



R3D Resources Limited

ACN 111 398 040

**Notice of Annual General Meeting
Monday, 28 November 2022 at
2:00pm (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 2022 Annual General Meeting of R3D Resources Limited (the **Company** or **R3D**) is to be held at 2:00pm (Sydney) on Monday, 28 November 2022 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.

Ordinary 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 2022.

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 2022 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 Jihad Malaeb as a Director

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

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

Note: The qualifications and experience of Jihad Malaeb is provided in the 2022 Annual Report tabled at this Annual General Meeting.

Issue of Securities to Directors

Director Participation in \$0.10 Placement

3. Resolution 3: Ordinary Resolution to Issue Securities 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 1,000,000 Shares to Jihad Malaeb (or his nominee) on the terms outlined in the Explanatory Statement”.

Voting Exclusion Statement

A voting exclusion applies to this Resolution 3. 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.

4. Resolution 4: Ordinary Resolution to Issue Securities to Stephen Bartrop

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 1,000,000 Shares to Stephen Bartrop (or his nominee) on the terms outlined in the Explanatory Statement”.

Voting Exclusion Statement

A voting exclusion applies to this Resolution 3. The Company will disregard any votes cast in favour of the resolution by or on behalf of:

- Stephen Bartrop (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.

5. Resolution 5: Ordinary Resolution to Issue Securities to Michael Thirnbeck

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 400,000 Shares to Michael Thirnbeck (or his nominee) on the terms outlined 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:

- Michael Thirnbeck (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.

6. Resolution 6: Ordinary Resolution to Issue Securities to Bruce Hills

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 200,000 Shares to Bruce Hills (or his nominee) on the terms outlined 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:

- Bruce Hills (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.

7. Resolution 7: Ordinary Resolution to Issue Securities to Richard Ash

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 700,000 Shares to Richard Ash (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:

- Richard Ash (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.

Conversion of Director Loan Note

8. Resolution 8: 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 8. 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.

Placement Capacity Refresh

Ratification of Previous Issues of Securities

9. Resolution 9: Ordinary Resolution to Ratify Q4FY22 Placement

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 10,000,000 Shares 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 9. 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.

10. Resolution 10: Ordinary Resolution to Ratify Issue of Loan Extension Shares

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 500,000 Shares 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 10. 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.

Additional 10% Placement Capacity

11. Resolution 11: 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 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 11. 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.

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,



Sonny Didugu
Company Secretary
25 October 2022

Explanatory Statement

This Explanatory Statement is intended to provide Shareholders of R3D Resources Limited (ASX: JAY) (**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 2022

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 2022.

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 2022 Annual Report on the Company's website: www.R3D.com/investors.

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 2022 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 2022 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 Jihad Malaeb as Director

Rule 9.1 of the Company's Constitution requires that any director appointed by the other directors must seek re-election at the first Annual General Meeting following their appointment. Mr Jihad Malaeb, being eligible for re-election, seeks such re-election at this Annual General Meeting.

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, such as Mr Malaeb are excluded. Mr Richard Ash, being a director of the Company at the date of this Notice has advised of his intent to retire at this 2022 AGM without seeking re-election. Accordingly, no other director is required to retire and seek re-election at this 2022 AGM.

The full bio of Jihad Malaeb including his qualifications and experience is set out in the 2022 Annual Report.

Directors Recommendation

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

Issue of Securities to Directors

Resolutions 3 to 7: Ordinary Resolutions to Issue Securities to Directors

In July 2022, the Company announced it had received applications from the directors of the Company for their participation in a \$0.10 placement being conducted by the Company, subject to shareholder approval. Each director has applied for the following shares in the Placement:

Resolution	Director	Placement Amount (\$)	Placement Shares
3	Jihad Malaeb	\$100,000	1,000,000
4	Stephen Bartrop	\$100,000	1,000,000
5	Michael Thirnbeck	\$40,000	400,000
6	Bruce Hills	\$20,000	200,000
7	Richard Ash	\$70,000	700,000

If shareholders do not approve any of Resolutions 3 to 7, the relevant directors will not be permitted to participate in the placement as proposed.

Regulatory Information for Resolutions 3 to 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 participation by the directors in the placement as proposed by Resolutions 3 to 7 would result in the issue of Shares to them which constitutes the giving of a financial benefit to parties who are related parties of the Company by reason of being directors of the Company (or in the case of nominees, are entities controlled by directors of the Company).

Given that participation by the directors in the placement as proposed by Resolutions 3 to 7 is on the same terms as the other participants in the \$0.10 shortfall placement conducted earlier in 2022, the directors (except in relation to their own personal interest in each of the resolutions) confirm that the giving of the financial benefit to the directors (other than themselves) is 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 for these resolutions.

