

R3D RESOURCES LIMITED

ACN 111 398 040



NOTICE OF ANNUAL GENERAL MEETING

**Monday, 31 January 2022
2:30pm (Sydney Time)**

In light of the COVID-19 pandemic and the restrictions placed in relation to public gatherings, the R3D Resources Limited Annual General Meeting (AGM) is being held via live webcast, with Shareholders being asked to participate virtually. There will not be a physical meeting held.

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IMPORTANT INFORMATION

TIME AND PLACE OF MEETING

Notice is given that the R3D Resources Limited (R3D or the Company) Annual General Meeting (AGM or Meeting) will be held at 2:30pm (Sydney time) on Monday, 31 January 2022 via live webcast as a virtual meeting.

YOUR VOTE IS IMPORTANT

The business of the Meeting affects your shareholding and your vote is important.

VOTING ELIGIBILITY

The Directors have determined that, pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth), the persons eligible to vote at the AGM are those who are registered Shareholders at 7:00pm (Sydney time) on 29 January 2022.

VOTING DURING THE AGM

To vote during the AGM, join the Meeting at the time, date and via the link.

VOTING BY PROXY

To vote by proxy, please complete and sign the enclosed Proxy Form, and return it by 2:30pm (Sydney time) on Saturday, 29 January 2022, in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, members are advised that:

- each member has a right to appoint a proxy;
 - the proxy need not be a member of R3D; and
 - a Shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints two proxies, and the appointment does not specify the proportion or number of the member's votes, then, in accordance with section 249X(3) of the Corporations Act, each proxy may exercise half of the votes.
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BUSINESS OF THE MEETING

AGENDA

To assist Shareholders in deciding how to vote on the Resolutions, further details as background information to the Resolutions are set out in the Explanatory Notes forming part of this Notice of Meeting.

1. TO CONSIDER THE FINANCIAL STATEMENTS AND REPORTS

To consider the Reports of the Directors and the Auditor, and the Financial Statements of the Company for the year ended 30 June 2021.

Note: This item of business is for discussion purposes only and is not a Resolution. Shareholders will be given a reasonable opportunity during the AGM to ask questions about, or make comments in relation to, each of the reports during the consideration of this item.

2. RESOLUTION 1 – TO ADOPT THE REMUNERATION REPORT

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as an ordinary resolution:

“That, for the purpose of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in R3D’s Annual Financial Report for the financial year ended 30 June 2021.”

Note: The vote on this Resolution is advisory only and does not bind the Directors or the Company.

Voting Exclusion Statement: A vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons:

- a) a member of the Key Management Personnel, details of whose remuneration is included in the Remuneration Report; or
- b) a Closely Related Party of such a member.

However, a person (the voter) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- b) the voter is the Chairman and the appointment of the Chairman as proxy:
 - (i) does not specify the way the proxy is to vote on this Resolution; and
 - (ii) expressly authorises the Chairman to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

3. RESOLUTION 2 – TO RE-ELECT A DIRECTOR – MR MICHAEL THIRNBECK

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as an ordinary resolution:

“That, for the purposes of Article 6 of the Company’s Constitution, ASX Listing Rule 14.4 and for all other purposes, Mr Michael Thirnbeck, who retires as a Director by rotation and, being eligible, offers himself for re-election, be re-elected as a Director.”

4. RESOLUTION 3 – TO ELECT A DIRECTOR – MR RICHARD ASH

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as an ordinary resolution:

“That, for the purposes of Article 9 of the Company’s Constitution, ASX Listing Rule 14.4 and for all other purposes, Mr Richard Ash, who was appointed as a Director of the Company on 14 July 2021 (i.e. since the last AGM), and who retires as a Director and, being eligible, offers himself for election, be elected as a Director.”

5. RESOLUTION 4 – TO RATIFY THE ISSUE OF SHARES AND OPTIONS

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as an ordinary resolution:

“That, pursuant to, and in accordance with, ASX Listing Rule 7.4 and for all other purposes, Shareholders approve the prior issue of a total of 6,460,000 shares and 907,000 options in R3D, on the terms and conditions set out in the Explanatory Notes.

Resolution 4.1 4,535,000 shares and 907,000 options issued in the Tartana Resources Limited takeover.

Resolution 4.2 1,925,000 shares as the fee for an option to purchase the Beefwood Project.

Voting Exclusion Statement – Resolution 4.1: The Company will disregard any votes cast in favour of this Resolution by a person who participated in the issue or is a counterparty to the agreement being approved.

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

- a) 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
- b) 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
- c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) 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
 - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Exclusion Statement – Resolution 4.2: The Company will disregard any votes cast in favour of this Resolution by a person who participated in the issue or is a counterparty to the agreement being approved.

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

- a) 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
- b) 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
- c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) 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
 - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

6. RESOLUTION 5 – TO APPROVE A 10% PLACEMENT FACILITY

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as a special resolution:
“That, pursuant to, and in accordance with, ASX Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities of up to 10% of the issued capital of R3D (at the time of the issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2, and on the terms and conditions set out in the Explanatory Notes.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of this Resolution by any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company).

