



**Riedel Resources Limited  
ACN 143 042 022**

## **Notice of General Meeting**

**The General Meeting of the Company will be held at Suite 4, 6 Richardson Street, West Perth, Western Australia on Thursday 26<sup>th</sup> August 2021 at 9:30am (WST).**

**THE COMPANY IS TAKING PRECAUTIONS TO FACILITATE AN IN PERSON MEETING IN ACCORDANCE WITH COVID-19 RESTRICTIONS. IF THE SITUATION IN RELATION TO COVID-19 CHANGES IN A WAY AFFECTING THE ABILITY TO FACILITATE AN IN PERSON MEETING AS PROPOSED, THE COMPANY WILL PROVIDE AN UPDATE AHEAD OF THE MEETING BY WAY OF AN ASX ANNOUNCEMENT.**

The Notice of General Meeting should be read in its entirety. If Shareholders are in doubt as to how to vote, they should seek advice from their accountant, solicitor or other professional advisor prior to voting.

**Should you wish to discuss any matter, please do not hesitate to contact the Company Secretary by telephone on (08) 9226 0866.**

**Shareholders are urged to attend or vote by lodging the proxy form attached to the Notice.**

**Riedel Resources Limited**  
**ACN 143 042 022**  
**(Company)**

**Notice of General Meeting**

Notice is hereby given that the General Meeting of Shareholders of Riedel Resources Limited will be held at Suite 4, 6 Richardson Street, West Perth, Western Australia on Thursday, 26 August 2021 at 9:30am (WST) (**Meeting**).

The Board is closely monitoring the rapidly changing coronavirus (COVID-19) pandemic. The health of the Company's Shareholders, employees and other stakeholders is of paramount importance.

While the Board would like to host all Shareholders in person, in order to minimise the risk to Shareholders and to the Company and its ongoing operations, the Company suggests that Shareholders do not attend the Meeting in person. Accordingly, the Directors strongly encourage all Shareholders to lodge Proxy Forms prior to the Meeting.

The Board will continue to monitor Australian Government restrictions on public gatherings. If it becomes necessary or appropriate to make alternative arrangements to those set out in this Notice, the Company will notify Shareholders accordingly via the Company's website at <https://www.riedelresources.com.au/> and the ASX announcement platform.

The Directors have determined pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders on Tuesday, 24 August 2021 at 5.00pm (WST).

The Explanatory Memorandum provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form form part of the Notice.

Terms and abbreviations used in the Notice are defined in Schedule 1.

**Agenda**

**1 Resolutions**

**Resolution 1 – Ratification of issue of Placement Shares**

To consider and, if thought fit, to pass with or without amendment, as separate ordinary resolutions the following:

*'That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 121,000,000 Placement Shares issued under the Company's ASX Listing Rule 7.1 placement capacity, on the terms and conditions in the Explanatory Memorandum.'*

## Resolution 2 - Approval to issue Director Placement Shares

To consider and, if thought fit, to pass with or without amendment, each as a separate ordinary resolution the following:

*'That pursuant to and in accordance with Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of:*

- (a) 2,000,000 Director Placement Shares to Mr Mike Bohm (or his nominee/s); and
- (b) 2,000,000 Director Placement Shares to Mr Scott Cuomo (or his nominee/s),

*on the terms and conditions in the Explanatory Memorandum.'*

## Resolution 3 - Election of Director - Mr Jason Pater

To consider and, if thought fit, to pass with or without amendment, as an ordinary resolution the following:

*'That, for the purposes of Article 13.4 of the Constitution, and for all other purposes, Mr Jason Pater, a Director who was appointed on 1 February 2021, is elected as a Director on the terms and conditions in the Explanatory Memorandum.'*

## Voting exclusions

Pursuant to the Listing Rules, the Company will disregard any votes cast in favour of:

- (a) Resolution 1 by or on behalf of a person who participated in the issue of the Placement Shares, or any of their respective associates;
- (b) Resolution 2(a) by or on behalf of Mike Bohm (and his nominees), and any other person who will obtain a material benefit as a result of the issue of these Director Placement Securities (except a benefit solely by reason of being a Shareholder), or any of their respective associates; and
- (c) Resolution 2(b) by or on behalf of Scott Cuomo (and his nominees), and any other person who will obtain a material benefit as a result of the issue of these Director Placement Securities (except a benefit solely by reason of being a Shareholder), or any of their respective associates.

