

R3D Resources Limited ACN 111 398 040

(renamed Tartana Minerals Limited)

Fourth Supplementary Prospectus

Fourth Supplementary Prospectus to a Prospectus dated 16 November 2023

Important Information

This Fourth Supplementary prospectus is dated 14 February 2024 and was lodged with the Australian Securities and Investments Commission (**ASIC**) on that date (**Fourth Supplementary Prospectus**).

This Fourth Supplementary Prospectus supplements and is intended to be read together with the prospectus dated 16 November 2023 (the **Prospectus**) as amended by the Supplementary Prospectus dated 12 December 2023, Second Supplementary Prospectus dated 15 January 2024, Third Supplementary Prospectus dated 23 January 2024 which were issued by R3D Resources Limited (renamed Tartana Minerals Limited) ACN 111 398 040 (**Company**).

ASIC, the ASX and their officers take no responsibility as to the contents of this Fourth Supplementary Prospectus. This Fourth Supplementary Prospectus should be read in its entirety together with the contents of the Prospectus. If you are in any doubt as to the contents of this document, you should consult your professional advisers without delay.

A copy of the Prospectus is available for inspection at the registered office of the Company at 169 Blues Point Road, McMahons Point, NSW 2060 Australia, during normal business hours. The Prospectus will also be made available in electronic form. Persons having received a copy of this Prospectus in its electronic form may obtain an additional paper copy of this Prospectus (free of charge) from the Company's registered office by contacting the Company.

Other than as set out below, all details in relation to the Prospectus remain unchanged. Terms used in this Fourth Supplementary Prospectus shall have the same meaning ascribed to them in the Prospectus. To the extent of any inconsistency between this Fourth Supplementary Prospectus and the Prospectus, the provisions of this Fourth Supplementary Prospectus will prevail.

1. Extension of Offer Period and Refresh of Quotation Condition

- 1.1 This Fourth Supplementary Prospectus is intended to amend the Prospectus on the basis set out below, to extend the period the Offers remain open to Wednesday, 20 March 2024, and to refresh the time limit for satisfying the "Quotation Condition" as described in more detail in section 2.

2. Refresh of Quotation Condition

- 2.1 This Fourth Supplementary Prospectus is a "refresh document" as defined in section 724(3H) of the Corporations Act, as inserted by *ASIC Corporations (Minimum Subscription and Quotation Conditions) Instrument 2016/70* (the **Instrument**), and has been lodged with ASIC in accordance with section 724(3G) of the Corporations Act as inserted by the Instrument.
- 2.2 By way of background to the refresh, section 723(3)(b) of the Corporations Act provides that if a company (such as the Company) offers securities under a disclosure document (such as the Prospectus) and the disclosure document states or implies that the securities are to be quoted on a financial market (such as ASX), and the securities are not yet admitted to quotation within 3 months after the date of the disclosure document (the **Quotation Condition**), then any issue of securities will be void (meaning that the issue cannot be made) and all

application money received under the offer must be returned to applicants as soon as practicable.

- 2.3 The 3 month period in relation to the Offers will expire on Friday, 16 February 2024. The Quotation Condition has not been satisfied at the date of this document because the Entitlement Offer has not yet closed, and so the New Securities have not been issued (and cannot be quoted by ASX).
- 2.4 The Instrument allows the Company to refresh the time limit for satisfaction of the Quotation Condition, subject to the Company issuing and lodging with ASIC a “refresh document” (being this Fourth Supplementary Prospectus) that sets out certain information (which is contained in section 2.5), and informs existing applicants of their right to withdraw their applications and be repaid their application money within a 1 month withdrawal period from the date of the refresh document (see section 4 below for further detail of the withdrawal right).
- 2.5 The following information and statements are provided in relation to the refresh of the Quotation Condition:
- (a) The Company made an application to ASX for quotation of the New Securities that were offered under the Prospectus within 7 days after the date of the Prospectus (as required by section 723(3)(a) of the Corporations Act). Those securities have not been admitted to quotation at the date of this document.
 - (b) ASX has not indicated to the Company that the New Securities will not be admitted to quotation, nor has it indicated that those securities will be admitted to quotation subject to certain conditions being satisfied.
 - (c) The Quotation Condition in respect of the Offers is changed by this refresh document so that it must be satisfied by **14 May 2024** (being 3 months after the date of this document). The Instrument allows the Company to further refresh the Quotation Condition in the future should the need arise.
 - (d) At the date of this document, the Company has received applications under the Offers for 1,756,165 New Shares, 878,083 New Options, and 4,360,000 Placement Options. None of those securities have yet been issued.

