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SUPPLEMENTARY PROSPECTUS

Dated 10 March 2021

This is a supplementary prospectus dated 10 March 2021 prepared by R3D Resources Limited (formerly R3D Global Limited) (“R3D Resources” or “Company”) (“Supplementary Prospectus”) to the prospectus dated 8 February 2021 (“Prospectus”).

It supplements, and should be read together with the Prospectus. Unless the context otherwise requires, terms defined in the Prospectus have the same meaning when used in this document.

Neither the ASIC nor ASX take any responsibility for the content of this Supplementary Prospectus. A copy of this Supplementary Prospectus was lodged with the ASIC on 10 March 2021.

AMENDMENT TO THE PROSPECTUS

This Supplementary Prospectus has been prepared to update the Prospectus in respect to:

- extension to the Closing Date to 7:00 pm on 22 March 2021 Sydney Time
- the Offer being made available in New Zealand

Extension to the Closing Date

The Board has resolved to extend the Closing Date to enable several interested investors to finalise their investment decisions and to dovetail with the Takeover Closing Date.

The Indicative Dates as set out in the Important Information section on page 4 of the Prospectus and references to each corresponding date in the Prospectus are replaced with the following:

Key dates for investors	
Prospectus Date	Monday, 8 February 2021
Offer 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 (Closing Date)	Wednesday, 22 March 2021
Effective Date of Consolidation	Friday, 12 March 2021
Allot securities to successful applicants	Wednesday, 23 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	Tuesday, 30 March 2021

Note: These dates are indicative only and subject to change. The Board at its own discretion and subject to the Corporations Act reserves the right to alter this timetable at any time and may extend the period of the Offer or bring forward the Close of the Offer.

This is a supplementary prospectus dated 10 March 2021 prepared by R3D Resources Limited (**Supplementary Prospectus**) to the prospectus dated 8 February 2021 (**Prospectus**). It supplements and should be read together with the Prospectus. Unless the context otherwise requires, terms defined in the Prospectus have the same meaning when used in this document.



On page 106 in Appendix A of the Prospectus the definition for Closing Date is deleted and replaced with:

7:00 pm 22 March 2021 Sydney Time.

The Board at its own discretion and subject to the Corporations Act reserves the right to extend the period of the Offer or bring forward the Close of the Offer.

New Zealand Offer

On page 6 of the Prospectus, offers made to New Zealand residents are restricted. The Prospectus is varied to the extent necessary to remove such restrictions.

Accordingly, the following on page 6 of the Prospectus:

New Zealand

This document has not been registered, filed with or approved by any New Zealand regulatory authority under or in accordance with subpart 6 of Part 9 of the Financial Markets Conduct Act 2013 and Part 9 of the Financial Markets Conduct Regulations 2014 (New Zealand). The Shares are not being offered or sold in New Zealand, or allotted with a view to being offered for sale in New Zealand, and no person in New Zealand may accept a placement of Shares other than to:

persons whose principal business is the investment of money or who, during and for the purposes of their business, habitually invest money; or

persons who are each required to (i) pay a minimum subscription price of at least NZ\$500,000 for the securities before allotment or (ii) have previously paid a minimum subscription price of at least NZ\$500,000 for securities of the Company (initial securities) in a single transaction before the allotment of such initial securities and such allotment was not more than 18 months prior to the date of this document.

Is hereby deleted and replaced with:

New Zealand

The Offer to New Zealand investors is a regulated offer made under Australian and New Zealand law. In Australia, this is Chapter 8 of the Corporations Act and the *Corporations Regulations 2001*. In New Zealand, this is Part 5 of the *Securities Act 1978* and the *Securities (Mutual Recognition of Securities Offerings– Australia) Regulations 2008*. The Offer and the content of the Prospectus are principally governed by Australian rather than New Zealand law.

In the main, the Corporations Act sets out how the Offer must be made. There are differences in how securities are regulated under Australian law. The rights, remedies, and compensation arrangements available to New Zealand investors in Australian securities may differ from the rights, remedies, and compensation arrangements for New Zealand securities. Both the Australian and New Zealand securities regulators have enforcement responsibilities in relation to the Offer. If you need to make a complaint about the Offer, please contact the Financial Markets Authority, Wellington, New Zealand. The Australian and New Zealand regulators will work together to settle your complaint. Please note that the taxation treatment of Australian securities is not the same as for New Zealand securities.

Additionally, section 2.3 of the Prospectus is varied by the inclusion of the following underlined words:

2.23 Overseas Investors

This Prospectus does not constitute an offer or invitation in any place in which, or to any person to whom, it would not be lawful to make such an offer or invitation. The distribution of this Prospectus in jurisdictions outside Australia and New Zealand may be restricted by law. Persons who come into possession of this Prospectus should seek advice on and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws. Lodgement of a duly completed Application Form will be taken by the Company to constitute a representation that there has been no breach of such laws.



No action has been taken to register or qualify the Shares, or the Offer, or otherwise to permit an Offering of the Shares, in any jurisdiction outside Australia and New Zealand.

The Offer pursuant to an Electronic Prospectus is only available to persons receiving an electronic version of this Prospectus within Australia and New Zealand.

DIRECTORS' AUTHORISATION & RESPONSIBILITY STATEMENT

The Directors of the Company who authorised the issue of this Supplementary Prospectus accept responsibility for the information contained in this Supplementary Prospectus.

In accordance with Section 720 of the Corporations Act, each Director has consented to the signature, issue and lodgement of this Supplementary Prospectus and has not withdrawn that consent before lodgement.

A handwritten signature in blue ink, appearing to read 'Daniel Yeo'.

Daniel Yeo
Chairman

For and on behalf of
R3D Resources Limited