



ASX RELEASE (24 NOVEMBER 2023)

Rights Issue Offer Opens

R3D Resources Limited (ASX: **R3D**) (the **Company**) (to be renamed Tartana Minerals Limited, subject to shareholder approval) advises that the Non-renounceable Entitlement Offer (the **Rights Issue**) which was announced on 9 November 2023, opens today.

The Rights Issue is a 1 for 5 pro rata entitlement offer of New Shares in the Company at an issue price of \$0.05 per New Share, as well as 1 attaching Option exercisable at \$0.10 expiring 31 December 2025 for each 2 New Shares subscribed for.

The Company provides the following letters which have now been dispatched to all shareholders depending on their eligibility under the Rights Issue.

Eligible shareholders can review the Rights Issue Prospectus and apply from the Company's website: www.r3dresources.com.au or at www.computersharecas.com.au/r3dnrri.

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

Further Information:

Stephen Bartrop

Managing Director

R3D Resources Limited

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R3D
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

SRN/HIN: SRN WITHHELD

Dear Shareholder,

Non-renounceable Entitlement Offer – Notification to Eligible Shareholders

On 9 November 2023, R3D Resources Limited (ASX: **R3D**) (the **Company**) (to be renamed Tartana Minerals Limited, subject to shareholder approval at the 2023 AGM) announced that it would offer a non-renounceable 1 for 5 pro rata entitlement offer of new fully paid ordinary shares in the Company (the **New Shares**), at an offer price of \$0.05 per New Share, to raise up to approximately \$1.52 million through the issue of up to 30,474,316 New Shares (the **Entitlement Offer**). Additionally for every 2 New Shares the Company will offer 1 Option each exercisable at \$0.10 expiring 31 December 2025 (the **New Options**) under the Entitlement Offer.

The Entitlement Offer is being made by way of a Prospectus, a copy of which was lodged with ASIC and released to ASX on 16 November 2023. A copy of the Prospectus is available on the Company's website.

Details of the Entitlement Offer

The Entitlement Offer is being made available to all eligible shareholders who:

- were a registered holder of shares in the Company as at 7.00pm (AEDT) on Tuesday, 21 November 2023 (being the **Record Date**);
- have a registered address in Australia, New Zealand, or are a Shareholder that the Company has otherwise determined is eligible to participate in the Entitlement Offer; and
- are eligible under all applicable securities laws to receive an offer under the Entitlement Offer.

(an **Eligible Shareholder**).

As an Eligible Shareholder, you will be able to subscribe for 1 New Share for every 5 existing R3D shares held as at the Record Date, which will also come with an attaching 1 New Option for every 2 New Shares subscribed for. The offer price is \$0.05 per New Share.

Eligible Shareholders who have subscribed for their full Entitlement may also apply for additional New Shares pursuant to the Top-Up Facility.

The Entitlements under the Entitlement Offer are non-renounceable which means that Eligible Shareholders will not be able to trade, transfer or sell their Entitlements on ASX or another market.

R3D Resources Limited (ASX: R3D)

ACN: 111 398 040

r3dresources.com.au

All of the New Shares issued pursuant to the Entitlement Offer and the Top-Up Facility will rank equally with the existing R3D shares on issue from the date of allotment. The New Options will form a new class of securities. Additionally, the Company will seek quotation of the New Options on ASX subject to meeting any regulatory conditions to such quotation.

How to Apply

As an Eligible Shareholder you can access the Prospectus and apply for New Shares under the Entitlement Offer online at www.computersharecas.com.au/r3dnrri. Eligible Shareholders can:

- take up all of their Entitlement and if they do so, Eligible Shareholders may also apply for additional New Shares under the Top-Up Facility;
- take up part of their Entitlement; or
- do nothing, in which case your Entitlement will lapse and you will not receive any value for your Entitlement.

I encourage you to read the Prospectus carefully, and consult with your qualified stockbroker, solicitor, accountant, or other suitably qualified professional advisor should you need to, before deciding whether to participate in the Entitlement Offer.

