



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

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11 February 2021

R3D Lodges Application for Official Quotation by ASX

R3D Resources Limited (ASX: R3D) (**R3D Resources** or **Company**) confirms it has made an application within seven days of the date of the Prospectus for official quotation by ASX of the Shares offered by the Prospectus.

The Prospectus was lodged with the Australian Securities and Investments Commission (**ASIC**) on 8 February 2021.

R3D Resources is seeking through a public offering by the issue of 21,250,000 Shares at an issue price of \$0.20 per Share to raise a minimum of \$4,250,000 with attaching Options on a 1 for 5 basis, exercisable at \$0.40 within 5 years from the date of issue (**Offer**).

Attached is a Briefing Note providing a summary of the Offer.

A copy of the Prospectus can be obtained at <https://r3d.com.au/investors/r3d-resources-prospectus/> and following the disclosure period at <https://r3doffer.thereachagency.com> and should be considered in deciding whether to acquire securities.

Priority Offer

R3D Resources and Tartana Resources Shareholders will be given priority for an allocation of 10,000 Shares each if they submit a valid Application for at least 10,000 Shares.

R3D Resources and Tartana Resources Shareholders may apply for more Shares under the Priority Offer and will be given preference over other subscribers except to the extent necessary to meet the spread requirements of the Listing Rules.

General

The target date for reinstatement of R3D Resources' Shares to the Official List of the ASX is 30 March 2021, though this date may be subject to factors outside of the control of R3D Resources.

The Offer of the securities is made in a prospectus lodged with ASIC on 8 February 2021. To subscribe for Shares, applicants will need to complete the application form that is in, or accompanies, the prospectus.

In deciding whether to acquire the Shares, applicants should read the prospectus carefully, and if necessary, seek their own taxation and investment advice.

Requests for the prospectus and application form can also be made by phoning the Lead Manager, Evolution Capital Advisors on +61 2 8379 2961 or R3D Resources on +61 2 9251 7177.

For further information, please contact:

Henry Kinstlinger
Company Secretary

henry@r3d.com.au

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ASX release authorised by Chairman, Daniel Yeo.

R3D Resources Limited (R3D)

R3D Public Offer Summary (ASX: R3D).

Through the acquisition of Tartana Resources Limited, the objective of R3D Resources Limited is to become a significant copper-gold explorer and developer in the Chillagoe Region in North Queensland.

See Portfolio Presentation at www.shorturl.at/inpJS.

Key Points

R3D Resources is acquiring Tartana Resources, a company which was established in 2007 and which has aggregated a portfolio of copper-gold exploration and mining assets in the Chillagoe Region in north Queensland. The objective of the acquisition is to grow R3D Resources into a significant copper-zinc producer through exploring and developing these assets.

Tartana Resources has projects with varying exploration and development maturity levels. These range from mining leases potentially supporting future copper production to large scale copper/gold exploration targets. Meanwhile it is currently processing a third 22,000 tonne trial shipment of Zeehan low grade furnace slag/matte for export to South Korea.

- Tartana Copper and Zinc Project in north Queensland: which includes the Tartana Copper Oxide Project, the Queen Grade Zinc Project and two copper sulphide projects which are the Deeper Copper Sulphide Project below the existing open pit as well as the nearby Valentino Copper-Gold-Silver-Cobalt Project. The Mining Leases contains heap leach pads and a solvent extraction-crystallisation plant which are being kept on care and maintenance and a partially rehabilitated open pit which yielded 1.2 million tonnes at 0.8% Cu oxide ore while deeper copper sulphide mineralisation has only been partially explored.
- The Bellevue and Dry River exploration projects which cover 25 km² of the prospective Ok member stratigraphy containing at least 10 copper/gold prospects including the historic OK mines and nearby smelter site. The company has recently applied for excluded land within EPM 25970 including the Ok mine which has recorded small scale historical production of 80,000 tonnes at 9.2% Cu between 1901 to 1909. Previous drilling results: 35m at 1.52% Cu including 24.4m @ 2.04% Cu.
- The Dimbulah Porphyry Copper project (EPM 27089) covers a copper-mineralised, multi-phase porphyry intrusive identified from historical drill intersections, mapping and geophysics.
- Mining Lease Applications ML 100271 and ML 100270 and EPM Application EPM 27735 covering the Mountain Maid and Cardross Projects copper/gold projects. The Mountain Maid gold project was discovered by Cyprus Amax in the 1990s with its discovery hole reporting 275 m at 0.3g/t Au including 60 m @ 0.7 g/t at the top of the hole (note: intersection may not meet JORC 2012 standards). Axiom Mining implemented drilling programs which culminated in the ASX announcement of a JORC 2004 Compliant Inferred Gold Resource to a depth of 200m on the 10th December 2010.

