

14 August 2014

Company Announcements Office  
ASX Limited  
Via Electronic Lodgement

Dear Sirs

**SELECTIVE SHARE BUY BACK**

Reed Resources Ltd (the **Company**) advises that the Company has completed today the Selective Share Buy-Back of 24,000,000 Shares from Metals X Limited as approved by the Company's shareholders at the Extraordinary General Meeting on Friday, 8 August 2014.

An Appendix 3F and ASIC Form 484C in this respect follows this announcement.

Yours faithfully

Jason Carone  
**COMPANY SECRETARY**



# Appendix 3F

## Final share buy-back notice (except minimum holding buy-back)

Introduced 1/9/99. Origin: Appendices 7D and 7E. Amended 30/9/2001, 11/01/10

*Information and documents given to ASX become ASX's property and may be made public.*

|                    |                |
|--------------------|----------------|
| Name of entity     | ABN/ARSN       |
| Reed Resources Ltd | 89 099 116 631 |

We (the entity) give ASX the following information.

### Description of buy-back

|   |                  |                    |
|---|------------------|--------------------|
| 1 | Type of buy-back | Selective buy-back |
|---|------------------|--------------------|

### Details of all shares/units bought back

|   |                                                                      |                            |
|---|----------------------------------------------------------------------|----------------------------|
| 2 | Number of shares/units bought back                                   | 24,000,000 ordinary shares |
| 3 | Total consideration paid or payable for the shares/units             | \$1.00                     |
| 4 | If buy-back is an on-market buy-back - highest and lowest price paid | N/A                        |

+ See chapter 19 for defined terms.

## Compliance statement

1. The company is in compliance with all Corporations Act requirements relevant to this buy-back.

*or, for trusts only:*

1. The trust is in compliance with all requirements of the Corporations Act as modified by Class Order 07/422, and of the trust's constitution, relevant to this buy-back.
2. There is no information that the listing rules require to be disclosed that has not already been disclosed, or is not contained in, or attached to, this form.

Sign here: ..... Date: 14 August 2014  
(Company secretary)

Print name: Jason Carone

== == == == ==

# Change to company details

Sections A, B or C may be lodged independently with this signed cover page to notify ASIC of:

- |                                                                   |                                 |                                                                 |
|-------------------------------------------------------------------|---------------------------------|-----------------------------------------------------------------|
| A1 Change of address                                              | B1 Cease company officeholder   | C1 Cancellation of shares                                       |
| A2 Change of name – officeholders and proprietary company members | B2 Appoint company officeholder | C2 Issue of shares                                              |
| A3 Change – ultimate holding company                              | B3 Special purpose company      | C3 Change to share structure                                    |
|                                                                   |                                 | C4 Changes to the register of members for proprietary companies |

If there is insufficient space in any section of the form, you may photocopy the relevant page(s) and submit as part of this lodgement

## Company details

Refer to guide for information about corporate key

Company name

Reed Resources Ltd

ACN/ABN

099 116 631

Corporate key

## Lodgement details

An image of this form will be available as part of the public register.

Who should ASIC contact if there is a query about this form?

ASIC registered agent number (if applicable)

502

Firm/organisation

Herbert Smith Freehills

Contact name/position description

Jeremy Tan, Solicitor

Telephone number (during business hours)

+61 8 92117561

Email address (optional)

jeremy.tan@hsf.com

Postal address

Level 36 QV.1 Building 250 St Georges Terrace

Suburb/City

Perth

State/Territory

WA

Postcode

6000

## Signature

This form must be signed by a current officeholder of the company.

I certify that the information in this cover sheet and the attached sections of this form are true and complete.

Name

Jason Carone

Capacity

☐ Director

☒ Company secretary

Signature



Date signed

1 4 / 0 8 / 1 4

[D] [D] [M] [M] [Y] [Y]

## Lodgement

Send completed and signed forms to:  
Australian Securities and Investments Commission,  
PO Box 4000, Gippsland Mail Centre VIC 3841.

