those activities may not be consistent with the objectives of all Shareholders.
- **Dilution** - Shareholders have not been given the opportunity to participate in the issue of the R3D Shares. As a result, Shareholders' interests in the Company will be significantly diluted if the Resolutions are approved and again if the Acquisition proceeds (by the Public Offer). Shareholders will however be given an opportunity to participate in the Public Offer.
- **Increased costs** - If the Acquisition is approved, the costs incurred by the Company will increase. However some costs (such as fixed administrative costs) will reduce on a per Share basis, as they are spread across a larger capital base.

1.9. Risks of the Acquisition

Whilst the Company considers the benefits for Shareholders far outweigh the risks, there are a number of risks to Shareholders associated with the Acquisition.

Exploration and Development: Tartana holds several projects including early-stage projects.

All projects are subject to the risks inherent to exploration including whether exploration will be successful and lead to the identification of ore resources. Other risks including achieving predicted grades in exploration and mining, and risks associated with negative exploration results, including relinquishment (in whole or in part) of tenements, even though a viable mineral deposit may be present, but undiscovered.

Some projects are also subject to the risks inherent to the commissioning and operating plant and equipment and satisfactory performance of mining operations (including risks relating to continuity of ore deposit, fluctuations in grades and values of the product being mined, and unforeseen operational and technical problems).

Other risks which may affect exploration and mining include native title issues, weather, technical difficulties, environmental management, change of government policies, labour issues and adverse commodity price and exchange rate movements. The evolution of the COVID-19 pandemic is also a risk factor for operations.

Development and Acquisition Opportunities: The success of Tartana partially depends upon Tartana's ability to identify, secure and develop a portfolio of high-quality projects and strategic industry partnerships.

See page 18 for details of material risks identified by the Directors.

1.10. Key implications if the Acquisition does not proceed

If any one of the Essential Resolutions are not approved by Shareholders or another key condition precedent to the Acquisition is not satisfied or waived:

- the Acquisition will not proceed;
- the Shareholders will retain their current interest in the Company;
- the Company will have spent substantial Board and management time and resources pursuing the Acquisition, without realising any benefits of the Acquisition;

- the Company would lose an opportunity to advance its business with substantial and credible investors;
- the Company is likely to have to search for other sources of funding, on terms that are uncertain and unpredictable.

See section 1.13 for details of the Board's plans for the Company's business if the Acquisition does not proceed.

1.11. Tartana Resources Limited

Tartana Resources was revitalised in September 2017 with the aim of acquiring new projects to create shareholder value through becoming a significant copper and zinc explorer and producer.

This resulted in the acquisition of the Tartana Copper-Zinc Project during the third quarter of 2017, followed by the acquisition of the Zeehan Zinc Slag Project in early 2018.

The Company has continued to aggregate new projects and has now established a significant tenement position in North Queensland which contain evidence of copper and gold mineralisation that with further exploration including drilling, management believe has potential to define copper and/or gold resources. The Company has projects with varying exploration maturity levels.

Tartana Resources has also advanced the monetizing of the Zeehan Zinc Slag resource by exporting two trial shipments to South Korea and now is seeking the permitting to export further tonnages.

Tartana Resources flagship project is the Tartana Copper and Zinc Project held under Mining Leases ML 20489, ML 4819, ML 4820 and ML 5312. Separate projects within these leases include the Tartana Copper Oxide Project, the Queen Grade Zinc Project, the Deeper Copper Sulphide Project below the existing open pit and the nearby Valentino Copper-Gold-Silver-Cobalt Project. The Mining Leases also contain heap leach pads and a solvent extraction-crystallisation plant which are being kept on care and maintenance.

Zeehan Zinc Low Grade Furnace Slag/Matte Project comprises historic smelter slag stockpiles and on Mining Lease 3M/2017 and is located in western Tasmania.

In addition, it has two earlier stage exploration properties:

Mount Hess Copper-Gold Project in Central Queensland: This project is located on EPM 18864 and EPM 19252 where historical exploration has identified zones up to 10 metres wide containing elevated copper and gold grades with strike lengths in excess of 200 metres.

Amber Creek Molybdenum-Tin-Tungsten Project is located in north Queensland: The project is located on EPM 18865 where previous exploration has identified extensive and cross-cutting mineralised veins.

Further details of Tartana Resources projects can be found on the Tartana's website at www.tartanaresources.com.au.

If all of the Essential Resolutions are passed, the Company will lodge a Prospectus in accordance with the requirements of the Corporations Act and the Listing Rules on or around Monday, 11 January 2021.

1.12. Profile of the Company and Impact of the Acquisition

1.12.1. Profile

R3D Global was incorporated in 2004 and was listed on the ASX in December 2004. Its principal operations are Public and Investor Relations in South East Asia.

Interest in the Company's business was dramatically curtailed with the advent of the Covid-19 pandemic. The Company's directors have determined that it is in the best interests of the Company that it diversifies its operations through the acquisition of Tartana Resources, providing an alternate business opportunity to benefit the Company's shareholders.

Shares in the Company have been suspended from trading on the ASX since 17 March 2020 following a query from the ASX with respect to the Company's level of operations and financial condition.

Exploration for minerals will be the primary focus of the Company, subject to other future investment and business opportunities that may be identified by the Board.

Following completion of the Tartana Resources acquisition the Directors will review the Company's existing business operations and assess whether this investment should be retained or sold.

1.12.2. Pro forma Balance Sheet of Merged Group

The following table presents the pro-forma balance sheet at 30 June 2020.

| | R3D | Tartana | Proposed and post balance date Transactions | Consolidated Adjustments | Consolidated Proforma |
|-------------------------------|----------------------|----------------------|---|--------------------------|-----------------------|
| | Audited 30-Jun-20 \$ | Audited 30-Jun-20 \$ | TOTAL \$ | \$ | Unaudited \$ |
| ASSETS | | | | | |
| Total Current Assets | 203,447 | 229,335 | 4,445,000 | - | 4,877,782 |
| Total Non-Current Assets | 144,781 | 6,671,276 | 13,425,628 | (5,128,372) | 15,113,313 |
| Total Assets | 348,228 | 6,900,611 | 17,870,628 | (5,128,372) | 19,991,095 |
| LIABILITIES | | | | | |
| Total Current Liabilities | 320,609 | 1,707,785 | 250,000 | - | 2,278,394 |
| Total Non-Current Liabilities | 35,043 | 546,015 | - | - | 581,058 |
| Total Liabilities | 355,652 | 2,253,800 | 250,000 | - | 2,859,452 |
| NET ASSETS | (7,424) | 4,646,811 | 17,620,628 | (5,128,372) | 17,131,643 |
| EQUITY | | | | | |
| Issued capital | 62,062,337 | 8,686,013 | 17,720,628 | (8,686,013) | 79,782,965 |
| Accumulated losses | (62,069,461) | (3,625,687) | (600,000) | | (66,295,148) |
| Reserves | (300) | 86,485 | - | | 86,185 |
| Total EQUITY | (7,424) | 5,146,811 | 17,120,628 | (8,686,013) | 13,574,002 |

1.12.3. Impact on Capital Structure

Shareholders are asked to consider a 1 for 4 consolidation of the Company Shares in Resolution 6 which will result in a change in the number of R3D shares from 47,147,058 to 11,786,765.

| | Shares ¹ | Options ¹ | Convertible Notes ² |
|------------------------------------|---------------------|----------------------|--------------------------------|
| R3D | | | |
| Shares currently on issue | 47,147,058 | | |
| Sub total pre-consolidation | 47,147,058 | | |

| | | | |
|---|--------------------|-------------------|------------------|
| Capital consolidation – 1 for 4. | 11,786,765 | | |
| Sub total post-consolidation | 11,786,765 | | |
| | | | |
| Acquisition of Tartana | | | |
| Vend-in for \$14,199,740 at \$0.2 existing Tartana shares | 70,998,698 | 14,199,757 | 3,750,000 |
| Existing Tartana Options | | 13,500,000 | |
| Issue of R3D shares at \$0.20 to raise \$4,250,000 | 21,250,000 | 4,250,000 | |
| At Completion | | | |
| MMR Mandate post consolidation | 3,000,000 | | |
| Fees on successful re-compliance (MMR) | | 1,000,000 | |
| Success Options Brokers Facilitators | | 1,000,000 | |
| Total R3D Securities at Completion | 107,035,463 | 33,949,757 | 3,750,000 |

¹ It is proposed that all Tartana Shares and Tartana Options will be acquired by R3D with an R3D Share and R3D Option issued in consideration for each Tartana Share and Option.

