



SUPPLEMENTARY PROSPECTUS

Important Information

This third supplementary prospectus (**Third Supplementary Prospectus**) is intended to be read in conjunction with the prospectus dated 24 June 2019 (**Prospectus**) issued by Tartana Resources Limited (ACN 126 905 726) (**Company**), as amended by the first supplementary prospectus issued on 20 September 2019 (**First Supplementary Prospectus**) and the second supplement prospectus issued on 20 December 2019 (**Second Supplementary Prospectus**).

This Third Supplementary Prospectus is dated 20 March 2020 and was lodged with ASIC on that date. ASIC and ASX and their respective officers take no responsibility for the contents of this Supplementary Prospectus.

Other than as set out below, all details in relation to the Prospectus remain unchanged. Terms and abbreviations defined in the Prospectus have the same meaning in this Supplementary Prospectus. If there is a conflict between the Prospectus and this Supplementary Prospectus, this Supplementary Prospectus will prevail.

This Third Supplementary Prospectus will be issued with the Prospectus as an electronic prospectus and may be accessed via the Company's website at www.tartanaresources.com.au. A printed copy of this Third Supplementary Prospectus is available and will be supplied together with the printed Prospectus at the registered address of the Company.

The Company will send a copy of this Third Supplementary Prospectus to all Applicants who have subscribed for Shares in the Prospectus up to the date of the Supplementary Prospectus.

The Prospectus, the First Supplementary Prospectus, the Second Supplement Prospectus and this Third Supplementary Prospectus are important documents and should be read in their entirety. If you do not fully understand them you should consult your professional advisers without delay.

1 Definitions

Defined terms used in this Third Supplementary Prospectus have the same meaning given to those terms in the Prospectus, unless otherwise stated.

2 Purpose of the Supplementary Prospectus

Under the Corporations Act 2001 (Cth) (**Corporations Act**), the Company has an obligation to update a disclosure document if it becomes aware of new information that is material to investors.

This Third Supplementary Prospectus has been prepared:

- to provide additional information to investors on items that the Company considers may be material;
- to amend the indicative calendar and refresh the timelines applicable to the Offer regarding the quotation of Shares and the Minimum Subscription; and
- to provide investors with the relevant information required by the Corporations Act for a refresh document, pursuant to the ASIC Corporations (Minimum Subscription and Quotation Conditions) Instrument 2016/70 (**ASIC CI**).

2.1 **Additional Information**

Tartana provides the following additional information.

2.1.1 **COVID 19 Virus Outbreak**

The Board has decided to extend the Closing Date due to the unprecedented market conditions as a result of the economic fall-out from the COVID 19 outbreak. The change of Closing Date provides an interim period to assess market conditions reflects current estimated time by the Board as to when the market will be stabilised sufficiently to present a realistic chance that the Minimum Subscription under the Offer can be met.

As a health and safety measure, the Company has decided that all personnel able to work remotely will do so immediately, and that specific hygienic precautions and social distancing precautions, as prescribed by the Australian Government, must be taken for any on-site work.

As an update of paragraphs 9.2.9, 9.2.10, 9.3.3 and 9.4.2 to 9.4.5 of the Prospectus (pages 198 et seq.), the Board has resolved to bring the following risks to the attention of investors that the unforeseeable circumstances of the COVID 19 outbreak have created:

- health, sanitary and travel restrictions may result in Key Personnel becoming unavailable for on-site or other operations of the Company;
- the possible disruption of supply lines may cause equipment or reagents becoming unavailable or delayed; and
- the health crisis may have a negative impact on the share market, global and local economy, commodity prices and result in regulatory and political uncertainty.

2.1.2 **Restart of the Copper Sulphate Plant**

As an update of paragraph 4.3.1 of the Prospectus (page 38), the Board has decided to move the copper sulphate project forward as the demand for copper and copper sulphate for North Queensland base metal and gold processing plants remains reasonably strong and there has been some concern with the existing sole reliance on imported copper sulphate from China.

The Company commissioned Core Metallurgy Pty Ltd to coordinate a process engineer and mechanical fitter to inspect site process equipment, including bump starting, continuous running and water testing where possible, during a site visit last month.

The subsequent report issued by Core Metallurgy Pty Ltd outline three process options and which encouragingly, outlined lower initial capex and operating costs that its earlier work.

