

R3D Resources Limited ACN 111 398 040

(renamed Tartana Minerals Limited)

Second Supplementary Prospectus

Second Supplementary Prospectus to a Prospectus dated 16 November 2023

Important Information

This second supplementary prospectus is dated 15 January 2024 and was lodged with the Australian Securities and Investments Commission (**ASIC**) on that date (**Second Supplementary Prospectus**).

This Second Supplementary Prospectus supplements and is intended to be read together with the prospectus dated 16 November 2023 (the **Prospectus**) as amended by the Supplementary Prospectus dated 12 December 2023 which were issued by R3D Resources Limited (renamed Tartana Minerals Limited) ACN 111 398 040 (**Company**).

ASIC, the ASX and their officers take no responsibility as to the contents of this Second Supplementary Prospectus. This Second Supplementary Prospectus should be read in its entirety together with the contents of the Prospectus. If you are in any doubt as to the contents of this document, you should consult your professional advisers without delay.

A copy of the Prospectus is available for inspection at the registered office of the Company at 169 Blues Point Road, McMahons Point, NSW 2060 Australia, during normal business hours. The Prospectus will also be made available in electronic form. Persons having received a copy of this Prospectus in its electronic form may obtain an additional paper copy of this Prospectus (free of charge) from the Company's registered office by contacting the Company.

Other than as set out below, all details in relation to the Prospectus remain unchanged. Terms used in this Second Supplementary Prospectus shall have the same meaning ascribed to them in the Prospectus. To the extent of any inconsistency between this Second Supplementary Prospectus and the Prospectus, the provisions of this Second Supplementary Prospectus will prevail.

1. Extension of Offer Period

- 1.1 This Second Supplementary Prospectus is intended to amend the Prospectus on the basis set out below, to extend the period the Offers remain open to 29 January 2024.

2. Amendments to Prospectus

- 2.1 The Closing Date of the Offers is amended to Monday, 29 January 2024. All references to the Closing Date of the Offers as "Thursday, 18 January 2024" are amended to "Monday, 29 January 2024".
- 2.2 The indicative timetable in the Key Information section of the Prospectus is amended as follows:

3. Event	Date
Announcement of the Placement and Entitlement Offer	Thursday, 9 November 2023

Lodgement of Prospectus with ASIC Lodgement of Prospectus, announcement of Offers and lodgement of Appendix 3B with ASX	Thursday, 16 November 2023
Anticipated issue of Placement Shares (excluding related parties)	Friday, 17 November 2023
Ex date	Monday, 20 November 2023
Record Date for determining Entitlements under the Entitlement Offer (7:00pm AEDT)	Tuesday, 21 November 2023
Prospectus and Application Forms despatched to Eligible Shareholders and Company announces that this has occurred Opening Date of Offers	Friday, 24 November 2023
Last day to extend Closing Date of Entitlement Offer	Tuesday, 23 January 2024
Closing Date of Offers (5:00pm AEDT)	Monday, 29 January 2024
New Shares issued under the Entitlement Offer (which in this Timetable includes the Top Up Facility), and (subject to ASX approval) New Options attaching to those New Shares, quoted on a deferred settlement basis	Tuesday, 30 January 2024
Announcement of results of Entitlement Offer	Monday, 5 February 2024
Anticipated date for issue of the New Securities under the Entitlement Offer Company lodges an Appendix 2A with ASX applying for quotation of the New Securities issued under the Entitlement Offer	Monday, 5 February 2024
Anticipated date for commencement of New Shares issued under the Entitlement Offer, and (subject to ASX approval) New Options attaching to those New Shares trading on a normal settlement basis	Tuesday, 6 February 2024
General Meeting of Shareholders	Anticipated February to March 2024
Anticipated date for issue of Placement Shares (related parties) and Placement Options	On or shortly after the date of the General Meeting

Note: The above dates are indicative only and may change without notice. The Company reserves the right to vary any and all of the above dates without notice, subject to the Corporations Act, Listing Rules and other applicable laws. In particular, the Company reserves the right to vary the Closing Date without prior notice, which may have a consequential effect on the other dates. The Company also reserves the right not to proceed with the Offers at any time before the issue of New Securities.

4. Change of Company Name

- 4.1 The Company notes that at the 2023 Annual General Meeting, shareholders approved the change of the Company's name from R3D Resources Limited to Tartana Minerals Limited. The Company has subsequently received confirmation from ASIC as to the Company's name being changed to Tartana Minerals Limited on and from 7 December 2023. However, as at the date of this Second Supplementary Prospectus, ASX is yet to confirm a timetable for the Company's name change and corresponding ASX code change. The Company accordingly refers to itself as R3D Resources Limited solely to avoid confusion.

5. Director Authorisation

This Second Supplementary Prospectus has been signed by a Director of the Company with the authority of each of the Directors and is dated. Each Director has consented to lodgement of this Second Supplementary Prospectus with ASIC.



Jihad Malaeb
Chairman
Dated: 15 January 2024