² In the event that Tartana Convertible Notes are not converted prior to Completion, R3D will issue convertible notes on the same terms as the Tartana Convertible Notes. Such issue will be made after Completion using the Company's placement capacity under Listing Rule 7.1.

Should the Tartana Convertible Note convert to R3D Shares, a further 3,750,000 R3D Shares will be issued

1.12.4. R3D Options to be issued

The R3D Options consist of 33,949,757 unlisted options to acquire fully paid ordinary shares in the Company (that are exercisable at \$0.40 per share) within 5 years of the date of issue.

If 100% of the Acquisition is approved, the Public Offer is fully subscribed and all options being considered at this meeting are issued and are exercised in full, the number of R3D Shares on issue would increase to 140,985,202 fully paid ordinary shares on issue (by way of raising a further \$13,579,896 in funds).

1.13. Plan should the Company not secure approval for the Acquisition

If the Essential Resolutions 3 to 12 are not passed, the Acquisition will not proceed. If the Acquisition does not proceed:

- (a) the R3D Board will pursue new opportunities for Shareholders; and
- (b) New capital raisings may be required depending on the scale and needs of the new opportunities proposed to be pursued by the R3D Board.

1.14. Risks

There are a number of factors, both specific to the Company and of a general nature, which may affect the future operating and financial performance of the Company and the outcome of an investment in the Company. There can be no guarantee that the Company will achieve its stated objectives, that management forecasts will be met or that forward-looking statements will be realised.

This section describes certain, but not all, risks associated with an investment in the Company.

| Key Risk | Comment |
|--|--|
| Re-Quotation of Shares on ASX | <p>The acquisition of Tartana Resources constitutes a significant change in the nature and scale of the Company's activities and the Company needs to re-comply with Chapters 1 and 2 of the ASX Listing Rules as if it were seeking admission to the Official List.</p> <p>There is a risk that the Company may not be able to meet the requirements of the ASX for re-quotation of its Shares on the ASX. Should this occur, the Shares will not be able to be traded on the ASX until such time as those requirements can be met, if at all. Shareholders may be prevented from trading their Shares should the Company be suspended until such time as it does re-comply with the ASX Listing Rules.</p> |
| Competition risk | <p>The industry in which the Company will be involved is subject to domestic and global competition. While the Company will undertake all reasonable diligence in its business decisions and operations, the Company will have no influence or control over the activities or actions of its competitors, which activities or actions may, positively or negatively, affect the operating and financial performance of the Company's business.</p> |
| Capital structure | <p>Should the Options be exercised, Shareholders will have their holdings diluted.</p> |
| Reliance on key personnel | <p>Skilled employees and consultants are essential to the successful delivery of the Company's strategy.</p> <p>Upon changing the nature and scale of its activities, the Company will rely to a large extent on the services of certain key management personnel, the loss of any of which could delay the pursuit of the Company's strategy. The Company will not maintain key-man life insurance with respect to any of its employees.</p> |
| Restricted Securities and effect on liquidity | <p>Subject to the Company being reinstated to the Official List, certain Shares will be classified by ASX as Restricted Securities. ASX may require that they be held in escrow for up to 24 months from the date of reinstatement. In addition, the Shares to be issued to the Vendors will be subject to a 12-month period of voluntary escrow (or longer, if required by the ASX). During the period in which Securities are prohibited from being transferred, trading in Shares may be less liquid which may impact on the ability of a Shareholder to dispose of their Shares in a timely manner.</p> |
| Market conditions | <p>The market price of the Shares can fall as well as rise and may be subject to varied and unpredictable influences both globally and domestically.</p> |
| Economic | <p>General economic conditions, movements in interest and inflation rates and currency exchange rates may have an adverse effect on the Company's activities, as well as on its ability to fund those activities.</p> |

| Key Risk | Comment |
|--|--|
| Exploration and Development | <p>Tartana Resources holds several projects including early-stage projects.</p> <p>All projects are subject to the risks inherent to exploration including whether exploration will be successful and lead to the identification of ore resources. Other risks including achieving predicted grades in exploration and mining, and risks associated with negative exploration results, including relinquishment (in whole or in part) of tenements, even though a viable mineral deposit may be present, but undiscovered.</p> <p>Some projects are also subject to the risks inherent to the commissioning and operating plant and equipment and satisfactory performance of mining operations (including risks relating to continuity of ore deposit, fluctuations in grades and values of the product being mined, and unforeseen operational and technical problems).</p> <p>Other risks which may affect exploration and mining include native title issues, weather, technical difficulties, environmental management and compliance with Environmental Authority requirements, change of government policies and labour issues.</p> |
| Dilution | <p>The Offer, where successful, has a potential for significant dilution of existing Shareholders. The existing capital of the Company consists of 47,147,058 Shares and will reduce to 11,786,765 after a 1 for 4 consolidation.</p> <p>The total shares on issue are expected to be 107,035,463 after the acquisition of Tartana Resources and the raising of \$4.25 million.</p> |
| Tax and Stamp Duty | <p>Tax or stamp duty liabilities may arise from the recent acquisitions of assets by Tartana.</p> |
| Development and Acquisition Opportunities | <p>The success of the Company partially depends upon the Company's ability to identify, secure and develop a portfolio of high-quality projects and strategic industry partnerships.</p> |
| Future Capital Requirements | <p>Exploration and development costs will reduce the cash reserves of the Company. Tartana Resources has limited operating revenue from the completed trial slag/matte shipments and future revenue if shipments continue, however, is unlikely to generate sufficient cash to fully fund future exploration and development costs. It may not generate operating revenue unless permitting and project developments are successful and production commences. The future capital requirements of the Company will depend on many factors including its business development activities. The Company will be dependent on future capital raising in addition to the Offer, through equity, debt or joint venture financing, in order to further develop the Projects or acquire new projects. Such future funding is not certain.</p> |
| Dependence on Key Personnel | <p>The Company's success depends to a significant extent upon key management personnel, as well as other management and technical personnel including those employed on a contractual basis. The loss of the services of certain personnel could have an adverse effect upon the Company and its activities.</p> |

| Key Risk | Comment |
|---|--|
| Tenements | The renewal of tenements upon expiry of their current term and the granting of applications for exploration licences, exploration permits or mining leases is subject to Ministerial approval, which may be withheld, withdrawn or made subject to limitations. |
| Contractual risks | Tenements may be subject to royalties and risks associated with the calculation of royalties and other rights. There is no certainty that informal discussions with owners of plants or facilities will eventuate into contractual arrangements. |
| Native Title and Land Access | The Native Title Act 1993 (Cth) and associated legislation relating to native title apply to the Tenements. Uncertainty associated with native title issues may impact on the Company's future plans. The Solicitor's Report on Mineral Tenements provides detail on this issue. |
| Aboriginal Sites of Significance | Commonwealth and State legislation obliges the Company to identify and protect sites of significance to Aboriginal custom and tradition. One or more sites of significance may exist in an area which the Company considers to be prospective, which may increase the cost of carrying out exploration and mining or prevent exploration or mining. The Solicitor's Report on Mineral Tenements provides detail on this issue. |
| Environmental Risks | The minerals and mining industries have become subject to increasing environmental responsibility and liability. The potential for liability is an ever-present risk. The use and disposal of chemicals in the mining industry is under constant legislative scrutiny and regulation. Climate change also poses a risk, particularly in relation to changing weather patterns in north Queensland. |
| Other general risks | Investors should note other risks inherent to listed securities and to managing a company (without limitation): Share market conditions General economic factors Commodity prices Exchange rate movements Government policy and legal risk Litigation risk Insurance risk Force Majeure; and Uncertainty |

1.15. Implementation Deed

This Section includes a summary of the material documents required to implement the Acquisition.

