



ASX RELEASE (15 MARCH 2024)

R3D Secures Additional Funding

R3D Resources Limited (ASX: **R3D**) (the **Company**) (renamed Tartana Minerals Limited) is pleased to note that it has received a commitment from an Investor to participate in a \$480,000 Convertible Note in R3D and provides an update on the Rights Issue currently being conducted by the Company.

Key Points:

- \$480,000 received from an investor introduced to the Company by directors Dr Alistair Lewis and Dr Stephen Bartrop in a cash advance, pending issue of a Convertible Note on terms to be finalised;
- Rights Issue raising up to \$1.5 million at \$0.05 per share to be extended by a further week, to 27 March 2024; and
- Confidential, incomplete discussions are underway with prospective underwriters for the Rights Issue – including a related party underwriter.

Convertible Note

The Company has secured a commitment from an Investor to participate in a Convertible Note raising totalling \$480,000, converting at \$0.05 per Share. The \$480,000 has been advanced to the Company prior to finalising terms of the Convertible Note and execution of formal documentation. In the time between the receipt of the funds and the issue of the Convertible Note, the Company has agreed to treat the funds as an unsecured loan on ordinary commercial terms. Further details of the terms of the advance, and the Convertible Note is set out in Annexure A.

The Investor was introduced to the Company by directors Alistair Lewis and Stephen Bartrop, although the Investor is not a party related to the Company or either director.

Rights Issue

The Rights Issue is a 1 for 5 pro rata entitlement offer of New Shares in the Company at an issue price of \$0.05 per New Share, as well as 1 attaching Option exercisable at \$0.10 expiring 31 December 2025 for each 2 New Shares subscribed for (the **Rights Issue**), which opened on 24 November 2023.

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

The Company intends to further extend the Rights Issue offer open period until 27 March 2024 citing the impending completion of negotiations with certain parties who will commit to an underwriting of the Rights Issue. One of the parties with whom discussions are ongoing is a related party of the Company, being an entity controlled by Dr Stephen Bartrop. Any such underwriting would be on arms' length terms.

R3D Resources Limited (ASX: R3D)

ACN: 111 398 040

r3dresources.com.au

Should any of the current negotiations progress into a binding agreement, the Company will release a further announcement at this time. Until that announcement there can be no guarantee that any underwriting arrangements will be agreed – whether with a related party or any other party.

A Supplementary Prospectus in relation to the extension of the Rights Issue offer open period is annexed, and a copy is being lodged with ASIC.

ENDS

This announcement has been approved by the Disclosure Committee of the Company.

Further Information:

Stephen Bartrop

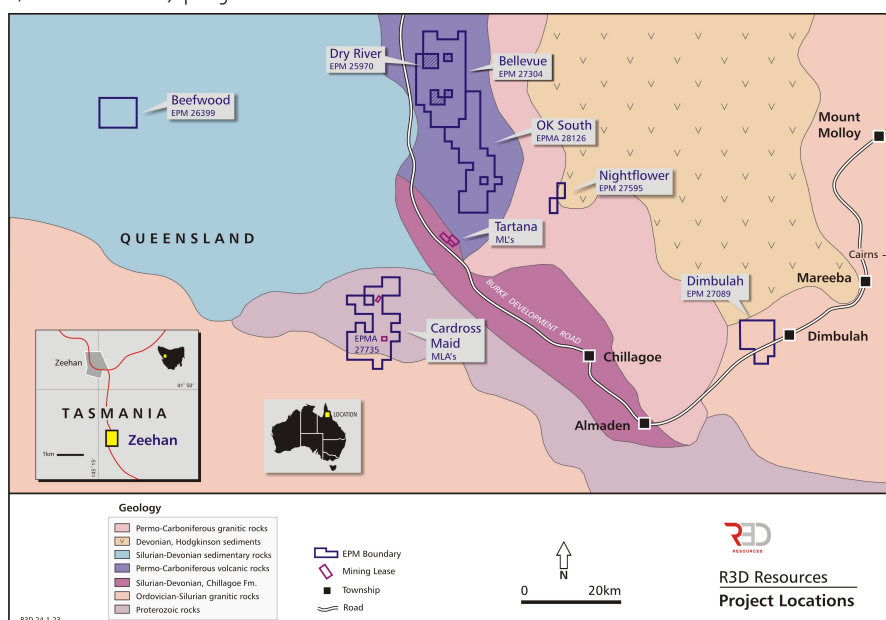
Managing Director

R3D Resources Limited

P: + 61 2 9392 8032

About R3D Resources Limited

R3D Resources (renamed Tartana Minerals Limited) is a significant copper, gold, silver and zinc explorer and developer in the Chillagoe Region of Far North Queensland. R3D owns several projects of varying maturity, with the most advanced being the Tartana mining leases, which contain an existing heap leach – solvent extraction – crystallisation plant nestled between its Tartana (45,000 tonnes Copper) Queen Grade (39,000 tonnes Zinc) and Mountain Maid (415,000 oz Gold) projects.



