



RIEDEL RESOURCES

ACN 143 02 022

Suite 4, 6 Richardson Street
West Perth
Western Australia 6005

ASX Code: RIE

riedelresources.com.au

ASX and Media Release
19 November 2020

ADDENDUM TO NOTICE OF ANNUAL GENERAL MEETING

Details of Addendum

Riedel Resources Limited (ACN 143 042 022) ("**Company**") advises that enclosed is an addendum ("**Addendum**") to the Notice of Annual General Meeting dated 22 October 2020 to withdraw Resolution 4(b) to be considered at the Annual General Meeting of the Company to be held at Suite 4, 6 Richardson Street, West Perth, Western Australia 6005 on Monday, 30 November 2020, commencing at 10:00am (AWST).

The Addendum is required to be made due to the Company's application to ASX for waiver from Listing Rule 7.3.4 with respect to the proposed issue of shares under Resolution 4(b) from a date that is after three (3) months from the date of the Annual General Meeting not being granted.

New Proxy Form

A new Proxy Form accompanies the Addendum and will be provided to all shareholders. Shareholders are advised that:

- If you have already voted and wish to change your proxy vote, please complete and return the new Proxy Form accompanying this Addendum.
- All proxy votes submitted in relation to Resolution 4(a) will be counted for the purposes of Resolution 4 unless that shareholder wishes to change their proxy vote via the process outlined in the dot point above.
- If you have already voted and do not wish to change your proxy vote, you do not need to take any action. The Proxy Form you previously submitted remains valid.
- If you have not returned a Proxy Form, please complete and return the new Proxy Form accompanying the Addendum.

For further information please contact:

Grant Mooney, Chairman - Riedel Resources Limited Tel: +61 8 9226 0866

About Riedel Resources Limited

Riedel Resources Limited listed on ASX on 31 January 2011 and is an Australian-based exploration company. Further information can be found at the Company's website www.riedelresources.com.au.

-----ENDS-----

Riedel Resources Limited

(ACN 143 042 022)

ADDENDUM TO NOTICE OF ANNUAL GENERAL MEETING

Riedel Resources Limited (ACN 143 042 022) ("**Company**") hereby gives notice to shareholders of the Company ("**Shareholders**") that, in relation to the Notice of Annual General Meeting dated 22 October 2020 ("**Notice of Meeting**") in respect of a general meeting of Shareholders to be held at Suite 4, 6 Richardson Street, West Perth, Western Australia 6005 on Monday, 30 November 2020, commencing at 10:00am (AWST) ("**Meeting**"), the directors of the Company ("**Directors**") have resolved to withdraw Resolution 4(b) of the Notice of Meeting and the information contained in the explanatory statement ("**Explanatory Statement**") provided to Shareholders in relation to the Notice of Meeting.

The Directors wish to advise that the addendum to the Notice of Meeting ("**Addendum**") is required to be made due to the Company's application to ASX for waiver from Listing Rule 7.3.4 with respect to the proposed issue of shares under Resolution 4(b) from a date that is after three (3) months from the date of the Annual General Meeting not being granted. As such, the Directors wish to withdraw Resolution 4(b) from the Notice of Meeting and the information contained in the Explanatory Statement provided to Shareholders. The Company still intends to seek Shareholder approval for the issue of the 100,000,000 Stage 2 Consideration Shares (as defined in the Notice of Meeting) at a relevant time in the future.

Definitions in this Addendum have the same meaning as those in the Notice of Meeting unless otherwise provided for. This Addendum is supplemental to the Notice of Meeting and should be read in conjunction with the Notice of Meeting. Save for the withdrawal of Resolution 4(b) of the Notice of Meeting and the information contained in the Explanatory Statement set out below, all Resolutions and the Explanatory Statement in the Notice of Meeting remain unchanged.

Proxy Forms

Annexed to this Addendum is a replacement Proxy Form. The Company confirms that but for the withdrawal of Resolution 4(b) and the change of description of Resolution 4(a) to simply Resolution 4, no changes have been made to the Proxy Form previously dispatched to Shareholders with the Notice of Meeting.

Shareholders are advised that:

- If you have already voted and wish to change your proxy vote, please complete and return the new Proxy Form accompanying the Addendum.
- All proxy votes submitted in relation to Resolution 4(a) will be counted for the purposes of Resolution 4 unless that shareholder wishes to change their proxy vote via the process outlined in the dot point above.
- If you have already voted and do not wish to change your proxy vote, you do not need to take any action. The Proxy Form you previously submitted remains valid.
- If you have not returned a Proxy Form, please complete and return the new Proxy Form accompanying the Addendum.

To vote in person, please attend the Meeting at the time, date and place set out above.

