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ASX: RIE, RIEO

20 June 2014

SHARE PURCHASE PLAN – OFFER DOCUMENTS

Attached is a copy of Riedel Resources Limited's (ASX: RIE) Share Purchase Plan Offer documents being forwarded to eligible shareholders today.

Sue Symmons
Company Secretary

For all enquiries:

Phone:
☎ Within Australia 08 9226 0866
Outside Australia +61 8 9226 0866
@ Email:
admin@riedelresources.com.au

20 June 2014

Dear Shareholder,

RIEDEL RESOURCES LIMITED - PARTIALLY UNDERWRITTEN SHARE PURCHASE PLAN

On 17 June 2014, Riedel Resources Ltd ("**Riedel**" or the "**Company**") announced a Share Purchase Plan ("**SPP**") for eligible shareholders in Australia and New Zealand, to raise up to a maximum of approximately \$279,640 under the SPP (before costs).

Under the SPP, each eligible shareholder will be entitled to apply for up to A\$15,000 of fully paid ordinary Riedel shares at A\$0.0085 per share, representing a discount of 17.7% to the volume weighted average price of Riedel shares of the last 5 days on which sales in the securities were recorded.

Proceeds from the SPP will be used for exploration and development studies over the Company's gold deposits and for working capital.

Directors of Riedel who are eligible to participate intend to apply for shares under the SPP.

Oracle Securities Pty Ltd has agreed to underwrite the SPP up to A\$139,820.

Participation in the SPP is entirely at your discretion. Enclosed is a Share Purchase Plan Application Form together with the Terms and Conditions of the SPP. Please read these documents carefully and seek your own financial or taxation advice if needed.

A summary of the key details is as follows:-

1. Offer to Eligible Shareholders Only

You are eligible to participate in the SPP if you were a registered holder of Riedel ordinary shares as at 5.00 p.m. (AWST) on 16 June 2014 with a registered address in Australia or New Zealand, unless:-

- You hold your shares on behalf of another person who resides outside Australia or New Zealand; or
- You are located in the United States, or you are acting for the account or benefit of a person located in the United States.

2. Offer is Optional, but not transferrable

The offer under the SPP is non-renounceable, which means that you may not transfer a right to apply for securities to anyone else.

3. Maximum amount and increments

You may only apply for a maximum amount of A\$15,000 worth of new shares. If you make applications for each of your registered holdings of Riedel shares, the total of all applications must not exceed A\$15,000. Riedel reserves the right to decline applications from multiple registered holdings if the total exceeds A\$15,000, including where those registered holdings are in similar but not identical names, are directly or indirectly held, or are held alone or with others.

Eligible Shareholders who wish to participate in the SPP may apply for a parcel of new shares in increments of A\$15,000, A\$12,500, A\$10,000, A\$7,500, A\$5,000 or A\$2,000.

The offer is made irrespective of the number of shares Eligible Shareholders currently hold.

4. Cap of SPP

The total number of shares to be issued under the SPP will be capped at 30% of the number of ordinary Riedel shares on issue before the SPP. Riedel therefore intends to raise up to a maximum of approximately A\$279,640 under the SPP and reserves the right to scale back applications should total demand exceed A\$279,640, in its absolute and sole discretion. Riedel may take into account, among other factors, the size of an applicant's shareholding in determining the amount (if any) by which to scale back that applicant's application. Should this occur, you may be allocated new shares to a value which is less than the parcel for which you applied and the difference will be refunded to you and will be paid by cheque or direct credit (the payment method will be determined by Riedel in its absolute discretion) without interest.

5. Issue Price

Under the SPP, Eligible Shareholders have an opportunity to subscribe for up to A\$15,000 worth of New Shares at an issue price of A\$0.0085 per share, representing a discount of 17.7% to the volume weighted average price of Riedel shares of the last 5 days on which sales in the securities were recorded.

6. SPP partially underwritten

If there is a shortfall in subscriptions from Eligible Shareholders, Oracle Securities Pty Ltd has agreed to partially underwrite the SPP up to A\$139,820.

7. Key Dates

The offer opens on 23 June 2014 and closes on 7 July 2014. Application forms and payment must be received by Riedel by no later than 5 p.m. AWST on 7 July 2014.

8. Additional Information

The SPP does not take into account your individual investment objectives, financial situation, tax position or particular needs. You should consider seeking independent financial and taxation advice before making a decision as to whether or not to accept the offer. By electing to subscribe for new shares, you agree to be bound by the Terms and Conditions of the SPP and the constitution of Riedel.

If you have any queries regarding the SPP, please contact Riedel on 08 9226 0866.

Thank you for your continuing support.