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

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

7. RESOLUTION 6 – TO APPROVE THE ISSUE OF OPTIONS TO A DIRECTOR – MR RICHARD ASH

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as an ordinary resolution:

“That, subject to the passing of Resolution 3, for the purpose of ASX Listing Rule 10.11 and for all other purposes, approval be given to the Company to issue a maximum of 1,500,000 Options to Mr Richard Ash (or his nominee), on the terms and conditions set out in the Explanatory Notes.”

Voting Exclusion Statement: For the purposes of the ASX Listing Rules, the Company will disregard any votes cast in favour of this Resolution by or on behalf of the person who is to receive the securities in question and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company).

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

- a) 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
- b) 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
- c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) 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
 - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way; or
- d) the Chairman and if the appointment of the Chairman as proxy:
 - (i) does not specify the way the proxy is to vote on this Resolution; and
 - (ii) expressly authorises the Chairman to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

8. RESOLUTION 7 – TO APPROVE THE ISSUE OF OPTIONS TO A DIRECTOR – MR MICHAEL THIRNBECK

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as an ordinary resolution:

“That, subject to the passing of Resolution 2, for the purpose of ASX Listing Rule 10.11 and for all other purposes, approval be given to the Company to issue a maximum of 1,000,000 Options to Mr Michael Thirnbeck (or his nominee), on the terms and conditions set out in the Explanatory Notes.”

Voting Exclusion Statement: For the purposes of the ASX Listing Rules, the Company will disregard any votes cast in favour of this Resolution by or on behalf of the person who is to receive the securities in question and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company).

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

- a) 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
- b) 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
- c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) 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
 - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way; or
- d) the Chairman and if the appointment of the Chairman as proxy:
 - (i) does not specify the way the proxy is to vote on this Resolution; and
 - (ii) expressly authorises the Chairman to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

9. RESOLUTION 8 – TO APPROVE THE APPOINTMENT OF A NEW AUDITOR

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as an ordinary resolution:

“That, for the purposes of the Corporations Act 2001, and for all other purposes, BDJ Partners, having been nominated by a Shareholder and consented in writing to act in the capacity of Auditor, be appointed as Auditor of the Company, as set out in the Explanatory Notes.”

By order of the Board

Robert J Waring

Company Secretary

Dated: 17 December 2021

EXPLANATORY NOTES

These Explanatory Notes have been prepared to provide information that the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions that are the subject of the business of the AGM.

1. TO CONSIDER THE FINANCIAL STATEMENTS AND REPORTS

In accordance with the Company's Constitution, the business of the Meeting will include the receipt and consideration of the Annual Financial Report of R3D for the financial year ended 30 June 2021 together with the Declaration of the Directors, the Directors' Report, the Remuneration Report and the Auditor's Report.

The Company did not provide a hard copy of R3D's Annual Report to Shareholders unless specifically requested to do so. The Company's Annual Report is available in the Investor Centre section of its website under News, Reports and Announcements.

2. RESOLUTION 1 – TO ADOPT THE REMUNERATION REPORT

General

The Corporations Act requires that, at a listed company's annual general meeting, a resolution that the remuneration report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the company or the directors of the company.

The remuneration report sets out the company's remuneration arrangements for the directors and senior management of the company. The remuneration report is part of the directors' report contained in the annual financial report of the company for a financial year.

The chair of the meeting must allow a reasonable opportunity for shareholders to ask questions about, or make comments on, the remuneration report at the annual general meeting.

Voting Consequences

A company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company (Spill Resolution) if, at consecutive annual general meetings, at least 25% of the votes cast on a remuneration report resolution are voted against the adoption of the remuneration report and, at the first of those annual general meetings, a Spill Resolution was not put to vote. If required, the Spill Resolution must be put to vote at the second of those annual general meetings.

If more than 50% of votes cast are in favour of the Spill Resolution, the company must convene a shareholders' meeting (Spill Meeting) within 90 days of the second annual general meeting.

All of the directors of the company who were in office when the directors' report (as included in the company's annual financial report for the most recent financial year) was approved, other than the managing director of the company, will cease to hold office immediately before the end of the Spill Meeting, but may stand for re-election at the Spill Meeting.

Following the Spill Meeting those persons whose election or re-election as directors of the company is approved will be the directors of the company.

Previous Voting Results

At the Company's previous annual general meeting, the votes cast against the remuneration report considered at that Meeting were less than 25%. Accordingly, a Spill Resolution is not relevant for this AGM.

Directors' Recommendation

The Directors recommend that Shareholders vote in favour of Resolution 1. The Chairman intends to vote undirected proxies in favour of Resolution 1.