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 Resolutions 3 to 7. Pursuant to ASX Listing Rule 7.2 Exception 14, the passing of Resolutions 3 to 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 Resolutions 3 to 7.

Name of recipients	<p>The names of each recipient is provided on the preceding page. Each recipient director may elect to nominate a nominee who will receive the securities on their behalf.</p> <p>Each recipient is a party to whom LR 10.11.1 applies by reason of each being a Director of the Company.</p>
Number and class of securities to be issued	<p>Number of securities to be issued is provided on the preceding page. All securities proposed to be issued pursuant to Resolutions 3 to 7 are fully paid ordinary shares.</p>
Material terms of the securities	<p>The Company conducted a placement at \$0.10 in July 2022. All directors expressed an intention to participate on the same terms as other shareholders, subject to shareholder approval being sought by these resolutions.</p>
Date by which securities will be issued	<p>Securities will be issued within one month after the date of the meeting.</p>

Price (or other consideration)	\$0.10 per share, raising \$330,000 in aggregate
Purpose of the issue	Placement for working capital purposes
Other material terms of agreement	No relevant agreement applies.
Voting Exclusion Statement	A voting exclusion statement applies to each of Resolutions 3 to 7.

Directors Recommendation

The Directors (except in relation to their own personal interest in each of the resolutions) recommend that Shareholders vote in favour of Resolutions 3 to 7 (other than in respect of each of their own resolutions), noting that the proposed placement participation by the directors will provide additional working capital funding to the Company on terms equivalent to that offered to other investors earlier in the year.

The Chairman will vote all undirected proxies in favour of Resolutions 3 to 7.

Resolution 8: Conversion of Chairman's Loan Note

In October 2022 the Chairman, Jihad Malaeb, provided the Company with a \$500,000 Loan Note for working capital purposes on the following terms:

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
Commencement Date	19 October 2022
Maturity	31 October 2023
Repayment	Repaid in cash at maturity
Security	The Loan Note will be unsecured.

The Company and Mr Malaeb have agreed that, subject to shareholder approval being sought pursuant to Resolution 8, the Loan Note would be restructured into a Convertible Loan Note on the following terms.

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	Repaid in cash at maturity
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.
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Shareholder approval is accordingly 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 Loan Note subject to the Lender electing to convert.

In the event that Shareholders do not approve Resolution 8, the existing Loan Note with Mr Malaeb will continue to be in effect, and will not be restructured into a Convertible Loan Note on the terms set out above.

Regulatory Information for Resolution 8

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 Loan 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 8. Pursuant to ASX Listing Rule 7.2 Exception 14, the passing of Resolution 8 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 8.

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 3,333,334 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	Securities will be issued within one month after the date of the meeting.

Price (or other consideration)	Mr Malaeb has invested \$500,000 in a Loan Note. The issue of the Convertible Loan Note the subject of this Resolution 8 will be in effect to refinance the existing Loan Note into a Convertible Loan 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 8.

Directors Recommendation

The Directors (other than Mr Malaeb) recommend that Shareholders vote in favour of Resolution 8, as the Convertible Loan Note with Mr Malaeb provides secure funding to the Company on attractive terms. Providing Mr Malaeb the ability to convert his debt at \$0.15 – a premium to the current share price – will reduce the working capital burden of the Loan Note on the Company come maturity.

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

Placement Capacity Refresh

Resolutions 9 and 10: Ratification of Previous Issues of Securities

Resolutions 9 and 10 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 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 9 and 10 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 number of securities in the same class on issue 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 9 and 10 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 9 and 10 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 9 and 10 pursuant to ASX Listing Rule 7.5:

Resolution 9: Q4FY22 Placement at \$0.10 per share

Name of recipients or basis on which persons were identified	<p>The Q4FY22 Placement was offered to both new and existing shareholders in the Company.</p> <p>The Company notes that director Mr Jihad Malaeb was a participant in the Q4FY22 Placement however at the time of his participation he was not a related party of the Company or a person to whom ASX Listing Rule 10.11 applied.</p> <p>Reign Advisory Pty Ltd acted as the Corporate Advisor to the Company for this placement.</p>
Number and class of securities issued	10,000,000 Shares
Date securities were issued	The Q4FY22 Placement was conducted over two tranches, with 5,000,000 Shares issued on 12 April 2022, and a second 5,000,000 Shares issued on 26 May 2022.
Price (or other consideration)	<p>\$1,000,000 (\$0.10 per share)</p> <p>The issue price represented a 14% discount to the 5 day VWAP and a 10% discount to the previous day's close on the date the issue of securities was agreed (5 April 2022).</p>
Purpose of the issue	Placement to provide additional working capital for the Company. Funds have since been fully expended towards the Tartana copper sulphate plant restart and other activities of the Company. Further details of the Company's expenditure are set out in its quarterly cash flow reports.
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 9.