Yours sincerely,



Jeffrey Moore
Managing Director

For all enquiries:

Phone:
☎ Within Australia 08 9226 0866
Outside Australia +61 8 9226 0866
@ Email:
admin@riedelresources.com.au

Make your payment:



See overleaf for details of the Offer and how to make your payment

Share Purchase Plan Application Form

⚡ **Your payment must be received by 5.00pm (AWST) on Monday, 7 July 2014**

IMPORTANT:

This is an important document, which requires your immediate attention. If you are in any doubt as to how to deal with this form please consult your legal, financial or other professional adviser.

Pursuant to the Terms and Conditions of the Riedel Resources Limited Share Purchase Plan (**SPP**), accompanying this Application Form, Riedel Resources Limited is offering Eligible Shareholders the opportunity to purchase fully paid ordinary shares (**Shares**) up to a maximum value of A\$15,000 per Eligible Shareholder, subject to a minimum application of A\$2,000, at an issue price of A\$0.0085, to raise a maximum of approximately A\$279,640 (before costs).

If you do not wish to purchase additional shares under this offer there is no need to take action.

By making your payment, you agree to be bound by the constitution of Riedel Resources Limited and agree that the submission of this payment constitutes an irrevocable offer to you by Riedel Resources Limited to subscribe for Riedel Resources Limited Shares on the terms of the SPP.

In addition, by submitting this Application Form or by making a BPAY payment, you represent and certify that the aggregate of the application price paid by you for:

- the Shares the subject of this Application Form; and
 - any other shares and interests in the class applied for by you under the SPP or any similar arrangement in the 12 months prior to the date of submission of this Application Form;
 - any other shares or interests in the class that you have instructed a custodian to acquire on your behalf under the SPP; and
 - any other shares or interests that have been issued to a custodian under an arrangement similar to the SPP in the 12 months before the application as a result of an instruction given by you to the custodian or another custodian and which resulted in you holding beneficial interests in such shares or interests,
- does not exceed A\$15,000.

Note: If you are a custodian, please refer to section 4.3 of the Terms and Conditions of the SPP for details on the certification required to be provided to Riedel Resources Limited in order to apply for SPP shares on behalf of a beneficiary.

METHOD OF ACCEPTANCE


You can apply for Shares and make your payment utilising one of the payment options detailed overleaf.

Riedel Resources Limited may make determinations in any manner it thinks fit, in relation to any difficulties, anomalies or disputes, which may arise in connection with or by reason of the operation of the SPP whether generally or in relation to any participant or application. Any determinations by Riedel Resources Limited will be conclusive and binding on all Eligible Shareholders and other persons to whom the determination relates. Riedel Resources Limited reserves the right to waive strict compliance with any provision of the terms and conditions of the SPP, to amend or vary those terms and conditions and to suspend or terminate the SPP at any time. Any such amendment, variation, suspension or termination will be binding on all Eligible Shareholders even where Riedel Resources Limited does not notify you of that event.

Share Purchase Plan Application Form

STEP 1

Registration Name & Offer Details

 For your security keep your SRN/
HIN confidential.

Registration Name: _____

Entitlement No: _____

Offer Details:

Record date:

5.00pm (AWST) Monday, 16 June 2014

Minimum value
available to purchase:

\$2,000

Maximum value
available to purchase:

\$15,000

STEP 2

Make Your Payment



Billers Code:
Ref No:



Pay by Mail:

Make your cheque, bank draft or money order or bank draft payable to
"Riedel Resources Limited" and crossed **"Not Negotiable"**.

Return your cheque, bank draft or money order with the below payment slip to:

Riedel Resources Limited

c/- Computershare Investor Services Pty Limited

GPO Box 505

Melbourne VIC 3001

Call your bank, credit union or building society to
make this payment from your cheque or saving
account.

More info: www.bpay.com.au

Lodgement of Acceptance

If you are applying for New Shares and your payment is being made by BPAY®, you do not need to return the slip below. Your payment must be received by no later than 5 p.m. AWST on 7 July 2014. Applicants should be aware that their own financial institution may implement earlier cut off times with regard to electronic payment, and should therefore take this into consideration when making payment. Neither Computershare Investor Services Pty Limited (CIS) nor Riedel Resources Limited (RIE) accepts any responsibility for loss incurred through incorrectly completed BPAY® payments. It is the responsibility of the applicant to ensure that funds submitted through BPAY® are received by this time.

If you are paying by cheque, bank draft or money order, the slip below must be received by CIS by no later than 5 p.m. AWST on 7 July 2014. You should allow sufficient time for this to occur. A reply paid envelope is enclosed for shareholders in Australia. Other Eligible Shareholders will need to affix the appropriate postage. Return the slip below with cheque attached. Neither CIS nor RIE accepts any responsibility if you lodge the slip below at any other address or by any other means. Application forms and BPAY payments under the SPP may not be withdrawn once they have been received.