3. RESOLUTION 2 – TO RE-ELECT A DIRECTOR – MR MICHAEL THIRNBECK**General**

The Company's Constitution sets out the requirements for determining which Directors are to retire by rotation at an annual general meeting. Article 6.1 of R3D's Constitution provides that if the ASX Listing Rules require an election of Directors to be held at an annual general meeting, the Director to retire is:

- a) the Director who has held office as Director for the longest period of time since his or her last election or appointment to that office; or
- b) if two or more Directors have held office for the same period of time, the Director determined by lot, unless those Directors agree otherwise.

The Managing Director is not subject to the requirement to retire pursuant to clause 10.2 of the Company's Constitution.

Mr Thirnbeck, being eligible, has nominated himself to stand for re-election at the AGM in accordance with Article 6 of the Company's Constitution.

Qualifications and Experience

Mr Thirnbeck is an experienced geologist with over 25 years in managing numerous mineral development projects in Papua New Guinea, Indonesia and Australia. He has been a Member of the Australasian Institute of Mining and Metallurgy since 1989, and holds a B.Sc. (Hons.) degree from the University of Queensland. Mr Thirnbeck is a member of the Company's Nomination and Remuneration Committee, and its Audit and Risk Committee, and he was appointed a Director on 23 December 2013.

Independence

If re-elected, the Board continues to consider Mr Thirnbeck to be an Independent Director.

Directors' Recommendation

The Board (except Mr Thirnbeck) supports the re-election of Mr Thirnbeck and recommends that Shareholders vote in favour of Resolution 2.

4. RESOLUTION 3 – TO ELECT A DIRECTOR – MR RICHARD ASH**General**

Mr Richard Ash was appointed to fill a casual vacancy in the Board on 14 July 2021 and was elected Chairman of the Board. In accordance with Article 9.2 of the Company's Constitution, shareholder approval for the appointment of Mr Ash is sought.

Qualifications and Experience

Mr Ash has more than 30 years of experience in funds management, finance and principal investment in Australia, Asia and the UK. Prior to forming AAP Capital to advise Family offices on investments, he was a Managing Director, Head of Asset Finance for Developed Asia and a member of the Australian executive team for Nomura Australia. Mr Ash is Chairman of Lakes Blue Energy. He has also worked at Westpac, Macquarie Bank and KPMG. Mr Ash has a keen interest in decarbonisation and the associated structural change.

Independence

If elected, the Board continues to consider Mr Ash to be an Independent Director.

Directors' Recommendation

The Board (except Mr Ash) supports the election of Mr Ash and recommends that Shareholders vote in favour of Resolution 3.

5. RESOLUTIONS 4.1 AND 4.2 – TO RATIFY THE ISSUES OF SHARES AND OPTIONS

Background

ASX Listing Rule 7.1 imposes a restriction on the maximum number of Equity Securities (which includes shares) that can be issued or agreed to be issued by an entity in any 12-month period without shareholder approval. This restriction is broadly 15% of the number of ordinary securities of that entity already on issue within any 12-month period. The issue of Equity Securities in the Company in the past 12 months was within this limit.

Under ASX Listing Rule 7.4, an issue of Equity Securities made without approval under ASX Listing Rule 7.1 can be subsequently approved by shareholders.

If Resolutions 4.1 and 4.2 are passed, the securities will be **excluded** in calculating the Company's 15% limit in ASX Listing Rule 7.1, effectively increasing the number of equity securities it can issue without Shareholder approval over the 12-month period following the security issue date.

If Resolutions 4.1 and 4.2 are not passed, the securities will be **included** in calculating the Company's 15% limit in ASX Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without Shareholder approval over the 12-month period following the security issue date.

Equity Securities Issued

The Company seeks approval of the Equity Securities previously issued by R3D described below in accordance with ASX Listing Rule 7.4. Resolutions 4.1 and 4.2 are effectively retrospective approvals or ratifications to refresh the Company's capacity to issue further Equity Securities pursuant to ASX Listing Rule 7.1. If Shareholders approve the issue of a total of 6,460,000 R3D fully paid ordinary shares and 907,000 options in Resolutions 4.1 and 4.2, R3D will have the flexibility to continue to issue up to 15% of Equity Securities in the next 12 months if an opportunity or corporate activity arises that the Directors believe is in the best interests of the Company.

ASX Listing Rule 7.4

The following information is provided to Shareholders for the purpose of ASX Listing Rule 7.4 (in accordance with ASX Listing Rule 7.5).

Resolution 4.1

At the R3D annual general meeting held on 27 January 2021, shareholders approved the proposed issue of 70,998,698 R3D fully paid ordinary shares at \$0.20 per share with 27,699,757 attaching unlisted Options at \$0.40, exercisable within five years from the date of issue, and any ordinary shares issued as consideration for the acquisition of Tartana Resources Limited (Tartana). To finalise the acquisition of Tartana, R3D issued 75,533,698 R3D fully paid ordinary shares and 28,606,757 options, the difference being an additional 4,535,000 shares and 907,000 options. The additional Tartana shares acquired resulted from a placement fundraising by Tartana of 3,125,000 shares to fund its activities, 160,000 shares issued as an option fee and 1,250,000 shares issued on the conversion of Tartana convertible notes. Resolution 4.1 seeks Shareholder approval of the additional 4,535,000 shares and 907,000 options issued as consideration for the takeover of Tartana.

