



## Update Summary

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**Entity name**

R3D RESOURCES LIMITED

**Announcement Type**

Update to previous announcement

**Date of this announcement**

15/11/2023

**Reason for update to a previous announcement**

Update to the maximum number of securities that may be issued pursuant to the Entitlement Offer to reflect the fact that the Placement (also detailed in this 3B, except as it relates to an issue of securities to Directors) will settle prior to the Record Date of the Entitlement Offer. Additionally, the Company advises it will now lodge the relevant Prospectus on Thursday 16 November and changes the ex date, record date, and offer dispatch and open dates accordingly.

Refer to next page for full details of the announcement

Part 1 - Entity and announcement details

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**1.1 Name of +Entity**

R3D RESOURCES LIMITED

We (the entity named above) give ASX the following information about a proposed issue of +securities and, if ASX agrees to +quote any of the +securities (including any rights) on a +deferred settlement basis, we agree to the matters set out in Appendix 3B of the ASX Listing Rules.

If the +securities are being offered under a +disclosure document or +PDS and are intended to be quoted on ASX, we also apply for quotation of all of the +securities that may be issued under the +disclosure document or +PDS on the terms set out in Appendix 2A of the ASX Listing Rules (on the understanding that once the final number of +securities issued under the +disclosure document or +PDS is known, in accordance with Listing Rule 3.10.3C, we will complete and lodge with ASX an Appendix 2A online form notifying ASX of their issue and applying for their quotation).

**1.2 Registered Number Type**

ACN

**Registration Number**

111398040

**1.3 ASX issuer code**

R3D

**1.4 The announcement is** Update/amendment to previous announcement**1.4a Reason for update to a previous announcement**

Update to the maximum number of securities that may be issued pursuant to the Entitlement Offer to reflect the fact that the Placement (also detailed in this 3B, except as it relates to an issue of securities to Directors) will settle prior to the Record Date of the Entitlement Offer. Additionally, the Company advises it will now lodge the relevant Prospectus on Thursday 16 November and changes the ex date, record date, and offer dispatch and open dates accordingly.

**1.4b Date of previous announcement to this update**

9/11/2023

**1.5 Date of this announcement**

15/11/2023

**1.6 The Proposed issue is:** A standard +pro rata issue (non-renounceable or renounceable) A placement or other type of issue**1.6a The proposed standard +pro rata issue is:** + Non-renounceable



Part 3 - Details of proposed entitlement offer issue

Part 3A - Conditions

**3A.1 Do any external approvals need to be obtained or other conditions satisfied before the entitlement offer can proceed on an unconditional basis?**

No

Part 3B - Offer details

**Class or classes of +securities that will participate in the proposed issue and class or classes of +securities proposed to be issued**

**ASX +security code and description**

R3D : ORDINARY FULLY PAID

**Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?**

Existing class

**Will the proposed issue of this +security include an offer of attaching +securities?**

Yes

**If the entity has quoted company options, do the terms entitle option holders to participate on exercise?**

No

Details of +securities proposed to be issued

**ASX +security code and description**

R3D : ORDINARY FULLY PAID

**ISIN Code (if Issuer is a foreign company and +securities are non CDIs)**

**ISIN Code for the entitlement or right to participate in a non-renounceable issue (if Issuer is foreign company and +securities are non CDIs)**

**Offer ratio (ratio to existing holdings at which the proposed +securities will be issued)**

**The quantity of additional +securities to be issued**

1

**For a given quantity of +securities held**

5



**What will be done with fractional entitlements?**

Fractions rounded up to the next whole number

**Maximum number of +securities proposed to be issued (subject to rounding)**

30,474,316

**Reason for the update of 'Maximum number of +securities proposed to be issued'**

Increase to reflect that the Placement Participants (excl the Directors) will receive their Placement Shares prior to the Record Date of the Entitlement Offer. This is as disclosed in ASX Announcement of 9 November 2023.