Privacy Statement

Personal information is collected on this form by CIS for the purpose of maintaining registers of securityholders, facilitating distribution payments and other corporate actions and communications. In addition, RIE may authorise us on their behalf to send you marketing material or include such material in a corporate communication. You may elect not to receive marketing material by contacting CIS using the details provided on the front of this form or emailing privacy@computershare.com.au. We may be required to collect your personal information under the Corporations Act 2001 (Cth) and ASX Settlement Operating Rules. We may disclose your personal information to our related bodies corporate and to other individuals or companies who assist us in supplying our services or who perform functions on our behalf or to third parties upon direction by RIE where related to their administration of your securityholding, or where you have otherwise agreed we may disclose it. Some of these recipients may be located outside Australia, including in the following countries: Canada, India, New Zealand, the Philippines, the United Kingdom and the United States of America. For further details, including how to access and correct your personal information, and information on our privacy complaints handling procedure, please contact our Privacy Officer at privacy@computershare.com.au or see our Privacy Policy at www.computershare.com/au/Pages/default.aspx.

Detach here _____

Purchase Details for Riedel Resources Limited (choose one option)

<input type="checkbox"/> \$2,000	OR	<input type="checkbox"/> \$5,000	OR	<input type="checkbox"/> \$7,500
<input type="checkbox"/> \$10,000	OR	<input type="checkbox"/> \$12,500	OR	<input type="checkbox"/> \$15,000

Note: These amounts may be subject to scale back in accordance with terms of the SPP.

Payment must be received by 5.00pm (AWST) on Monday, 7 July 2014.

Contact Details

Contact

Name _____ Daytime Telephone _____

Please provide your contact details in case we need to speak to you about this Application Form

Cheque Details

Drawer	Cheque Number	BSB Number	Account Number	Amount of Cheque
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	A\$ <input type="text"/>

RIEDEL RESOURCES LIMITED

Share Purchase Plan Terms and Conditions

These terms and conditions and the accompanying 'Share Purchase Plan Application Form' (**Application Form**) set out the terms and conditions (**Terms and Conditions**) of the Share Purchase Plan (**SPP**). The total number of shares to be issued under the SPP will be capped at 30% of the number of ordinary Riedel shares on issue before the SPP, to raise a maximum of approximately A\$279,640 (before costs). By accepting the offer to subscribe for new, fully paid ordinary shares (**New Shares**) in Riedel Resources Limited (**Riedel**) under the SPP (**Offer**), you agree to be bound by the Terms and Conditions and the Constitution of Riedel.

The Offer is an invitation to all Eligible Shareholders to subscribe for New Shares at a subscription price of \$0.0085 per New Share. You may choose not to accept the Offer.

The Offer to each Eligible Shareholder is made on the same terms and conditions. The Offer is non-renounceable (i.e. you may not transfer your right to acquire a New Share to anyone else).

The number of New Shares you receive will depend on the value of the parcel of New Shares you apply for and on the total number of New Shares applied for by all Eligible Shareholders. The Company reserves the right to scale back applications where the total number of New Shares applied for by all Eligible Shareholders exceeds A\$279,640 (see section 8 below).

This document is not a prospectus or other disclosure document under the Corporations Act 2001 (Cth). The Offer does not take into account the individual investment objectives, financial situation or particular needs of each Eligible Shareholder. Accordingly, before making a decision on whether or not to accept the Offer, you should consult your financial or other professional adviser.

1. SPP Key Dates*

Date	Event	Description
16 June 2014	Record Date	Date for determining eligibility to participate in the SPP offer.
20 June 2014	Offer documents sent	SPP offer documents sent to eligible shareholders
23 June 2014	Opening Date	SPP opens for acceptances.
7 July 2014	Closing Date	SPP closes. Applications must be received by 5.00pm AWST.
14 July 2014	Allotment Date	Shares allotted and issued. Trading is expected to commence on ASX on next Trading Day.
14 July 2014	Quotation	Quotation of New Shares on ASX.
15 July 2014	Dispatch	Dispatch of shareholder statements.

* Riedel reserves the right to vary any of the above dates (even if the Offer has been opened or payments or Application Forms have been received) without prior notice by making an announcement to the ASX, including extending the Closing Date or accepting late applications.

2. SPP

- 2.1 The SPP is a convenient, cost effective way for Eligible Shareholders (as defined in 3.1 below) to acquire New Shares, free of brokerage, commissions, stamp duty or other participation costs.
- 2.2 The Offer being made under this SPP is dated, and taken to be made on 20 June 2014.