Resolution 4.2

On 31 August 2021 the Company issued 1,925,000 Shares to acquire an option to purchase the Beefwood Project (EPM 26399) in the Chillagoe region of Far North Queensland. The Shares are subject to a 12-month voluntary escrow, which expires on 23 August 2022. R3D utilised its placement capacity in accordance with ASX Listing Rule 7.1. Resolution 4.2 seeks Shareholder approval for the issue of these 1,925,000 shares issued as consideration for the option to acquire the Beefwood Project.

ASX Listing Rule 7.5

ASX Listing Rule 7.5 requires that the notice of meeting concerning a resolution to approve a previous issue of shares must include specific information, being in R3D's case:

- On 4 February 2021 R3D announced an off-market takeover offer dated 5 February 2021 (Offer) for all of the ordinary shares in Tartana. The Offer closed on 31 July 2021 and, at that date, R3D had a relevant interest in 99.89% of Tartana's shares. On 20 July 2021 R3D advised that it had proceeded with the compulsory acquisition of the remaining Tartana shares in respect of which it had not received acceptances under the Offer. The compulsory acquisition process was finalised on 31 August 2021. R3D now owns 100% of Tartana. Resolution 4.1 seeks ratification for the 4,535,000 Shares and 907,000 Options issued as consideration for the takeover of Tartana under ASX Listing Rule 7.1;
- The total number of Shares that were issued by the Company on 31 August 2021 to acquire an option to purchase the Beefwood Project was 1,925,000 Shares and Resolution 4.2 seeks ratification for the 1,925,000 Shares issued under ASX Listing Rule 7.1;
- The issue price of each Share under the Tartana takeover was \$0.20 (Resolution 4.1). The issue price of each Share under the Beefwood option agreement was also \$0.20 (Resolution 4.2);
- The Shares and Options issued have the same terms as, and rank equally in all respects with, all existing Shares and Options;
- The Shares and Options were issued to investors and parties who were not related parties to the Company;
- There were no funds raised by either issue of the Shares. The issue of 4,535,000 Shares and 907,000 Options in Resolution 4.1 was to finalise the takeover of Tartana and the issue of 1,925,000 Shares in Resolution 4.2 was the consideration for an option to purchase the Beefwood Project; and
- A Voting Exclusion Statement is contained in the Notice.

Directors' Recommendation

The Board recommends that Shareholders vote in favour of Resolutions 4.1 and 4.2.

6. RESOLUTION 5 – TO APPROVE A 10% PLACEMENT FACILITY

Resolution 5 seeks Shareholder approval for a 10% placement facility. ASX Listing Rule 7.1A enables an eligible entity to issue Equity Securities of up to 10% of its issued ordinary share capital through placements over a 12-month period after its annual general meeting (10% Placement Facility). The 10% Placement Facility is in addition to the eligible entity's 15% placement capacity under ASX Listing Rule 7.1. An eligible entity, for the purpose of ASX Listing Rule 7.1A, is an entity that is not included in the S&P / ASX 300 Index and has a market capitalisation of \$300 million or less. R3D is an eligible entity. The Company is now seeking Shareholder approval by way of a Special Resolution to have the ability to issue Equity Securities under the 10% Placement Facility. The exact number of Equity Securities that may be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (refer to section 'Formula for Calculating 10% the Placement Facility' below).

If Resolution 5 is passed, the Company will be able to issue Equity Securities up to a combined 25% limit in ASX Listing Rules 7.1 and 7.1A without any further Shareholder approval.

If Resolution 5 is not passed, the Company will not be able to access the additional 10% capacity to issue Equity Securities (i.e. the Additional 10% Placement Capacity) without Shareholder approval provided for in ASX Listing Rule 7.1A and will remain subject to the 15% limit on issuing Equity Securities without Shareholder approval set out in ASX Listing Rule 7.1.

Description of ASX Listing Rule 7.1A**Shareholder Approval**

The ability to issue Equity Securities under the 10% Placement Facility is subject to Shareholder approval by way of a Special Resolution at an annual general meeting.

Equity Securities

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of R3D's Equity Securities. The Company, as at the date of this Notice of AGM, has on issue the following classes of Equity Securities:

- 110,495,630 fully paid ordinary shares, quoted on ASX; and
- 34,856,757 options, not quoted on ASX, with an exercise price of \$0.40 and an expiry date of 14 July 2026.

Formula for Calculating the 10% Placement Facility

ASX Listing Rule 7.1A.2 provides that eligible entities that have obtained shareholder approval at an annual general meeting may issue, or agree to issue, during the 10% Placement Period (refer to section '10% Placement Period' below), a number of Equity Securities calculated in accordance with the following formula:

$$(A \times D) - E$$

Where:

- A** is the number of fully paid ordinary shares on issue 12 months before the date of issue or agreement:
- plus the number of fully paid ordinary shares issued in the 12 months under an exception in ASX Listing Rule 7.2;
 - plus the number of partly paid ordinary shares that became fully paid ordinary shares in the 12 months;
 - plus the number of fully paid ordinary shares issued in the 12 months with approval of holders of ordinary shares under ASX Listing Rules 7.1 and 7.4; and
 - less the number of fully paid ordinary shares cancelled in the 12 months.