Project Portfolio and Name Change to Tartana Minerals Limited (ASX:TAT)

I also note that at the upcoming Annual General Meeting, your directors are seeking shareholder approval for the renaming of the Company to Tartana Minerals Limited, which if approved will see the Company's shares traded on ASX as ASX:TAT (and any New Options quoted as ASX:TATO).

Your directors consider that now is the right time for a change of the Company's name to better reflect its operational focus on the Tartana mining leases and the broader exploration portfolio the Company holds within the Chillagoe region, including:

- The Tartana Copper Sulphate Plant: A recently commissioned Copper Sulphate Pentahydrate production plant for which the Company has secured a 100% offtake partner, Kanins International. Now in commercial operation and expecting to be cash flow positive on an operational basis for the December quarter.
- Tartana Copper/Gold: A significant resource totalling 45,000 tonnes of contained Copper at 0.45% using a 0.2% Cu cut-off grade reported in early 2023. Preliminary ore sorting testwork indicates potential for approximate 100% upgrade to Copper grade. Mineralisation remains open at depth with further drilling targeted for 2024.
- Queen Grade Zinc: A resource of 39,000 tonne contained Zinc at 5.29% Zn using a 0.5% Zn cut-off grade with potential Ag and Pb credits not included reported in early 2023. Mineralisation remains open at depth and similar in style to the nearby King Vol orebody which extends to depths exceeding 500m.
- Mountain Maid Gold: A resource of 415,000 oz Gold at 0.34 g/t Au using a 0.2g/t Au cut-off grade including an oxidised zone of 37,300 koz at 0.35g/t Au at or near surface, reported in early 2023. Mineralisation remains open in several directions.



- Nightflower Silver: A recently acquired Silver project with an exploration target across Northern section of the project of 2.7 million tonnes @ 134g/t Ag eq for 17 million oz Ag eq contained to 5.3 million tonnes @ 193 g/t Ag eq for 23 million oz Ag eq contained.
- Zeehan Zinc: A Zinc slag project where the Company has been exporting Zinc slag offshore on recently improved margins. As the Zinc is now largely depleted the Company is exploring the sale of the project or the development of a new project extracting precious and base metals including Gold from tailings on site. The Company announced in July 2023 that it was finalising negotiations towards the sale of the project, however these negotiations are yet to complete as terms and deal structure are being reviewed in the context of an increased Gold price.
- Other exploration assets: The Company also owns a number of additional exploration assets including Beefwood, Bellevue, and Cardross.

Subject to shareholder approval to be sought at an upcoming general meeting, each of your directors have agreed to participate in a placement on the same terms as the Entitlement Offer – raising a total of \$225,000 from the directors combined.

Indicative Timetable

Event	Date
Announcement of the Entitlement Offer	Thursday, 9 November 2023
Lodgement of Prospectus with ASIC Lodgement of Prospectus, announcement of Offers and lodgement of Appendix 3B with ASX	Thursday, 16 November 2023
Ex date	Monday, 20 November 2023
Record Date for determining Entitlements under the Entitlement Offer (7:00pm AEDT)	Tuesday, 21 November 2023
Prospectus and Application Forms despatched to Eligible Shareholders and Company announces that this has occurred Opening Date of Offers	Friday, 24 November 2023
Last day to extend Closing Date of Entitlement Offer	Tuesday, 12 December 2023
Closing Date of Offers (5:00pm AEDT)	Friday, 15 December 2023
Securities quoted on a deferred settlement basis	Monday, 18 December 2023
Announcement of results of Entitlement Offer	Friday, 22 December 2023
Anticipated date for issue of the New Securities under the Entitlement Offer Company lodges an Appendix 2A with ASX applying for quotation of the New Securities issued under the Entitlement Offer	Friday, 22 December 2023

Anticipated date for commencement of New Shares issued under the Entitlement Offer, and (subject to ASX approval) New Options attaching to those New Shares trading on a normal settlement basis	Wednesday, 27 December 2023
General Meeting of Shareholders	Anticipated January or February 2024
Anticipated date for issue of Placement Shares and Placement Options to the Directors	On or shortly after the date of the General Meeting

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

Cooling off rights do not apply to an investment in New Securities. You cannot withdraw your application once it has been submitted. Eligible Shareholders wishing to participate in the Entitlement Offer are encouraged to submit their Entitlement and Acceptance Form as soon as possible after the Entitlement Offer opens.

