



ASX RELEASE (24 OCTOBER 2023)

Notice of Annual General Meeting

R3D Resources Limited (ASX: **R3D**) (the **Company**), advises that its Annual General Meeting for 2023 will be held on Monday, 27 November 2023 at 11.00am (Sydney, AEDT) at 169 Blues Point Road, McMahons Point NSW 2060.

A copy of the Notice of Meeting and a sample of the proxy form and other documentation being dispatched to shareholders is annexed to this announcement.

ENDS

This announcement has been approved by the Board of R3D Resources Limited.

Further Information:

Stephen Bartrop

Managing Director

R3D Resources Limited

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R3D Resources Limited

ACN 111 398 040

**Notice of Annual General Meeting
Monday, 27 November 2023 at
11:00am (Sydney)**

**169 Blues Point Road
McMahons Point NSW 2060**

This is an important document. Please read it carefully.

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

Notice of the Annual General Meeting

Notice is hereby given that the 2023 Annual General Meeting of R3D Resources Limited (the **Company** or **R3D**) is to be held at 11.00am (Sydney) on Monday, 27 November 2023 at 169 Blues Point Road, McMahons Point NSW 2060.

If Shareholders have any questions regarding the meeting or seek further information, please contact the Company Secretary at R3D@reignadvisory.com.

Business

Financial Statements and Reports

To receive the Company's financial statements and the reports of the Directors and the Auditor for the financial year ended 30 June 2023.

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

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

"That the Directors' Remuneration Report for the year ended 30 June 2023 be and is hereby adopted for the purposes of the Corporations Act 2001(Cth)".

Voting Exclusion Statement

The company will disregard any votes cast on Resolution 1 (in any capacity, whether as proxy or as shareholder) by any of the following:

- a) Key Management Personnel;
- b) Closely Related Parties of Key Management Personnel; and
- c) as a proxy by a member of Key Management Personnel or a Key Management Personnel's Closely Related Party

However, the Company need not disregard a vote if it is:

- a) Cast by a person as proxy appointed in accordance with the directions on the proxy form that specify how the proxy is to vote on Resolution 1; and the vote is not cast on behalf of a person described in subparagraphs (a), (b) and (c) above; or
- b) Cast by the chair of the Meeting as proxy appointed in accordance with the directions of the proxy form for a person who is entitled to vote, and such appointment on the proxy form expressly authorises the chair to exercise the proxy even if the resolution is connected directly with the remuneration report; and the vote is not cast on behalf of a person described in subparagraphs (a), (b) and (c) above.

Election of Directors

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

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

"That, Bruce Hills, retiring in accordance with rule 9.2 of the Company's Constitution be elected as a director of the Company".

Change of Company Name

3. Resolution 3: Special Resolution to Change Company Name

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

“That, for the purposes of Section 157(1)(a) of the Corporations Act, and for all other purposes, the name of the Company be changed from “R3D Resources Limited” to “Tartana Minerals Limited” with effect from the date that the Australian Securities and Investments Commission alters the details of the Company’s registration”.

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

Refresh of Placement Capacity

4. Resolution 4: Ordinary Resolution to ratify March 2023 Share Issues

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

“That, for the purposes of ASX Listing Rule 7.4, and for all other purposes, Shareholders approve and ratify the issue of 2,705,318 Shares in the Company to the parties, for the purpose, and on the terms set out in the Explanatory Statement”.

Voting Exclusion Statement

A voting exclusion applies to this Resolution 4. The Company will disregard any votes cast in favour of the resolution by or on behalf of:

- Any person who participated in the share issue; or
- Any associate of those persons.

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

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

5. Resolution 5: Ordinary Resolution to ratify June 2023 Share Issues

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

“That, for the purposes of ASX Listing Rule 7.4, and for all other purposes, Shareholders approve and ratify the issue of 825,176 Shares in the Company to the parties, for the purpose, and on the terms set out in the Explanatory Statement”.

Voting Exclusion Statement

A voting exclusion applies to this Resolution 5. The Company will disregard any votes cast in favour of the resolution by or on behalf of:

- Any person who participated in the share issue; or
- Any associate of those persons.

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

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

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

6. Resolution 6: Ordinary Resolution to ratify October 2023 Share Issues

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

“That, for the purposes of ASX Listing Rule 7.4, and for all other purposes, Shareholders approve and ratify the issue of 2,500,000 Shares in the Company to the parties, for the purpose, and on the terms set out in the Explanatory Statement”.

Voting Exclusion Statement

A voting exclusion applies to this Resolution 6. The Company will disregard any votes cast in favour of the resolution by or on behalf of:

- Any person who participated in the share issue; or
- Any associate of those persons.

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

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

Roll-over of Convertible Notes

7. Resolution 7: Ordinary Resolution to Approve Convertible Note Issue to Jihad Malaeb

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

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the issue of a Convertible Note to Jihad Malaeb (or his nominee) on the terms outlined in the Explanatory Statement”.

Voting Exclusion Statement

A voting exclusion applies to this Resolution 7. The Company will disregard any votes cast in favour of the resolution by or on behalf of:

- Jihad Malaeb (or his nominees), or other 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 entity); or
- Any associate of those persons.