(Note that A has the same meaning as in ASX Listing Rule 7.1 when calculating an entity's 15% placement capacity.)

D is 10%

E is the number of Equity Securities issued, or agreed to be issued, under ASX Listing Rule 7.1A.2 in the 12 months before the date of issue, or agreement to issue, that are not issued with the approval of shareholders under ASX Listing Rules 7.1 or 7.4.

ASX Listing Rules 7.1 and 7.1A

The ability of an entity to issue Equity Securities under ASX Listing Rule 7.1A is in addition to the entity's 15% placement capacity under ASX Listing Rule 7.1.

At the date of this Notice of Meeting, R3D has on issue 110,495,630 fully paid ordinary shares and therefore has a capacity to issue:

- 16,574,345 Equity Securities under ASX Listing Rule 7.1; and
- subject to Shareholder approval being obtained under Resolution 5, 11,049,563 Equity Securities under ASX Listing Rule 7.1A.

The actual number of Equity Securities that the Company will have the capacity to issue under ASX Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (refer to section 'Formula for Calculating the 10% Placement Facility' above).

Minimum Issue Price

The minimum price at which the Equity Securities may be issued is 75% of the volume-weighted average price (VWAP) of Equity Securities in that class, calculated over the 15 ASX trading days on which trades in that class were recorded immediately before:

- a) the date on which the price at which the Equity Securities are to be issued is agreed; or
- b) if the Equity Securities are not issued within 10 trading days of the date in paragraph (a) above, the date on which the Equity Securities are issued.

10% Placement Period

If Shareholders approve Resolution 5, the Company will have a mandate to issue Equity Securities under the Additional 10% Placement Facility under ASX Listing Rule 7.1A from the date of the AGM until the earlier of the following to occur:

- (i) the date that is 12 months after the date of the AGM;
- (ii) the time and date of the Company's next annual general meeting; or
- (iii) the date of the approval by Shareholders of a transaction under ASX Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking);

(the **Additional 10% Placement Period**).

The Company will only issue Equity Securities under the Additional 10% Placement Facility during the Additional 10% Placement Period and that the approval will cease to be valid in the event that holders of the eligible entity's ordinary securities approve a transaction under ASX Listing Rule 11.1.2 or 11.2, or such longer period if allowed by ASX (10% Placement Period).

ASX Listing Rule 7.1A

The effect of Resolution 5 will be to allow the Directors to issue the Equity Securities under ASX Listing Rule 7.1A during the 10% Placement Period in addition to using R3D's 15% placement capacity under ASX Listing Rule 7.1. Resolution 5 is a Special Resolution and therefore requires approval of at least 75% of the votes cast by Shareholders entitled to vote (by proxy, by attorney or, in the case of a corporate shareholder, by a corporate representative) on the Resolution.

Specific Information Required by ASX Listing Rule 7.3A

Pursuant to, and in accordance with, ASX Listing Rule 7.3A, information is provided in relation to the approval of the 10% Placement Facility as follows, to the extent that such information is not disclosed elsewhere in these Explanatory Notes:

- a) The minimum price at which the Equity Securities may be issued is 75% of the VWAP of Equity Securities in that class, calculated over the 15 ASX trading days on which trades in that class were recorded immediately before:
 - (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
 - (ii) if the Equity Securities are not issued within 10 ASX trading days of the date in paragraph (i) above, the date on which the Equity Securities are issued.
- b) There is a risk that:
 - (i) the market price for R3D's Equity Securities in the same class may be significantly lower on the date of the issue of the Equity Securities than on the date of the AGM; and
 - (ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities in the same class on the issue date, which may have an effect on the amount of funds raised by the issue of the Equity Securities.

The table below shows the risk of voting dilution of existing Shareholders on the basis of the current market price of Shares and the current number of Shares for variable 'A' calculated in accordance with the formula in ASX Listing Rule 7.1A.2 as at the date of the Notice of Meeting. The table also shows:

- two examples where variable 'A' has increased, by 50% and 100%. Variable 'A' is based on the number of ordinary shares R3D has on issue. The number of ordinary shares on issue may increase as a result of issues of ordinary shares that do not require Shareholder approval (for example, a pro-rata entitlement issue) or future-specific placements under ASX Listing Rule 7.1 that are approved at a future Shareholders' meeting; and

- two examples of where the issue price of Shares has decreased by 50% and increased by 100% as against the current market price.