Resolution 10: Loan Extension Shares

Name of recipients or basis on which persons were identified	Yaputri Pte Ltd
Number and class of securities issued	500,000 Shares
Date securities were issued	20 July 2022

Price (or other consideration)	No cash consideration. Securities were issued in consideration for Yaputri entering into an agreement to extend the terms of a loan agreement between Yaputri and the Company.
Purpose of the issue	Part consideration for loan agreement extension.
Other material terms of agreement	<p>Yaputri and the Company are party to a loan agreement dated 14 January 2021 (and subsequently varied) pursuant to which Yaputri advanced a total of \$450,000 to the Company.</p> <p>Yaputri agreed to extend the loan agreement with the Company, to now be repayable on or before 28 February 2023, in return for a \$50,000 payment in cash (which was made earlier this year) and the issue of 500,000 Shares at \$0.10 per share (which is the subject of this ratification).</p> <p>The terms of the Yaputri loan agreement (as subsequently amended) are: (a) \$450,000 principal amount; (b) 10% interest per annum; (c) to be repaid on 28 February 2023 in lump sum (principal + interest).</p>
Voting Exclusion Statement	A voting exclusion statement applies to Resolution 9.

Resolution 11: Approval of Additional 10% Placement Capacity

Resolution 11 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 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 twelve-months following the annual general meeting at which the approval was obtained. 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 11 is approved as a special resolution then the Company, within 12 months after shareholder approval, may issue an additional 10% of the Company's 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 11, 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 11:

- (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 9 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 11 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 – 28 November 2023;
 - 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 has issued a total of 10,000,000 Shares under its Listing Rule 7.1A capacity, which represents 7.9% of the equity securities on issue at the commencement of the relevant 12 month period. The further information required to be disclosed under Listing Rule 7.3A.6 has been disclosed above for the purpose of seeking ratification of the issue under Listing Rule 7.4 (see Resolution 9).
- (viii) A voting exclusion statement applies to this Resolution 11, 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 \$0.10 on 20 October 2022 per Listing Rule 7.1A, where Variable “A” has been calculated in the manner required by Listing Rule 7.1A.2 as at 20 October 2022:

Variable A Listing Rule 7.1A	Dilution Effect			
		50% Decrease in Share Price \$0.05	Current Share Price \$0.10	100% Increase in Share Price \$0.20
Current Variable A 126,269,112	10% Dilution	12,626,911	12,626,911	12,626,911
	Funds Raised	\$631,346	\$1,262,691	\$2,525,382
50% Increase Variable A 189,403,668	10% Dilution	18,940,367	18,940,367	18,940,367
	Funds Raised	\$947,018	\$1,894,037	\$3,788,073
100% Increase Variable A 252,538,224	10% Dilution	25,253,822	25,253,822	25,253,822
	Funds Raised	\$1,262,691	\$2,525,382	\$5,050,764

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 9 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 2.00pm (Sydney time) on Sunday, 26 November 2022.

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 2:00pm (Sydney time) on Sunday, 26 November 2022.

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 2:00pm (Sydney time) on Sunday, 26 November 2022.

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
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)
Convertible Loan Note	The proposed new convertible loan note to be issued to Mr Malaeb, the subject of Resolution 8
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
Loan Note	The existing loan note between the Company and Mr Malaeb, detailed in the Explanatory Statement to Resolution 8
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, 28 November 2022 at 2.00pm (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
Q4FY22 Placement	The placement of 10,000,000 Shares (to raise \$1 million) conducted over two tranches in Q4 of FY22
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, 28 November 2022 at 2:00pm (Sydney). 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 2:00pm (Sydney) Saturday, 26 November 2022.



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 **2:00pm (Sydney) on Saturday, 26 November 2022.**

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:

XX

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: I9999999999

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.

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, 28 November 2022 at 2:00pm (Sydney) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remunerated-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 Items 1, 3, 4, 5, 6, 7 and 8 (except where I/we have indicated a different voting intention in step 2) even though Items 1, 3, 4, 5, 6, 7 and 8 are 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 Items 1, 3, 4, 5, 6, 7 and 8 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			For	Against	Abstain
1	Non-binding resolution to adopt the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10	To Ratify Issue of Loan Extension Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	To elect Jihad Malaeb as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	11	To Approve Additional 10% Placement Capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	To Issue Securities to Jihad Malaeb	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
4	To Issue Securities to Stephen Bartrop	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
5	To Issue Securities to Michael Thirnbeck	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
6	To Issue Securities to Bruce Hills	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
7	To Issue Securities to Richard Ash	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
8	To Approve Convertible Note Issue to Jihad Malaeb	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
9	To Ratify Q4FY22 Placement	<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 Securityholder 2 Securityholder 3 / /
Sole Director & Sole Company Secretary Director 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

2 9 4 4 9 8 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