Or lodge the form electronically by visiting the ASIC website  
[www.asic.gov.au](http://www.asic.gov.au)

## For more information

Web [www.asic.gov.au](http://www.asic.gov.au)

Need help? [www.asic.gov.au/question](http://www.asic.gov.au/question)

Telephone 1300 300 630

## Section C completion guide

### Standard share codes

Refer to the following table for the share class codes for sections C1, C2, C3 and C4

| Share class code | Full title      | Share class code | Full title                           |
|------------------|-----------------|------------------|--------------------------------------|
| A                | A               | PRF              | preference                           |
| B                | B ...etc        | CUMP             | cumulative preference                |
| EMP              | employee's      | NCP              | non-cumulative preference            |
| FOU              | founder's       | REDP             | redeemable preference                |
| LG               | life governor's | NRP              | non-redeemable preference            |
| MAN              | management      | CRP              | cumulative redeemable preference     |
| ORD              | ordinary        | NCRP             | non-cumulative redeemable preference |
| RED              | redeemable      | PARP             | participative preference             |
| SPE              | special         |                  |                                      |

If you are using the standard share class codes you do not need to provide a full title for the shares, just the share class code

If you are not using the standard share class code, enter a code of no more than 4 letters and then show the full title.

### Sections to complete

Use the table below to identify the sections of this form to complete (please indicate the sections that have been completed). Completion of this table is optional.

|                                                                                        | C1 – Cancellation of shares | C2 – Issue of shares | C3 – Change to share structure table | C4 – Change to members register |
|----------------------------------------------------------------------------------------|-----------------------------|----------------------|--------------------------------------|---------------------------------|
| <b>Issue of shares</b>                                                                 |                             |                      |                                      |                                 |
| <input type="checkbox"/> Proprietary company                                           | Not required                | ✓                    | ✓                                    | ✓                               |
| <input type="checkbox"/> Public company                                                |                             |                      |                                      |                                 |
| <input type="checkbox"/> if in response to the Annual company statement                | Not required                | ✓                    | ✓                                    | Not required                    |
| <input type="checkbox"/> if not in response to the Annual company statement            | Not required                | ✓                    | ✓ Preferred                          | Not required                    |
| <b>Cancellation of shares</b>                                                          |                             |                      |                                      |                                 |
| <input type="checkbox"/> Proprietary company                                           | ✓                           | Not required         | ✓                                    | ✓                               |
| <input type="checkbox"/> Public company                                                |                             |                      |                                      |                                 |
| <input type="checkbox"/> if in response to the Annual company statement                | ✓                           | Not required         | ✓                                    | Not required                    |
| <input checked="" type="checkbox"/> if not in response to the Annual company statement | ✓                           | Not required         | ✓ Preferred                          | Not required                    |
| <b>Transfer of shares</b>                                                              |                             |                      |                                      |                                 |
| <input type="checkbox"/> Proprietary company                                           | Not required                | Not required         | Not required                         | ✓                               |
| <input type="checkbox"/> Public company                                                |                             |                      |                                      |                                 |
| <input type="checkbox"/> if in response to the Annual company statement                | Not required                | Not required         | Not required                         | Not required                    |
| <input type="checkbox"/> if not in response to the Annual company statement            | Not required                | Not required         | Not required                         | Not required                    |
| <b>Changes to amounts paid</b>                                                         |                             |                      |                                      |                                 |
| <input type="checkbox"/> Proprietary company                                           | Not required                | Not required         | ✓                                    | ✓                               |
| <input type="checkbox"/> Public company                                                |                             |                      |                                      |                                 |
| <input type="checkbox"/> if in response to the Annual company statement                | Not required                | Not required         | ✓                                    | Not required                    |
| <input type="checkbox"/> if not in response to the Annual company statement            | Not required                | Not required         | Not required                         | Not required                    |
| <b>Changes to beneficial ownership</b>                                                 |                             |                      |                                      |                                 |
| <input type="checkbox"/> Proprietary company                                           | Not required                | Not required         | Not required                         | ✓                               |
| <input type="checkbox"/> Public company                                                |                             |                      |                                      |                                 |
| <input type="checkbox"/> if in response to the Annual company statement                | Not required                | Not required         | Not required                         | Not required                    |
| <input type="checkbox"/> if not in response to the Annual company statement            | Not required                | Not required         | Not required                         | Not required                    |