3. Eligibility to Participate

- 3.1 You are eligible to participate in the SPP if you were a registered holder of Riedel ordinary shares as at 5.00 p.m. (AWST) on 16 June 2014 with a registered address in Australia or New Zealand, unless:-
- You hold your shares on behalf of another person who resides outside Australia or New Zealand; or
 - You are located in the United States, or you are acting for the account or benefit of a person located in the United States,
- (Eligible Shareholder).**
- 3.2 Riedel has determined that it is not reasonably practical for holders of Riedel shares with registered addresses in jurisdictions outside Australia or New Zealand to participate in the SPP having regard to the small number of such holders and the costs of complying with regulatory requirements in other countries. To the extent that you hold shares on behalf of another person resident outside Australia and New Zealand, it is your responsibility to ensure that any acceptance complies with all applicable foreign laws.
- 3.3 Riedel reserves the right to reject any application from a person it believes is ineligible. The Directors and employees of Riedel who are Eligible Shareholders may participate in the SPP.

This is not an offer outside Australia or New Zealand

This document may not be released for distributed in any country other than Australia and New Zealand. This document does not constitute an offer to sell, or a solicitation of an offer to buy, securities in any country other than Australia or New Zealand. In particular, the shares to be issued under the SPP have not been and will not be registered under the US Securities Act of 1933, as amended (Securities Act), or the securities laws of any state or other jurisdiction of the United States.

In order to comply with relevant securities laws, the shares to be issued under this SPP may not be offered to those shareholders who are, or who are acting for the account or benefit of, persons located in the United States. Because of these legal restrictions, you must not send copies of these Terms and Conditions or any other material relating to the SPP to any person located in the United States or any person who is acting for the account or benefit of a person located in the United States.

Consistent with the representations contained in these Terms and Conditions and the Application Form included with these Terms and Conditions, you may not submit any completed Application Forms for any person located in the United States or any person who is acting for the account or benefit of a person located in the United States. Failure to comply with these restrictions may result in violations of applicable securities laws.

4. Participation in the SPP

4.1 *Single Holders*

If you are the only registered holder of a holding of Riedel shares, but you receive more than one offer under the SPP (eg. due to multiple registered holdings), you may only apply for a maximum parcel of New Shares with an aggregate value of no more than A\$15,000.

4.2 *Joint Holders*

If you are recorded with one or more other persons as the joint holder of a holding of Riedel shares, that joint holding is considered to be a single registered holding for the purpose of the SPP, and the joint holders are eligible to participate in the SPP in respect of that single holding only.

If the same joint holders receive more than one offer under the SPP due to multiple registered holdings, the joint holders may only apply for a maximum parcel of New Shares with an aggregate value of no more than A\$15,000.

4.3 *Custodians and Downstream Custodians*

If you are a custodian within the definition of 'custodian' in ASIC Class Order [CO 09/425] (**Custodian**) and hold Riedel shares on behalf of one or more persons (each a **Participating Beneficiary**), or on behalf of a 'downstream custodian' within the definition of ASIC Class Order [CO 09/425] who holds the beneficial interest in Riedel shares on behalf of a Participating Beneficiary, you may apply for up to a maximum of A\$15,000 worth of New Shares for each Participating Beneficiary, subject to providing a notice in writing to Riedel certifying the matters set out in paragraph 9 of ASIC Class Order [CO 09/425] (**Custodian Certificate**).

The maximum parcel of A\$15,000 worth of New Shares that may be applied for by a Custodian on behalf of each Participating Beneficiary includes both:

- Shares issued to the Participating Beneficiary in its own right as a registered holder (including as a single or joint holder); and
- Shares issued to the Custodian on behalf of the Participating Beneficiary.

If a Custodian applies for New Shares on behalf of a Participating beneficiary, Riedel will not issue New Shares unless the Custodian Certificate is received before the Issue Date.

Custodians should request a pro forma Custodian Certificate when making an application on behalf of Participating Beneficiaries. To request a Custodian Certificate, and if you would like further information on how to apply, please contact Riedel's share register, Computershare by emailing custodians@computershare.com.au.

4.4 *Trustee or nominee*

If you hold Riedel shares as a trustee or nominee for another person, but are not a Custodian, you cannot participate for beneficiaries in the manner described in section 4.3 unless the Company otherwise agrees. In this case, the rules for multiple single holdings set out in section 4.1 and 4.2 apply.

