



ASX RELEASE (27 MARCH 2024)

\$1.5 million in firm commitments received for capital raisings

\$0.5 million partial underwrite of the Rights Issue & \$1.0 million in further debt or equity to be raised by end April 2024

R3D Resources Limited (ASX: **R3D**) (the **Company**) (renamed Tartana Minerals Limited) is pleased to provide an update on the 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 in November 2023.

Key Points:

- Firm commitment received from Breakaway Investment Group (controlled by director Dr Stephen Bartrop) to underwrite the Rights Issue of up to \$500,000
- Additional firm commitment received from Breakaway Research (also controlled by director Dr Stephen Bartrop) to raise \$1 million for the Company from third party investors through debt, equity or hybrid instruments by 30 April 2024
- Rights Issue to be extended until 10 April 2024 to enable eligible shareholders to participate on the same terms following the underwriting
- Underwriting Agreements, firm commitment agreements, and further disclosures are to be made upon formal documents being executed over the coming days
- Copper Sulphate production at Tartana has restarted and the Company is targeting to achieve a minimum production rate of fifteen bags of Copper Sulphate a week during the month of April 2024
- Production since restart during March has totalled twenty bags

Partial Underwriting of Rights Issue & Firm Commitment to Further Capital Raising

Breakaway Investment Group Pty Ltd (**Breakaway Investment**), an entity controlled by R3D's Managing Director, Dr Stephen Bartrop, has provided the Company with a firm commitment to underwrite the Rights Issue to a minimum raise of \$500,000 (the **Underwriting**), subject to formal agreement.

Additionally, Breakaway Research Pty Ltd (**Breakaway Research**) an entity also controlled by Dr Stephen Bartrop has provided a further firm commitment to raise \$1 million for the Company through debt, equity, or hybrid instruments by 30 April 2024 (the **\$1m Commitment**), again subject to formal agreement. To the extent that Shares and Attaching Options are placed, the Company may use shortfall from the Rights Issue for this purpose. The terms of this raising will be settled between the Company and Breakaway Research in the ordinary course. Breakaway Research is an AFSL holder and accordingly the funds are not expected to be raised from Dr Bartrop but rather parties introduced through Breakaway Research. Accordingly, the Company does not expect

R3D Resources Limited (ASX: R3D)

ACN: 111 398 040

r3dresources.com.au

shareholder approval to be required for the placement of those securities (except if necessary for placement capacity reasons or if the underlying clients are also Chapter 10 parties).

The Company is in discussions with each of Breakaway Investment and Breakaway Research towards execution of full-form documents to give effect to this commitment. On those discussions resulting in a binding agreement the Company will issue a further Supplementary Prospectus and will provide the requisite disclosure under ASX Listing Rules as to the full terms of this Underwriting and the \$1m Commitment.

The Company will ensure that such terms are arms' length.

Additionally, it is not expected that the Underwriting or \$1m Commitment will result in Dr Bartrop materially increasing his holding in R3D with sub-underwriting and sub-commitment arrangements to be put in place by Breakaway Investment and Breakaway Research at their discretion. Neither Breakaway Investment nor Breakaway Research are being paid fees for their commitments to the Company.

The Company expects that the final terms of the \$1m Commitment will include a condition precedent that the Company completes production of at least fifteen 1.2 tonne bags of Copper Sulphate a week from 1 April to 28 April 2024 (calculated on average over the period, totalling 60 bags). The directors (excluding Dr Bartrop) have considered this condition, and have formed the view that it is reasonable to the Company and Breakaway Research. Further, the Company is confident that this will be achievable noting that production in March to date has been twenty bags whilst still being impacted by weather conditions.

Commenting on the status of production at Tartana, Dr Bartrop said:

"We are pleased to report that we have recommenced production at Tartana following a prolonged run of unexpected poor weather that limited site access for staff and input materials. Although the weather continues to affect site operations and access, we are confident in achieving a minimum production at Tartana of at least fifteen bags per week, but hopefully well in excess of that as conditions improve."