The above voting exclusions do not apply to a vote cast in favour of the relevant Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way;
- (b) the Chair as proxy or attorney for a person who is entitled to vote, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

- For personal use only
- (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
  - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

**BY ORDER OF THE BOARD**



Michael Bohm  
Chairman

Riedel Resources Limited  
Dated: 23 July 2021

**Riedel Resources Limited**  
**ACN 143 042 022**  
**(Company)**

## **Explanatory Memorandum**

### **2. Introduction**

The Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at Suite 4, 6 Richardson Street, West Perth, Western Australia Thursday, 26 August 2021 at 9:30am (WST).

The Explanatory Memorandum forms part of the Notice which should be read in its entirety. The Explanatory Memorandum contains the terms and conditions on which the Resolutions will be voted.

The Explanatory Memorandum includes the following information to assist Shareholders in deciding how to vote on the Resolutions:

Section 3	Action to be taken by Shareholders
Section 4	Resolution 1 – Ratification of issue of Placement Shares
Section 5	Resolution 2 - Approval to issue Director Placement Shares
Section 6	Resolution 3 - Election of Director - Mr Jason Pater
Schedule 1	Definitions

A Proxy Form is located at the end of the Explanatory Memorandum.

### **3. Action to be taken by Shareholders**

Shareholders should read the Notice including the Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

#### **3.1 Impact of COVID-19 on the Meeting**

The health and safety of members and personnel, and other stakeholders, is the highest priority and the Company is acutely aware of the current circumstances resulting from COVID-19.

Based on the information available to the Board at the time of approving this Notice, the Board considers it will be in a position to hold an 'in-person' meeting to provide Shareholders with a reasonable opportunity to participate in and vote at the Meeting, while complying with the restrictions regarding gatherings and physical distancing. The Company, however, strongly encourages Shareholders to submit proxies prior to the Meeting.

If the situation in relation to COVID-19 were to change in a way that affected the position above, the Company will provide a further update ahead of the Meeting by releasing an announcement on the ASX market announcements platform.

### 3.2 Voting in person

Given the current COVID-19 circumstances and in the interests of public health and safety of our Shareholders, the Company will implement arrangements to allow Shareholders to physically attend the Meeting in accordance with COVID-19 protocols and government advice.

The Company will strictly comply with applicable limitations on indoor gatherings in force at the time of the Meeting. If you attend the Meeting in person, you will be required to adhere to COVID-19 protocols in place at the time of the Meeting.

### 3.3 Voting by proxy

A Proxy Form is attached to the Notice. This is to be used by Shareholders if they wish to appoint a representative (a 'proxy') to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, sign and return the Proxy Form to the Company in accordance with the instructions thereon. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

Please note that:

- (a) a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company; and
- (c) a member of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

#### **The enclosed Proxy Form provides further details on appointing proxies and lodging Proxy Forms.**

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, if it does:

- (i) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed);
- (ii) if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands;
- (iii) if the proxy is the Chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- (iv) if the proxy is not the Chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

Section 250BC of the Corporations Act provides that, if:

- (i) an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members;
- (v) the appointed proxy is not the chair of the meeting;
- (vi) at the meeting, a poll is duly demanded on the resolution; and
- (vii) either the proxy is not recorded as attending the meeting or the proxy does not vote on the resolution,

the Chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

### 3.4 **Chair's voting intentions**

Subject to the following paragraph, the Chair intends to exercise all available proxies in favour of all Resolutions, unless the Shareholder has expressly indicated a different voting intention.

## 4. **Resolution 1 – Ratification of issue of Placement Shares**

### 4.1 **General**

On 7 June 2021, the Company announced that it had received firm commitments for a placement to raise A\$1,875,000 million (before costs) through the issue of 125 million Shares at an issue price of \$0.015 each (**Placement**).

On 10 June 2021, the Company issued 121 million Shares to institutional, sophisticated and professional investors using the Company's placement capacity under Listing Rule 7.1 (**Placement Shares**).

The issue of the remaining 4 million Shares pursuant to the Placement relate to the proposed participation by Directors, the subject of Resolution 2.

### 4.2 **Listing Rules 7.1 and 7.4**

Broadly speaking, Listing Rule 7.1 limits the ability of a listed entity from issuing or agreeing to issue Equity Securities over a 12 month period which exceeds 15% of the number of fully paid ordinary Shares it had on issue at the start of the 12 month period.

The issue of the Placement Shares does not fit within any of the exceptions to Listing Rule 7.1 and, as it has not yet been approved by Shareholders, effectively uses up part of the Company's 15% placement capacity under Listing Rule 7.1. This reduces the Company's capacity to issue further Equity Securities without Shareholder approval under that Listing Rule for the 12 month period following the issue of the Placement Shares.