However, under the JORC 2012 Code, our Independent Geologist, SRK believes that this resource is best presented as an Exploration Target. It has estimated an Exploration Target to a maximum depth of only 50 m and which ranges from 0.9 Mt grading 0.57 g/t Au for 17 koz to 6.0 Mt grading 0.31 g/t Au for 60 koz. The Exploration Target is conceptual in nature due to a

lack of recent exploration and not guaranteed to become a Mineral Resource.

- At Cardross, small scale historical production is recorded at 24,000 tonnes yielding 2,000 tonnes of Cu, 2,200 oz Au and 87,000 oz Ag from the Chieftan mine.
- An exclusivity/option agreement to purchase the Nightflower Silver Project (EPM application 27959). Axiom Mining reported an initial Inferred Resource to the ASX on 26th September 2008 after a limited drilling programme testing one of the two geophysical anomalies. Under the JORC Code 2012 SRK consider this previous estimate is best presented as an Exploration Target of 0.21-0.59 Mt at a grade of 180–200 g/t Ag, 3.5-5% Pb, 1.7-2.2% Zn and 0.1-0.2% Cu, albeit with excellent exploration potential. The Exploration Target is conceptual in nature and not guaranteed to become a Mineral Resource.
- A sale and purchase agreement with Newcrest Mining Limited covering 1250 km² Bulimba project north of Chillagoe and hosting targets not yet tested.
- Tasmanian Zinc Project covered low-grade furnace slag/matte stockpiles near Zeehan. These contain a JORC 2012 compliant Indicated Resource of 469,000 tonnes at 13.3% Zn, 1.7% Pb and 53 g/t Ag. Tartana Resources has exported two 22,000 tonne trial shipments to South Korea with a third shipment being processed. It has applied for permitting to export a further 335,000 tonnes.

In addition, it has two earlier stage small exploration properties:

- Mount Hess Copper-Gold Project in Central Queensland: EPM 18864 and EPM 19252 where historical exploration has identified zones up to 10 metres wide containing elevated copper and gold grades with strike lengths in excess of 200 metres.
- Amber Creek Molybdenum-Tin-Tungsten Project, north Queensland: EPM 18865 where previous exploration has identified extensive and cross-cutting mineralised veins.

Investment Data

Company	R3D Resources Limited
ASX Code	R3D
Offer Price	\$A0.20
Offer Shares to be issued	21.25 million
IPO Size	\$4.25 million
Total shares on Issue	107 million
Total Options on Issue	34 million
Total Convertible Notes (\$0.20 conv)	3.5 million
Indicative Market Cap	\$21 million

Offer

R3D (the issuer) will be seeking to raise funds through a public offer through the issue of 21,250,000 Shares at an issue price of \$0.20 per Share to raise a minimum of \$4,250,000 with attaching Options on a 1 for 5 basis, exercisable at \$0.40 within 5 years from the date of issue (**Offer**).

R3D is planning to relist on 30 March 2021

Board of Directors (at Completion)



Dr Stephen Bartrop *Executive Chairman*

Education: PhD, BSc (Hons), Grad. Dip. Securities Instit. MAusIMM, F Fin, FAIG, GAICD.

Steve's professional experience spans more than 30 years covering periods in both the mining industry and financial sector. With a geology background, Steve has worked in exploration, feasibility and evaluation studies and mining in a range of commodities and in different parts of the world. In the financial sector, Steve has been involved in research, corporate transactions and IPOs spanning a period of more than 20 years, including senior roles at JPMorgan, Bankers Trust and Macquarie Equities.

Steve is also Chairman of Stibium Mining Pty Ltd, and is a director of South West Pacific Bauxite (HK) Ltd, a company developing a bauxite project in the Solomon Islands. He is also Chairman of Breakaway Research Pty Limited.



Bruce Hills *Executive Director and Joint Company Secretary*

Education: BCom, CA (NZ)

Bruce is an accountant and is currently an Executive Director of Breakaway Investment Group Pty Limited which operates the Breakaway Private Equity Emerging Resources Fund. Bruce is a Director of a number of unlisted companies in the mining and financial services sectors including The Risk Board and Stibium Australia. Bruce has 35 years' experience in the financial sector including 20 years in the banking industry primarily in the areas of strategy, finance and risk.



Robert Waring *Non-Executive Director*

Education: B Econ

Memberships: FCIS, FFin, FAICD, MAusIMM

Robert Waring has over 40 years experience in financial accounting and company secretarial roles, principally in the resources industry. He is involved as Company Secretary of a number of public companies listed on the Australian Securities Exchange. Robert has specialist skills in the preparation of company prospectuses, due diligence work and financial assessment of projects and companies. He has a keen interest in the equity markets. Robert is a founding Executive Director of Oakhill Hamilton Pty Ltd.