To notify ASIC about a division or conversion of a class of shares, you must lodge a Form 211 within 28 days of the change occurring.

To notify ASIC about a conversion of shares into larger or smaller numbers, you must lodge a Form 2205B within 28 days of the change occurring.

## C1 Cancellation of shares

### Reason for cancellation

Please indicate the reason that shares have been cancelled (select one or more boxes)

|                                     |                                                                                                                                          |
|-------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------|
| <input type="checkbox"/>            | Redeemable preference shares – S.254J                                                                                                    |
| <input type="checkbox"/>            | Redeemed out of profits                                                                                                                  |
| <input type="checkbox"/>            | Redeemed out of proceeds of a fresh issue of shares                                                                                      |
| <input type="checkbox"/>            | Capital reduction – S.256A – S.256E                                                                                                      |
| <input type="checkbox"/>            | Single shareholder company                                                                                                               |
| <input type="checkbox"/>            | Multiple shareholder company. A Form 2560 must be lodged before a capital reduction takes place                                          |
| <input type="checkbox"/>            | Share buy-back – ss.257H(3)                                                                                                              |
| <input type="checkbox"/>            | Minimum holding buy-back by listed company                                                                                               |
| <input checked="" type="checkbox"/> | Other buy-back type. A form 280 or 281 must be lodged at least 14 days, and no more than 1 year before the share buy-back can take place |
| <input type="checkbox"/>            | Forfeited shares – S.258D                                                                                                                |
| <input type="checkbox"/>            | Shares returned to a public company – ss.258E(2) & (3)                                                                                   |
| <input type="checkbox"/>            | Under section 651C, 724(2), 737 or 738                                                                                                   |
| <input type="checkbox"/>            | Under section 1325A (court order)                                                                                                        |
| <input type="checkbox"/>            | Other                                                                                                                                    |
|                                     | Description                                                                                                                              |
|                                     |                                                                                                                                          |
|                                     | Give section reference                                                                                                                   |
|                                     |                                                                                                                                          |

### Details of cancelled shares

#### List the details of shares cancelled in the following table

| Share class code | Number of shares cancelled | Amount paid (cash or otherwise) |
|------------------|----------------------------|---------------------------------|
| ORD              | 24,000,000                 | \$1.00 in total                 |
|                  |                            |                                 |
|                  |                            |                                 |
|                  |                            |                                 |
|                  |                            |                                 |

#### Earliest date of change

Please indicate the earliest date that any of the above changes occurred.

|                                |                                |   |                                |                                |   |                                |                                |
|--------------------------------|--------------------------------|---|--------------------------------|--------------------------------|---|--------------------------------|--------------------------------|
| <input type="text" value="1"/> | <input type="text" value="2"/> | / | <input type="text" value="0"/> | <input type="text" value="8"/> | / | <input type="text" value="1"/> | <input type="text" value="4"/> |
| [D]                            | [D]                            |   | [M]                            | [M]                            |   | [Y]                            | [Y]                            |

## C2 Issue of shares

List details of new share issues in the following table.

| Share class code | Number of shares issued | Amount paid per share | Amount unpaid per share |
|------------------|-------------------------|-----------------------|-------------------------|
|                  |                         |                       |                         |
|                  |                         |                       |                         |
|                  |                         |                       |                         |
|                  |                         |                       |                         |
|                  |                         |                       |                         |

### Earliest date of change

Please indicate the earliest date that any of the above changes occurred

/   /    
[D] [D] [M] [M] [Y] [Y]

If shares were issued for other than cash, were some or all of the shares issued under a written contract?