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

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

8. Resolution 8: Ordinary Resolution to Approve Convertible Note Issue to Yaputri Pte Ltd

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

“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the issue of 500,000 Convertible Notes to Yaputri Pte Ltd (or its nominee) on the terms outlined in the Explanatory Statement”.

Voting Exclusion Statement

A voting exclusion applies to this Resolution 7. The Company will disregard any votes cast in favour of the resolution by or on behalf of:

- Yaputri Pte Ltd (or its nominees), or other 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 entity); or
- Any associate of those persons.

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

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

Additional Placement Capacity

9. Resolution 9: Special Resolution to Approve Additional 10% Placement Capacity

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

“That, for the purposes of ASX Listing Rule 7.1A and for all other purposes, approval is given to allow the Company to issue equity securities up to 10% of the fully paid ordinary issued capital of the Company (at the time of 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 Statement”.

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

Voting Exclusion Statement

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

- A 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 entity); or
- Any associate of those persons.

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

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



R3D Resources Limited
ACN 111 398 040

Other Business

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

On behalf of the Board,

A handwritten signature in blue ink, appearing to read 'S. Didugu'.

Sonny Didugu
Company Secretary
23 October 2023

Explanatory Statement

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

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

If you have any queries regarding the matters set out in this Explanatory Statement or the preceding Notice please contact R3D or seek advice from your professional advisors.

Financial Statements and Reports

Financial Statements and Reports – Financial Year Ended 30 June 2023

The Corporations Act requires the Financial Report, Directors' Report and Auditor's Report for the past financial year to be tabled before the Annual General Meeting, and the Company's Constitution provides for such reports to be received and considered at that meeting. Neither the Corporations Act nor the Company's Constitution requires a vote of shareholders at the Annual General Meeting on such Reports. The Annual General Meeting provides a forum for shareholders to ask questions and make comments on the Company's reports and accounts and on the business and operations of the Company for the year ended 30 June 2023.

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

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

Shareholders may view the Company's 2023 Annual Report on the Company's website: r3dresources.com.au.

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

In accordance with Section 250R(2) of the Corporations Act a resolution that the Remuneration Report be adopted must be put to a vote at the Company's Annual General Meeting. The vote on this resolution is advisory only and does not bind the Directors or the Company. The Remuneration Report is set out in the Company's 2023 Annual Report and is also available from the Company's website.

The Remuneration Report:

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

If the Resolution 1 receives a 'No' vote of 25% or more of the votes cast at the meeting, the Company's 2023 Remuneration Report will include a report on actions taken by the Board in response. The Board will take the outcome of the vote, even if less than 25% 'No' into consideration when reviewing the Company's remuneration policy. A 'No' vote of greater than 25% was not received in the past year.

Directors Recommendation

The Directors do not make a recommendation in respect of Resolution 1, however the Chairman will vote all undirected proxies in favour of this Resolution.

Voting Exclusion Statement

A Voting Exclusion Statement applies to this Resolution 1 relating to Key Management Personnel identified in the 2023 Annual Report and their Closely Related Parties as these terms are defined in the Corporations Act.

Election of Directors

Resolution 2: Ordinary Resolution to elect Bruce Hills as Director

Rule 6.1 of the Company's Constitution requires one-third of the directors, rounding down, must stand for re-election at every Annual General Meeting. The Managing Director and any director already standing for re-election under another rule are excluded. Mr Bruce Hills accordingly retires and submits himself for re-election at this Annual General Meeting.

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. Mr Hills is a director of a number of unlisted companies in the mining and financial services sectors including Southwest Pacific Bauxite (HK) Ltd and Stibium Australia and a former Director of The Risk Board. Mr Hills has 35 years' experience in the financial sector, including 20 years in the banking industry primarily in the areas of strategy, finance and risk. Mr Hills holds a BCom and is a CA (NZ). Mr Hills has been a director of the Company since 20 July 2021.

Mr Hills is not considered to be independent having regard to his officeholding as an Executive Director.

Directors Recommendation

The Directors, other than Bruce Hills, recommend that shareholders vote in favour of Resolution 2 to re-elect Bruce Hills as a Director. The Chairman will vote all undirected proxies in favour of this Resolution.

Change of Company Name

Resolution 3: Special Resolution to Change Company's Name

Resolution 3 seeks approval for the Company to change its company name from 'R3D Resources Limited' to Tartana Minerals Limited.

The Board is of the view that changing the Company's name to Tartana Minerals Limited will significantly aid in investor recognition and better align the Company's name to its operations.

Pursuant to section 157(1)(a) of the Corporations Act, the Company may change its company name by special resolution, which requires the approval of at least 75% of the votes cast by Shareholders attending and entitled to vote at the Meeting.

This change will not, in itself, affect the legal status of the Company or any of its assets or liabilities. If the name change is approved by Shareholders, the Company will lodge the relevant form with ASIC within 14 days of the Resolution being passed. The change of name will take effect when ASIC alters the details of the Company's registration.