Tartana is now seeking to appoint an experienced metallurgist and plant manager to co-ordinate the start-up of production of copper products from the ponds and heaps.

2.1.3 **Convertible Note**

As an update of section 11.2 of the Prospectus (page 211), and of the Second Supplementary Prospectus, the Board has issued 3,750,000 Convertible Notes to date.

As a reminder, the Capital structure of the Company in the case where Convertible Notes are fully subscribed for and fully converted into Ordinary Shares will be as follows:

Shares	TYPE	MINIMUM SUBSCRIPTION		MAXIMUM SUBSCRIPTION	
	TYPE	NUMBER	%	NUMBER	%
Existing shares	ORD	57,704,113	67.08%	57,704,113	60.09%
Shares issued under the IPO	ORD	20,000,000	23.25%	30,000,000	31.24%

Shares to be issued to SciDev	ORD				
		819,158	0.95%	819,158	0.85%
Maximum number of shares resulting from the conversion of Convertible Notes	ORD				
		7,500,000	8.72%	7,500,000	7.81%
Total shares	ORD				
		86,023,271	100.00%	96,023,271	100.00%

2.1.4 Financial Information

Due to the finalisation of the Convertible Note issue highlighted in 2.1.3, the Company has experienced delays in finalising the audited accounts in line with previous announcements. It is however almost completed and the Company intends to issue a supplementary prospectus providing updated financial information in the best available timeframe, including pro forma accounts and an investigating accountant's report.

2.2 Extension of the Closing Date

The Closing Date has been extended to 5.00PM (Sydney time) on 29 May 2020. Accordingly, the Important Dates on page 10 of the Prospectus, as amended by the extension notices issued by the Company and the First Supplementary Prospectus, and references to each corresponding date in the Prospectus are replaced with the following:

Lodgement of Prospectus with ASIC	Monday 24 June 2019
Lodgement of the Admission Application with ASX	Monday 25 June 2019
Offer Opening Date (9AM - Sydney time)	Tuesday 2 July 2019
Lodgement of the First Supplementary Prospectus with ASIC	20 September 2019
Lodgement of the Second Supplementary Prospectus with ASIC	20 December 2019
Lodgement of the Third Supplementary Prospectus with ASIC	20 March 2020
Offer Closing Date (5PM - Sydney time)	Friday 29 May 2020
Allotment of Shares	Wednesday 6 June 2020
Despatch of Statements of Shareholding	Friday 8 June 2020
Expected Date for Quotation of Shares on ASX	Friday 15 June 2020

The above dates are indicative only and may change without notice. The Company reserves the right to vary the dates and times set out above subject to the Corporations Act and other applicable law. In particular, the Company reserves the right to close the Offer early, extend the Offer Closing Date or accept late Applications either generally or in particular cases without notification. Investors who wish to submit an Application are encouraged to do so as soon as practicable.

2.3 Information pursuant to section 724(3H) of the Corporations Act

This Third Supplementary Prospectus is a "refresh document" as defined in section 724(3H) of the Corporations Act (as notionally inserted by ASIC CI).

2.3.1 Minimum Subscription Condition

Under section 3.2 of the Prospectus, the Subscription under the Offer is a minimum of twenty million (20,000,000) Shares at an issue price of twenty cents (20 cents) per Share to raise a minimum of 4 million dollars (\$4,000,000) (**Minimum Subscription**) and a maximum of thirty million (30,000,000) at an issue price of twenty cents (20 cents) per Share to raise a minimum of six million dollars (\$6,000,000) (**Maximum Subscription**).

Pursuant to ASIC CI, the purpose of this Third Supplementary Prospectus is to refresh the period for obtaining the Minimum Subscription for the Offer from the date that is four months from the date of the Prospectus to the date that is four months from the date of this Third Supplementary Prospectus, i.e. 20 July 2020.

If the Minimum Subscription has not been raised within four (4) months of the date of this Third Supplementary Prospectus, all Applications will be dealt with in accordance with the Corporations Act.

As at the date of this Third Supplementary Prospectus, the Company has:

- 158 existing shareholders in its shareholders' register; and has
- received applications from 54 investors for 861,200 Shares totalling approximately \$172,240.