☐ Yes

if yes, proprietary companies must also lodge a Form 207Z certifying that all stamp duties have been paid. Public companies must also lodge a Form 207Z and either a Form 208 or a copy of the contract.

☐ No

if no, proprietary companies are not required to provide any further documents with this form. Public companies must also lodge a Form 208.

## C3 Change to share structure

Where a change to the share structure table has occurred (eg. as a result of the issue or cancellation of shares), please show the updated details for the share classes affected. Details of share classes not affected by the change are not required here.

| Share class code | Full title if not standard | Total number of shares (current after changes) | Total amount paid on these shares | Total amount unpaid on these shares |
|------------------|----------------------------|------------------------------------------------|-----------------------------------|-------------------------------------|
| ORD              |                            | 499,453,895                                    | 164,848,084.66                    | Nil.                                |
|                  |                            |                                                |                                   |                                     |
|                  |                            |                                                |                                   |                                     |
|                  |                            |                                                |                                   |                                     |
|                  |                            |                                                |                                   |                                     |

### Earliest date of change

Please indicate the earliest date that any of the above changes occurred

/   /    
[D] [D] [M] [M] [Y] [Y]

## Lodgement details

Is this document being lodged to update the Annual Company Statement that was sent to you?

☐ Yes

☒ No

## C4 Changes to the register of members for proprietary companies

Use this section to notify changes to the register of members for your proprietary company (changes to the shareholdings of members):

- If there are 20 members or less in a share class, all changes need to be notified
- If there are more than 20 members in a share class, only changes to the top twenty need be notified (s178B)
- If shares are jointly owned, you must also provide names and addresses of all joint owners on a separate sheet (annexure), clearly indicating the share class and with whom the shares are jointly owned

### The changes apply to

Please indicate the name and address of the member whose shareholding has changed

|                                       |                            |
|---------------------------------------|----------------------------|
| <input type="checkbox"/> Family name  | Given names                |
| <input type="text"/>                  | <input type="text"/>       |
| <b>OR</b>                             |                            |
| <input type="checkbox"/> Company name |                            |
| <input type="text"/>                  |                            |
| ACN/ARB/ABN                           |                            |
| <input type="text"/>                  |                            |
| Office, unit, level, or PO Box number |                            |
| <input type="text"/>                  |                            |
| Street number and Street name         |                            |
| <input type="text"/>                  |                            |
| Suburb/City                           | State/Territory            |
| <input type="text"/>                  | <input type="text"/>       |
| Postcode                              | Country (if not Australia) |
| <input type="text"/>                  | <input type="text"/>       |

### Earliest date of change

Please indicate the earliest date that any of the following changes occurred.

Date of change

|                      |                      |   |                      |                      |   |                      |                      |
|----------------------|----------------------|---|----------------------|----------------------|---|----------------------|----------------------|
| <input type="text"/> | <input type="text"/> | / | <input type="text"/> | <input type="text"/> | / | <input type="text"/> | <input type="text"/> |
| [D]                  | [D]                  |   | [M]                  | [M]                  |   | [Y]                  | [Y]                  |

### The changes are

Beneficially held usually means that the owner of the shares is entitled to the direct benefit from the shares. For example, benefits could include the entitlements to payments in relation to any dividends. Shares held by a person as trustee, nominee or on account of another person are non-beneficially held.

| Share class code | Shares increased by<br>...(number) | Shares decreased by<br>...(number) | Total number now held | Total \$ paid on these shares | Total \$ unpaid on these shares | Fully paid (y/n) | Beneficially held (y/n) | Top 20 member (y/n) |
|------------------|------------------------------------|------------------------------------|-----------------------|-------------------------------|---------------------------------|------------------|-------------------------|---------------------|
|                  |                                    |                                    |                       |                               |                                 |                  |                         |                     |
|                  |                                    |                                    |                       |                               |                                 |                  |                         |                     |
|                  |                                    |                                    |                       |                               |                                 |                  |                         |                     |
|                  |                                    |                                    |                       |                               |                                 |                  |                         |                     |
|                  |                                    |                                    |                       |                               |                                 |                  |                         |                     |