4.5 *Underwritten*

The SPP is underwritten by Oracle Securities Pty Ltd (**Underwriter**) up to \$139,820. If Riedel has not received applications for the total shares on offer under the SPP, Riedel may serve notice on the Underwriter that it will place to nominees of the Underwriter (sub-underwriters) any shares that have not been applied for by Eligible Shareholders in accordance with the maximum threshold allowed under the ASX Listing Rules. The terms of the Underwriting Agreement govern the underwriting of the Plan.

5. **Participation**

- 5.1 Participation in the SPP is entirely optional (subject to the eligibility criteria set out in sections 3 and 4 above). The offer to acquire New Shares is not a recommendation. In deciding whether to participate in the SPP, please take time to read these Terms and Conditions. We encourage you to contact your financial and taxation adviser and seek your own independent professional advice regarding your participation in the SPP.

6. **Issue Price**

- 6.1 Under the SPP, Eligible Shareholders have an opportunity to subscribe for up to A\$15,000 worth of New Shares at an issue price of \$0.0085 per share (**Issue Price**).
- 6.2 The Issue Price represents approximately a 17.7% discount to the average closing price of Riedel shares traded on the ASX in the last 5 days prior to the date the SPP was announced, on which sales in the securities were recorded.

7. **Investment**

- 7.1 Under the SPP, you may apply for a parcel of New Shares in increments of A\$15,000, A\$12,500, A\$10,000, A\$7,500, A\$5,000 or A\$2,000. However, if you receive more than one offer to participate in the SPP, or if you hold Shares in more than one capacity, the maximum you can invest is as set out in section 4 above.
- 7.2 The Offer needs to comply with the conditions of ASIC Class Order [CO 09/425]. Under that class order, eligible shareholders may only acquire up to a maximum of A\$15,000 worth of Riedel shares under a share purchase plan or similar plan in any 12 month period (except in certain circumstances described in section 4 above) whether those shares are issued to the eligible shareholder in its own right as a registered holder, or to a custodian. The A\$15,000 limit applies irrespective of the number of Riedel shares you hold on the Record Date.
- 7.3 As stated above, this limitation applies even if you receive more than one Application Form or if you hold Riedel shares in more than one capacity, for example, if you are both a sole and joint holder of Riedel shares. Please refer to the information in section 4 above.
- 7.4 Riedel reserves the right, and in certain circumstances may be required by ASIC Class Order [CO 09/425], to reject any application for New Shares under the SPP to the extent it considers, or is reasonably satisfied, that the application (whether alone or in conjunction with other applications) does not comply with these requirements.

8. Scale Back

- 8.1 Riedel reserves an absolute discretion regarding the amount raised under the SPP, including the right to scale back applications in its absolute and sole discretion should total demand exceed A\$279,640. Any determination made by Riedel in respect of any scale-back will be final. Riedel may take into account, among other factors, the size of an applicant's shareholding in determining the amount (if any) by which to scale back that applicant's application. Should this occur, you may be allocated New Shares to a value which is less than the parcel for which you applied.
- 8.2 If the scale back produces a fractional number when applied to the parcel of New Shares you applied for, the number of New Shares you will be allotted will be rounded up to the nearest whole number and any difference will be refunded to you without interest.
- 8.3 Any application monies refunded by Riedel under a scale back will be paid by cheque or direct credit (the payment method will be determined by Riedel in its absolute discretion) in Australian currency, on the date that holding statements are despatched under the SPP, expected to be 15 July 2014. By applying for New Shares, each shareholder authorises Riedel to pay any monies to be refunded by using the payment instructions of the shareholder recorded in the records of Riedel's share registry, if Riedel elects to pay in this manner.

9. No Transfer of New Shares

- 9.1 The Offer is non-renounceable. This means that you cannot transfer your right to acquire New Shares under the SPP to anyone else.

10. New Shares to rank equally with existing shares

- 10.1 All New Shares issued under the SPP will rank equally with existing Riedel ordinary shares quoted on the ASX and will carry the same voting rights, distribution rights and other entitlements as existing Riedel ordinary shares from the issue date.
- 10.2 Riedel will apply for New Shares issued under the SPP to be quoted on the ASX.

11. Brokerage

- 11.1 No brokerage is payable by you to Riedel in respect of the acquisition of New Shares under the SPP.

12. Risks

- 12.1 You should note that the market price of Riedel shares may rise or fall between the Record Date, the date of this Offer, the date on which you make a payment or send in an Application Form and the date that the New Shares are issued to you under the SPP. This means that the price you pay for each New Share under this Offer (being A\$0.0085 per share), may be higher or lower than the market price of Riedel ordinary shares at the date on which you make your application and on the date of issue of the New Shares.
- 12.2 Riedel recommends that you monitor the Riedel share price and any Riedel announcements, which can be found on Riedel's website at www.riedelresources.com.au or on the ASX website at www.asx.com.au (ASX code: RIE). Riedel's share price can also be found in the financial pages of major Australian metropolitan newspapers.