If the name change is approved by Shareholders, the Company will seek to change its ASX code from R3D to TAT. Details of the change in ASX code including the timetable for the change will be announced to the ASX following shareholder approval.

Directors Recommendation

The Directors recommend shareholders vote in favour of Resolution 3. The Chairman will vote all undirected proxies in favour of this Resolution.

Refresh of Placement Capacity

Resolutions 4 to 6: Ordinary Resolutions to Ratify Prior Placements

Resolutions 4 to 6 seek to ratify prior issues of securities by the Company where the securities were issued without shareholder approval under the Company's capacity to issue securities which amount to no more than 15% of the Company's fully paid ordinary issued capital in the 12 month period immediately preceding the date of the issue or agreement per ASX Listing Rule 7.1. The effect of the ratification proposed by Resolutions 4 to 6 is to provide subsequent approval for those issues of securities under ASX Listing Rule 7.4 which 'refreshes' the Company's 15% placement capacity.

ASX Listing Rule 7.1 provides that without the approval of holders of ordinary securities, a company must not, subject to specified exceptions, issue or agree to issue during any 12 months period any equity securities or other securities with rights to conversion to equity, if the number of those securities exceeds 15% of the fully paid ordinary issued capital at the commencement of that 12 month period. ASX Listing Rule 7.4 provides where an issue of securities made without shareholder approval pursuant to ASX Listing Rule 7.1 is subsequently approved or ratified by shareholders, those securities will be treated as having been issued with approval under ASX Listing Rule 7.1, effectively 'refreshing' the issue capacity noted above.

The Company seeks this approval to allow the Company to have the flexibility to issue further securities in the Company should the need arise such as for the Company to undertake a capital raising, or for other purposes.

In the event that Resolutions 4 to 6 are not passed, the Company will not have 'refreshed' its capacity to issue securities pursuant to ASX Listing Rule 7.4 and accordingly these securities will continue to 'take up' part of the total 15% ASX Listing Rule 7.1 capacity.

Where Resolutions 4 to 6 are passed, the Company will have 'refreshed' its capacity to issue securities pursuant to ASX Listing Rule 7.4, and accordingly these securities will not continue to 'take up' part of the total 15% ASX Listing Rule 7.1. capacity. The Company will have the full 15% ASX Listing Rule 7.1 capacity.

The Company provides the following information with respect to Resolutions 4 to 6 pursuant to ASX Listing Rule 7.5:

Resolution 4: March 2023 Share Issues

<p>Number and class of securities issued</p>	<p>2,705,318 Shares were issued in March 2023 over two issue dates – 1 March 2023 and 17 March 2023.</p> <p>All Shares rank equally with other existing Shares on issue.</p>
<p>Name of recipients or basis on which persons were identified</p>	<p>In respect of 803,170 Shares on 1 March 2023: Shares were issued to Yaputri Pte Ltd, an unsecured lender to the Company</p> <p>In respect of 1,718,750 Shares on 17 March 2023: Shares were issued to the vendors of the Beefwood Project</p> <p>In respect of 183,398 Shares on 17 March 2023: Shares were issued to a nominee of Reign Advisory Pty Ltd in lieu of cash remuneration owed pursuant to a corporate advisory mandate.</p>

<p>Date securities were issued</p>	<p>803,170 Shares on 1 March 2023</p> <p>1,718,750 Shares on 17 March 2023</p> <p>183,398 Shares on 17 March 2023</p>
<p>Price (or other consideration)</p>	<p>In respect of 803,170 Shares on 1 March 2023: Shares issued at an effective issue price of \$0.065 per Share, being payment in lieu of cash for \$50,000 in interest that had accrued pursuant to a prior unsecured loan over the preceding 24 months.</p> <p>In respect of 1,718,750 Shares on 17 March 2023: Shares were issued at an effective issue price of \$0.112 per Share, being part consideration for the exercise of an option to acquire the Beefwood Project.</p> <p>In respect of 183,398 Shares on 17 March 2023: Shares were issued at an effective issue price of \$0.072 per Share, being payment in lieu of cash remuneration due to Reign Advisory Pty Ltd.</p>
<p>Purpose of the issue</p>	<p>In respect of 803,170 Shares on 1 March 2023: Payment of interest, in lieu of cash, to an unsecured lender</p> <p>In respect of 1,718,750 Shares on 17 March 2023: Part consideration for the acquisition of assets</p> <p>In respect of 183,398 Shares on 17 March 2023: Payment, in lieu of cash, to a service provider</p>

