



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

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20 July 2021

Company Announcements Office
Australian Securities Exchange

R3D Resources Limited Board Re-Structure

R3D Resources Limited (ASX:R3D) announces the re-structure of its Board following the merger with Tartana Resources Limited.

Director Resignations

R3D advises that Non-Executive Directors Dr Tiffany Tsao, and Messrs Daniel Yeo and Muljadi Irawan have retired from the Board of the Company effective on 14 July 2021. The Board gives its thanks to them for their work and service for the Company, and wishes them well in their future endeavours and attaches Appendix 3Zs for each of these ex-Directors.

Director Appointments

R3D is pleased to announce the appointment of four new Directors to the Board of the Company, as set out in its Prospectus dated 26 May 2021, being Messrs Richard Ash, Stephen Bartrop, Bruce Hills and Robert Waring (who is also currently R3D's Company Secretary). The Company welcomes them to the Board, and includes their biographies below and attaches Appendix 3Xs for each of these new Directors.

Richard Ash

Independent Non-Executive Chairman
B Ec, CA

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.

Stephen Bartrop

Managing Director
PhD, B Sc (Hons), Grad. Dip. Securities Instit. MAusIMM, F Fin, FAIG, GAICD

Mr Bartrop's professional experience spans more than 30 years, covering periods in both the mining industry and financial sector. With a geology background, he has worked in exploration, feasibility and evaluation studies, mining in a range of commodities and in different parts of the world. In the financial sector, Mr Bartrop 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. He is 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. Mr Bartrop is also Chairman of Breakaway Research Pty Limited.



Bruce Hills

Executive Director
B Com, CA (NZ)

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

Robert Waring

Non-Executive Director & Company Secretary
B Ec, CA, FCIS, F Fin, FAICD, MAusIMM

Mr Waring has over 40 years of experience in financial accounting and company secretarial roles, principally in the resources industry. He has previously been a director of two ASX-listed companies and is currently the Company Secretary of three other public companies listed on ASX. Mr Waring 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. Mr Waring is a founding Executive Director of Oakhill Hamilton Pty Ltd.

The new Directors join Mr Michael Thirnbeck on the R3D Board. Michael joined the Board on 23 December 2013.

Michael Thirnbeck

Independent Non-Executive Director
B Sc (Hons); MAusIMM

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 B.Sc. (Hons.) degree from the University of Queensland. Attached is a an Appendix 3Y for Mr Thirnbeck.

R3D Resources Limited

R J Waring

Non-Executive Director and Company Secretary

This R3D announcement was authorised by the Company Secretary.

Appendix 3Z

Final Director's Interest Notice

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 30/9/2001.

Name of entity	R3D Resources Limited (ASX:R3D)
ABN	53 111 398 040

We (the entity) give ASX the following information under listing rule 3.19A.3 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of director	Tiffany Tsao
Date of last notice	29 March 2017 (Appendix 3X)
Date that director ceased to be director	14 July 2021

Part 1 – Director's relevant interests in securities of which the director is the registered holder

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Number & class of securities
Nil

Part 2 – Director's relevant interests in securities of which the director is not the registered holder

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Name of holder & nature of interest <small>Note: Provide details of the circumstances giving rise to the relevant interest</small>	Number & class of securities
N/A	Nil

Part 3 – Director's interests in contracts

Detail of contract	N/A
Nature of interest	N/A
Name of registered holder (if issued securities)	N/A
No. and class of securities to which interest relates	N/A

+ See chapter 19 for defined terms.

Appendix 3Z

Final Director's Interest Notice

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 30/9/2001.

Name of entity	R3D Resources Limited (ASX:R3D)
ABN	53 111 398 040

We (the entity) give ASX the following information under listing rule 3.19A.3 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of director	Daniel Yeo Chin Tuan
Date of last notice	23 October 2017 (Appendix 3X)
Date that director ceased to be director	14 July 2021

Part 1 – Director's relevant interests in securities of which the director is the registered holder

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (j) of the definition of "notifiable interest of a director" should be disclosed in this part.

Number & class of securities
223,360 fully paid ordinary shares (formerly 893,438 fully paid ordinary shares prior to 1:4 consolidation in March 2021)

Part 2 – Director's relevant interests in securities of which the director is not the registered holder

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Name of holder & nature of interest Note: Provide details of the circumstances giving rise to the relevant interest	Number & class of securities
HSBC Custody Nominees (Australia) Limited Mr Yeo's broker is CIMB Securities Singapore. CIMB uses HSBC as its nominee entity in Australia.	72,135 fully paid ordinary shares

Part 3 – Director's interests in contracts

Detail of contract	N/A
Nature of interest	N/A
Name of registered holder (if issued securities)	N/A
No. and class of securities to which interest relates	N/A

+ See chapter 19 for defined terms.