The Company confirms that in respect of the Tartana MRE dated 9 February 2023, the Queen Grade MRE dated 14 February 2023, and the Mountain Maid MRE dated 20 February 2023, it is not aware of any new information or data which materially affects the information included in the relevant market announcement, and all material assumptions and technical parameters underpinning the estimates in the relevant market announcements continue to apply and have not materially changed.

Disclaimer Regarding Forward Looking Statements

This ASX announcement contains various forward-looking statements. All statements, other than statements of historical fact, are forward-looking statements. Forward-looking statements are inherently subject to uncertainties in that they may be affected by a variety of known and unknown risks, variables and factors which

could cause actual values or results, performance or achievements to differ materially from the expectations described in such forward-looking statements.

R3D Resources does not give any assurance that the anticipated results, performance or achievements expressed or implied in those forward-looking statements will be achieved.

Annexure A: Terms of Agreements

Loan Advance

Equity Realty Development (Australia) Co Pty Ltd (the **Investor** or the **Lender**) has advanced the Company \$480,000 on the following terms:

- Advance paid to the Company pending the finalisation of an issue of \$480,000 in Convertible Notes to the Lender
- The advance is unsecured
- The Company is to finalise the terms of a Convertible Note to be issued to the Lender totalling \$480,000 (480 Convertible Notes, each with a face value of \$1,000 per Note) and issue that Convertible Note within a reasonable period following the advance
- The advance bears interest at a fixed rate of \$20,000 until 31 May 2024 (or if the Convertible Notes are issued prior to 31 May 2024, the Convertible Notes bear interest at the same amount, such that the total to be repaid to the Lender is \$500,000)
- The Lender is entitled to appoint an expenditure advisory committee to oversee the expenditure of the funds advanced. Such advisory committee will only be able to advise or make non-binding recommendations to the Company. The committee will consist of Alistair Lewis, Stephen Bartrop, Mat Hancock (each as advisors to the Lender), and Bruce Hills (representing the Company).

Convertible Note

The following terms are subject to further negotiation between the Company and the Lender:

- Issue of 480 Convertible Notes each with a face value of \$1,000 per Note
- Notes maturing 31 May 2024 at which time the amount of \$480,000 plus the interest (below) is to be repaid in cash if not matured
- Fixed conversion price of \$0.05 per Share convertible any time at or prior to maturity at the Lender's election
- Interest is payable in cash at a fixed amount of \$20,000 at Maturity
- The Lender may not demand the repayment of the Convertible Notes
- The Company and the Lender are negotiating with respect to the granting of a security interest in the Company's assets to the Lender given the Company has already granted such a security interest to the holders of the \$1 million in convertible notes which are presently due to mature on 30 April 2024

R3D Resources Limited ACN 111 398 040 (renamed Tartana Minerals Limited)

Fifth Supplementary Prospectus

Fifth Supplementary Prospectus to a Prospectus dated 16 November 2023

Important Information

This Fifth Supplementary prospectus is dated 15 March 2024 and was lodged with the Australian Securities and Investments Commission (**ASIC**) on that date (**Fifth Supplementary Prospectus**).

This Fifth 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, and the Fourth Supplementary Prospectus dated 14 February 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 Fifth Supplementary Prospectus. This Fifth 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, McMahon's 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 Fifth Supplementary Prospectus shall have the same meaning ascribed to them in the Prospectus. To the extent of any inconsistency between this Fifth Supplementary Prospectus and the Prospectus, the provisions of this Fifth Supplementary Prospectus will prevail.

1. Extension of Offer Period

- 1.1 This Fifth Supplementary Prospectus is intended to amend the Prospectus on the basis set out below, to extend the period the Offers remain open to Wednesday, 27 March 2024.

2. Amendments to Prospectus

- 2.1 The Closing Date of the Offers is amended to Wednesday, 27 March 2024. All references to the Closing Date of the Offers as "Wednesday, 20 March 2024" are amended to "Wednesday, 27 March 2024".

2.2 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, 22 March 2024
Closing Date of Offers (5:00pm AEDT)	Wednesday, 27 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, 28 March 2024
Announcement of results of Entitlement Offer	Friday, 5 April 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	Friday, 5 April 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	Monday, 8 April 2024
General Meeting of Shareholders	Anticipated April to May 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.

3. Change of Company Name

- 3.1 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 Fifth 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.

4. Director Authorisation

This Fifth 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 Fifth Supplementary Prospectus with ASIC.



Jihad Malaeb
Chairman
Dated: 15 March 2024