Michael Thirnbeck *Non-Executive Director*

Education: B Sc (Hons)

Mr Thirnbeck is an experienced geologist with over 25 years in managing numerous mineral development projects in Papua New Guinea, Indonesia and Australia. He has been a Member of the Australasian Institute of Mining and Metallurgy since 1989 and holds B.Sc. (Hons.) degree from University of Queensland.

Senior Management (at Completion)

Mr Wayne (Tom) Saunders *Technical Exploration Manager (to be appointed)*

Tom has 40 years' experience in the mining and exploration industries in Australia and Asia Pacific rising to Chief Geologist of a public company before becoming a consultant. He also spent 12 years in DNRME Mining Tenure Unit rising to Director.

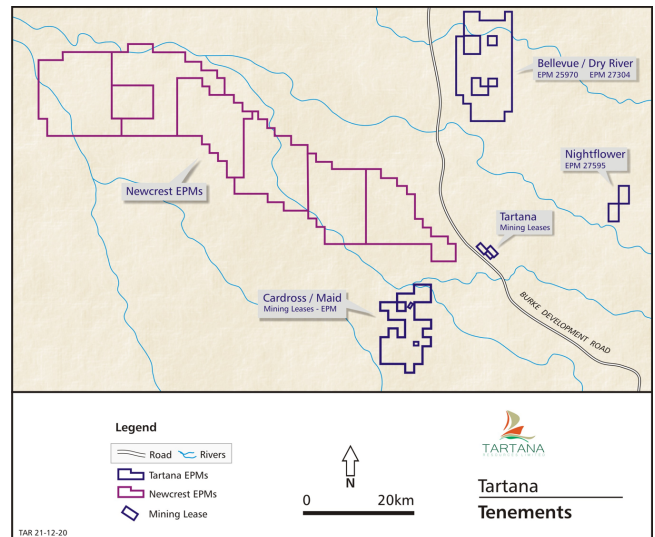
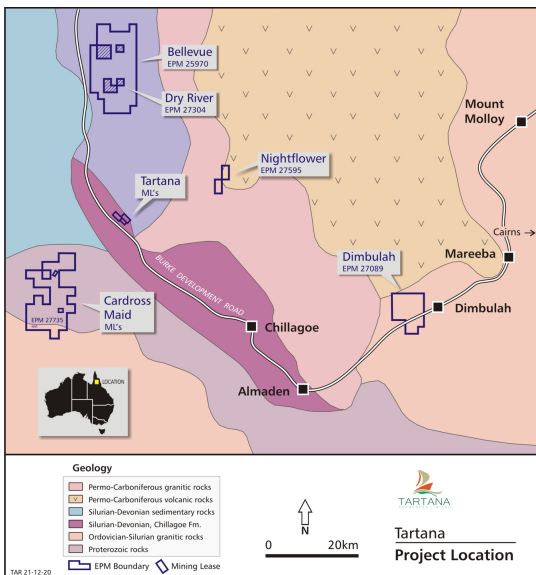
Tom has a number of significant discoveries under his belt, as well as a reputation for progressing projects through from exploration to feasibility and then development and mining phases. Tom has put the discovery drill holes into multiple deposits in Queensland including the King Vol zinc deposit, Beaverbrook, Monte Video and the Tartana Heap Leach copper oxide.

Tom is a member of the AusIMM and is a Competent Person in terms of the JORC Code 2012 in relation to multiple commodities from Exploration Targets through to Measured Resources.

Mr Geoff Reed *Consultant Resource Geologist*

Geoff's experience spans 20 years with a significant focus on GIS and 3D technical work within the Exploration and Mining Industries. Geoff has experience in underground and open cut metalliferous mining and various metalliferous exploration and resource projects. Geoff has undertaken geological and resource management roles Cobarr NSW, Mt Isa QLD, Broken Hill NSW, Townsville QLD, and Sydney.