1.15.1. General

The Company entered into the Implementation Deed with Tartana Resources on the Agreement Date to acquire all of the issued capital of Tartana Resources. The Consideration for the acquisition of all the Tartana Securities is the issue of the following securities to the vendors of Tartana Resources:

1. 70,998,698 R3D Shares at \$0.20 per share;
2. 27,699,757 R3D Options (Unlisted Options exercised at \$0.40, and expiring on the fifth anniversary from their date of issue); and
3. Replacing the Tartana Convertible Notes with R3D Convertible Notes.

1.15.2. Material Terms and Conditions precedent

The material terms and conditions precedent of the Implementation Deed provide:

1. R3D and Tartana Resources will do all things necessary or desirable to give effect to the provisions and intentions of the Implementation Deed;
2. ASX granting a waiver of LR 9.1(b) and LR 9.1(c) so that the Tartana Shareholders who are receiving shares as consideration for the acquisition of their Tartana shares will be treated as seed capitalists and be subject to the application of the cash formula relief using the conversion ratio calculation and to the relevant escrow period for their classification (**ASX Waiver**);
3. Tartana Shareholders providing fully executed Share Sale Agreement(s) which, when combined, represent the sale of at least 90% of the share capital of Tartana Resources to R3D or such greater percentage required by the ASX in satisfaction of the ASX Waiver;
4. R3D conducting a 1 for 4 consolidation of its Shares;
5. Cancellation of all Tartana Options and the issue of R3D options, exercisable at \$0.40 within 5 years of the date of issue to the Tartana Option holders;
6. R3D Shareholders approving:
 - a. the change in nature and scale of its activities;
 - b. the acquisition of Tartana Resources;
 - c. the change of control of R3D by Reverse Takeover;
 - d. under ASX Rule 7.1 an issue of R3D Shares in excess of 15%; and
 - e. the appointment of Tartana directors to the R3D Board effective from Completion.
7. Completion of a public offer of a minimum (and maximum) subscription of 21,250,000 FPO shares at 20 cents a share with one 5-year, 40 cent option issued for every 5 shares subscribed for;
8. R3D meeting the requirements of Chapters 1 and 2 of the Listing Rules as if R3D were applying for admission to the official list of the ASX;
9. ASX approving the reinstatement of R3D shares to official quotation;
10. Completion of Due Diligence by R3D and Tartana;
11. Resignation of R3D Officers other than Michael Thirnbeck.

The Implementation Deed contains such other terms and conditions considered standard for an agreement of its nature including regulatory compliance, representations and warranties and confidentiality provisions.

1.16. Additional Information

1.16.1. Introduction

This section includes additional information that the Company considers material to the decision on how to vote with respect to the Acquisition.

1.16.2. Acquisition Resolutions inter-conditional

The Essential Resolutions are inter-conditional. This means that each of these resolutions needs to be passed for the approval sought to be effective.

1.16.3. Regulatory Requirements

This Section summarises the requirements of the Listing Rules and the Act, which are relevant to the Acquisition.

Resolution 8 - Listing Rule 11.1.2

Listing Rule 11.1.2 requires that if an entity proposes to make a significant change, either directly or indirectly, to the nature or scale of its activities, it must, if directed by ASX, get approval of holders of ordinary securities for the change to activities.

ASX has agreed with the Company that, given the significant change in the nature and scale of the activities of the Company upon completion of the Acquisition, it requires the Company to obtain the approval of its Shareholders.

For this reason, the Company is seeking Shareholder approval for the Company to acquire Tartana Resources and change the nature and scale of its activities under ASX Listing Rule 11.1.

Information Required for the purpose of Listing Rule 11.1 – Resolution 8

The information set out below is required to be provided to Shareholders under the Listing Rules, including but not limited to Listing Rule 11.1.2, in respect to obtaining approval under Listing Rule 11.1 to change the nature and scale of its activities through the acquisition of Tartana Resources:

- Provided the R3D Shareholders approve the Acquisition and pass the Essential Resolutions, the Company will seek to re-comply with the requirements of Chapters 1 and 2 of the Listing Rules to obtain the re-quotations of its securities on ASX.
- Amongst other things, the provisions of Chapters 1 and 2 of the Listing Rules require the Company to:
 - ensure that all of the Company's securities on issue each have a price of not less than \$0.20;
 - demonstrate that the Company has not less than 300 Shareholders, each holding at least \$2,000 of Shares;
 - prepare a prospectus in accordance with the provisions of the Corporations Act and the Listing Rules for the Public Offer;
 - demonstrate that the Company has an appropriate structure and appropriate operations;
 - satisfy either of the tests set down in the Listing Rules in relation to the Company's profitability or the Company's asset value; and
 - demonstrate that the new directors are of good fame and character.
- The Company will not issue the R3D Shares under the Public Offer until the Company has received conditional confirmation from the ASX that, subject to compliance with conditions imposed by ASX, the Company will comply with Chapters 1 and 2 of the Listing Rules. There is a risk that the Company will be unable to comply with Chapters 1 and 2 of the Listing Rules. Should this occur, the Company's securities will not be able to be traded on the ASX until such time as those requirements can be met, if at all.
- The Directors consider that the change in the nature and scale of the Company's activities, which will result from the acquisition of Tartana Resources, the subject of this Resolution 8, is in the best interests of the Company and unanimously recommend that Shareholders vote in favour of this Resolution.
- ASX Guidance Note 12 requirements for approval under ASX Listing Rule 11.1.2:

| Information Required | Information |
|---|--|
| The parties to, and material terms of, the transaction. | See section 1.15 of this Explanatory Memorandum. |