Variable 'A' in ASX Listing Rule 7.1A.2		Dilution		
		\$0.07 50% decrease in Issue Price	\$0.14 Issue Price	\$0.28 100% increase in Issue Price
Current Variable A: 110,495,630 Shares	10% Voting Dilution	11,049,563 shares	11,049,563 shares	11,049,563 shares
	Funds Raised	\$773,469	\$1,546,939	\$3,093,878
50% increase in current Variable A: 165,743,445 Shares	10% Voting Dilution	16,574,345 shares	16,574,345 shares	16,574,345 shares
	Funds Raised	\$1,160,204	\$2,320,408	\$4,640,816
100% increase in current Variable A: 220,991,260 Shares	10% Voting Dilution	22,099,126 shares	22,099,126 shares	22,099,126 shares
	Funds Raised	\$1,546,939	\$3,093,878	\$6,187,755

The table has been prepared on the following assumptions:

- The Company issues the maximum number of Equity Securities available under the 10% Placement Facility;
 - No current Options are exercised into Shares before the date of the issue of the Equity Securities;
 - The 10% voting dilution reflects the aggregate percentage dilution against the issued Share capital at the time of issue. This is why the voting dilution is shown in each example as 10%;
 - The table does not show an example of dilution that may be caused to a particular Shareholder by reason of a placement under the 10% Placement Facility, based on that Shareholder's holding at the date of the AGM;
 - The table shows only the effect of the issue of Equity Securities under ASX Listing Rule 7.1A, not under the 15% placement capacity under ASX Listing Rule 7.1 and no other issues of Equity Securities;
 - The issue of Equity Securities under the 10% Placement Facility consists only of Shares; and
 - The issue price is \$0.14, being the closing price of the Shares on ASX on 17 December 2021.
- c) The Company may seek to issue the Equity Securities for the following purpose:
- Cash consideration. In such circumstances, R3D intends to use the funds raised towards an acquisition of new assets or investments (including expenses associated with such an acquisition), for continued development of the Company's exploration and mining business in Australia, and for ongoing future working capital purposes.
- d) R3D will comply with the disclosure obligations under ASX Listing Rule 7.1A.4 upon issue of any Equity Securities.
- e) The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of Equity Securities and the number of Equity Securities allotted to each allottee will be determined on a case-by-case basis having regard to factors including, but not limited to, the following:
- the methods of raising funds that are available to R3D, including, but not limited to, a rights issue or other issue in which the existing security holders can participate;
 - the effect of the issue of the Equity Securities on the control of the Company;
 - the financial situation and solvency of R3D; and
 - advice from corporate, financial and broking advisers (if applicable).

The allottees under the 10% Placement Facility have not been determined as at the date of the Notice of Meeting, but may include existing substantial Shareholders and / or new shareholders who are not related parties or associates of a related party of the Company. Further, if R3D is successful in acquiring new assets or investments, it is likely that the allottees under the 10% Placement Facility will be the vendors of the new assets or investments, or the nominee of such vendors.

- f) The Company did not previously seek or obtain Shareholder approval under ASX Listing Rule 7.1A at its 27 January 2021 annual general meeting and, accordingly, did not issue any Shares under that approval in the subsequent period to the date of this Notice of AGM.

A Voting Exclusion Statement for this Resolution is included in the Notice of Meeting. At the date of the Notice of AGM, R3D had not approached any particular existing Shareholder or security holder, or an identifiable class of existing security holder, to participate in the issue of the Equity Securities. No existing Shareholders' votes will therefore be excluded under the Voting Exclusion Statement in the Notice of Meeting.

Directors' Recommendation

The Directors recommend that Shareholders vote in favour of Resolution 5. The Chairman intends to vote any undirected proxies in favour of Resolution 5.

7. RESOLUTION 6 – TO APPROVE THE ISSUE OF OPTIONS TO A DIRECTOR – MR RICHARD ASH

The Board has resolved, subject to obtaining Shareholder approval, to issue a maximum of 1,500,000 Options to the Company's Non-Executive Director and Chairman, Mr Richard Ash (or his nominee), which will each enable him to acquire one new ordinary share in R3D. The Options will have an exercise price of \$0.40 and will expire, if not exercised, by 14 July 2026 (expiry date). The Share price at the date of this Notice of AGM was \$0.14, and this compares to a Share price high of \$0.16 and a low of \$0.135 in the month leading up to this Notice of AGM.

If Resolution 6 is passed, the Company will be able to proceed with the issue of 1,500,000 Options to Mr Ash. If Resolution 6 is not passed, the Company will not be able to proceed with the issue of the Options and the Company will negotiate with Mr Ash an appropriate alternative payment, seeking further Shareholder approval if required.

Following Shareholder approval and the issue of the Options, the first tranche of 500,000 Options will vest immediately. The second tranche of 500,000 Options will vest on 17 December 2022. The final tranche of 500,000 Options will vest on 17 December 2023. In all three cases, vesting is conditional on Mr Ash remaining a director of the Company on the date the Options vest.