Listing Rule 7.4 provides an exception to Listing Rule 7.1. It provides that where a company in a general meeting ratifies the previous issue of securities made pursuant to Listing Rule 7.1 (and provided that the previous issue did not breach Listing Rule 7.1), those securities will be deemed to have been made with shareholder approval for the purpose of Listing Rule 7.1.

The effect of Shareholders passing Resolution 1 will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to the 15% annual placement capacity set out in Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

If Resolution 1 is passed, 121 million Placement Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the issue date.

If Resolution 1 is not passed, 121 million Placement Shares will continue to be included in the Company's 15% limit under Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue or agree to issue without obtaining prior Shareholder approval, to the extent of 121 million Equity Securities for the 12 month period following the issue of those Placement Shares.

#### 4.3 **Specific information required by Listing Rule 7.5**

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to the ratification of the issue of the Placement Shares:

- (a) The Placement Shares were issued to institutional, sophisticated and professional investors, none of whom is a related party of the Company or a Material Investor. The placement participants were clients of the Lead Manager, existing shareholders or other parties known to the Company or Lead Manager. No Material Investors were issued Placement Shares.
- (b) A total of 121 million Placement Shares were issued within the Company's 15% limit permitted under Listing Rule 7.1, without the need for Shareholder approval.
- (c) The Placement Shares are fully paid ordinary shares Company and rank equally in all respects with the Company's existing Shares on issue.
- (d) The Placement Shares were issued on 10 June 2021.
- (e) The Placement Shares were issued at a price of \$0.015 per Share.
- (f) The Placement was undertaken for the purpose of raising funds that are intended to be used to undertake a 5,000m RC drill program at the Kingman Gold Project in Arizona, USA. The program is intended to follow up on the very high-grade gold and silver drill assay results achieved at Tintic in the Company's maiden drill program. The program is expected to start in the September quarter of 2021 subject to permitting and rig availability.
- (g) There are no other material terms to the agreement for the subscription of the Placement Shares.
- (h) A voting exclusion statement is included in the Notice.

#### 4.4 **Additional information**

Resolution 1 are separate ordinary resolutions.

The Board recommends that Shareholders vote in favour of Resolution 1.



## 5. Resolution 2 - Approval to issue Director Placement Shares

### 5.1 General

The background to the Placement is set out in Section 4.1 above. Messrs Mike Bohm and Scott Cuomo (together, the **Director Participants**) each wish to participate in the Placement, subject to Shareholder approval.

Resolution 2(a) and (b) seek the approval of Shareholders for the proposed issue of the Director Placement Securities to the Director Participants (or their nominees) arising from their participation in the Placement under and for the purposes of Listing Rule 10.11.

### 5.2 Listing Rule 10.11

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue Equity Securities to any of the following persons without the approval of its shareholders:

- (a) a related party (Listing Rule 10.1.1);
- (b) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial holder (30%+) in the company (Listing Rule 10.11.2);
- (c) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial holder (10%+) in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so (Listing Rule 10.11.3);
- (d) an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3 (Listing Rule 10.11.4); or
- (e) a person whose relation with the company or a person referred to in Listing Rule 10.11.1 or 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders (Listing Rule 10.11.5).

The Director Participants are related parties of the Company by virtue of being Directors. Shareholder approval pursuant to Listing Rule 10.11 is therefore required unless an exception applies. It is the view of the Directors that the exceptions set out in Listing Rule 10.12 do not apply in the current circumstances.

Approval pursuant to Listing Rule 7.1 is not required for the issue of the Director Placement Shares as approval is being obtained under Listing Rule 10.11. Accordingly, the issue of the Director Placement Shares to the Director Participants (or their respective nominees) will not be included in the Company's 15% annual placement capacity pursuant to Listing Rule 7.1.

The effect of passing Resolution 2(a) and (b) will be to allow the Company to issue the Director Placement Shares to the Director Participants, raising a further \$60,000 (before costs).

If Resolution 2(a) and (b) are not passed, the Company will not be able to proceed with the issue of the relevant Director Placement Shares, and the Company will not receive the additional funds committed by the Director Participants.