In aggregate this represents 208 shareholders and applicants, for approximately 1.5 million Shares raising approximately \$0.2 million, to which must be added indications of broker interest for approximately 3 million Shares for an additional 42 investors.

2.3.2 Quotation Condition

Pursuant to ASIC CI, the purpose of this Third Supplementary Prospectus is to refresh the period indicated in section 3.11 of the Prospectus, for admission to quotation of Shares offered under the Prospectus from the date that is three months from the date of the Original Prospectus to the date that is three months from the date of this Third Supplementary Prospectus, i.e. 20 June 2020.

The Company lodged with ASX its application for admission to quotation of the Shares on 25 June 2019. None of the Shares have yet been admitted to quotation.

ASX has not given the Company any indication that the Shares offered under the Prospectus would not be admitted to quotation, or that the Shares offered under the Prospectus would be admitted under certain conditions being satisfied.

2.3.3 Statements pursuant to section 724(3H)(c)

The Company notes that no Applications have yet been processed and no Shares offered under the Prospectus have yet been issued or admitted to quotation.

Existing Applicants: In accordance with section 724 of the Corporations Act (as modified by ASIC CI), investors who have lodged Application Forms prior to the date of this Third Supplementary Prospectus are allowed for one month from the date of this Third Supplementary Prospectus to obtain a refund of their Application Monies if they do not wish to proceed with their application (**Withdrawal Period**). This right will remain open at least until the end of the Withdrawal Period, i.e. until 5PM (Sydney time) on 20 April 2020. Any investor who wishes to obtain a refund under the Offer needs to write to the Company at Tartana Resources Limited, C/-Boardroom Pty Limited, GPO Box 3993, SYDNEY NSW 2001 or by phone on 1300 737 760 within Australia and +61 2 9290 9600 outside Australia or by email at enquiries@boardroomlimited.com.au by 5PM (Sydney time) on 20 April 2020. Requests received after this date would not be valid and therefore, would not be acted upon. The refund cheque is to be made payable to the full name of the Applicant and to be sent to the address as per the submitted Application Form. It is not possible to withdraw a partial amount of your Application or Application Monies.

If you have made an Application and you do not wish to withdraw your Application, you do not need to take any action.

New Applicants: If you are yet to lodge an Application, the Offer of Shares is made in the Prospectus as amended by this Third Supplementary Prospectus. In order to apply for Shares under the Offer you are required to complete the Supplementary Application Form attached to this Third Supplementary Prospectus in order to apply under the Offer. You can submit your Supplementary Application Form and accompanying payment by following the instructions on the Supplementary Application Form.

3 Directors' Consent

The issue of this Third Supplementary Prospectus has been authorised by each Director by a resolution of the Directors. In accordance with section 720 of the Corporations Act, each of the Directors, Dr Stephen Bartrop, Mr Bruce Hills, Mr Peter Rohner, Mr Craig Nettelbeck and Mr Robert J. Waring, have consented in writing to the lodgement of this Third Supplementary Prospectus with ASIC and have not withdrawn that consent.

This Third Supplementary Prospectus is signed for and on behalf of the Company pursuant to a resolution of the Board by:



Dr Stephen Bartrop
Executive Chairman

20 March 2020

Tartana Resources Limited

ABN 90 126 905 726

Application Form – Third Supplementary

This is an Application Form for Shares in Tartana Resources Limited (**Company**) on the terms set out in the prospectus dated 24 June 2019 (**Prospectus**). Defined terms in the Prospectus have the same meaning in this Application Form. You may apply for a minimum of 2,000 Shares and multiples of 1,000 Shares thereafter. This Application Form and your cheque or bank draft must be received by **5.00pm (Sydney Time) on the Closing Date**.

Broker Code				Advisor Code			

This Application Form is important. If you are in doubt as to how to deal with this Application Form, please contact your accountant, lawyer, stockbroker or other professional adviser. The Prospectus contains information relevant to a decision to invest in the Shares of the Company and you should read the entire Prospectus carefully before applying for Shares.