| Information Required | Information |
|--|---|
| <p>Information about the likely effect of the transaction on the entity's consolidated total assets, total equity interests, annual revenue, annual expenditure and annual profit before tax.</p> | <p>See section 1.15 and 1.12.2 of this Explanatory Memorandum.</p> <p>The Acquisition will have no effect on revenues from R3Ds existing business.</p> <p>Expenditure will increase significantly as shown in the Use of Funds table in section 1.17.4 below but will be funded from the Public Offer.</p> |
| <p>A capital table showing the issued capital of the entity before and after the transaction and explaining any capital restructure that will be conducted.</p> | <p>See section 0 of this Explanatory Memorandum</p> |
| <p>If in the preceding 6 months the entity or the target has issued any securities, the following information about the issue:</p> <ul style="list-style-type: none"> • the nature of the issue (e.g. placement, pro rata offer, public offer under a prospectus or PDS or offer to professional or sophisticated investors under an information memorandum); • the consideration provided for the securities; • whether the issue was underwritten and, if so, by whom and the amount of their underwriting fee; and • the amount raised by the issue and the purposes for which the funds raised were or will be used. | <p>R3D</p> <p>R3D has not issued any securities in the preceding 6 months.</p> <p>Tartana Resources</p> <p>On 30 July 2020, the Tartana Resources undertook a Private Placement of 2.0 million fully paid ordinary shares at 12.5 cents raising \$250,000.</p> <p>On 31 July 2020, Tartana Resources issued 4.0 million fully paid ordinary shares to the shareholders of Mother Lode Pty Ltd as consideration for the acquisition of all the issued capital of Mother Lode Pty Ltd.</p> <p>On 7 December 2020 Tartana Resources finalised a private placement targeting sophisticated and professional investors raising \$825,228 comprising 6,601,827 fully paid ordinary shares at 12.5 cents. The funds raised were for working capital to secure further permitting for Zeehan zinc low grade furnace slag/matte shipments, consultancy work associated with the mining lease applications in north Queensland and general administration.</p> <p>The issues were not underwritten.</p> |

| Information Required | Information |
|--|--|
| <p>If the entity or the target is proposing to issue securities prior to the entity's re-admission (whether as part of, or in connection with, the transaction or otherwise), the following information about the issue:</p> <ul style="list-style-type: none"> the nature of the issue (e.g. placement, pro rata offer, public offer under a prospectus or PDS or offer to professional or sophisticated investors under an information memorandum); the consideration to be provided for the securities <p>any minimum subscription proposed</p> <ul style="list-style-type: none"> whether the issue will be underwritten and, if so, by whom and the amount of their underwriting fee; and the amount proposed to be raised by the issue and the purposes for which the funds raised will be used. | <p>See section 1.17 of this Explanatory Memorandum</p> |
| <p>Details of any person who will acquire control of, or voting power of 20% or more in, the entity as a result of the transaction.</p> | <p>No person will acquire control of, or voting power of 20% or more in, the entity as a result of the transaction.</p> |
| <p>If there are any changes proposed to the entity's board or senior management, details of those changes.</p> | <p>It is proposed that all directors of R3D, other than Michael Thirnbeck will resign and the following directors will be appointed at Completion:</p> <p style="text-align: center;">Dr Steve Bartrop (Executive Chairman) Bruce Hills Robert Waring</p> <p>At Completion, Henry Kinstlinger will resign as company secretary and Veronique Morgan-Smith, the current company secretary of Tartana will be appointed company secretary.</p> |
| <p>The timetable for implementing the transaction, including the process and timetable for seeking the approval of security holders to the transaction and for re-complying with ASX's requirements for admission and quotation.</p> | <p>See section 1.4 of this Explanatory Memorandum</p> |
| <p>A summary of the target's principal activities and the jurisdictions in which it operates.</p> | <p>See section 1.1 of this Explanatory Memorandum</p> |

| Information Required | Information |
|---|--|
| A description of the target's business model, including any key dependencies and key risks. | See section 1.1 of this Explanatory Memorandum For key Risks see section 1.14 of this Explanatory Memorandum |
| A copy of the target's accounts, being accounts that would meet the requirements in Listing Rule 1.3.5(b) if the entity were applying for admission to the official list under the assets test on the date of the announcement, or a link to where they can be viewed and downloaded. | Not Applicable. |
| Details of any regulatory approvals or waivers required or other material conditions that must be satisfied for the transaction to proceed. | The Company has sought a waiver of LR 9.1(c) so that the Tartana shareholders who are receiving shares as consideration for the acquisition of their Tartana shares will be treated as seed capitalists and be subject to the application of the cash formula relief using the conversion ratio calculation and to the relevant escrow period for their classification (ASX Waiver) and further that the same security holders will be counted towards spread for the re-listing. Details of the Implementation Deed conditions are included in section 1.15 to be satisfied have been included above. |
| Details of any fees paid or payable by the entity to any person for finding, arranging or facilitating the transaction. | No fees have or will be paid by the entity to any person for finding, arranging or facilitating the transaction. |
| Confirmation that the entity has undertaken appropriate enquiries into the assets and liabilities, financial position and performance, profits and losses, and prospects of the target for the board (or, in the case of a listed trust, the responsible entity) of the entity to be satisfied that the transaction is in the interests of the entity and its security holders or, if it hasn't, an explanation of why it hasn't. | Interest in the Company's business was dramatically curtailed with the advent of the Covid-19 pandemic. The Company's directors have determined that it is in the best interests of the Company that it diversifies its operations through the acquisition of Tartana Resources, providing an alternate business opportunity to benefit the Company's shareholders. The board has conducted and continues to do so through its due diligence the matters raised and is satisfied that the acquisition of Tartana is in the interests of its security holders. |

| Information Required | Information |
|--|---|
| The outcome of any applications the entity has made to ASX for in-principle advice or for waivers of, or confirmations under, the Listing Rules. | <p>On 2 November 2020, the Company applied for In-Principle advice as to the suitability of R3D for re-admission to the official list of ASX.</p> <p>The ASX advised on 19 November 2020, that (in part):</p> <p>“Based solely on the information provided and the facts known as at this time, ASX is not aware of any reasons that would cause R3D not to have a structure and operations suitable for a listed entity for the purposes of Listing Rule 1.1 condition 1 or that would cause ASX to exercise its discretion to refuse re-admission to the official list under Listing Rule 1.19.”</p> <p>The ASX will consider the Company’s application for a waiver of Listing Rule 9.1(c) following the Company’s application for readmission to the Official List.</p> |

1.17. Information required for the purpose of the Public Offer (Resolution 10)

1.17.1. Introduction

Resolution 10 proposes the issue of 21,250,000 Shares under the Public Offer at an issue price of \$0.20 per Share with 4,250,000 attaching unlisted Options at \$0.40 and exercisable within 5 years from the date of issue to raise \$4,250,000. The money raised from the Public Offer will be used to continue the company’s expansion after addressing listing expenses and working capital needs. Resolution is conditional on the passing of the Essential Resolutions.

For the avoidance of doubt, the securities offered under the Public Offer will only be issued pursuant to the disclosures made in the relevant prospectus.

1.17.2. ASX Listing Rule 7.1

ASX Listing Rule 7.1 prohibits a company from issuing shares or options representing more than 15% of its issued capital in any 12 month period without shareholder approval. The proposed Public Offer contemplated under Resolution 10 will exceed this limit. The effect of Shareholder approval will be that the Public Offer will not be counted in calculating the number of securities which the company can issue in the next 12 months under the 15% limit proposed by ASX Listing Rule 7.1.

1.17.3. Information required under ASX Listing Rules

In accordance with ASX Listing Rule 7.3, the following information is provided in relation to the Public Offer:

- i. The maximum number of new Shares proposed to be issued is 21,250,000 with 4,250,000 attaching unlisted Options at \$0.40 and exercisable within 5 years from the date of issue;
- ii. As the Public Offer is open to the public and is pursuant to a prospectus, the identity of the recipients of the shares is not known at this time.
- iii. They will be determined following the close of the Public Offer when Shares are allotted and issued.
- iv. The new Shares are expected to be issued within 3 months of the date of this Meeting;
- v. The new Shares will be issued at \$0.20 per Share.
- vi. The new Shares will be ordinary shares ranking equally in all respects with existing Shares.
- vii. Funds Raised will be applied in the manner provided in section 1.17.4.
- viii. A Voting Exclusion Statement has been included for the purpose of Resolution 10.