### 5.3 Specific information required by Listing Rule 10.13

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to the proposed issue of the Director Placement Securities:

- (a) The Director Placement Shares will be issued to Messrs Mike Bohm and Scott Cuomo (or their respective nominees).
- (b) Messrs Mike Bohm and Scott Cuomo fall into the category stipulated by Listing Rule 10.11.1 by virtue of being Directors of the Company. In the event the Director Placement Shares are issued to a nominee of a Director Participant, that person will fall into the category stipulated by Listing Rule 10.11.4;
- (c) 2,000,000 Director Placement Shares will be issued to each of the Director Participants, for a total issue of 4,000,000 Shares;
- (d) The Director Placement Shares will be fully paid ordinary shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue.
- (e) The Director Placement Securities will be issued no later than one month after the date of the Meeting.
- (f) The Director Placement Shares will be issued at \$0.015 per Share, being the same price as the Placement Shares.
- (g) The Placement was undertaken for the purpose of raising funds that are intended to be used to undertake a 5,000m RC drill program at the Kingman Gold Project in Arizona, USA. The program is intended to follow up on the very high-grade gold and silver drill assay results achieved at Tintic in the Company's maiden drill program. The program is expected to start in the September quarter of 2021 subject to permitting and rig availability.
- (h) The proposed issue of the Director Placement Shares are not intended to remunerate or incentivise the Director Participants.
- (i) There are no other material terms to the proposed issue of the Director Placement Shares.
- (j) A voting exclusion statement is included in the Notice.

### 5.4 Chapter 2E of the Corporations Act

In accordance with Chapter 2E of the Corporations Act, in order to give a financial benefit to a related party, the Company must:

- (d) obtain Shareholder approval in the manner set out in section 217 to 227 of the Corporations Act; and
- (a) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The proposed issue of the Director Placement Shares constitutes giving a financial benefit to related parties of the Company.

The Board considers that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of the Director Placement Shares because the Shares will be issued on the same terms as the Placement Shares issued to non-related party participants in the Placement and as such the giving of the financial benefit is on arm's length terms.

## 5.5 Additional information

Each of the resolutions which form part of Resolution 2 are ordinary resolutions.

The Board (other than Messrs Mike Bohm and Scott Cuomo, who have a material personal interest in the outcome of Resolution 2(a) and (b)) recommends that Shareholders vote in favour of each of the resolutions which form part of Resolution 2.

## 6. Resolution 3 - Election of Director - Mr Jason Pater

### 6.1 General

Article 13.4 of the Constitution allows the Board to appoint at any time a person to be a Director either to fill a casual vacancy or as an addition to the existing Directors.

Pursuant to Article 13.4 of the Constitution, any Director so appointed must hold office only until the next general meeting and is then eligible for re-election.

On 1 February 2021, Mr Pater was appointed as a Non-Executive Director of the Company.

Accordingly, Mr Pater resigns as a Director at the Meeting and, being eligible, seeks approval to be elected as a Director pursuant to Resolution 3.

### 6.2 Jason Pater

Jason Pater is a growth-oriented executive with more than 20 years of board experience in corporate and non-profit organisations. Mr Pater serves as the President of Westwater Group, a Michigan-based investment company, and as Vice-President of Facilities and Construction of National Heritage Academies, one of the leading educational service providers in the United States. Previously, Mr Pater was the President of PrepNet, which manages a network of college preparatory high schools.

Mr Pater obtained undergraduate degrees in Business and Spanish from Hope College, and later earned a Master of Business Administration from Michigan State University. He is on the Board of Directors of National Heritage Academies, and Southern Cross Capital Pty Ltd, an Australia-based investment company. In addition, he is a Manager of Osgood Mountains Gold, LLC, which is a privately held company undertaking active gold exploration and drilling in northern Nevada.

Mr Pater was first appointed to the Board on 1 February 2021.

Mr Pater has acknowledged to the Company that he will have sufficient time to fulfil his responsibilities as a Director.

The Board does not consider Mr Pater to be an independent Director as a result of being a Director of Southern Cross Capital Pty Ltd, a Substantial Holder of the Company.

### 6.3 **Additional information**

If Resolution 3 is passed, Mr Pater will be elected as a Non-Executive Director of the Company.

If Resolution 3 is not passed, Mr Pater will not be elected as a Non-Executive Director of the Company.

Resolution 3 is an ordinary resolution.

The Board recommends that Shareholders vote in favour of Resolution 3 for the reasons outlined in this Notice, including that:

- (a) Mr Pater is a suitably experienced addition to the Board; and
- (b) Mr Pater will be instrumental in the growth of the Company at an important stage of development.

## Schedule 1 Definitions

In the Notice, words importing the singular include the plural and vice versa.