Appendix 3Z

Final Director's Interest Notice

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 30/9/2001.

Name of entity	R3D Resources Limited (ASX:R3D)
ABN	53 111 398 040

We (the entity) give ASX the following information under listing rule 3.19A.3 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of director	Muljadi Irawan
Date of last notice	9 July 2018 (Appendix 3X)
Date that director ceased to be director	14 July 2021

Part 1 – Director's relevant interests in securities of which the director is the registered holder

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Number & class of securities
Nil

Part 2 – Director's relevant interests in securities of which the director is not the registered holder

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Name of holder & nature of interest <small>Note: Provide details of the circumstances giving rise to the relevant interest</small>	Number & class of securities
N/A	Nil

Part 3 – Director's interests in contracts

Detail of contract	N/A
Nature of interest	N/A
Name of registered holder (if issued securities)	N/A
No. and class of securities to which interest relates	N/A

+ See chapter 19 for defined terms.

Appendix 3X

Initial Director's Interest Notice

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 30/9/2001.

Name of entity	R3D Resources Limited (ASX:R3D)
ABN	53 111 398 040

We (the entity) give ASX the following information under listing rule 3.19A.1 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	Richard Ash
Date of appointment	14 July 2021

Part 1 - Director's relevant interests in securities of which the director is the registered holder

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Number & class of securities
nil

Part 2 – Director's relevant interests in securities of which the director is not the registered holder

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Name of holder & nature of interest Note: Provide details of the circumstances giving rise to the relevant interest.	Number & class of Securities
N/A	nil

Part 3 – Director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

Detail of contract	N/A
Nature of interest	N/A
Name of registered holder (if issued securities)	N/A
No. and class of securities to which interest relates	N/A

+ See chapter 19 for defined terms.

Appendix 3X

Initial Director's Interest Notice

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 30/9/2001.

Name of entity	R3D Resources Limited (ASX:R3D)
ABN	53 111 398 040

We (the entity) give ASX the following information under listing rule 3.19A.1 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	Stephen Bartrop
Date of appointment	14 July 2021

Part 1 - Director's relevant interests in securities of which the director is the registered holder

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Number & class of securities
nil

Part 2 – Director's relevant interests in securities of which the director is not the registered holder

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Name of holder & nature of interest <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	Number & class of Securities
Troppo Resources Pty Ltd Stephen Bartrop is the sole director and shareholder of Troppo Resources Pty Ltd	1,886,456 shares (1,827,527 escrowed until 21 July 2023) 377,292 unlisted options at \$0.40 expiring on 14 July 2026 (365,506 escrowed until 21 July 2023)
Seaside Property Investments Pty Limited Stephen Bartrop is the sole director and shareholder of Seaside Property Investments Pty Limited	629,591 shares escrowed until 21 July 2023 125,919 unlisted options at \$0.40 expiring on 14 July 2026 (all escrowed until 21 July 2023)
Mr Stephen Bruce Bartrop & Ms Kerryn Wendy Chisholm <Fund On The Beach S/F A/C> Stephen Bartrop is a joint trustee and a beneficiary of the superannuation fund	4,612,826 shares (3,240,768 escrowed until 21 July 2023) 5,922,566 unlisted options at \$0.40 expiring on 14 July 2026 (5,648,154 escrowed until 21 July 2023)

+ See chapter 19 for defined terms.

Appendix 3X

Initial Director's Interest Notice

Part 3 – Director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

Detail of contract	N/A
Nature of interest	N/A
Name of registered holder (if issued securities)	N/A
No. and class of securities to which interest relates	N/A

+ See chapter 19 for defined terms.

Appendix 3X

Initial Director's Interest Notice

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 30/9/2001.

Name of entity	R3D Resources Limited (ASX:R3D)
ABN	53 111 398 040

We (the entity) give ASX the following information under listing rule 3.19A.1 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	Bruce Hills
Date of appointment	14 July 2021

Part 1 - Director's relevant interests in securities of which the director is the registered holder

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Number & class of securities
2,532 shares (106 escrowed until 21 July 2023)
507 unlisted options at \$0.40 expiring on 14 July 2026 (22 escrowed until 21 July 2023)

Part 2 – Director's relevant interests in securities of which the director is not the registered holder

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Name of holder & nature of interest	Number & class of Securities
Note: Provide details of the circumstances giving rise to the relevant interest.	
Bruce Hills Pty Ltd <Bruce Hills Super Fund A/C>	1,777,726 shares (1,646,653 escrowed)
Bruce Hills is a shareholder in Bruce Hills Pty Ltd and is a beneficiary of the superannuation fund.	1,355,546 unlisted options at \$0.40 expiring on 14 July 2026 (1,329,331 escrowed until 21 July 2023)
Bruce Hills Pty Ltd <Hills Calugay Family A/C>	948,771 shares (623,001 escrowed)
Bruce Hills is a shareholder in Bruce Hills Pty Ltd and is a beneficiary of the trust.	1,189,755 unlisted options at \$0.40 expiring on 14 July 2026 (1,124,601 escrowed until 21 July 2023)

+ See chapter 19 for defined terms.

