

Form 603

Corporations Act 2001
Section 671B

Notice of initial substantial holder

To Company Name/Scheme R3D Resources Limited (ASX:R3D)

ACN/ARSN 111 398 040

1. Details of substantial holder (1)

Name Stephen Bartrop

ACN/ARSN (if applicable) _____

The holder became a substantial holder on 21/07/2021

2. Details of voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
Fully Paid Ordinary Shares	7,128,873	7,128,873	6.57%

3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
Tropo Resources Pty Ltd	Stephen Bartrop (SB) is the sole shareholder	1,886,456 shares
Seaside Property Investments Pty Limited	Stephen Bartrop is the sole shareholder	629,591 shares
Mr Stephen Bruce Bartrop & Ms Kerry Wendy Chisholm <Fund On The Beach S/F A/C>	Stephen Bartrop & Kerry Chisholm (wife of SB) are the two shareholders	4,612,826 shares

4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
Tropo Resources Pty Ltd	Tropo Resources Pty Ltd	Stephen Bartrop	1,886,456 shares (1,827,527 escrowed until 21 July 2023)
Seaside Property Investments Pty Limited	Seaside Property Investments Pty Limited	Stephen Bartrop	629,591 shares - escrowed until 21 July 2023
Mr Stephen Bruce Bartrop & Ms Kerry Wendy Chisholm <Fund On The Beach S/F A/C>	Mr Stephen Bruce Bartrop & Ms Kerry Wendy Chisholm <Fund On The Beach S/F A/C>	Stephen Bartrop & Kerry Chisholm	4,612,826 shares (3,240,768 escrowed until 21 July 2023)

5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
Troppo Resources Pty Ltd	Appendix 1			1,886,456 shares
Seaside Property Investments Pty Limited	Appendix 1			629,591 shares
Mr Stephen Bruce Bartrop & Ms Kerry Wendy Chisholm <Fund On The Beach S/F A/C>	Appendix 1			4,612,826 shares

6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
Troppo Resources Pty Ltd	Stephen Bartrop is the sole director and shareholder of Troppo Resources Pty Ltd
Seaside Property Investments Pty Limited	Stephen Bartrop is the sole director and shareholder of Seaside Property Investments Pty Limited
Mr Stephen Bruce Bartrop & Ms Kerry Wendy Chisholm <Fund On The Beach S/F A/C>	Stephen Bartrop is a joint shareholder, with K W Chisholm (his wife), and they are trustees and beneficiaries of the superannuation fund

7. Addresses

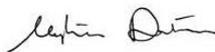
The addresses of persons named in this form are as follows:

Name	Address
Stephen Bartrop & Kerry Chisholm	422 WALLAROBBA-BROOKFIELD RD WALLAROBBA NSW 2420

Signature

print name **Stephen Bartrop** capacity **Beneficial Owner**

sign here



date **23/07/2021**

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 7 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an

associate has a relevant interest in.

- (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (7) Include details of:
- (a) any relevant agreement or other circumstances by which the relevant interest was acquired. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.

- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
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ASIC Form 603 - Notice of Initial Substantial Holder

Item 5 - Consideration

Stephen Bartrop became a substantial shareholder in R3D Resources Limited (ASX:R3D) on 21 July 2021.

The relevant interest acquired in R3D is detailed as follows:

Fully Paid Ordinary Shares

Holder of interest	Dates of acquisition	Consideration	Number of shares
Tropo Resources Pty Ltd	Between 2007 & 2019	See note	1,886,456
Seaside Property Investments Pty Limited	Between 2017 & 2018	See note	629,591
Stephen Bruce Bartrop & Kerry Wendy Chisholm <Fund On The Beach S/F A/C>	Between 2010 & 2011	See note	4,612,826

Stephen Bartrop became a substantial shareholder in R3D on 21 July 2021 following the issue of R3D shares as consideration for shares formerly held directly and indirectly by him in Tartana Resources Limited, following the R3D takeover of Tartana Resources Limited.

Note. The above shares were acquired in the years specified above, i.e. the shares in Tartana Resources Limited were acquired outside the four month period prior to the day that the substantial holder became a substantial holder, as stipulated in Form 603.