<p>Other material terms of agreement</p>	<p>In respect of 803,170 Shares on 1 March 2023: Yaputri Pte Ltd and the Company were party to a loan agreement dated 14 January 2021 (and subsequently varied) on the following terms (a) \$450,000 principal amount; (b) 10% interest per annum; (c) to be repaid on 28 February 2023 in lump sum (principal + interest), which came to an end on 1 March 2023. As at 1 March 2023, interest totalling \$50,000 had been accrued and unpaid. The Company agreed to pay that interest to Yaputri Pte Ltd by way of an issue of shares in conjunction with an agreement to retire the Loan at 1 March 2023 and replace it with a Convertible Note on terms set out in ASX Announcement 1 March 2023.</p> <p>In respect of 1,718,750 Shares on 17 March 2023: The Company was party to an Option Agreement pursuant to which it held the option to acquire the Beefwood Gold Project. The Option Agreement was varied in June 2022 to reduce the option exercise price to \$192,500 paid at the one month VWAP prior to the exercise date, as well as additional administration costs and a 1% NSR royalty on future production (see ASX Announcement: 29 June 2022). The Shares were issued in March 2023 following the transfer of the Project to a subsidiary of the Company.</p> <p>In respect of 183,398 Shares on 17 March 2023: The Company has engaged Reign Advisory Pty Ltd to provide corporate advisory services which include, amongst other things, providing investor and media relations support, providing strategic advice on corporate activities and supporting management. Pursuant to that engagement, Reign Advisory is entitled to \$7,000 per month in cash. The Company has on occasion agreed with Reign Advisory for part of those fees to be paid by issue of Shares in lieu of cash.</p>
<p>Voting Exclusion Statement</p>	<p>A voting exclusion statement applies to Resolution 4.</p>

Resolution 5: June 2023 Share Issue

<p>Number and class of securities issued</p>	<p>825,176 Shares All Shares rank equally with other existing Shares on issue.</p>
<p>Name of recipients or basis on which persons were identified</p>	<p>Consultants whom had provided services to the Company against which cash remuneration was owed.</p>
<p>Date securities were issued</p>	<p>30 June 2023</p>

Price (or other consideration)	<p>In respect of 77,609 Shares: Shares were issued at an effective issue price of \$0.065 per Share, being payment in lieu of cash remuneration.</p> <p>In respect of 528,152 Shares: Shares were issued at an effective issue price of \$0.0771 per Share, being payment in lieu of cash remuneration.</p> <p>In respect of 219,415 Shares: Shares were issued at an effective issue price of \$0.0401 per Share, being payment in lieu of cash remuneration due to Reign Advisory Pty Ltd.</p>
Purpose of the issue	<p>In respect of 77,609 Shares: Shares were issued as payment in lieu of cash remuneration to a nominee of Robert Waring.</p> <p>In respect of 528,152 Shares: Shares were issued as payment in lieu of cash remuneration to Scott Jones, the former COO of the Company.</p> <p>In respect of 219,415 Shares: Shares were issued as payment in lieu of cash remuneration due to Reign Advisory Pty Ltd.</p>
Other material terms of agreement	<p>In respect of 77,609 Shares: Shares were issued as payment in lieu of cash remuneration to a nominee of Robert Waring pursuant to a consulting arrangement, who although was a former director of the Company, was not a related party to the Company at the time of issue.</p> <p>In respect of 528,152 Shares: Shares were issued as payment in lieu of cash remuneration to Scott Jones, the former COO of the Company.</p> <p>In respect of 219,415 Shares: Shares were issued as payment in lieu of cash remuneration due to Reign Advisory Pty Ltd. The relevant terms of Reign Advisory's engagement is detailed above.</p>
Voting Exclusion Statement	A voting exclusion statement applies to Resolution 5.

Resolution 6: October 2023 Share Issue

Number and class of securities issued	<p>2,500,000 Shares</p> <p>All Shares rank equally with other existing Shares on issue.</p>
Name of recipients or basis on which persons were identified	Shares were issued to the vendor of the Nightflower project.
Date securities were issued	23 October 2023
Price (or other consideration)	Shares were issued at an effective issue price of \$0.10 per Share being part consideration for the acquisition of the Nightflower project.
Purpose of the issue	Part consideration for the acquisition of the Nightflower project.

Other material terms of agreement	<p>The Company was party to an Option Agreement pursuant to which it held the option to acquire the Nightflower project. The Company renegotiated the option exercise price in October 2022, and subsequently exercised that option. The Company is also required to issue further Shares to the vendors in the event of a defined resource exceeding 25 million oz Ag Eq is identified.</p> <p>The Shares were issued in October 2023 following the transfer of the project to a subsidiary of the Company (ASX Announcement: 20 September 2023).</p>
Voting Exclusion Statement	A voting exclusion statement applies to Resolution 5.

Roll-over of Convertible Notes

Resolution 7: Ordinary Resolution to Approve Convertible Note Issue

In October 2022 the Chairman, Jihad Malaeb, provided the Company with a \$500,000 loan which, following Shareholder approval at the 2022 AGM, was restructured into a Convertible Note on the following terms which was due to mature on 31 October 2023 (the **2022 Convertible Note**).

Lender	Mr Jihad Malaeb
Borrower	R3D Resources Limited
Loan Amount	\$500,000 in a single advance
Interest Payments	15% per annum paid monthly in cash
Maturity	31 October 2023
Repayment	The Lender may elect to demand repayment in cash at maturity if not converted.
Security	The Convertible Loan Note will be unsecured.
Conversion into Shares	The Lender may elect for the Loan Amount to be repaid in Shares at any time at or before Maturity at a fixed conversion price of \$0.15 per share resulting in the issue of up to 3,333,334 FPO.