- 12.3 Riedel notes that as announced on 13 June 2014, it has agreed with its noteholders to extend the redemption date of the convertible notes issued under two Convertible Note Deeds which were entered into by Riedel on 16 May 2013. As part of that agreement key terms of the Convertible Note Deeds are to be amended and a shareholders' meeting is to be held within 60 days of 13 June 2014 to approve the issue of Options and the conversion of the Convertible Notes. In the event that Shareholders do not approve the issue and conversion, then the noteholders would be entitled to exercise their rights to demand repayment of the outstanding moneys and/or enforce their security interests. The exercise of such rights could have a material adverse effect on Riedel's activities and financial condition.
- 12.4 On 5 June 2014 Riedel announced that it has received an initial notification from the Department of Mines & Petroleum (DMP) notifying the Company of the intention to refuse the application for extension of term for the Millrose Gold Project tenements E53/1304 and E53/1305. Based on discussions with the Company's tenement consultants, the Board holds the view that it is likely that the extension will be granted upon the Company making further submissions to the DMP. Although the Company believes that it is likely that further consideration by DMP will ultimately result in the extension of term being granted, there is no guarantee that the DMP will do so. Such refusal to extend the term could have a material adverse effect on Riedel's activities and financial condition.
- 12.5 Riedel encourages you to contact your professional advisor regarding whether or not to participate in the SPP and how much to contribute.

13. Number of Shares

- 13.1 You may apply for one of the following parcels of New Shares:-

Option	Total Amount to be Paid (A\$)	Issue Price per Share (A\$)	No. of Shares
A	15,000	0.0085	1,764,705
B	12,500	0.0085	1,470,588
C	10,000	0.0085	1,176,470
D	7,500	0.0085	882,352
E	5,000	0.0085	588,234
F	2,000	0.0085	235,294

- 13.2 Riedel reserves the right to scale-back acceptances – see section 8 for further details.

14. Application

- 14.1 If you are an Eligible Shareholder and would like to apply for New Shares under the SPP you can either:-
- complete the Application Form and, together with a cheque, bank draft or money order for the relevant amount, forward it to our share registry; or
 - make a BPay payment.

15. Binding Terms

- 15.1 By accepting the Offer to purchase New Shares under the SPP, you agree to be bound by these Terms and Conditions and Riedel's constitution.

16. Payment

- 16.1 Eligible Shareholders must complete the enclosed Application Form by ticking the Option you have selected and sending it to Riedel's share registry, Computershare, together with a cheque, bank draft or money order at the following address:-

Riedel Resources Limited
c/- Computershare Investor Services Pty Limited
GPO Box 505
Melbourne Vic 3001

- 16.2 The cheque, bank draft or money order should be made payable to 'Riedel Resources Limited' and must be drawn on an Australian bank and in Australian dollars for the correct amount.
- 16.3 Eligible Shareholders must ensure that the Application Form and payment is received by Computershare prior to the Closing Date of the Offer, that is, before 5.00 p.m. AWST on 7 July 2014.
- 16.4 Do not forward cash. Receipt for payment will not be issued.

17. Applying by BPAY Payment

- 17.1 Eligible Shareholders who wish to pay by BPAY, must follow the instructions on the Application Form so that it is received by Riedel's share registry by no later than 5.00 p.m. AWST on 7 July 2014. Your personalised Application Form carries the Biller Code and your unique reference number, which you must use to take up the Offer.
- 17.2 Applicants using BPAY should be aware that their own financial institution may implement earlier cut off times with regard to electronic payment, and should therefore take this into consideration when making payment. It is the responsibility of the applicant to ensure that funds submitted through BPAY are received by this time.
- 17.3 If you make your payment using BPAY, you do not need to return your Application Form, however note that by applying by making a BPAY payment you represent and certify the matters set out in section 18 below and in particular represent and certify the matters set out in section 18(p) below.