**Offer price details for retail security holders**

**In what currency will the offer be made?**

AUD - Australian Dollar

**What is the offer price per +security for the retail offer?**

AUD 0.05000

**Oversubscription & Scale back details**

**Will individual +security holders be permitted to apply for more than their entitlement (i.e. to over-subscribe)?**

Yes

**Describe the limits on over-subscription**

The Company reserves its rights to determine the allocation of any over-subscriptions in its sole discretion, having regard to the terms of the Offer to be released in due course.

**Will a scale back be applied if the offer is over-subscribed?**

Yes

**Describe the scale back arrangements**

The Company reserves its rights to determine the allocation of any over-subscriptions in its sole discretion, having regard to the terms of the Offer to be released in due course.

**Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class?**

Yes

Attaching +Security

**Is the proposed attaching security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional +securities in a class that is already quoted or recorded by ASX)?**

New class



Attaching +Security - New class (+securities in a class that is not yet quoted or recorded by ASX)

**Details of attaching +securities proposed to be issued**

**ISIN Code (if Issuer is a foreign company and +securities are non CDIs)**

**ISIN Code for the entitlement or right to participate in a non-renounceable issue (if Issuer is foreign company and +securities are non CDIs)**

**Have you received confirmation from ASX that the terms of the proposed +securities are appropriate and equitable under listing rule 6.1?**

No

**Will the entity be seeking quotation of the 'new' class of +securities on ASX?**

Yes

**ASX +security code**

New class-code to be confirmed

**+Security description**

Options each exercisable at \$0.10 per Option each expiring 31 December 2025

**+Security type**

Options

**Offer ratio (ratio of attaching securities at which the new +securities will be issued)**

**The quantity of attaching +securities to be issued**

1

**For a given quantity of the new +securities issued**

2

**What will be done with fractional entitlements?**

Fractions rounded up to the next whole number

**Maximum number of +securities proposed to be issued (subject to rounding)**

15,237,158

**Reason for the update of 'Maximum number of +securities proposed to be issued'**

Increase to reflect that the Placement Participants (excl the Directors) will receive their Placement Shares prior to the Record Date of the Entitlement Offer. This is as disclosed in ASX Announcement of 9 November 2023.

**Offer price details for retail security holders**

**In what currency will the offer be made?**

AUD - Australian Dollar

**What is the offer price per +security for the retail offer?**

AUD 0.00000

**Oversubscription & Scale back details**

**Will individual +security holders be permitted to apply for more than their entitlement (i.e. to over-subscribe)?**

Yes



**Describe the limits on over-subscription**

The Company reserves its rights to determine the allocation of any over-subscriptions in its sole discretion, having regard to the terms of the Offer to be released in due course.

**Will a scale back be applied if the offer is over-subscribed?**

Yes

**Describe the scale back arrangements**

The Company reserves its rights to determine the allocation of any over-subscriptions in its sole discretion, having regard to the terms of the Offer to be released in due course.

**Will all the +securities issued in this class rank equally in all respects from their issue date?**

Yes

Options details

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**+Security currency**

AUD - Australian Dollar

**Exercise price**

AUD 0.1000

**Expiry date**

31/12/2025

**Details of the type of +security that will be issued if the option is exercised**

R3D : ORDINARY FULLY PAID

**Number of securities that will be issued if the option is exercised**

One fully paid ordinary share (ASX:R3D)

**Please provide a URL link for a document lodged with ASX setting out the material terms of the +securities proposed to be issued or provide the information by separate announcement.**

The information will be provided by issue of a contemporaneous ASX Announcement followed by a Rights Issue Offer Document.