Enquiries

For further information on the Entitlement Offer generally, the Prospectus has been made available to Eligible Shareholders today and a copy is available on the Company's website and on the ASX website. Alternatively, enquiries relating to the Offer can be directed to the Company Secretary by email at R3D@reignadvisory.com.

For other questions, you should consult your qualified stockbroker, solicitor, accountant, or other suitably qualified professional advisor.

On behalf of the Board, I thank you for your continued support of the Company.

Yours sincerely,



Jihad Malaeb
Chairman
R3D Resources Limited

The Company confirms that in respect of the Tartana MRE dated 9 February 2023, the Queen Grade MRE dated 14 February 2023, the Mountain Maid MRE dated 20 February 2023, and the Nightflower Exploration Target released on 2 June 2022 and updated on 6 June 2022, that it is not aware of any new information or data which materially affects the information included in the relevant market announcement, and in relation to estimates of mineral resources or ore reserves and exploration targets, all material assumptions and technical parameters underpinning the estimates in the relevant market announcements continue to apply and have not materially changed.

In respect of the Exploration Target for the Nightflower Project released on 2 June 2022 and updated on 6 June 2022 the Company further notes that the potential quantity and grade is conceptual in nature and there has been insufficient exploration to estimate a mineral resource and it is uncertain if further exploration will result in the estimation of a mineral resource.



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Dear Shareholder,

Non-renounceable Entitlement Offer – Notification to Ineligible Shareholders

On 9 November 2023, R3D Resources Limited (ASX: **R3D**) (the **Company**) (to be renamed Tartana Minerals Limited, subject to shareholder approval at the 2023 AGM) announced that it would offer a non-renounceable 1 for 5 pro rata entitlement offer of new fully paid ordinary shares in the Company (the **New Shares**), at an offer price of \$0.05 per New Share, to raise up to approximately \$1.52 million through the issue of up to 30,474,316 New Shares (the **Entitlement Offer**). Additionally for every 2 New Shares the Company will offer 1 Option each exercisable at \$0.10 expiring 31 December 2025 (the **New Options**) under the Entitlement Offer.

The Entitlement Offer is being made by way of a Prospectus, a copy of which was lodged with ASIC and released to ASX on 16 November 2023. A copy of the Prospectus is available on the Company's website.

This letter is to inform you about the Entitlement Offer and to explain why you will not be able to subscribe for New Shares under the Entitlement Offer. This letter is not an offer to issue New Shares to you, nor an invitation to you to apply for New Shares.

Eligibility Criteria for Entitlement Offer

The Entitlement Offer is being made available to all eligible shareholders who:

- were a registered holder of shares in the Company as at 7.00pm (AEDT) on Tuesday, 21 November 2023 (being the **Record Date**);
- have a registered address in Australia, New Zealand, or are a Shareholder that the Company has otherwise determined is eligible to participate in the Entitlement Offer; and
- are eligible under all applicable securities laws to receive an offer under the Entitlement Offer.

(an **Eligible Shareholder**).

All shareholders who do not satisfy the criteria to be Eligible Shareholders are **Ineligible Shareholders**.

The Company has determined, pursuant to section 9A(3) of the Corporations Act and ASX Listing Rule 7.7.1(a), and having regard to a range of factors, that it would be unreasonable on this occasion to make offers to shareholders generally under the Entitlement Offer to all countries outside of Australia and New Zealand. This is due to the legal and regulatory requirements in countries other than Australia or New Zealand and the potential costs to the Company of complying with these requirements, compared with the relatively small number of shareholders in those countries, the relatively small number of Shares they hold and the relatively low value of New Shares for which those shareholders would otherwise be entitled to subscribe.

Unfortunately, according to our records, you do not satisfy the eligibility criteria for an Eligible Shareholder as stated above. Accordingly, in compliance with section 9A(3) of the Corporations Act and ASX Listing Rule 7.7.1(b), the Company wishes to advise you that it will not be extending the Entitlement Offer to you and you will not be able to subscribe for New Shares under the Entitlement Offer.

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