<b>\$ or A\$</b>	means Australian Dollars.
<b>ASX</b>	means the ASX Limited (ABN 98 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX Limited.
<b>Board</b>	means the board of Directors.
<b>Chair</b>	means the person appointed to chair the Meeting of the Company convened by the Notice.
<b>Clause</b>	means a clause of the Constitution.
<b>Company</b>	means Riedel Resources Limited (ACN 143 042 022).
<b>Constitution</b>	means the constitution of the Company as at the date of the Meeting.
<b>Corporations Act</b>	means the <i>Corporations Act 2001</i> (Cth).
<b>Director</b>	means a director of the Company.
<b>Director Participants</b>	Has the meaning given in Section 5.1.
<b>Equity Security</b>	has the same meaning as in the Listing Rules.
<b>Explanatory Memorandum</b>	means the explanatory memorandum which forms part of the Notice.
<b>Listing Rules</b>	means the listing rules of ASX.
<b>Material Investor</b>	means, in relation to the Company: (a) a related party; (b) Key Management Personnel; (c) a substantial Shareholder; (d) an advisor; or (e) an associate of the above, who received Shares which constituted more than 1% of the Company's capital structure at the time of issue.
<b>Meeting</b>	has the meaning given in the introductory paragraph of the Notice.
<b>Notice</b>	means this notice of General Meeting.
<b>Placement</b>	has the meaning given in Section 4.1.
<b>Placement Shares</b>	has the meaning given in Section 4.1

<b>Proxy Form</b>	means the proxy form attached to the Notice.
<b>Resolution</b>	means a resolution referred to in the Notice.
<b>Schedule</b>	means a schedule to the Notice.
<b>Section</b>	means a section of the Explanatory Memorandum.
<b>Share</b>	means a fully paid ordinary share in the capital of the Company.
<b>Shareholder</b>	means the holder of a Share.
<b>Substantial Holder</b>	has the meaning given in the Listing Rules.
<b>Trading Day</b>	has the meaning given in the Listing Rules.
<b>WST</b>	means Western Standard Time being the time in Perth, Western Australia.



**Riedel Resources Limited**  
ABN 91 143 042 022

## Need assistance?



**Phone:**  
1300 850 505 (within Australia)  
+61 3 9415 4000 (outside Australia)



**Online:**  
[www.investorcentre.com/contact](http://www.investorcentre.com/contact)



## YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **9:30am (AWST) on Tuesday, 24 August 2021**.

# Proxy Form

## How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

### APPOINTMENT OF PROXY

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

**A proxy need not be a securityholder of the Company.**

### SIGNING INSTRUCTIONS FOR POSTAL FORMS

**Individual:** Where the holding is in one name, the securityholder must sign.

**Joint Holding:** Where the holding is in more than one name, all of the securityholders should sign.

**Power of Attorney:** If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

### PARTICIPATING IN THE MEETING

#### Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at [www.investorcentre.com](http://www.investorcentre.com) under the help tab, "Printable Forms".

## Lodge your Proxy Form:

**XX**

### Online:

Lodge your vote online at [www.investorvote.com.au](http://www.investorvote.com.au) using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



**Control Number: 185365**  
**SRN/HIN:**

For Intermediary Online subscribers (custodians) go to [www.intermediaryonline.com](http://www.intermediaryonline.com)

### By Mail:

Computershare Investor Services Pty Limited  
GPO Box 242  
Melbourne VIC 3001  
Australia

### By Fax:

1800 783 447 within Australia or  
+61 3 9473 2555 outside Australia



**PLEASE NOTE:** For security reasons it is important that you keep your SRN/HIN confidential.

☐ **Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.

# Proxy Form

Please mark ☒ to indicate your directions

## Step 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Riedel Resources Limited hereby appoint

☐ the Chairman of the Meeting **OR**

**PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the General Meeting of Riedel Resources Limited to be held at Suite 4, 6 Richardson Street, West Perth, WA 6005 on Thursday, 26 August 2021 at 9:30am (AWST) and at any adjournment or postponement of that meeting.

## Step 2 Items of Business

**PLEASE NOTE:** If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
1	Ratification of issue of Placement Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2(a)	Approval to issue 2,000,000 Director Placement Shares to Mr Mike Bohm (or his nominee/s)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2(b)	Approval to issue 2,000,000 Director Placement Shares to Mr Scott Cuomo (or his nominee/s)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	Election of Director - Mr Jason Pater	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

## Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

**Update your communication details** (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

R I E

2 7 8 1 7 3 A



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