Mr Malaeb has issued the Company with a notice of his intention for the 2022 Convertible Note to be replaced by a new Convertible Note for a further 12 months. The Company has agreed, subject to shareholder approval, which is now being sought. The new Convertible Note is proposed to be on the following terms:

Lender	Mr Jihad Malaeb
Borrower	R3D Resources Limited
Loan Amount	\$500,000, being the \$500,000 already outstanding to Mr Malaeb
Interest Payments	15% per annum paid monthly in cash
Maturity	30 November 2024
Repayment	The Lender may elect to demand repayment in cash at maturity if not converted.
Security	The Convertible Loan Note will be unsecured.

Conversion into Shares	The Lender may elect for the Loan Amount to be repaid in Shares at any time at or before Maturity at a fixed conversion price of \$0.10 per share resulting in the issue of up to 5,000,000 FPO.
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In the event that Shareholders do not approve Resolution 7, the Company will owe to Mr Malaeb the amount of \$500,000 pursuant to the 2022 Convertible Note. In the event that Shareholders do approve Resolution 7, the Company will restructure the existing amount owed to Mr Malaeb into a new Convertible Note on the terms above.

Shareholder approval is being sought for both the issue of the Convertible Note to Mr Malaeb as well as the issue of fully paid ordinary shares on the conversion of the Convertible Note subject to the Lender electing to convert.

Regulatory Information for Resolution 7

Regulatory Framework

Corporations Act: Chapter 2E of the Corporations Act requires that for a public company to give a financial benefit to a related party (including directors of the Company), the company must obtain approval of members in the manner set out in Sections 217 to 227 of the Corporations Act and give the benefit within 15 months following such approval unless the giving of the financial benefit falls within an exception set out in Sections 210 to 216 of the Corporations Act.

The issue of the Convertible Note to Mr Malaeb and the associated issues of securities to him constitutes the giving of a financial benefit to Mr Malaeb who himself is a related party of the Company by reason of his directorship.

The directors (other than Mr Malaeb) consider that the Convertible Loan Note terms are on arm's length terms and thus rely on section 210 of the Corporations Act to not seek shareholder approval pursuant to Chapter 2E of the Corporations Act.

Listing Rules: ASX Listing Rule 10.11 requires that the Company seek shareholder approval to be obtained for the Company to issue securities to a related party of the Company (including directors of the Company). The Company accordingly seeks shareholder approval pursuant to ASX Listing Rule 10.11 for Resolution 7. Pursuant to ASX Listing Rule 7.2 Exception 14, the passing of Resolution 7 will not require separate shareholder approval pursuant to Listing Rule 7.1.

Compliance Information

As required by ASX Listing Rule 10.13, the Company provides the following information with respect to Resolution 7.

Name of recipients	Mr Jihad Malaeb (or nominee) who is a party to whom LR 10.11.1 applies by reason of being a Director of the Company.
Number and class of securities to be issued	One Convertible Loan Note which may be convertible into up to 5,000,000 Shares.
Material terms of the securities	The terms of the Convertible Loan Note have been set out above. All other terms will be on terms customary for agreements of this nature.

Date by which securities will be issued	1 Convertible Note will be issued within one month after the date of the meeting.
Price (or other consideration)	The issue of the Convertible Loan Note the subject of this Resolution 7 will be in effect to refinance the debt due following the maturity of the 2022 Convertible Note into a new Convertible Note.
Purpose of the issue	Securing additional working capital for the Company.
Other material terms of agreement	No further material terms other than as already disclosed above.
Voting Exclusion Statement	A voting exclusion statement applies to Resolution 7.

Directors Recommendation

The Directors (other than Mr Malaeb) recommend that Shareholders vote in favour of Resolution 7. Providing Mr Malaeb the ability to convert his debt at \$0.10 – a premium to the current share price – will reduce the working capital burden of the current amount that would be due – being \$500,000.

The Chairman will vote all undirected proxies in favour of Resolution 7.

Resolution 8: Ordinary Resolution to Approve Convertible Note Issue

In March 2023 the Company issued to Yaputri Pte Ltd 500,000 Convertible Notes each with a face value of \$1 in satisfaction of a \$500,000 unsecured debt owed to Yaputri relating to an earlier loan agreement. Those Convertible Notes mature on 1 March 2024. The Company has agreed with Yaputri Pte Ltd to terminate the existing Convertible Notes and replace them with new Convertible Notes which mature 1 March 2025 on the following terms (subject to shareholder approval, being sought per this Resolution 8):

Lender	Yaputri Pte Ltd
Borrower	R3D Resources Limited
Face Value	\$500,000, replacing the existing Convertible Note held by Yaputri
Interest Payments	15% per annum paid monthly in cash
Maturity	1 March 2025
Repayment	The Lender may elect to demand repayment in cash at maturity if not converted.
Security	The Convertible Note will be unsecured.
Conversion into Shares	The Lender may elect for the Loan Amount to be repaid in Shares at any time at or before Maturity at a fixed conversion price of \$0.10 per share resulting in the issue of up to 5,000,000 FPO.