3. Amendments to Prospectus

- 3.1 The Closing Date of the Offers is amended to Wednesday, 20 March 2024. All references to the Closing Date of the Offers as “Friday, 16 February 2024” are amended to “Wednesday, 20 March 2024”.
- 3.2 References in section 1.12 of the Prospectus and elsewhere to ASX granting official quotation of the New Securities within three months after the date of the Prospectus are amended to refer to such quotation being granted by 14 May 2024.
- 3.3 The indicative timetable in the Key Information section of the Prospectus is amended as follows:

Event	Date
Announcement of the Placement and 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

Anticipated issue of Placement Shares (excluding related parties)	Friday, 17 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	Friday, 15 March 2024
Closing Date of Offers (5:00pm AEDT)	Wednesday, 20 March 2024
New Shares issued under the Entitlement Offer (which in this Timetable includes the Top Up Facility), and (subject to ASX approval) New Options attaching to those New Shares, quoted on a deferred settlement basis	Thursday, 21 March 2024
Announcement of results of Entitlement Offer	Wednesday, 27 March 2024
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	Wednesday, 27 March 2024
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	Thursday, 28 March 2024
General Meeting of Shareholders	Anticipated March to April 2024
Anticipated date for issue of Placement Shares (related parties) and Placement Options	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 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.

4. Withdrawal rights

Existing applicants

- 4.1 In accordance with section 724(3G) of the Corporations Act, as inserted by the Instrument, if you applied for New Securities under the Prospectus on or before the date of this document (**Existing Applicant**), you may withdraw your application and be repaid your application monies (if any), provided you give the Company written notice of your wish to so which is

received by the Company by 5:00pm AEDT on 14 March 2024 (**Withdrawal Period**). The Offer will remain open until at least the end of the Withdrawal Period.

- 4.2 Any repayments made by the Company pursuant to an Existing Applicant exercising their right to withdraw their application will be made in full, in Australian dollars, and without interest.
- 4.3 An Existing Applicant who wishes to withdraw their application and obtain a refund must submit a written request to the Company by email to the address set out below so that it is received by the end of the Withdrawal Period:

The Company Secretary
e: R3D@reignadvisory.com

- 4.4 The details for the payment of the refund cheque and address to which it should be sent as set out in the written request must correspond to the details contained in the Application Form for that Existing Applicant.
- 4.5 If you do not wish to withdraw your application, you do not need to take any action.

New applicants

- 4.6 If you have not already applied for New Securities on or before the date of this document, then the withdrawal rights described in this section do not apply to you.
- 4.7 To apply for New Securities under the Offers you should follow the directions in the Prospectus using your personalised Application Form and payment details.

5. Change of Company Name

- 5.1 The Company notes that at the 2023 Annual General Meeting, shareholders approved the change of the Company's name from R3D Resources Limited to Tartana Minerals Limited. The Company has subsequently received confirmation from ASIC as to the Company's name being changed to Tartana Minerals Limited on and from 7 December 2023. However, as at the date of this Fourth Supplementary Prospectus, ASX is yet to confirm a timetable for the Company's name change and corresponding ASX code change. The Company accordingly refers to itself as R3D Resources Limited solely to avoid confusion.

6. Director Authorisation

This Fourth Supplementary Prospectus has been signed by a Director of the Company with the authority of each of the Directors and is dated. Each Director has consented to lodgement of this Fourth Supplementary Prospectus with ASIC.



Jihad Malaeb
Chairman

Dated: 14 February 2024