18. Representations

By completing and submitting the Application Form (together with a cheque, bank draft or money order) or making a BPAY payment, you represent and certify on your own behalf and on behalf of each person on whose account you are acting that:-

- a) You are an Eligible Shareholder;
- b) You agree that your application is made on these Terms and Conditions and those set out in the Application Form;
- c) You acknowledge that your application is irrevocable and unconditional and that you will not be able to withdraw your application once you have sent it in;
- d) You authorise Riedel and its officers or agents to correct any error in, or omission from, your Application Form and to complete your Application Form by the insertion of any missing details;

- e) You acknowledge that Riedel may, at any time, determine that your Application Form is valid, in accordance with the Terms and Conditions, even if the Application Form is incomplete, contains errors or is otherwise defective;
- f) You acknowledge that you have not been provided with investment advice or financial product advice by Riedel or Computershare and that neither of them has any obligation to provide this advice in relation to your consideration as to whether or not to purchase New Shares under the SPP.
- g) You acknowledge that the New Shares have not been, and will not be, registered under the Securities Act or the securities laws of any state or other jurisdictions in the United States, or in any other jurisdiction outside Australia or New Zealand and accordingly, New Shares may not be offered, sold or otherwise transferred except in accordance with an available exemption from, or a transaction not subject to, the registration requirements of the Securities Act and any other applicable securities laws;
- h) You have not, and will not, send any materials relating to the SPP to any person located in the United States or that is, or is acting for the account or benefit of, a person located in the United States, or otherwise to a person to whom it would be illegal to make an offer of New Shares under the SPP, and agree to provide (and direct your nominee or custodian to provide) any requested substantiation of your eligibility to participate in the SPP and of your holding of Riedel shares at the Record Date;
- i) You acknowledge that the market price of Riedel shares may rise or fall between the date of this Offer and the date the New Shares are issued to you under the SPP and that the issue price you pay for the New Shares may exceed the market price of Riedel's shares on the Issue Date.
- j) You accept the risk associated with any refund that may be sent to you by direct credit to your nominated account or cheque to your address shown on Riedel's register.
- k) You are responsible for any dishonour fees or other costs Riedel may incur in presenting a cheque for payment which is dishonoured;
- l) You acknowledge that Riedel is not liable for any exercise of its discretions referred to in these Terms and Conditions;
- m) You declare that you are at least 18 years of age and have full legal capacity and power to perform all of your rights and obligations under the Application Form;
- n) You authorise Riedel to register you as the holder(s) of New Shares issued to you;
- o) You irrevocably and unconditionally agree to these Terms and Conditions and the terms of the Application Form and agree not to do any act or thing which would be contrary to the spirit, intention or purpose of the SPP; and
- p) The aggregate of the application price paid by you for:-
 - The New Shares the subject of your Application Form or BPAY payment; and
 - Any other New Shares applied for by you under the SPP or any similar share purchase plan arrangement operated by Riedel in the 12 months prior to the date of submission of the Application Form or BPAY payment; and

- Any other New Shares which you have instructed a Custodian to acquire on your behalf under the SPP; and
- Any other Riedel shares issued to a Custodian in the 12 months before the application as a result of an instruction given by you to the Custodian or another custodian to apply for shares on your behalf under an arrangement similar to the SPP, and which resulted in you holding the beneficial interest in those shares,

does not exceed A\$15,000, unless you are applying as a Custodian for one or more Participating Beneficiaries and have provided Riedel with the Custodian Certificate referred to in section 4 above.

19. Discretion to reject applications

19.1 Riedel may accept or reject applications for New Shares under the SPP, including (but not limited to) cases where:

- An Application Form is incorrectly completed, incomplete or otherwise determined to be invalid by Riedel;
- An Application Form is received after the Closing Date;
- The correct amount of money is not tendered with your Application Form;
- A cheque is dishonoured or has not been completed correctly or accurately; or
- Riedel forms the opinion that a shareholder is not an Eligible Shareholder (subject to compliance with an applicable ASIC or ASX requirements).

19.2 In addition, Riedel may issue to you fewer New Shares than the number for which you applied for under the SPP (or none at all) if Riedel believes that the issue of those New Shares to you would contravene the ASX Listing Rules, the Corporations Act 2001 (Cth) or any other law.

20. Refund of Application Monies

20.1 If Riedel rejects your application for New Shares, you will have your application moneys returned to you without interest.

20.2 Any application monies refunded by Riedel under a scale back will be paid by cheque or direct credit (the payment method will be determined by Riedel in its absolute discretion) in Australian currency, on the date that holding statements are despatched under the SPP. By applying for New Shares, each shareholder authorises Riedel to pay any monies to be refunded by using the payment instructions of the shareholder recorded in Riedel's share registry records, if Riedel elects to pay in that manner.

21. Cost of Participation

21.1 You must pay the Issue Price and any fees or charges incurred by you in completing the Application Form (for example, bank fees or fees of professional advisors). There are no brokerage or transaction costs payable by participants in the SPP. These costs will be met by Riedel.

22. Receipt of the New Shares

22.1 New Shares are expected to be allotted under the SPP on 14 July 2014 and Riedel will apply for those New Shares to be listed for quotation on ASX. If the New Shares are not quoted on ASX, the New Shares will not be issued and all funds received will be refunded.