In the event that Shareholders do not approve Resolution 8, the new Convertible Notes will not be issued to Yaputri Pte Ltd, and the Company may be required by Yaputri Pte Ltd to redeem the notes at maturity in March 2024. In the event that Shareholders do approve Resolution 8, the Company will issue to Yaputri Pte Ltd a new Convertible Note on the terms above.

Shareholder approval is being sought for both the issue of the Convertible Note to Yaputri Pte Ltd as well as the issue of fully paid ordinary shares on the conversion of the Convertible Note subject to the Lender electing to convert.

Regulatory Information for Resolution 8

As required by ASX Listing Rule 7.3, the Company provides the following information with respect to Resolution 8.

Name of recipients	Yaputri Pte Ltd (or its nominee)
Number and class of securities to be issued	500,000 Convertible Notes each with a face value of \$1 maturing on 1 March 2025
Material terms of the securities	The terms of the Convertible Note have been set out above. All other terms will be on terms customary for agreements of this nature.
Date by which securities will be issued	500,000 Convertible Notes will be issued within three months after the date of the meeting.
Price (or other consideration)	The issue of the Convertible Note the subject of this Resolution 8 will be in effect refinance the existing Convertible Notes which will otherwise mature on 1 March 2024.
Purpose of the issue	Releasing additional working capital for the Company by avoiding a potential repayment event in March 2023.
Other material terms of agreement	No further material terms other than as already disclosed above.
Voting Exclusion Statement	A voting exclusion statement applies to Resolution 8.

Directors Recommendation

The Directors recommend that Shareholders vote in favour of Resolution 8, as the Convertible Note with Yaputri avoids a potential repayment event in March 2024.

The Chairman will vote all undirected proxies in favour of Resolution 8.

Additional Placement Capacity

Resolution 9: Approval of Additional 10% Placement Capacity

Resolution 9 is a special resolution for the approval of an additional 10% placement capacity for the Company to issue securities without shareholder approval pursuant to Listing Rule 7.1A (the **7.1A 10% Additional Capacity**). This provides the Company with a higher level of flexibility to undertake capital raisings or other corporate actions involving the issue of equity securities by the Company.

Regulatory Framework

ASX Listing Rule 7.1 prohibits a listed company from issuing equity securities representing more than 15% of its fully paid ordinary issued capital in any twelve-month period without obtaining shareholder approval (subject to certain exceptions). However, ASX Listing Rule 7.1A allows a company to seek shareholder approval at an annual general meeting to have the capacity to issue an additional 10% of its equity securities in the same class as an existing quoted class of securities. If approved, the issuance capacity is available for a period of up to twelve-months following the annual general meeting at which the approval was obtained, subject to the conditions noted below. An eligible entity for the purposes 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. The Company is an eligible entity.

If Resolution 9 is approved as a special resolution then the Company, within up to 12 months after shareholder approval, may issue an additional 10% of the Company's fully paid ordinary issued capital as fully paid ordinary shares (being the only quoted class of R3D securities at present) calculated in accordance with the formula in ASX Listing Rule 7.1A.2 which is as follows:

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

Where:

- A = the number of fully paid ordinary securities on issue 12 months before the date of issue or date of agreement to issue:
- (i) plus the number of fully paid ordinary securities issued in the relevant period under an exception in rule 7.2 other than exception 9, 16 or 17;
 - (ii) plus the number of fully paid ordinary securities issued in the relevant period on the conversion of convertible securities within rule 7.2 exception 9 where:
 - a. the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or
 - b. the issue of, or agreement to issue, the convertible securities was approved, or taken under these rules to have been approved, under rule 7.1 or rule 7.4,
 - (iii) plus the number of fully paid ordinary securities issued in the relevant period under an agreement to issue securities within rule 7.2 exception 16 where:
 - a. the agreement was entered into before the commencement of the relevant period; or
 - b. the agreement or issue was approved, or taken under these rules to have been approved, under rule 7.1 or rule 7.4
 - (iv) plus the number of any other fully paid ordinary securities issued in the relevant period with approval under rule 7.1 or rule 7.4
 - (v) plus the number of partly paid ordinary securities that became fully paid in the relevant period
 - (vi) less the number of fully paid ordinary securities cancelled in the relevant period

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

D = 10%

E = 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 holders of ordinary securities under ASX Listing Rule 7.4.

If shareholders do not approve Resolution 9, the Company will not have access to the 7.1A 10% Additional Capacity, and should it need to raise additional capital beyond other capacities and exceptions, a further shareholders meeting may need to be convened for the purpose of approving that issue.

Compliance Information

In compliance with Listing Rule 7.3A, the Company provides the following information with respect to Resolution 9:

- (i) The minimum price at which equity securities may be issued under the Listing Rule 7.1A capacity will be calculated in accordance with Listing Rule 7.1A.3 which requires that the issue price be no less than 75% of the volume weighted average price for quoted securities in the same class as the securities being issued, calculated over the 15 trading days on which trades in that class were recorded immediately before:
 - a. The date on which the price at which the securities are to be issued is agreed by the Company and the recipient of the securities; or
 - b. If the securities are not issued within 10 trading days of the date in paragraph a, the date on which the securities are issued.
- (ii) If Resolution 8 is approved by shareholders and the Company issues equity securities under the 7.1A 10% Additional Capacity, existing shareholders' economic and voting power in the Company will be diluted as shown in the table below. There is a risk that:
 - a. the market price for the Company's equity securities may be significantly lower on the date of the issue of the equity securities than on the date of this approval under Listing Rule 7.1A; and
 - b. the equity securities may be issued at a price that is at a discount to the market price for the Company's equity securities on the issue date;

which may have an effect on the amount of funds raised by the issue of the equity securities.