The Options will be granted as a key component of Mr Ash's remuneration in order to retain his services and provide him with incentive linked to the performance of R3D. Shareholder approval is required under ASX Listing Rule 10.11 because he is a Director and, as such, a related party of the Company. If Shareholder approval is given under ASX Listing Rule 10.11, Shareholder approval is not required under ASX Listing Rule 7.1.

Information Required under ASX Listing Rule 10.13

For the purpose of ASX Listing Rule 10.13, information regarding the proposed Options grant is provided as follows to the extent that such information is not disclosed elsewhere in these Explanatory Notes:

- The Options will be issued to Director Mr Ash (or his nominee);
- R3D will issue a maximum of 1,500,000 Options to Mr Ash;
- The exercise price of \$0.40 per Share was used because it is the same exercise price as existing Options on issue and is a \$0.255 premium to the Company's 20-day VWAP of \$0.145 based on the price of R3D's Shares on ASX for the 20-day period when the Shares traded prior to the completion of the Notice of AGM;
- There is no loan scheme in relation to the Options or the subsequent issue of Shares upon the exercise of the Options;

- The Options will be issued to Mr Ash within one month of the date of the AGM i.e. prior to 28 February 2022;
- The Options will not be issued for cash consideration, but as a key component of Mr Ash's remuneration by the Company;
- Funds raised on the exercise of the Options will be used to increase R3D's working capital. No funds will be raised on the issue of the Options (i.e. they will be issued for nil cash consideration); and
- The cash remuneration to be paid by the Company to Mr Ash for his services as a Non-Executive Director is \$50,000 per annum (including superannuation).

Resolution 6 is an ordinary Resolution.

Directors' Recommendation

The Directors (other than Mr Ash) do not have an interest in the outcome of Resolution 6 and recommend that Shareholders vote in favour of Resolution 6. The Chairman intends to vote undirected proxies in favour of Resolution 6.

8. RESOLUTION 7 – TO APPROVE THE ISSUE OF OPTIONS TO A DIRECTOR – MR MICHAEL THIRNBECK

The Board has resolved, subject to obtaining Shareholder approval, to issue a maximum of 1,000,000 Options to the Company's Non-Executive Director Mr Michael Thirnbeck (or his nominee), which will each enable him to acquire one new ordinary share in R3D. The Options will have an exercise price of \$0.40 and will expire, if not exercised, by 14 July 2026 (expiry date). The Share price at the date of this Notice of AGM was \$0.14, and this compares to a Share price high of \$0.16 and a low of \$0.135 in the month leading up to this Notice of AGM.

If Resolution 7 is passed, the Company will be able to proceed with the issue of 1,000,000 Options to Mr Thirnbeck. If Resolution 7 is not passed, the Company will not be able to proceed with the issue of the Options and the Company will negotiate with Mr Thirnbeck an appropriate alternative payment, seeking further Shareholder approval if required.

Following Shareholder approval and the issue of the Options, the first tranche of 333,333 Options will vest immediately. The second tranche of 333,333 Options will vest on 17 December 2022. The final tranche of 333,334 Options will vest on 17 December 2023. In all three cases, vesting is conditional on Mr Thirnbeck remaining a director of the Company on the date the Options vest.

The Options will be granted as a key component of Mr Thirnbeck's remuneration in order to retain his services and provide him with incentive linked to the performance of R3D. Shareholder approval is required under ASX Listing Rule 10.11 because he is a Director and, as such, a related party of the Company. If Shareholder approval is given under ASX Listing Rule 10.11, Shareholder approval is not required under ASX Listing Rule 7.1.

Information Required under ASX Listing Rule 10.13

For the purpose of ASX Listing Rule 10.13, information regarding the proposed Options grant is provided as follows to the extent that such information is not disclosed elsewhere in these Explanatory Notes:

- The Options will be issued to Director Mr Thirnbeck (or his nominee);
- R3D will issue a maximum of 1,000,000 Options to Mr Thirnbeck;
- The exercise price of \$0.40 per Share was used because it is the same exercise price as existing Options on issue and is a \$0.255 premium to the Company's 20-day VWAP of \$0.145 based on the price of R3D's Shares on ASX for the 20-day period when the Shares traded prior to the completion of the Notice of AGM;
- There is no loan scheme in relation to the Options or the subsequent issue of Shares upon the exercise of the Options;
- The Options will be issued to Mr Thirnbeck within one month of the date of the AGM i.e. prior to 28 February 2022;

- The Options will not be issued for cash consideration, but as a key component of Mr Thirnbeck's remuneration by the Company;
- Funds raised on the exercise of the Options will be used to increase R3D's working capital. No funds will be raised on the issue of the Options (i.e. they will be issued for nil cash consideration); and
- The cash remuneration to be paid by the Company to Mr Thirnbeck for his services as a Non-Executive Director is \$30,000 per annum (including superannuation).

Resolution 7 is an ordinary Resolution.

Directors' Recommendation

The Directors (other than Mr Thirnbeck) do not have an interest in the outcome of Resolution 7 and recommend that Shareholders vote in favour of Resolution 7. The Chairman intends to vote undirected proxies in favour of Resolution 7.