1.17.4. Use of funds

Assuming that the amount raised is \$4,250,000 under the Public Offer, the Company proposes that such amounts will be used as follows:

| Allocation of funds | \$ |
|-----------------------------|------------------|
| Exploration | 2,750,000 |
| Expenses of Offer | 300,000 |
| Administration | 800,000 |
| General Working capital | 145,000 |
| Brokerage | 255,000 |
| Totals Funds Applied | 4,250,000 |

1.17.5. Conditional on re-compliance with Chapters 1 and 2 of ASX Listing Rules

No Shares under the Public Offer will be issued under Resolution 10 until the ASX confirms that the Company has re-complied with Chapters 1 and 2 of the Listing Rules.

1.17.6. Voting Exclusion Statements

Voting exclusions apply pursuant to the Act and the Listing Rules and are detailed with each relevant resolution.

1.17.7. Independent advice

Shareholders should consult their legal, financial, taxation or other professional adviser if they have any queries regarding:

- the Acquisition;
- the taxation implication for them if the Acquisition is implemented;
- any other aspects of this Notice of Meeting.

1.17.8. Other Material Information

The Company will issue a supplementary document to this Notice of Meeting if it becomes aware of any of the following between the date of despatch of this Notice of Meeting and the date of the General Meeting:

- a material statement in this Notice of Meeting is false or misleading in a material respect;
- a material omission from this Notice of Meeting;
- a significant change affecting a matter included in this Notice of Meeting; or
- a significant new matter has arisen and it would have the effect of any of the above.

Depending on the nature and timing of the changed circumstances and subject to obtaining any relevant approvals, the Company may circulate and publish any supplementary document by:

- making an announcement to ASX; and/or
- placing an advertisement in a prominently published newspaper which is circulated generally throughout Australia; and/or
- posting the supplementary document to Shareholders at their registered address as shown in the Company Register; and/or
- posting a statement on the Company's corporate website, as the Company in its absolute discretion considers appropriate.

1.17.9. Directors Recommendation

The Directors unanimously recommend that shareholders vote in favour of the Essential Resolutions. The reasons the Board makes this recommendation are that they:

- i. Believe that the Acquisition is in the best interests of the Company;
- ii. The Public Offer will enable potential expansion and growth for the Company; and
- iii. The Public Offer is in the best interests of the Company.

Resolutions 3 to 5 Election of New Directors

Resolutions 3 to 5 are Essential Resolutions.

Article 9.1 of the Company's Constitution states that the Company in general meeting may appoint a director.

Resolution 3: Election of Stephen Bartrop as a Director of the Company

Stephen Bartrop will be appointed on Completion as an addition to the existing directors in accordance with Article 9.1 of the Company's Constitution. Member approval for the appointment of Stephen Bartrop is sought.

The qualifications and experience of Stephen Bartrop are as follows:

Education: PhD, BSc (Hons), Grad. Dip. Securities Instit. MAusIMM, F Fin, MSEG, GAICD.

Steve's professional experience spans more than 30 years covering periods in both the mining industry and financial sector. With a geology background, Steve has worked in exploration, feasibility and evaluation studies and mining in a range of commodities and in different parts of the world. In the financial sector, Steve has been involved in research, corporate transactions and IPOs spanning a period of more than 20 years, including senior roles at JPMorgan, Bankers Trust and Macquarie Equities.

Steve is also Chairman of Stibium Mining Pty Ltd, and is a director of South West Pacific Bauxite (HK) Ltd, a company developing a bauxite project in the Solomon Islands. He is also Chairman of Breakaway Investment Group Pty Limited and Breakaway Research Pty Limited.

Resolution 4: Election of Bruce Hills as a Director of the Company

Bruce Hills will be appointed on Completion as an addition to the existing directors in accordance with Article 9.1 of the Company's Constitution. Member approval for the appointment of Bruce Hills is sought.

The qualifications and experience of Bruce Hills are as follows:

Education: BCom, CA (NZ)

Bruce is an accountant and is currently an Executive Director of Breakaway Investment Group Pty Limited which operates the Breakaway Private Equity Emerging Resources Fund. Bruce is a Director of a number of unlisted companies in the mining and financial services sectors including The Risk Board and Stibium Australia. Bruce has 35 years' experience in the financial sector including 20 years in the banking industry primarily in the areas of strategy, finance and risk.

Resolution 5: Election of Robert Waring as a Director of the Company

Robert Waring will be appointed on Completion as an addition to the existing directors in accordance with Article 9.1 of the Company's Constitution. Member approval for the appointment of Robert Waring is sought.

The qualifications and experience of Robert Waring are as follows:

Education: B Econ

Memberships: FCIS, FFin, FAICD, MAusIMM

Robert Waring has over 40 years experience in financial accounting and company secretarial roles, principally in the resources industry. He is involved as Company Secretary of a number of public companies listed on the Australian Securities Exchange. Robert has specialist skills in the preparation of company prospectuses, due diligence work and financial assessment of projects and companies. He has a keen interest in the equity markets. Robert is a founding Executive Director of Oakhill Hamilton Pty Ltd.

Consolidation

Resolution 6: Consolidation Resolution

Resolution 6 is an Essential Resolution.

The Proposal

R3D proposes to consolidate R3D's share capital through the conversion of every four (4) ordinary R3D shares into one (1) R3D ordinary share.

Under section 254H of the Corporations Act, a company may consolidate its shares if the consolidation is approved by an ordinary resolution of shareholders at a general meeting.

If the consolidation is approved, the consolidation will take effect on and from 26 February 2021 or another date determined by the Board.

Treatment of Fractions

Where the consolidation of a shareholder's holding results in an entitlement to a fraction of a share, the fraction will be rounded up to the next whole number of shares.

Where the Directors form the opinion that shareholdings have been split or aggregated to obtain the benefit of rounding, transfers of shares and aggregated parcels of shares may be disregarded for the purpose of rounding.

Reasons for Consolidation

The aim of the share consolidation is to ensure that the Company complies with Listing Rule 2.1 condition 2 (the 20 cent rule).

Effect of Consolidation - Summary

The proposed share consolidation will reduce the number of Sovereign ordinary shares on issue as follows (subject to rounding):

| | Current Number of Shares on Issue | Number of Shares on Issue Post Consolidation |
|--|-----------------------------------|--|
| No Shares on issue at the date of this Notice of Meeting | 47,147,058 | 11,786,765 |

As the share consolidation applies equally to all R3D shareholders, individual shareholdings will be reduced in the same ratio as the total number of R3D shares (subject only to the rounding of fractions). It follows that the consolidation will have no material effect on the percentage interest of each individual R3D shareholder in R3D.

Similarly, the aggregate value of each R3D shareholder's holding (and the Company's market capitalisation) should not change other than minor changes as a result of rounding - as a result of the share consolidation alone (that is, assuming no other market movements or impacts occur).

Shareholders should note that the reduction of share capital, if approved, would also have an effect on Sovereign share price. The price per share can be expected to increase to reflect the reduced number of shares on issue.

If the Consolidation Resolution is passed and the conditions to its implementation are satisfied, then the Consolidation will be implemented and binding upon all Sovereign Shareholders, regardless of how (or if) they vote on the resolution.

Treatment of Convertible Securities

Having regard to the ASX Listing Rules, all convertible securities on issue will either be consolidated on the same basis as the Company's ordinary shares or the terms adjusted, so that the number of ordinary shares to be provided if the share rights vest will reflect the impact of share consolidation, with the necessary adjustments to be made to any applicable exercise or conversion price or number of securities issued on exercise or conversion.