- (iii) If Resolution 9 is approved by Shareholders, the approval to issue securities under this capacity per Listing Rule 7.1A will cease upon the earlier of:
 - a. The date that is 12 months after the date of the Annual General Meeting at which the approval is obtained – 21 November 2024;
 - b. The time and date of the Company's next annual general meeting; or
 - c. The date of the approval by Shareholders of a transaction under Listing Rule 11.1.2. or 11.2, being a significant change to the nature or scale of the Company's activities, or the disposal of a main undertaking.
- (iv) The Company may seek to issue securities under this capacity for cash consideration only. As the Company continues to pursue growth opportunities, the Company may seek to raise capital using this additional capacity. Funds raised may be applied towards working capital, for funding acquisitions or investments, or other opportunities identified by the Directors. The Company will ensure it remains compliant with its disclosure obligations under ASX Listing Rule 7.1A.4 upon the issue of any securities under this capacity.
- (v) The allocation policy of the Company will be dependent upon the prevailing market conditions at the time of any proposed issue of securities under this capacity. The identity of any allottees will be determined on a case-by-case basis having regard to various factors including without limitation:
 - a. the alternate methods of raising funds that are available to the Company, including but not limited to, rights issue or other issue in which existing security holders can participate;
 - b. the effect of the issue of the securities on the control of the Company;
 - c. the financial situation of the Company; and
 - d. advice from corporate, financial and broker advisers (as may be applicable from time to time).

- (vi) As at the date of this Notice, the Company has not identified any allottees proposed to be offered securities under this placement capacity but may include new or existing investors who are not Related Parties or Associates of Related Parties of the Company.
- (vii) In the 12 months preceding the date of this Meeting, the Company not issued any securities under the capacity available to it under Listing Rule 7.1A.
- (viii) A voting exclusion statement applies to this Resolution 9, however the Company is not proposing to make an issue of securities under Listing Rule 7.1A.2 at this time.

The following table sets out the possible dilution of existing shareholders of the Company on the basis of the market price of the Company's securities of \$0.04 on 16 October 2023 per Listing Rule 7.1A, where Variable "A" has been calculated in the manner required by Listing Rule 7.1A.2 as at 17 October 2023:

Variable A Listing Rule 7.1A	Dilution Effect			
		50% Decrease in Share Price \$0.02	Current Share Price \$0.04	100% Increase in Share Price \$0.08
Current Variable A 142,121,084	10% Dilution	14,212,108	14,212,108	14,212,108
	Funds Raised	\$284,242	\$568,484	\$1,136,969
50% Increase Variable A 213,181,626	10% Dilution	21,318,163	21,318,163	21,318,163
	Funds Raised	\$426,363	\$852,727	\$1,705,453
100% Increase Variable A 284,242,168	10% Dilution	28,424,217	28,424,217	28,424,217
	Funds Raised	\$568,484	\$1,136,969	\$2,273,937

The above table makes the following assumptions:

- (i) All securities have been issued under the 7.1A 10% Additional Capacity and the Company has issued the maximum number of equity securities available to it under the 7.1A 10% Additional Capacity
- (ii) The dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue
- (iii) The table only shows the effect of issues of securities under the 7.1A 10% Additional Capacity and does not consider the 15% capacity the Company has under Listing Rule 7.1 nor the Company's ability to issue securities without shareholder approval under the exceptions in Listing Rule 7.2

Directors Recommendation

The Directors recommend Shareholders vote in favour of Resolution 8 as it will allow the Company the flexibility to issue further securities in the Company should the need or opportunity arise, including but not exclusively to facilitate a third party acquiring a strategic interest in the Company, to conduct a capital raising, or for other permissible purposes.

Further Information

For further information, please contact the Company by email at R3D@reignadvisory.com.

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

Voting Information

Pursuant to Regulation 7.11.37 of the Corporations Regulation 2001 (Cth) the persons eligible to vote at the Meeting are those who are registered Shareholders at 11.00am (Sydney time) on Saturday, 25 November 2023.

Voting in person: To vote in person, attend the Meeting at the time, date and place set out above.

Voting by proxy: To vote by proxy, please complete and sign the enclosed Proxy Form and return it in accordance with the instructions set out in the Voting form so it is received no later than 11.00am (Sydney time) on Saturday, 25 November 2023.

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

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

If a Proxy Form is signed by an attorney, the original or a certified copy of the power of attorney or other authority under which the Proxy Form is signed must be provided to the Company's share registry in the manner specified in the Proxy Form by no later than 11.00am (Sydney time) on Saturday, 25 November 2023.