The Share Registry's Privacy Policy (**Privacy Policy**) also sets out important information relating to the collection, use and disclosure of all personal information that you provide to the Company. Please ensure that you and all relevant individuals have read the Privacy Policy carefully before submitting this Application Form. The Privacy Policy can be found on the website <http://www.boardroomlimited.com.au/Privacy.html> To meet the requirements of the *Corporations Act 2001* (Cth), this Application Form must not be distributed to another person unless included in, or accompanied by the Prospectus. A person who gives another person access to this Application Form must, at the same time and by the same means, give the other person access to the Prospectus. During the Offer period the Company will send you a free paper copy of the Prospectus if you have received an electronic prospectus and you ask for a paper copy before the Prospectus's expiry date. PLEASE FOLLOW THE INSTRUCTIONS TO COMPLETE THIS APPLICATION FORM (SEE REVERSE) AND PRINT CLEARLY IN CAPITAL LETTERS USING BLACK OR BLUE PEN.

A	Number of Shares you are applying for		x \$0.20 per Share =	B	Total amount payable
	Minimum of 10,000 Shares to be applied for and thereafter in multiples of 1,000 Shares				

C	Write the name(s) you wish to register the Shares in (see reverse for instructions)
	Applicant #1
	Name of Applicant #2 or <Account Designation>
	Name of Applicant #3 or <Account Designation>

D	Write your postal address here
	Number/Street
	Suburb/Town
	State
	Postcode

E	CHESS participant – Holder Identification Number (HIN)	<i>Important please note if the name and address details above in sections C and D do not match exactly with your registration details held at CHESS, any Shares issued as a result of your Application will be held on the Issuer Sponsored subregister.</i>
	X	

F	Enter your Tax File Number(s), ABN, or exemption category
	Applicant #1
	Applicant #2
	Applicant #3

G	Cheque payment details – ✕ PIN CHEQUE(S) HERE. Cheque to be made payable to "Tartana Resources Limited" and crossed Not Negotiable. Enter cheque details below.	Alternatively you can apply online at www.tartanaresources.com.au and pay by BPAY.
	Name of drawer of cheque	Cheque no.
	BSB no.	Account no.
	Cheque Amount A\$	

H	Contact telephone number (daytime/work/mobile)	Contact Name
	E-mail Address	

Declaration

✓ I have read the Prospectus in full;
 ✓ I have received a copy of the electronic Prospectus or a print out of it;
 ✓ I have completed this Application Form in accordance with the instructions on the form and in the Prospectus.
 ✓ I declare Form and declare that all details and statements made by me/us are complete and accurate;
 ✓ I agree and consent to the Company collecting, holding, using and disclosing my/our personal information in accordance with the Prospectus;

✓ where I/we have been provided information about another individual, warrant that I/we have obtained that individual's consent to the transfer of their information to the Company;
 ✓ I acknowledge that once the Company accepts my/our Application Form, I/we may not withdraw it;
 ✓ I apply for the number of Shares that I/we apply for (or a lower number allocated in a manner allowed under the Prospectus);

✓ I acknowledge that my/our Application may be rejected by the Company in its absolute discretion;
 ✓ I authorise the Company and their respective officers and agents to do anything on my/our behalf necessary (including the completion and execution of documents) to enable the Shares to be allocated to me/us;
 ✓ I am/are over 18 years of age;
 ✓ I agree to be bound by the constitution of the Company;

✓ I acknowledge that neither the Company nor any person or entity guarantees any particular rate of return on the Shares, nor do they guarantee the repayment of capital;
 ✓ I represent, warrant and agree that I/we am/are not in the United States or a US Person and am/are not acting for the account or benefit of a US Person; and
 ✓ I represent, warrant and agree that I/we have not received this Prospectus outside Australia or New Zealand and am/are not acting on behalf of a person resident outside Australia or New Zealand.

Guide to the Application Form

YOU SHOULD READ THE PROSPECTUS CAREFULLY BEFORE COMPLETING THIS APPLICATION FORM.

Please complete all relevant sections of the appropriate Application Form using BLOCK LETTERS. These instructions are cross-referenced to each section of the Application Form.

Instructions

A If applying for Shares insert the **number** of Shares for which you wish to subscribe at Item **A** (not less than 10,000 Shares representing a minimum investment of \$2,000.00).

B Multiply by A\$0.20 to calculate the total Application Monies for Shares and enter the **A\$amount** at Item **B**.

C Write your **full name**. Initials are not acceptable for first names.

E Enter your **postal address** for all correspondence.

All communications to you from the Company will be mailed to the person(s) and address as shown. For joint Applicants, only one address can be entered.