Timetable for Consolidation

Set out below is an indicative timetable for the consolidation. These indicative dates are subject to change at the Board's discretion (subject to the Listing Rules).

| Event | Business Day |
|---|----------------------------|
| Hold Annual General Meeting | Wednesday, 27 January 2021 |
| Notification to ASX that Share Consolidation is approved | Wednesday, 27 January 2021 |
| Lodge Appendix 3A.3 | Thursday, 25 February 2021 |
| Effective date of Consolidation | Friday, 26 February 2021 |
| Last day for trading in pre-consolidated securities | Monday, 1 March 2021 |
| Trading in the consolidated securities on a deferred settlement basis commences | Tuesday, 2 March 2021 |
| Record date | Wednesday, 3 March 2021 |
| Last day to register transfers on a pre-consolidated basis | |
| Registration of securities on a post-consolidated basis | Thursday, 4 March 2021 |
| Issue Date and new holding statements to be sent to security holders | Tuesday, 9 March 2021 |
| Deferred settlement trading ends | |

Tax implications for Shareholders

The summary in this section is general in nature. In addition, particular taxation implications will depend on the circumstances of each shareholder. Accordingly, shareholders are encouraged to seek their own professional advice in relation to their tax position.

Neither R3D nor any of its officers, employees or advisers assumes any liability or responsibility for advising shareholders members about the tax consequences for them from the proposed share consolidation.

The share consolidation will be undertaken in accordance with section 254H of the Corporations Act. Subject only to rounding, there will be no change to the proportionate interests held by each R3D shareholder in R3D as a result of the consolidation.

Directors' Recommendation

The Directors recommend that Shareholders vote in favour of Resolution 6.

Resolution 7: Change of Name.

Section 157 of the Corporations Act enables a company to change its name by special resolution passed at a general meeting. In accordance with section 157, Resolution 7 seeks the approval of the Shareholders to a change of the Company's name from "R3D Global Limited" to "R3D Resources Limited" where R3D can be read as red, the colour of copper, a red metal.

This change of name has been proposed, as the Board believes that this name better reflects the nature and strategic value of the operations of the Company should the Essential Resolutions be approved.

The Company will carry on as the same legal entity as before, and that the change of name in no way affects the Company's existing property, rights or obligations or the rights or entitlements of the Shareholders.

Directors' Recommendation

The Directors recommend that Shareholders vote in favour of Resolution 7.

Resolution 8: Change to Nature and Scale of Activities.

Resolution 8 is an Essential Resolution.

R3D Global is proposing to acquire Tartana Resources Limited through a Reverse Takeover (**Acquisition**).

Listing Rule 11.1.2 empowers ASX to require a listed company to obtain the approval of its shareholders to a significant change to the nature or scale of its activities. The Acquisition will involve a significant change to the nature or scale of R3D Global's activities for these purposes and the Company has elected to comply with Listing Rule 11.1.2 and obtain shareholder approval for the Acquisition.

Resolution 8 seeks the required shareholder approval for the Acquisition under and for the purposes of Listing Rule 11.1.2.

If resolution 8 is passed, R3D Global will be able to proceed with the Acquisition and change its activities to those of mineral explorer, raise funds and be reinstated to the Official List of the ASX.

If resolution 8 is not passed, R3D Global will not be able to proceed with the Acquisition and seek other means to have its securities reinstated to the Official List of the ASX.

Further details pertaining to Resolution 8 are found in section 1 of this Explanatory Memorandum.

Directors' Recommendation

The Directors unanimously recommend that shareholders vote in favour of Resolution 8.

Resolution 9: Issue Securities as consideration for the acquisition of Tartana Resources Limited.

Details pertaining to Resolution 9 are found in section 1 of this Explanatory Memorandum additionally the Company provides the following information with respect to Resolution 9 pursuant to ASX Listing Rule 7.3:

| | |
|--|---|
| Number of Securities | 70,998,698 Fully Paid Ordinary Shares 27,699,757 Options |
| Price | No cash is being paid. \$0.20 per share in respect of 70,998,698 Fully Paid Ordinary Shares at the Public Offer price per share; and \$0.13 per option in respect of 27,699,757 Options (using the Black-Scholes Model for the purposes of the Pro-Forma Balance Sheet in section 1.12.2 of this Explanatory Memorandum). |
| Terms of Securities | Fully paid ordinary shares ranking equally with all existing fully paid ordinary shares on issue. The full terms of the Options are provided in Appendix A. |
| Date of Issue | Within six months from the date of this AGM. |
| Persons Issued To | Tartana Shareholders and Tartana Optionholders |
| Purpose of Issue / Use of Funds | Consideration for the Acquisition. |
| Material Terms of Relevant Agreement | The material terms of the Implementation Deed are set out in section 1.15 of this Explanatory Memorandum. |
| Effect of Resolution Not Passing | If this Resolution is not approved by Shareholders, the Company will not be able to proceed with the Acquisition. |
| Information about the Reverse Takeover | Information about the Reverse Takeover is provided in section 1 of this Explanatory Memorandum |
| Voting Exclusion | A voting exclusion statement applies to this Resolution. |

Directors' Recommendation

The Directors unanimously recommend that shareholders vote in favour of Resolution 9.

Resolution 10 : Public Offer

Resolution 10 is an Essential Resolution.

Details pertaining to Resolution 10 are found in section 1.17 of this Explanatory Memorandum.

Directors' Recommendation

The Directors unanimously recommend that shareholders vote in favour of Resolution 10.

Resolution 11: Issue of securities to MMR Corporate

Resolution 11 is an Essential Resolution.

Background

The Company believes its remuneration practices should align the interest of R3D Shareholders with that of its advisors to promote the long-term growth and prosperity of the business. MMR Corporate have discounted their fees and are to be issued Shares as compensation.

The Company has agreed to issue to MMR Corporate 3,000,000 Shares in consideration for the payment of corporate advisory fees in connection with the Acquisition.

Resolution 11 therefore seeks Shareholder approval for the issue of a total of 3,000,000 Shares. The effect of Resolution 11 will be to allow the Directors to issue the Shares to the advisors during the period of 3 months after the Meeting (or longer period, if allowed by ASX), without using the Company's annual 15% placement capacity.

Directors' Recommendation

The Directors unanimously recommend that shareholders vote in favour of Resolution 11.

Resolution 12: Issue of securities to Brokers and Advisors

Resolution 12 is an Essential Resolution.

Background

The Company will engage with brokers and advisors with respect to Public Offer to raise \$4,250,000. The Company has agreed to issue to brokers and advisors 1,000,000 Options upon successfully raising \$4,250,000 in the Public Offer. MMR Corporate will be issued 1,000,000 of these Options.

The full terms of the Options are provided in Appendix A.

Resolution 12 therefore seeks Shareholder approval for the issue of a total of 2,000,000 Options. The effect of Resolution 12 will be to allow the Directors to issue the Options to the brokers and advisors during the period of 3 months after the Meeting (or longer period, if allowed by ASX), without using the Company's annual 15% placement capacity.

Directors' Recommendation

The Directors unanimously recommend that shareholders vote in favour of Resolution 12.

Employee Option Plan

2. Resolution 13: Ordinary Resolution to Approve Employee Option Plan

Approval of Employee Option Plan

Resolution 13: Ordinary Resolution to Approve Employee Option Plan

Tartana Resources has an Employee Option Plan (an **EOP**), which allows the Company to issue Options to employees as long-term incentives.

Invitations under the EOP are generally only made to senior team members to tie their long-term performance with that of shareholders of the Company. The EOP was originally established by Tartana Resources.

R3D is seeking shareholder approval to adopt the plan.