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Part 3C - Timetable

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**3C.1 +Record date**

21/11/2023

**3C.2 Ex date**

20/11/2023



**3C.4 Record date**

21/11/2023

**3C.5 Date on which offer documents will be sent to +security holders entitled to participate in the +pro rata issue**

24/11/2023

**3C.6 Offer closing date**

15/12/2023

**3C.7 Last day to extend the offer closing date**

12/12/2023

**3C.9 Trading in new +securities commences on a deferred settlement basis**

18/12/2023

**3C.11 +Issue date and last day for entity to announce results of +pro rata issue**

22/12/2023

**3C.12 Date trading starts on a normal T+2 basis**

27/12/2023

**3C.13 First settlement date of trades conducted on a +deferred settlement basis and on a normal T+2 basis**

29/12/2023

Part 3E - Fees and expenses

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**3E.1 Will there be a lead manager or broker to the proposed offer?**

No

**3E.2 Is the proposed offer to be underwritten?**

No

**3E.3 Will brokers who lodge acceptances or renunciations on behalf of eligible +security holders be paid a handling fee or commission?**

No

**3E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed offer**

In placing any shortfall, the Company may pay fees up to 6% to parties including GBA Capital.



Part 3F - Further Information

**3F.1 The purpose(s) for which the entity intends to use the cash raised by the proposed issue**

Additional working capital.

**3F.2 Will holdings on different registers or subregisters be aggregated for the purposes of determining entitlements to the issue?**

No

**3F.3 Will the entity be changing its dividend/distribution policy if the proposed issue is successful?**

No

**3F.4 Countries in which the entity has +security holders who will not be eligible to participate in the proposed issue**

Having regard to the comment at 3F.7 below, jurisdictions in which the Company has registered shareholders that may be ineligible include the BVI, France, Hong Kong, India, Indonesia, Korea, Malaysia, PNG, Singapore, the UK, and the USA.

**3F.5 Will the offer be made to eligible beneficiaries on whose behalf eligible nominees or custodians hold existing +securities**

Yes

**3F.5a Please provide further details of the offer to eligible beneficiaries**

The Offer is being made to all eligible shareholders. Nominees with registered addresses in eligible jurisdictions may participate in the Offer in respect of some or all of their beneficiaries on whose behalf they hold Shares provided that the applicable beneficiary would satisfy the criteria for Eligible Shareholder.

**3F.6 URL on the entity's website where investors can download information about the proposed issue**

<https://r3dresources.com.au/investor-centre/investor-welcome>

**3F.7 Any other information the entity wishes to provide about the proposed issue**

The Company expects to make the Offer to security holders with a registered address in Australia, New Zealand and any other jurisdiction where the Company is satisfied the Offer may be made to holders in compliance with applicable laws and without undue cost, expense, or regulation.

**3F.8 Will the offer of rights under the rights issue be made under a disclosure document or product disclosure statement under Chapter 6D or Part 7.9 of the Corporations Act (as applicable)?**

Yes

**3F.9 Any on-sale of the +securities proposed to be issued within 12 months of their date of issue will comply with the secondary sale provisions in sections 707(3) and 1012C(6) of the Corporations Act by virtue of:**

The publication of a +disclosure document or +PDS for the +securities proposed to be issued





Part 7 - Details of proposed placement or other issue

Part 7A - Conditions

**7A.1 Do any external approvals need to be obtained or other conditions satisfied before the placement or other type of issue can proceed on an unconditional basis?**

Yes

7A.1a Conditions

Approval/Condition	Date for determination	Is the date estimated or actual?	** Approval received/condition met?
+Security holder approval	27/11/2023	<input checked="" type="checkbox"/> Estimated	

**Comments**

Issue of the Options attaching to the Placement Shares and participation in the Placement by directors requires shareholder approval. Such approval will be sought at either the AGM (by issue of an addendum to the Notice of Meeting) or at a later meeting to be convened.