E If you are sponsored in CHES by a stockbroker or other CHES participant you may enter your CHES HIN if you would like the allocation to be directed to your HIN. **NB: your registration details provided must match your CHES account exactly.**

F Enter your Australian **tax file number** (TFN) or ABN or exemption category, if you are an Australian resident. Where applicable, please enter the TFN/ABN of each joint Applicant. Collection of TFN(s) and ABN(s) is authorised by taxation laws. Quotation of your TFN or ABN is not compulsory and will not affect your Application Form.

G Complete **cheque details** as requested. Make your cheque payable to "Tartana Resources Limited". Cross it and mark it 'Not negotiable'. Cheques must be in Australian currency, and must be drawn on a bank or financial institution in Australia. **Alternatively you can apply online at www.tartanaresources.com.au and pay by BPAY. If you apply online, you do not need to complete a paper Application Form. See below.**

H Enter your **contact details**, including name, phone number and e-mail address, so we may contact you regarding your Application Form or Application Monies. By providing an e-mail address you are electing to receive notices of meetings, annual reports and other communications from the Company electronically to the provided e-mail address.

Payment by BPAY

You may apply for Shares online and pay your Application Monies by BPAY. Applicants wishing to pay by BPAY should complete the online Application Form accompanying the electronic version of the prospectus available at www.tartanaresources.com.au and follow the instructions on the online Application Form. When completing your BPAY payment please ensure you use the specific Biller Code and Unique CRN provided in the online Application Form and confirmation e-mail. If you do not use the correct Biller Code and CRN your Application will not be recognised as valid. It is your responsibility to ensure payment is received by 5:00pm (Sydney Time) on the Closing Date. Applicants should be aware that their own financial institution may implement earlier cut off times with regards to electronic payment and should therefore take this into consideration when making payment. Neither Boardroom Pty Limited nor Tartana Resources Limited accepts any responsibility for loss incurred through incorrectly completed BPAY payments.

Correct Form of Registrable Title

Note that ONLY legal entities can hold the Shares. The Application must be in the name of a natural person(s), companies or other legal entities acceptable to the Company. At least one full given name and surname is required for each natural person. Examples of the correct form of registrable title are set out below.

Type of Investor	Correct Form of Registrable Title	Incorrect Form of Registrable Title
Individual	Mr John David Smith	J D Smith
Company	ABC Pty Ltd	ABC P/L or ABC Co
Joint Holdings	Mr John David Smith & Mrs Mary Jane Smith	John David & Mary Jane Smith
Trusts	Mr John David Smith <J D Smith Family A/C>	John Smith Family Trust
Deceased Estates	Mr Michael Peter Smith <Est Lte John Smith A/C>	John Smith (deceased)
Partnerships	Mr John David Smith & Mr Ian Lee Smith	John Smith & Son
Clubs/Unincorporated Bodies	Mr John David Smith <Smith Investment A/C>	Smith Investment Club
Superannuation Funds	John Smith Pty Limited <J Smith Super Fund A/C>	John Smith Superannuation Fund

Lodgment

Mail or deliver your completed Application Form with your cheque(s) or bank draft attached to one of the following addresses:

Mailing address:

Tartana Resources Limited
 C/-Boardroom Pty Limited
 GPO Box 3993
 SYDNEY NSW 2001

Delivery address:

Tartana Resources Limited
 C/-Boardroom Pty Limited
 Level 12, 225 George Street
 SYDNEY NSW 2000

The Offer closes at 5:00 p.m. (Sydney Time) on 29 May 2020, unless varied in accordance with the Corporations Act and ASX Listing Rules.

It is not necessary to sign or otherwise execute the Application Form.

If you have any questions as to how to complete the Application Form, please contact Boardroom Pty Limited on 1300 737 760 within Australia and +61 2 9290 9600 outside Australia.

Privacy Statement

Tartana Resources Limited advises that Chapter 2C of the Corporations Act requires information about its shareholders (including names, addresses and details of Shares held) to be included in the Company's share register. Information is collected to administer your securityholding and if some or all of the information is not collected then it might not be possible to administer your securityholding. Your personal information may be disclosed to the Company. To obtain access to your personal information or more information on how the Company collects, stores, uses and disclosures your information please contact the Company at the address or telephone number shown in the Prospectus.