The Listing Rules allow for the Company to seek shareholder approval for the EOP which allows the Company to issue securities under the EOP without requiring further shareholder approval for each issue for three years from the date of shareholder approval pursuant to Listing Rule 7.2 Exception 13.

In accordance with ASIC RG49, the Company will not offer or issue any Employee Options if at the time of the proposed offer, the Employee Options under the EOP would exceed 5% of the total number of Shares on issue.

Shareholders may request a copy of the proposed R3D Employee Option Plan Rules by contacting the Company Secretary at henry@r3d.com.au.

A summary of the terms of the EOP and the EOP Rules is as follows:

The purpose of the ESOP is to provide incentives to senior staff to achieve the Company's long term objectives and improve the long term performance of the Company. The ESOP is a key part of the longer term retention and incentive strategy of the Company. The ESOP recognises that the growth and profitability of the Company is heavily dependent on the retention of key senior staff.

The ESOP is administered by the Board in accordance with the ESOP rules. The Board has full discretion, subject to the terms of the ESOP, the Constitution, the Corporations Act and the Listing Rules.

The options granted under the ESOP ("**Employee Options**") are issued for nil consideration, unless the Board resolves otherwise. The Employee Options are non-transferable. There is no obligation on the Company to apply for quotation of the Employee Options on the ASX. Option holders have no rights or entitlements to participate in dividends declared by the Company or rights to vote at meetings of the Company until that Employee Option is exercised. Shares allotted upon exercise of the Employee Options will rank equally with Shares previously issued by the Company and will be listed in accordance with ASX Listing Rules. The Board sets in its absolute discretion the exercise price of the Employee Options, their number and the period during which the Employee Option can be exercised. In accordance with ASIC RG49, once the Company is listed the Company will not offer or issue any Employee Options if at the time of the proposed offer, the Employee Options under the ESOP would exceed 5% of the total number of Shares on issue.

Beneficiaries of the ESOP are employees and deemed employees. Eligible employees are full time or part-time employees or directors of the Company. Deemed employees are casual employees who have worked for the Company or a subsidiary for more than one year and consultants who have worked for the Company or a subsidiary for more than 6 months.

Employee Options lapse and are forfeited:

- 30 days after voluntary resignation by the employee from employment with the Company otherwise than to take up employment with a related body corporate of the Company;
- Immediately upon dismissal for wilful misconduct, repeated disobedience, incompetence, fraud or dishonesty, or any other fair and reasonable cause.

The ESOP may be terminated at any time or suspended for any period by resolution of the Board and notification thereof to the ASX. Termination or suspension of the Plan does not affect the rights of the Holders of unexpired Employee Options previously granted under the ESOP and the ESOP rules will continue to apply to those Employee Options until the Employee Options lapse or is exercised.

The maximum total number of options proposed to be issued under the ESOP following shareholder approval in accordance with Listing Rule 7.2 exception 13 is 5 million.

Directors' Recommendation

The Directors unanimously recommend that shareholders vote in favour of Resolution 13.

Further Information

For further information, please contact the Company by email at henry@r3d.com.au.

If you are unsure about any of the matters discussed above, the Directors encourage you to seek professional financial, legal, taxation, accounting, or other advice prior to making any decisions.

Voting Information

In accordance with section 1074E(2)(g) of the Corporations Act and regulation 7.11.37 of the Corporations Regulations 2001 (Cth), persons holding shares at 2:30 pm (Sydney time) on 25 January 2021 will be treated as Shareholders. This means that if you are not the registered holder of a relevant Share at that time you will not be entitled to attend and vote in respect of that Share at the meeting.

Electronic Voting: Details of how to vote electronically will be provided upon registration. You cannot vote on the same device on which you are viewing the meeting. A separate device is required. Should you have multiple holdings, you will need to logon to your voting device separately for each holding.

Voting by proxy: To vote by proxy, please complete and sign the enclosed Proxy Form and return it in accordance with the instructions set out in the Voting form so it is received no later than 2.30 pm (Sydney Time) on 25 January 2021.

Pursuant to section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes each proxy may exercise, then in pursuant to section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

If a Proxy Form is signed by an attorney, the original or a certified copy of the power of attorney or other authority under which the Proxy Form is signed must be provided to the Company's share registry in the manner specified in the Proxy Form by no later than 2.30pm (Sydney time) on 25 January 2021.

Voting by corporate representative: A Shareholder or proxy which is a corporation and entitled to attend and vote at the Meeting may appoint an individual to act as its corporate representative to vote at the Meeting. The appointment must comply with section 250D of the Corporations Act. The representative should provide evidence of his or her appointment to the Company's share registry by the time and in the manner specified in the Proxy Form.

Voting by attorney: Pursuant to Article 93.1 of the Company's Constitution a Shareholder entitled to attend and vote at the Meeting is entitled to appoint an attorney to attend and vote at the Meeting on the Shareholder's behalf. An attorney does not need to be a Shareholder. The power of attorney appointing the attorney must be signed and specify the name of each of the Shareholder, the Company and the attorney, and also specify the meeting(s) at which the appointment may be used. The appointment may be a standing one. To be effective, the power of attorney (or certified copy) must also be returned in the same manner and time as specified for Proxy Form

Key Management Personnel: The Chair of the meeting may vote an undirected proxy (ie. a proxy that does not specify how it is to be voted), provided the shareholder who has lodged the proxy has given informed consent, in the form of an express voting direction to the chair to exercise the undirected proxy, even if the resolution is connected with the remuneration of a member of Key Management Personnel (**Informed Consent**).

The Company recommends that shareholders consider the following options to ensure the validity of their votes:

- that shareholders direct proxies on a remuneration related resolution instead of leaving them undirected; or
- that shareholders nominate a proxy who is not a member of Key Management Personnel or any of their Closely Related Parties to vote on a remuneration related resolution; or
- that shareholders who wish to vest their undirected proxies in the chair on a remuneration related resolution ensure that they follow instructions provided on the proxy form in order to provide Informed Consent.

Directors Associations

Current Directors have no associations that are material for the purpose of this Notice of Meeting.

Appendix A

Option Terms

1. Definitions

In these option conditions:

ASX means ASX Limited;

Bonus Issue has the same meaning as ascribed to the expression "bonus issue" in the Listing Rules;

Business Day means any day except a Saturday or a Sunday or other public holiday in any State or Territory of Australia;

Exercise Commencement Date means the date on which the Options are issued;

Exercise Notice means a notice in writing by the Optionholder to the Issuer pursuant to which the Optionholder states that the Optionholder wishes to exercise the Option duly completed and signed accompanied by the Exercise Price;

Exercise Period means five years from the Exercise Commencement Date;

Exercise Price means \$0.40 per Share;

Issuer means R3D Global Limited ACN ACN 111 398 040.

Listing Rules means the listing rules of the ASX;

Option means an option to acquire a Share on the terms and conditions set out in this Schedule;

Option Certificate means a certificate of holding of an Option issued by or on behalf of the Issuer;

Pro Rata Issue has the same meaning as the expression "pro rata issue" has in the Listing Rules;

Register means the register of Optionholders maintained by or for and on behalf of the Issuer;

Share means a fully paid ordinary share in the Issuer;

Tax includes all income tax, company tax, fringe benefits tax, withholding tax, undistributed profits tax, group tax, payroll tax, sales tax, GST, customs or excise duties, land tax, stamp duty or any other tax or levy imposed by a governmental authority together with any interest, penalty, charge, fee or other amount imposed or made on or in respect of any of the foregoing and "Taxation" has a corresponding meaning.