### Date of entry of member's name in register

(New members only)

Date of entry

|                      |                      |   |                      |                      |   |                      |                      |
|----------------------|----------------------|---|----------------------|----------------------|---|----------------------|----------------------|
| <input type="text"/> | <input type="text"/> | / | <input type="text"/> | <input type="text"/> | / | <input type="text"/> | <input type="text"/> |
| [D]                  | [D]                  |   | [M]                  | [M]                  |   | [Y]                  | [Y]                  |



## C4 Continued... Further changes to the register of members for proprietary companies

Use this section to notify changes to the register of members for your proprietary company (changes to the shareholdings of members):

- If there are 20 members or less in a share class, all changes need to be notified
- If there are more than 20 members in a share class, only changes to the top twenty need be notified (s178B)
- If shares are jointly owned, you must also provide names and addresses of all joint owners on a separate sheet (annexure), clearly indicating the share class and with whom the shares are jointly owned

### The changes apply to

Please indicate the name and address of the member whose shareholding has changed

|                                       |                            |
|---------------------------------------|----------------------------|
| <input type="checkbox"/> Family name  | Given names                |
| <input type="text"/>                  | <input type="text"/>       |
| <b>OR</b>                             |                            |
| <input type="checkbox"/> Company name |                            |
| <input type="text"/>                  |                            |
| ACN/ARBN/ABN                          |                            |
| <input type="text"/>                  |                            |
| Office, unit, level, or PO Box number |                            |
| <input type="text"/>                  |                            |
| Street number and Street name         |                            |
| <input type="text"/>                  |                            |
| Suburb/City                           | State/Territory            |
| <input type="text"/>                  | <input type="text"/>       |
| Postcode                              | Country (if not Australia) |
| <input type="text"/>                  | <input type="text"/>       |

### Earliest date of change

Please indicate the earliest date that any of the following changes occurred.

Date of change

|                      |                      |   |                      |                      |   |                      |                      |
|----------------------|----------------------|---|----------------------|----------------------|---|----------------------|----------------------|
| <input type="text"/> | <input type="text"/> | / | <input type="text"/> | <input type="text"/> | / | <input type="text"/> | <input type="text"/> |
| [D]                  | [D]                  |   | [M]                  | [M]                  |   | [Y]                  | [Y]                  |

### The changes are

| Share class code | Shares increased by<br>...(number) | Shares decreased by<br>...(number) | Total number now held | Total \$ paid on these shares | Total \$ unpaid on these shares | Fully paid (y/n) | Beneficially held (y/n) | Top 20 member (y/n) |
|------------------|------------------------------------|------------------------------------|-----------------------|-------------------------------|---------------------------------|------------------|-------------------------|---------------------|
|                  |                                    |                                    |                       |                               |                                 |                  |                         |                     |
|                  |                                    |                                    |                       |                               |                                 |                  |                         |                     |
|                  |                                    |                                    |                       |                               |                                 |                  |                         |                     |
|                  |                                    |                                    |                       |                               |                                 |                  |                         |                     |
|                  |                                    |                                    |                       |                               |                                 |                  |                         |                     |

### Date of entry of member's name in register (New members only)

Date of entry

|                      |                      |   |                      |                      |   |                      |                      |
|----------------------|----------------------|---|----------------------|----------------------|---|----------------------|----------------------|
| <input type="text"/> | <input type="text"/> | / | <input type="text"/> | <input type="text"/> | / | <input type="text"/> | <input type="text"/> |
| [D]                  | [D]                  |   | [M]                  | [M]                  |   | [Y]                  | [Y]                  |