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

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

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

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

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

Glossary

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

Term	Definition
2022 Convertible Note	The Convertible Note issued to Mr Jihad Malaeb in 2022 following shareholder approval at the 2022 annual general meeting.
ASX	ASX Limited or the market it operates (the Australian Securities Exchange) as the context may require
Closely Related Party	Has the meaning given to the term by section 9 of the Corporations Act
Company or R3D	R3D Resources Limited (ACN 111 398 040)
Corporations Act	<i>Corporations Act 2001</i> (Cth)
Equity Security	Has the meaning given to the term by Chapter 19 of the ASX Listing Rules, being: a share, a unit, a right to a share or unit or option, an option over an issued or unissued security, a convertible security, any security that ASX decides to classify as an equity security, but not a security ASX decides to classify as a debt security
Explanatory Statement	The explanatory statement enclosed with the Notice set out in this document
Key Management Personnel	Has the meaning given to the term by section 9 of the Corporations Act
Listing Rules or ASX Listing Rules	The rules of the ASX that govern the admission, quotation and removal of securities from the Official List, as amended from time to time
Meeting or Annual General Meeting or AGM	The annual general meeting of the Company to be held at 169 Blues Point Road, McMahons Point NSW 2060 on Monday, 27 November 2023 at 11.00am (Sydney Time)
Notice of Meeting or Notice	The notice of annual general meeting set out in this document
Official List	The official list of entities that ASX has admitted and not removed
Ordinary Resolution	A resolution which requires only a majority of the votes cast in person or by proxy by members entitled to vote on the resolution to vote in favour to be passed
Resolutions	The resolutions set out in the Notice or any one or group of them as the context requires
Shareholder	A holder of Shares
Shares or Fully Paid Ordinary Shares	Fully paid ordinary shares in the Company
Special Resolution	A resolution which requires at least 75% of the votes cast in person or by proxy by members entitled to vote on the resolution to vote in favour to be passed



RESOURCES

R3D RESOURCES LIMITED

ABN 53 111 398 040

Need assistance?



Phone:

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



Online:

www.investorcentre.com/contact

R3D

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



R3D Resources Limited Annual General Meeting

The R3D Resources Limited Annual General Meeting will be held on Monday, 27 November 2023 at 11.00am (AEDT). You are encouraged to participate in the meeting using the following options:



MAKE YOUR VOTE COUNT

To lodge a proxy, access the Notice of Meeting and other meeting documentation visit www.investorvote.com.au and use the below information:



Control Number: 999999

SRN/HIN: I9999999999

PIN: 99999

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

For your proxy appointment to be effective it must be received by 11.00am (AEDT) Saturday, 25 November 2023.



ATTENDING THE MEETING IN PERSON

The meeting will be held at:
169 Blues Point Road, McMahons Point NSW 2060

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.



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 **11:00am (AEDT) on Saturday, 25 November 2023.**

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:

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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.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

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 at 169 Blues Point Road, McMahons Point, NSW 2060 on Monday, 27 November 2023 at 11:00am (AEDT) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolution 1 and 4 to 9 (except where I/we have indicated a different voting intention in step 2) even though Resolution 1 and 4 to 9 is 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 Resolution 1 and 4 to 9 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 Adopt the Remuneration Report (non-binding)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Elect Bruce Hills as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Change Company Name	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 Ratify March 2023 Share Issues	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 Ratify June 2023 Share Issues	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6 Ratify October 2023 Share Issues	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7 Approve Convertible Note Issue to Jihad Malaeb	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8 Approve Convertible Note Issue to Yaputri Pte Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 9 Approve Additional 10% Placement Capacity	<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

9 9 9 9 9 9 A



Computershare





RESOURCES

R3D RESOURCES LIMITED

ABN 53 111 398 040

R3DRM

MR RETURN SAMPLE
123 SAMPLE STREET
SAMPLE SURBURB
SAMPLETOWN VIC 3030

Dear Securityholder,

We have been trying to contact you in connection with your securityholding in R3D Resources Limited. Unfortunately, our correspondence has been returned to us marked "Unknown at the current address". For security reasons we have flagged this against your securityholding which will exclude you from future mailings, other than notices of meeting.

Please note if you have previously elected to receive a hard copy Annual Report (including the financial report, directors' report and auditor's report) the dispatch of that report to you has been suspended but will be resumed on receipt of instructions from you to do so.

We value you as a securityholder and request that you supply your current address so that we can keep you informed about our Company. Where the correspondence has been returned to us in error we request that you advise us of this so that we may correct our records.

You are requested to include the following;

- > Securityholder Reference Number (SRN);
- > ASX trading code;
- > Name of company in which security is held;
- > Old address; and
- > New address.

Please ensure that the notification is signed by all holders and forwarded to our Share Registry at:

Computershare Investor Services Pty Limited
GPO Box 2975
Melbourne Victoria 3001
Australia

Note: If your holding is sponsored within the CHESS environment you need to advise your sponsoring participant (in most cases this would be your broker) of your change of address so that your records with CHESS are also updated.

Yours sincerely

R3D Resources Limited