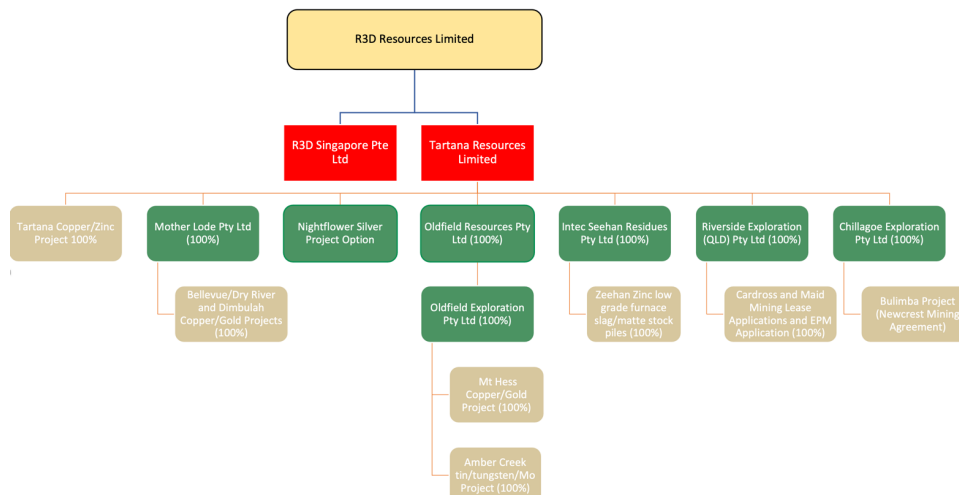
Key dates for investors	
Prospectus Date	Monday, 8 February 2021
Offers opens	Monday, 15 February 2021
Takeover Closing Date	Monday, 22 March 2021
Receipt of ASX confirmation that Chapters 1 and 2 requirements satisfied / Offer expected to Close	Wednesday, 10 March 2021
Effective Date of Consolidation	Friday, 12 March 2021
Allot securities to successful applicants	Wednesday, 17 March 2021
Completion of Consolidation	Tuesday, 23 March 2021
Completion of Acquisition	Tuesday, 23 March 2021
Expected date for dispatch of shareholding statements	Wednesday, 24 March 2021
Reinstatement of the Company to the Official List of the ASX and re-commencement of trading on ASX	Wednesday, 30 March 2021



Locations of the North Queensland Projects excluding Bulimba.

Location of the Newcrest EPMS subject to the sale and purchase agreement. Source: GeoResGlobe.

Company Structure



GENERAL SECURITIES - ADVICE WARNING

This Briefing Note provides a high level summary information on R3D Resources (the 'Company'). This Briefing Note should not be read as a substitute or alternative for the Prospectus lodged with the ASIC on 8 February 2021, which should be read in its entirety in order to make an informed assessment of the assets and liabilities, financial position and performance, profits and losses and prospects of the Company and the rights and liabilities attaching to its Shares. A copy of the Prospectus can be obtained at <https://r3d.com.au/investors/r3d-resources-prospectus/> and following the disclosure period at <https://r3doffer.thereachagency.com> and should be considered in deciding whether to acquire securities.

No offer is made to any person under this document for which a disclosure document under Part 6D.2 of the Corporations Act, 2001 is required. In the event that an offer for ordinary shares is made by the Company to persons to whom disclosure document under Part 6D.2 of the Corporations Act, 2001 is required:

- a disclosure document for the offer will be made available when the securities are offered to such persons;
- anyone who wants to acquire the securities will need to complete the application form that will be in or will accompany the disclosure document;
- you may arrange to receive a copy of the disclosure document when it is issued by contacting the Company at Level 5, 52 Phillip Street, Sydney NSW 2000

Securities issued prior to listing on the ASX may be subject to the escrow provisions of the Listing Rules.

The information contained in this Briefing Note or subsequently provided to the Recipient of the Briefing Note, whether orally or in writing by or on behalf of the Company or its officers, employees, agents or consultants (**Information**), is provided to the Recipients on the terms and conditions as set out in this Briefing Note.

RESEARCH DISCLAIMER

Potential investors must make their own independent assessment and investigation of the opportunity and should not rely on any statement or the adequacy or accuracy of the information provided by the Company nor on small companies involved in energy development and production, as these typically involve a higher degree of risk and more volatility than securities of more established companies. As such, an investment in the Company must be considered as speculative. The information provided does not purport to cover all relevant information about any potential investment in the Company. Accordingly potential investors are advised to seek appropriate independent advice, if necessary, to determine the suitability of this investment.

DISCLAIMER

This Briefing Note includes certain statements, estimates and projections that rely upon various assumptions. Those assumptions may or may not prove to be correct. The Briefing Note does not purport to contain all the information that a prospective investor may require. The Information may not be appropriate for all persons, and it is not possible for the Company to have regard to the investment objectives, financial situation and particular needs of each Recipient who reads or uses this Information. In all cases, before acting in reliance on any Information, the Recipient should conduct its own investigation and analysis in relation to the business opportunity, and should check the accuracy, reliability and completeness of the Information and obtain independent and specific advice from appropriate professional advisors.



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*This Briefing Note has been prepared and issued by R3D Resources Limited ACN 111 398 040 (R3D Resources or Company).
For important information, please see the Disclosures at the end of this document.*