Further Extension of Rights Issue

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.

Having regard to the impending underwriting, the Company intends to further extend the Rights Issue offer open period until 10 April 2024 which will allow time for eligible shareholders to consider participating on the same terms as the Underwriters.

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 Board of the Company.

Further Information:

Stephen Bartrop

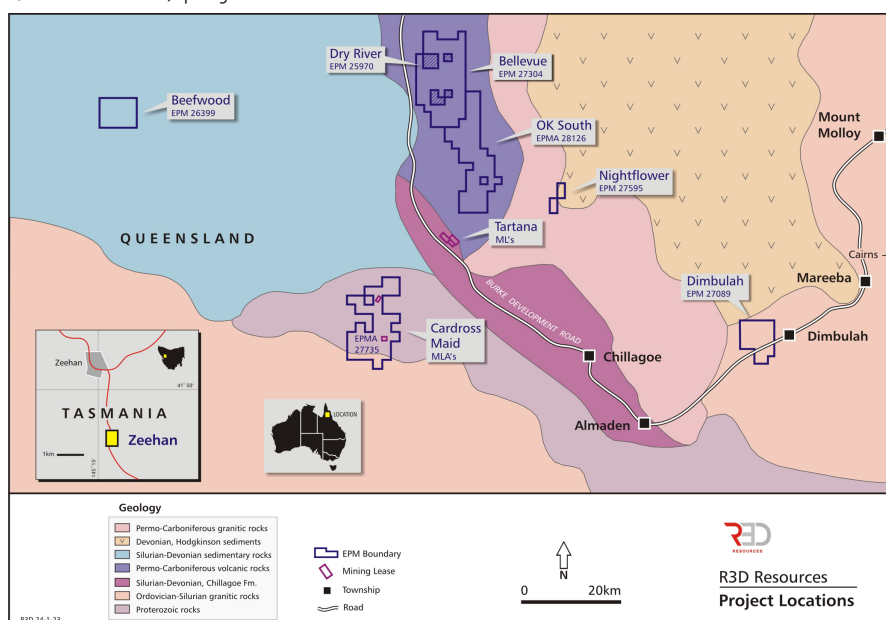
Managing Director

R3D Resources Limited

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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.

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

Seventh Supplementary Prospectus

Seventh Supplementary Prospectus to a Prospectus dated 16 November 2023

Important Information

This Seventh Supplementary prospectus is dated 26 March 2024 and was lodged with the Australian Securities and Investments Commission (**ASIC**) on that date (**Seventh Supplementary Prospectus**).

This Seventh 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, the Fourth Supplementary Prospectus dated 14 February 2024, the Fifth Supplementary Prospectus which was lodged 15 March 2024, and the Sixth Supplementary Prospectus which was lodged on 22 March 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 Seventh Supplementary Prospectus. This Seventh 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 Seventh Supplementary Prospectus shall have the same meaning ascribed to them in the Prospectus. To the extent of any inconsistency between this Seventh Supplementary Prospectus and the Prospectus, the provisions of this Seventh Supplementary Prospectus will prevail.

1. Extension of Offer Period

- 1.1 This Seventh Supplementary Prospectus is intended to amend the Prospectus on the basis set out below, to extend the period the Offers remain open to Wednesday, 10 April 2024.

2. Amendments to Prospectus

- 2.1 The Closing Date of the Offers is amended to Wednesday, 10 April 2024. All references to the Closing Date of the Offers as "Wednesday, 3 April 2024" are amended to "Wednesday, 10 April 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, 5 April 2024
Closing Date of Offers (5:00pm AEDT)	Wednesday, 10 April 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, 11 April 2024
Announcement of results of Entitlement Offer	Wednesday, 17 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	Wednesday, 17 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	Thursday, 18 April 2024
General Meeting of Shareholders	Anticipated June to July 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 Seventh 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 Seventh 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 Seventh Supplementary Prospectus with ASIC.



Jihad Malaeb
Chairman
Dated: 27 March 2024