Part 7B - Issue details

**Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?**

Existing class

**Will the proposed issue of this +security include an offer of attaching +securities?**

Yes

Details of +securities proposed to be issued

**ASX +security code and description**

R3D : ORDINARY FULLY PAID

**Number of +securities proposed to be issued**

8,720,000

**Offer price details**

**Are the +securities proposed to be issued being issued for a cash consideration?**

Yes



**In what currency is the cash consideration being paid?**

AUD - Australian Dollar

**What is the issue price per +security?**

AUD 0.05000

**Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class?**

Yes

Attaching +Security

**Is the proposed attaching security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional +securities in a class that is already quoted or recorded by ASX)?**

New class

Attaching +Security - New class (+securities in a class that is not yet quoted or recorded by ASX)

**Details of attaching +securities proposed to be issued**

**ISIN Code (if Issuer is a foreign company and +securities are non CDIs)**

**Have you received confirmation from ASX that the terms of the proposed +securities are appropriate and equitable under listing rule 6.1?**

No

**Will the entity be seeking quotation of the 'new' class of +securities on ASX?**

Yes

**ASX +security code**

New class-code to be confirmed

**+Security description**

Options each exercisable at \$0.10 per Option each expiring 31 December 2025.

**+Security type**

Options

**Number of +securities proposed to be issued**

4,360,000

**Offer price details**

**Are the +securities proposed to be issued being issued for a cash consideration?**

No

**Please describe the consideration being provided for the +securities**

Attaching Options to the Placement on a 1 Option for every 2 Shares subscribed basis.

**Please provide an estimate of the AUD equivalent of the consideration being provided for the +securities**

0.001000



**Will all the +securities issued in this class rank equally in all respects from their issue date?**

Yes

Options details

**+Security currency**

AUD - Australian Dollar

**Exercise price**

AUD 0.1000

**Expiry date**

31/12/2025

**Details of the type of +security that will be issued if the option is exercised**

R3D : ORDINARY FULLY PAID

**Number of securities that will be issued if the option is exercised**

One fully paid ordinary share (ASX:R3D)

**Please provide a URL link for a document lodged with ASX setting out the material terms of the +securities proposed to be issued or provide the information by separate announcement.**

The information will be provided by issue of a contemporaneous ASX Announcement followed by a Rights Issue Offer Document.

Part 7C - Timetable

**7C.1 Proposed +issue date**

17/11/2023

Part 7D - Listing Rule requirements

**7D.1 Has the entity obtained, or is it obtaining, +security holder approval for the entire issue under listing rule 7.1?**

No

**7D.1b Are any of the +securities proposed to be issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1?**

Yes

**7D.1b ( i ) How many +securities are proposed to be issued without security holder approval using the entity's 15% placement capacity under listing rule 7.1?**

4,220,000 FPO.



**7D.1c Are any of the +securities proposed to be issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A (if applicable)?**

No

**7D.2 Is a party referred to in listing rule 10.11 participating in the proposed issue?**

Yes

**7D.3 Will any of the +securities to be issued be +restricted securities for the purposes of the listing rules?**

No

**7D.4 Will any of the +securities to be issued be subject to +voluntary escrow?**

No

#### Part 7E - Fees and expenses

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**7E.1 Will there be a lead manager or broker to the proposed issue?**

Yes

**7E.1a Who is the lead manager/broker?**

GBA Capital

**7E.1b What fee, commission or other consideration is payable to them for acting as lead manager/broker?**

The Company will pay fees not exceeding 6% on the funds raised.

**7E.2 Is the proposed issue to be underwritten?**

No

**7E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed issue**

#### Part 7F - Further Information

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**7F.01 The purpose(s) for which the entity is issuing the securities**

Additional working capital.

**7F.1 Will the entity be changing its dividend/distribution policy if the proposed issue proceeds?**

No

**7F.2 Any other information the entity wishes to provide about the proposed issue**

**7F.3 Any on-sale of the +securities proposed to be issued within 12 months of their date of issue will comply with the secondary sale provisions in sections 707(3) and 1012C(6) of the Corporations Act by virtue of:**

The publication of a cleansing notice under section 708A(5), 708AA(2)(f), 1012DA(5) or 1012DAA(2)(f)