2. Interpretation

In these Option Conditions, unless the context otherwise requires:

- (a) the Introduction is correct;
- (b) headings do not affect interpretation;
- (c) singular includes plural and plural includes singular;
- (d) words of one gender include any gender;
- (e) reference to legislation includes any amendment to it, any legislation substituted for it, and any subordinate legislation made under it;
- (f) reference to a person includes a corporation, joint venture, association, government body, firm and any other entity;
- (g) reference to a party includes that party's personal representatives, successors and permitted assigns;
- (h) reference to a thing (including a right) includes a part of that thing;
- (i) reference to two or more persons means each of them individually and any two or more of them jointly;
- (j) if a party comprises two or more persons:
- (k) reference to a party means each of the persons individually and any two or more of them jointly;
- (l) a promise by that party binds each of them individually and all of them jointly;
- (m) a right given to that party is given to each of them individually;

- (n) a representation, warranty or undertaking by that party is made by each of them individually;
- (o) a provision must not be construed against a party only because that party prepared it;
- (p) a provision must be read down to the extent necessary to be valid. If it cannot be read down to that extent, it must be severed;
- (q) if a thing is to be done on a day which is not a Business Day, it must be done on the Business Day before that day;
- (r) another grammatical form of a defined expression has a corresponding meaning;
- (s) an expression defined in the Corporations Act 2001 has the meaning given by the act at the date of this agreement.

3. Option Certificates

The Issuer must issue to the Optionholder an Option Certificate with respect to the Options.

4. Registration

The Issuer must register the Optionholder as the Optionholder of the Options in the Register.

5. Exercise of the Options

5.1 Method

The Optionholder must exercise the Options during the Exercise Period by completing and lodging with the Issuer an Exercise Notice duly executed by the Optionholder and paying the Exercise Price.

6. Allotment of Shares

The Issuer must after an Exercise Notice and payment of the Exercise Price is received in accordance with this clause 6 allot the number of Shares referred to in the Exercise Notice to the Optionholder in accordance with the Listing Rules.

7. Cancellation or endorsement of Option Certificate

Upon the allotment of Shares in accordance with clause 6, the Issuer must in respect of the Option Certificate lodged with the Issuer for the purposes of an exercise of Options:

- (a) if the outstanding Options have been exercised, cancel the Option Certificate; or,
- (b) if part only of the outstanding Options have been exercised, endorse the Option Certificate with the number of Options that have been exercised and the number of outstanding Options and return the same to the Optionholder.

8. Issues and Reorganisations

8.1 New Issues

The Optionholder is not entitled by reason only of being a Optionholder of Options to participate in any Bonus Issue, Pro Rata Issue or any other issue of rights to subscribe for additional Shares or any other securities to be issued by the Issuer.

8.2 Reorganisation of Capital

- (a) If an Option has not been exercised and the Issuer reorganises its issued capital including without limitation
 - (1) a consolidation of capital;
 - (2) a subdivision of capital
 - (3) a return of capital;
 - (4) a reduction of capital by a cancellation of paid up capital that is lost or not represented by available assets where no securities are cancelled;
 - (5) a pro rate cancellation or capital,

the number or the Exercise Price of the Options or both to which the Optionholder is entitled will be adjusted in accordance with Listing Rule 7.22.
- (b) This clause 8.2 is subject to the same provisions with respect to rounding of entitlements as sanctioned by the meeting of shareholders approving the reorganisation of capital.

- (c) Any other rights of the Holder will be changed to the extent necessary to comply with the Listing Rules applying to a reorganisation of capital at the time of reorganisation but in all other respects the terms for the exercise of the Options shall remain unchanged.

8.3 Rights issues

If the Issuer makes an offer of Shares pro rata to all or substantially all holders of Shares (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment) and no Shares have been allotted in respect of an Option before the date for determining entitlements to the rights issue then the new Exercise Price of the Option will be adjusted in accordance with the following formula:

$$O^1 = O - \frac{E(P - (S + D))}{N + 1}$$

- Where
- O^1 = the new exercise price of the Option;
 - O = the old exercise price of the Option;
 - E = the number of Shares into which one Option is exercisable;
 - P = average market price per share (weighted by reference to volume) of the Shares during the 5 trading days ending on the day before the ex rights date or ex entitlements date;
 - S = the subscription price (application money plus calls) for new Shares Issued under the rights issue;
 - D = any dividends declared but not yet paid on existing Shares which will not be payable in respect of new Shares issued under the rights issue; and
 - N = the number of Shares required to be held to receive a right to one new share under the rights issue.

The number of Shares which the Optionholder is entitled to subscribe for on exercise of the Option will not change.

8.4 ASX Listing Rules

- (a) This clause 8 is to be read subject to the requirements of the Listing Rules.
- (b) In the event of any inconsistency between the provisions of this clause 8 and the provisions of the Listing Rules, the provisions of the Listing Rules must prevail.

9. Shares

9.1 Rights attaching to Shares

Shares issued pursuant to the exercise of an Option rank pari passu in all respect with all other issued Shares of the Issuer.

9.2 Quotation of Shares

The Issuer must apply to the ASX within ten (10) business days after the date of issue of any Shares issued upon exercise of the Options, for such Shares to be admitted to quotation.

9.3 Interest in Shares

A Holder has no interest in the Shares the subject of the Optionholder's Options until those Options are exercised in accordance with this agreement and the Shares allotted to the Optionholder pursuant to the exercise.

9.4 Assignment

The Options are transferable but will not be quoted on the ASX.

9.5 Duty

The Optionholder must pay all stamp duty with respect to this agreement and/or the exercise of an Option.

10. Application of Listing Rules

- (a) Notwithstanding anything contained in these option conditions, if the Listing Rules prohibit an act being done, the act must not be done.
- (b) Nothing contained in this agreement prevents an act being done that the Listing Rules required to be done.

- (c) If the Listing Rules require an act to be done or not to be done, authority is given for that act to be done or not to be done as the case may be.
- (d) If the Listing Rules require this agreement not to contain a provision and it contains such a provision, this agreement is deemed not to contain that provision.

If any provision of this agreement is or become inconsistent with the Listing Rules, this agreement is deemed not to contain that provision to the extent of any inconsistency.



R3D

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Need assistance?



Phone:
1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **2:30pm (Sydney Time)** on **Monday, 25 January 2021**.

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Lodge your Proxy Form:

XX

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 999999
SRN/HIN: I9999999999
PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

MR SAM SAMPLE
 FLAT 123
 123 SAMPLE STREET
 THE SAMPLE HILL
 SAMPLE ESTATE
 SAMPLEVILLE VIC 3030

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of R3D Global Limited hereby appoint

the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of R3D Global Limited to be held as a virtual meeting on Wednesday, 27 January 2021 at 2:30pm and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Items 1 and 13 (except where I/we have indicated a different voting intention in step 2) even though Items 1 and 13 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Items 1 and 13 by marking the appropriate box in step 2.

Step 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

| | For | Against | Abstain | | For | Against | Abstain |
|---|--------------------------|--------------------------|--------------------------|----|--------------------------|--------------------------|--------------------------|
| 1 | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 9 | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2 | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 10 | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3 | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 11 | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4 | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 12 | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5 | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 13 | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 6 | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | | | | |
| 7 | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | | | | |
| 8 | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | | | | |

Inter-conditionality of Essential Resolutions

All Resolutions other than Resolutions 1 and 2 and 13 are conditional on Resolutions 3 to 12. If any of the Resolutions (other than Resolutions 1 and 2 and 13) are not passed, then all of those Resolutions will be taken to have been rejected by Shareholders.

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1 Securityholder 2 Securityholder 3 / /
 Sole Director & Sole Company Secretary Director Director/Company Secretary Date

Update your communication details (Optional)

Mobile Number Email Address
 By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