9. RESOLUTIONS 6 AND 7 – OTHER INFORMATION

The Company will not apply for quotation of these Options on ASX. The Options may be exercised by Directors Mr Richard Ash and Mr Michael Thirnbeck at any time after vesting, and prior to the expiry of the exercise period. If Directors Messrs Ash or Thirnbeck fail, for any reason, to exercise all of the Options registered in their names prior to such an occurrence, those Options that they would have been entitled to exercise and that have not been exercised, and any right or entitlement of these Directors to have those Options vested in their names, will lapse and be of no further force or effect. No loans have been made, or will be made, by R3D to Messrs Ash or Thirnbeck, or to any associated person in relation to the issue of the proposed Options or the exercise of them.

There were no Options held by any Director or associate of any Director prior to the Tartana Directors joining the R3D Board on 14 July 2021 following the Tartana takeover by R3D.

10. RESOLUTION 8 – TO APPROVE THE APPOINTMENT OF A NEW AUDITOR

Mann Judd gave notice of its intention to resign as Auditor of the Company under the Corporations Act, subject to the receipt of the consent of ASIC for the appointment of BDJ Partners to act as Auditor. ASIC has consented to the resignation of Mann Judd and Mann Judd submitted its resignation to R3D, and it is proposed that Shareholders confirm the appointment of BDJ Partners as Auditor of the Company. In accordance with the Corporations Act, R3D has sought and obtained a nomination from a Shareholder for BDJ Partners to be appointed as the Company's Auditor. A copy of this nomination is set out below as Annexure A. BDJ Partners has given its written consent to act as R3D's Auditor.

Directors' Recommendation

The Directors recommend that Shareholders vote in favour of Resolution 8.

ANNEXURE A – NOMINATION OF AUDITOR

PO Box 324
Crows Nest
NSW 1585

16 December 2021

The Directors
R3D Resources Limited
169 Blues Point Road
McMahons Point
NSW 2060

Dear Sirs

NOMINATION OF AUDITOR

Following the resignation of Mann Judd, and following ASIC's consent, I, Robert Waring, being a shareholder (member) of R3D Resources Limited, hereby nominate BDJ Partners for appointment as Auditor of the Company at the Annual General Meeting to be convened on 31 January 2022. Please distribute copies of this notice of nomination as required by section 328B(3) of the Corporations Act 2001.

Yours sincerely

Robert Waring

GLOSSARY

\$ means Australian dollars.

Annual General Meeting or **Meeting** mean the meeting convened by the Notice of AGM.

ASX means ASX Limited (ACN 008 624 691) or the Australian Securities Exchange, as the context requires.

ASX Listing Rules means the Listing Rules of ASX.

Board means the current board of directors of R3D.

Chairman means the chairman of the Meeting.

Closely Related Party of a member of the Key Management Personnel means:

- a) a spouse or child of the member;
- b) a child of the member's spouse;
- c) a dependent of the member or the member's spouse;
- d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- e) a company the member controls; or
- f) a person prescribed by the Corporations Regulations 2001 (Cth) for the purposes of the definition of a 'closely related party' in the Corporations Act.

Company means R3D Limited (ABN 53 111 398 040).

Corporations Act means the Corporations Act 2001 (Cth).

Director/s mean the current director/s of the Company.

Explanatory Notes means the explanatory notes accompanying this Notice of AGM.

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board, and means those persons having authority and responsibility for planning, directing and controlling the activities of R3D, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of R3D, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

Meeting means the meeting convened by this Notice of Meeting.

Notice of Meeting / AGM mean this notice of meeting, including the Explanatory Notes and the Proxy Form.

Option means an option to acquire a fully paid ordinary share in the capital of R3D.

Proxy Form means the proxy form accompanying this Notice of AGM.

Resolution means a resolution set out in this Notice of Meeting.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a holder of a Share.

R3D means R3D Resources Limited (ABN 53 111 398 040).



RESOURCES

R3D RESOURCES LIMITED

ABN 53 111 398 040

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 **Saturday, 29 January 2022**.

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/au and select "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: I999999999

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 Resources 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 Resources Limited to be held as a virtual meeting on Monday, 31 January 2022 at 2:30pm (Sydney time) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remunerated-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 Resolutions 1, 6 and 7 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 1, 6 and 7 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 Resolutions 1, 6 and 7 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
Resolution 1	To adopt the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	To re-elect a Director - Mr Michael Thirnbeck	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	To elect a Director - Mr Richard Ash	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4.1	To ratify the issue of 4,535,000 shares and 907,000 options issued in the Tartana Resources Limited takeover	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4.2	To ratify the issue of 1,925,000 shares as the fee for an option to purchase the Beefwood Project	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	To approve a 10% Placement Facility	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	To approve the issue of Options to a Director - Mr Richard Ash	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	To approve the issue of Options to a Director - Mr Michael Thirnbeck	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8	To approve the appointment of a new Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

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

R 3 D

2 8 4 1 9 6 A



Computershare

