



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

169 Blues Point Road, McMahons Point NSW 2060 Australia | Tel: +61 2 9392 8032

20 July 2021

R3D RESOURCES TAKEOVER OF TARTANA RESOURCES – COMPULSORY ACQUISITION NOTICE

R3D Resources Limited (**ASX: R3D**) (**R3D Resources** or the **Company**) refers to its recommended off-market takeover offer (**the Offer**) to acquire all of the ordinary shares in Tartana Resources Limited (**Tartana**).

The Company encloses the notice of the status of defeating conditions to the Offer as required by section 630(3) of the *Corporations Act 2001* (Cth) (**Corporations Act**).

The Company now has a relevant interest in 99.83% of Tartana shares and is entitled to proceed to compulsory acquisition of the remaining Tartana shares in respect of which it has not received acceptances under the Offer.

A copy of the notice of compulsory acquisition has been lodged with the Australian Securities and Investment Commission today and notices of compulsory acquisition and related correspondence will be dispatched to all Spectrum shareholders who have not accepted the Offer as required under the Corporations Act.

A copy of the notice of compulsory acquisition is attached as required under section 661B(1)(d) of the Corporations Act together with a sample copy of the correspondence.

For further information, please contact:

Robert J Waring

Company Secretary

admin@r3dresources.com.au

+61 2 9392 8032

This announcement has been authorised by the R3D Company Secretary.

Notice of compulsory acquisition following takeover bid

Notice

Description of class of securities to which the bid relates.

To each holder of:

Fully Paid Ordinary

('Bid class Securities')

In

Name of target company

Name ('the Company')

TARTANA RESOURCES LIMITED

ACN/ARBN/ARSN

126905726

Tick applicable box(es)

- and each holder of securities that will or may be converted into, or confer rights to be issued, in the next 6 weeks, securities to which the bid related
- and each holder of non-transferable securities issued under an employee incentive scheme referred to in paragraph 2.

1. Under a takeover bid offers were made by

Name of bidder

R3D Resources Limited

in respect of the acquisition of Bid Class Securities in the company.

Tick one box

The offers

- closed
- Are scheduled to close

Date offers closed or are scheduled to close on

Date

31/07/2021

[DD/MM/YY]

2. You are, as at the date of this notice, the holder of one or more of the following

Tick applicable box(es).
(See subsection 661A(4) and 4A))

- securities in respect of which the takeover offer was made but have not accepted the offer, (If you have accepted the offer but have received this notice you do not need to do anything in response to this notice— the bidder will acquire your securities under the offer,)
- securities to which the bid related issued after the end of the offer period and before the date of this notice
- securities that will or may be converted into, or confer rights to be issued, in the next 6 weeks, securities to which the bid related
- securities issued under an employee incentive scheme to which restrictions on transfer apply under the company's constitution or the terms of issue, being

Description of securities

- The following securities in the bid class in which the bidder has a relevant interest

Description of securities

3. The bidder gives you notice under subsection 661B(1) of the Corporations Act 2001 ('the Act') that the bidder has become entitled pursuant to subsection

Tick one box

- 661 A(1)
- 661 A(3) of the Act to compulsorily acquire your securities and desires to acquire those securities.

- 4.** Under section 661D of the Act, you have the right, by notice in writing given to the bidder within one month after this notice is lodged with ASIC, to ask the bidder for a written statement of the names and addresses of everyone else the bidder has given this notice to.

Date of lodgement

This notice was lodged with ASIC on

Date

15/07/2021

[DD/MM/YY]

Insert paragraph 4A only where alternative forms of consideration were offered under the bid.

- 4A.** You are entitled, within one month after being given this notice (see paragraph 8), or within 14 days after being given a statement requested under section 661D of the Act (as referred to in paragraph 4 of this notice), whichever is later, by notice in writing to the bidder, to elect which of the following forms of consideration will apply to the acquisition of your securities:

Details of alternative terms.

If you do not elect which of the alternative forms of consideration will apply to the acquisition of your securities, the form of consideration that will apply will be:

Set out the terms that will apply

- 5.** Under section 661E of the Act, you have the right, within one month after being given this notice (see paragraph 8) or within 14 days after being given a statement requested under section 661D of the Act (as referred to in paragraph 4 of this notice), whichever is later, to apply to the Court for an order that the securities not be compulsorily acquired.
- 6.** The bidder is entitled and bound to acquire the securities on the terms that applied under the takeover bid immediately before

Tick one box

- this notice was given.
- the end of the offer period.

- 7.** Unless the Court otherwise orders, on application made by you under section 661E of the Act within one month after being given this notice (see paragraph 8) or within 14 days after being given a statement under section 661D (as referred to in paragraph 4 of this notice), whichever is the later, the bidder must comply with paragraph 6 of this notice.
- 8.** A notice sent by post to you is taken to be given to you 3 days after it is posted.

Signature

Name of person signing

Robert Waring

Capacity

On behalf of the Regulated Entity named in this document as a secretary of that entity

Signature

Robert Waring

Date signed

15-Jul-2021 09:30

Privacy

The information provided to ASIC in this form may include personal information. Please refer to our privacy policy (www.asic.gov.au/privacy) for information about how we handle your personal information, your rights to seek access to and correct personal information and to complain about breaches of your privacy,

Lodgement

For more information

Web www.asic.gov.au
Need help? www.asic.gov.au/question

Telephone 1300 300 630



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20 July 2021

Dear Tartana shareholder

Takeover bid by R3D Resources Limited for Tartana Resources Limited – Compulsory acquisition

On 4 February 2021 R3D Resources Limited (ACN 111 398 040) (**R3D Resources**), announced an off-market takeover offer dated 5 February 2021 (**Offer**) for all of the ordinary shares in Tartana Resources Limited (ACN 126 905 726) (**Tartana**). The Offer is FINAL and closes at 7.00pm (Sydney Time) on 31 July 2021 and will not be further extended.

R3D Resources has received acceptances totalling more than 90% of Tartana (currently 99.83%) and now intends to exercise its right to compulsorily acquire the remaining Tartana shares in which R3D Resources does not have a relevant interest under the compulsory acquisition provisions of the *Corporations Act 2001* (Cth) (Corporations Act).

The compulsory acquisition will be on the same terms as the Offer (i.e. consideration of one R3D Share with attaching R3D Options on a 1 for 5 basis for every one Tartana Share you hold). Tartana shareholders who have not accepted the Offer may still do so before 7.00pm (Sydney Time) on 31 July 2021.

Tartana shareholders who accept the Offer by this date will receive the consideration for their Tartana shares earlier, instead of having to wait for their Tartana shares to be compulsorily acquired under the compulsory acquisition process.

If you do not accept the Offer before the scheduled closing time for the Offer, on completion of the compulsory acquisition procedure, R3D Resources will pay to Tartana the consideration for your Tartana shares. You will then be entitled to claim the consideration from Tartana.

Tartana will give notice to its shareholders once it has received the consideration and advise as to how you may claim the consideration. Subject to the Corporations Act, this is expected to occur around 5 to 6 weeks after the date of this letter.

Enclosed is a compulsory acquisition notice in relation to your Tartana shares which sets out the compulsory acquisition process and your rights (**Notice**). Please note that if you cease to hold your Tartana Shares (because you have sold your Tartana Shares) the Notice will have no further application to you and, in particular, you will no longer be entitled to undertake the actions under section 661D or 661E of the Corporations Act referred to in the Notice.

If you have any questions or need a new acceptance form, please call me at the R3D Resources telephone number +61 2 9392 8032.

Yours sincerely

R3D Resources Limited

Robert J Waring

Company Secretary