- 22.2 Riedel expects to despatch a holding statement or confirmation advice in respect of the New Shares on or about 15 July 2014. You should confirm your holding before trading in any New Shares you believe have been allotted to you under the SPP.

23. Riedel's discretion and dispute policy

- 23.1 Riedel reserves the right to waive strict compliance with any provision of these Terms and Conditions, to amend or vary these Terms and Conditions and to suspend or terminate the SPP at any time. If Riedel does this it will notify the ASX and post a notice on the Riedel website (www.riedelresources.com.au). Any such amendment, variation, suspension or termination will be binding on all Eligible Shareholders even where Riedel does not notify you of that event. If Riedel terminates the SPP, it will refund any application moneys without interest. Riedel may make determinations, in any manner it thinks fit, including in relation to any difficulties, anomalies or disputes which may arise in connection with or by reason of the operation of the SPP, whether generally or in relation to any participant or application. A determination made by Riedel will be conclusive and binding on all participants and other persons to whom the determination relates.
- 23.2 The Company may act or omit to act in relation to the SPP (including applying the terms of the SPP) in its absolute discretion. The Company may settle any question of fact or interpretation in relation to the SPP in any matter it thinks fit, whether generally or in relation to any participant, application or New Share. The Company's decision will be conclusive and binding.
- 23.3 Any powers or discretions of Riedel may be exercised by the Directors of Riedel or any delegate of them.
- 23.4 These Terms and Conditions are governed by the laws in force in Western Australia. By accepting this Offer, you submit to the non-exclusive jurisdiction of the courts of Western Australia.

24. Class Order [CO 09/425] Compliance

- 24.1 This Offer of New Shares under the SPP is made to existing Riedel shareholders in accordance with the requirements of ASIC Class Order [CO 09/425] and the *Securities Act (Overseas Companies) Exemption Notice 2013* (New Zealand). These instruments grant relief from the requirement to prepare a prospectus for the offer of New Shares under the SPP.
- 24.2 This document is not a prospectus and has not been registered with the Australian Securities Investments Commission or any New Zealand regulatory authority and does not, and is not required to, contain all the information that a prospectus under Australian or New Zealand law is required to contain.

25. General Application terms

- 25.1 Application may only be made for parcels of New Shares in increments between A\$2,000 up to a maximum of A\$15,000 (as set out in section 13 above). If the amount of the payment tendered with your Application Form or your BPay payment is:
- Less than A\$2,000 – Riedel will not allot any New Shares to you and will refund your application money to you, without interest payable to you; or

- Greater than A\$15,000 – subject to scale back, Riedel will allot the maximum number of New Shares to you and will refund the excess application money to you, without interest.
- 25.2 Application Forms must be received by Riedel's share registry, and BPAY payments must be received by no later than 5.00 p.m. (AWST) on 7 July 2014. Riedel reserves the right to not accept Application Forms and BPAY payments received after that time.
- 25.3 Application Forms and BPAY payments under the SPP may not be withdrawn once they have been received by Riedel. No interest will be payable on application money held by Riedel.
- 25.4 Please read the enclosed Application Form for further details of how to apply for New Shares under the SPP.

26. Further Information

- 26.1 If you have any questions about the SPP, the Terms and Conditions or how to make an application, please email Riedel at admin@riedelresources.com.au
- 26.2 Neither Riedel nor any of its personnel is or is to be taken to be, giving any recommendation or investment advice in relation to the SPP, nor do any of them have any obligation to do so. You should seek your own independent professional advice in relation to the SPP.

27. Privacy

By completing the Application Form, you will be providing personal information to Riedel. The Privacy Act 1988 (Cth) governs the use of a person's personal information and sets out principles governing the ways in which organisations should treat personal information. Riedel collects information about each applicant provided on an Application Form for the purposes of evaluating and processing the Application and, if the Application is successful, to administer the applicant's security holding in Riedel. If Riedel is obliged to do so by law, investors' personal information will be passed on to other parties strictly in accordance with legal requirements. Once personal information is no longer needed for Riedel's records, Riedel will destroy or de-identify it.

By submitting an Application Form, each applicant agrees that Riedel may use the information provided by an applicant on the Application Form for the purposes set out in this privacy disclosure statement and may disclose it for those purposes to the share registry (Computershare Investor Services Pty Limited), Riedel's related bodies corporate, agents, contractors and third party service providers, including mailing houses and professional advisers, and to ASX and regulatory authorities. If you do not provide the information required on the Application Form, Riedel may not be able to process your application.

An applicant has a right to gain access to the information that Riedel holds about that person subject to certain exemptions under law. A fee may be charged for access. Access requests must be made in writing to Riedel's registered office.