



R3D Resources Limited | ACN: 111 398 040 | ASX: R3D

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19 May 2021

Takeover Offer Update –

Notice of Variation – Extension of Offer Period and Withdrawal Rights Sections 650c, 650d, 650e & 630(2)(B) of the Corporations Act 2001 (Cth)

R3D Resources Limited (ASX: R3D) (**R3D Resources** or **Company**) refers to its bidder's statement dated 5 February 2021 and the First Supplementary Bidder Statement dated 8 April 2021, in respect of its all-scrip takeover offer for 100% of the fully paid shares and options in Tartana Resources Limited (**Tartana**).

In accordance with sections 650c, 650d, 650e & 630(2)(B) of the Corporations Act 2001 (Cth), R3D Resources provides the associated notice.

For further information, please contact:

Robert J Waring
Company Secretary

admin@r3dresources.com.au

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ASX release authorised by Company Secretary.



R3D Resources Limited

ACN 119 111 398 040

NOTICE OF VARIATION – EXTENSION OF OFFER PERIOD AND WITHDRAWAL RIGHTS SECTIONS 650C, 650D, 650E & 630(2)(b) OF THE CORPORATIONS ACT 2001 (CTH)

To: Tartana Resources Limited (ACN 126 905 726) (**Tartana**);
Australian Securities and Investments Commission (**ASIC**); and

Each person to whom Offers were made under the takeover offer referred to in this notice.

For the purposes of section 630(2)(b) of the Corporations Act 2001 (Cth) (Corporations Act), R3D Resources Limited (ACN 119 111 398 040) (**R3D**) gives notice that:

- (a) the offer period under the takeover offer by R3D for all of the ordinary shares and options in Tartana that it does not already own (**Offers**), which Offers, contained in the bidder's statement issued by R3D dated 5 February 2021 and the First Supplementary Bidder Statement dated 8 April 2021 (**Bidder's Statement**), has been extended so that the Offers will remain open for acceptance until 7:00 pm (Sydney Time) on 31 July 2021;
- (b) the new date for giving notice of the status of the conditions to which the Offers are subject (**Conditions**), as required by section 630(3) of the Corporations Act, is 23 July 2021;
- (c) As at the date of this notice:
 - a. the Defeating Condition in section 14.1 of the Bidder's Statement has been fulfilled; and
 - b. so far as the Bidder is aware, none of the other Defeating Conditions have been fulfilled or waived and accordingly the Offer remains subject to those conditions; and
- (d) as at the date of this notice R3D has received acceptances representing 93.96% of the voting power in Tartana.

Withdrawal Right

As a result of the Extension of the Offer Period (in combination with previous extensions of the Offer Period) and in accordance with sections 650E and 650D(1)(a)(ii) of the Corporations Act, Bidder gives notice that Tartana Shareholders and Tartana Optionholders who have validly accepted the Offers before or on the date of this notice have a right to withdraw that acceptance (**Withdrawal Right**) by giving notice within one month commencing on the day after they receive this notice (**Withdrawal Period**).

Tartana Shareholders and Tartana Optionholders who wish to exercise their Withdrawal Right must notify the Bidder of the withdrawal of their acceptance of the Offer in writing (**Withdrawal Notice**) within the Withdrawal Period. A Withdrawal Notice received after the Withdrawal Period will not be accepted and, accordingly, that purported exercise of the Withdrawal Right will be deemed to be null and void.

A Withdrawal Notice must be sent to the Bidder in writing by one of the following methods:

By email to: admin@r3dresources.com.au

By mail to: Computershare Investor Services Pty Limited
GPO Box 52
Melbourne VIC 3001
Australia

In order to assist with the processing of withdrawals, the Withdrawal Notice should identify the full name of the registered Tartana Shareholder and/or Tartana Optionholder withdrawing their acceptance of the Offers and provide the number of Tartana Shares and/or Tartana Options for which the registered Tartana Shareholder and/or Tartana Optionholder is seeking to exercise their Withdrawal Right.

If a Tartana Shareholder and/or Tartana Optionholder is legally entitled to give, and does give, a Withdrawal Notice within the Withdrawal Period, then within 14 business days after the day on which the Tartana Shareholder and/or Tartana Optionholder does give the Withdrawal Notice, Bidder will return to the Tartana Shareholder and/or Tartana Optionholder any documents that were sent by the Tartana Shareholder and/or Tartana Optionholder to Bidder with the acceptance of the Offer.

Dated: 19 May 2021



Signed for and on behalf of
R3D Resources Limited

Daniel Yeo Chin Tuan,
Chairman