Appendix 3X

Initial Director's Interest Notice

Part 3 – Director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

Detail of contract	N/A
Nature of interest	N/A
Name of registered holder (if issued securities)	N/A
No. and class of securities to which interest relates	N/A

+ See chapter 19 for defined terms.

Appendix 3X

Initial Director's Interest Notice

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 30/9/2001.

Name of entity	R3D Resources Limited (ASX:R3D)
ABN	53 111 398 040

We (the entity) give ASX the following information under listing rule 3.19A.1 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	Robert John Waring
Date of appointment	14 July 2021

Part 1 - Director's relevant interests in securities of which the director is the registered holder

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Number & class of securities
10,000 shares (escrowed until 21 July 2023)
502,000 unlisted options at \$0.40 expiring on 14 July 2026 (escrowed until 21 July 2023)

Part 2 – Director's relevant interests in securities of which the director is not the registered holder

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Name of holder & nature of interest	Number & class of Securities
<small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	
Warinco Services Pty Limited <Waring Family Trust > Robert Waring is a shareholder in Warinco Services Pty Limited and is a beneficiary of the trust.	1,716,000 shares (1,483,515 escrowed) 343,200 unlisted options at \$0.40 expiring on 14 July 2026 (296,703 escrowed until 21 July 2023)
Warinco Services Pty Limited <Waring Super Fund A/C> Robert Waring is a shareholder in Warinco Services Pty Limited and is a beneficiary of the superannuation fund.	225,000 shares (202,500 escrowed) 45,000 unlisted options at \$0.40 expiring on 14 July 2026 (40,500 escrowed until 21 July 2023)

+ See chapter 19 for defined terms.

Appendix 3X
Initial Director's Interest Notice

<p>Mrs Nadia Waring Robert Waring is the husband of Nadia Waring.</p> <p>Oakhill Hamilton Pty Ltd Robert Waring is a shareholder in and a director of Oakhill Hamilton Pty Ltd.</p>	<p>10,000 shares escrowed until 21 July 2023.</p> <p>2,000 unlisted options at \$0.40 expiring on 14 July 2026 (all escrowed until 21 July 2023).</p> <p>10,000 shares escrowed until 21 July 2023.</p> <p>2,000 unlisted options at \$0.40 expiring on 14 July 2026 (all escrowed until 21 July 2023).</p>
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Part 3 – Director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

Detail of contract	N/A
Nature of interest	N/A
Name of registered holder (if issued securities)	N/A
No. and class of securities to which interest relates	N/A

+ See chapter 19 for defined terms.

Appendix 3Y

Change of Director's Interest Notice

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 30/09/01 Amended 01/01/11

Name of entity	R3D Resources Limited (ASX:R3D)
ABN	53 111 398 040

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	Michael Thirnbeck
Date of last notice	27 December 2013 (Appendix 3X)

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	Direct interest
Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	N/A
Date of change	20 July 2021
No. of securities held prior to change	Nil
Class	Fully paid ordinary shares, escrowed until 21 July 2023. Options with an exercise price of \$0.40, expiring (if not exercised) on 14 July 2026, escrowed until 21 July 2023.
Number acquired	1,000,000 shares 200,000 options
Number disposed	Nil
Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	R3D shares and options received as consideration in exchange for shares in Tartana Resources Limited acquired on 31 July 2020 at an estimated valuation of \$0.125 per share.

+ See chapter 19 for defined terms.

Appendix 3Y
Change of Director's Interest Notice

No. of securities held after change	1,000,000 fully paid ordinary shares, escrowed until 21 July 2023. 200,000 options with an exercise price of \$0.40, expiring (if not exercised) on 14 July 2026, escrowed until 21 July 2023.
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Shares and options acquired following takeover of Tartana Resources Limited by R3D Resources Limited.

Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

Detail of contract	N/A
Nature of interest	N/A
Name of registered holder (if issued securities)	N/A
Date of change	N/A
No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed	N/A
Interest acquired	N/A
Interest disposed	N/A
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	N/A
Interest after change	N/A

Part 3 – +Closed period

Were the interests in the securities or contracts detailed above traded during a +closed period where prior written clearance was required?	No
If so, was prior written clearance provided to allow the trade to proceed during this period?	N/A
If prior written clearance was provided, on what date was this provided?	N/A

+ See chapter 19 for defined terms.