SUPPLEMENTARY NOTICE OF ANNUAL GENERAL MEETING

Business

Resolution 4(b) of the Notice of Meeting is withdrawn and Resolution 4 (formerly Resolutions 4(a) & (b)) now reads as follows:

Resolution 4 – Approval for Issue of Consideration Shares

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

“That, subject to all Transaction Resolutions being passed, for the purposes of Listing Rule 7.1 and for all other purposes, Shareholder approval be given for the Company to issue 60,000,000 Stage 1 Consideration Shares at an issue price of \$0.0055 to the Vendor (or their respective nominees), on the terms and conditions in the Explanatory Memorandum.”

Voting exclusion statement

The Company will disregard any votes cast on this Resolution by any person who may participate in the proposed issue and a person who might obtain a benefit (except a benefit solely in the capacity of a Shareholder) if the Resolution is passed, and any associate of those persons.

However, the Company need not disregard a vote if:

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

By order of the Board



Grant Mooney
Chairman
Riedel Resources Limited

19 November 2020

Enquiries

Shareholders are required to contact Grant Mooney, Chairman of the Company, on +61 8 9226 0866 if they have any queries in respect of the matters set out in this Addendum.

SUPPLEMENTARY EXPLANATORY STATEMENT

Section 3.5 of the Explanatory Statement is deleted and replaced with the following:

3.5. Resolution 4 – Approval for Issue of Consideration Shares

Resolution 4 is an ordinary resolution which seeks to approve the issue of 60,000,000 Stage 1 Consideration Shares (which will be issued within three (3) months of the date of the Meeting) at an issue price of \$0.0055 to the Vendor (or their respective nominees).

The issue of the of 60,000,000 Stage 1 Consideration Shares requires Shareholder Approval for the purposes of Listing Rule 7.1 by way of ordinary resolution, meaning that at least fifty percent (50%) of votes must be cast in favour of the Resolution in order for it to be passed.

Listing Rule 7.1

Listing Rule 7.1 provides that, subject to certain exceptions, prior approval of shareholders is required for an issue of securities by a company if those securities, when aggregated with the securities issued by the company without approval and which were not subject to an exception during the previous twelve (12) months, exceed fifteen percent (15%) of the number of shares on issue at the commencement of that twelve (12) month period.

Listing Rule 7.1 provides that where a company approves an issue of securities, the company's fifteen percent (15%) capacity will be replenished and the company will be able to issue further securities up to that limit.

Resolution 4 seeks approval for the issue of 60,000,000 Stage 1 Consideration Shares at an issue price of \$0.0055 to the Vendor (or their respective nominees). If Resolution 4 is approved, the Consideration Shares issued will not affect the capacity of the Company to issue securities in the next twelve (12) months under Listing Rule 7.1 as those securities, once issued, will be excluded from the calculations under Listing Rule 7.1.

For the purposes of Listing Rule 7.3, the following information is provided in relation to Resolution 4:

(a) Maximum Number of Securities the Entity is to Issue

60,000,000 Stage 1 Consideration Shares.

(b) Date by which the Entity will Issue the Securities

The Stage 1 Consideration Shares will be issued upon satisfaction (or waiver) of the Transaction Conditions and nonetheless within three (3) months of the date of the Meeting.

(c) Issue Price of the Securities

The issue price for the Stage 1 Consideration Shares is \$0.0055 each.

(d) Names of the Persons to whom the Entity will Issue the Securities (if known) or basis upon those Persons will be Identified or Selected

The Stage 1 Consideration Shares will be issued to the Vendor.

(e) Terms of the Securities

The Stage 1 Consideration Shares will rank equally in all respects with existing Shares on issue.

(f) **Intended Use of the Funds Raised**

No funds will be raised from the issue of the Stage 1 Consideration Shares.

Directors' recommendations

The Directors unanimously recommend that Shareholders vote in favour of Resolution 4.

The definition of "Transaction Resolutions" in the Definitions Section of the Explanatory Statement is deleted and replaced with the following definition:

Transaction Resolutions means the transaction resolutions under this Notice, being resolutions 4, 5(a) and (b), 6, 7(a), (b) & (c), 8, 9 and 11.

PROXY FORM

Need assistance?



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



Online:
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10:00am (WST)**
Saturday, 28 November 2020.

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 under the help tab, "Printable Forms".

Lodge your Proxy Form:

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Online:

Lodge your vote online at 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: 184833

SRN/HIN:

For Intermediary Online subscribers (custodians) go to 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

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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 Annual General Meeting of Riedel Resources Limited to be held at Suite 4, 6 Richardson Street, West Perth, Western Australia 6005 on Monday, 30 November 2020 at 10:00am (WST) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Items 1, 9(a), 9(b) and 9(c) (except where I/we have indicated a different voting intention in step 2) even though Items 1, 9(a), 9(b) and 9(c) are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Items 1, 9(a), 9(b) and 9(c) by marking the appropriate box in step 2.

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.

ORDINARY BUSINESS

	For	Against	Abstain		For	Against	Abstain
1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	7(a) Right for Directors to participate in Placement - 3,636,363 Shares to Mr Grant Mooney	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Change to scale of activities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	7(b) Right for Directors to participate in Placement - 3,636,363 Shares to Mr Scott Cuomo	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Approval of 10% Placement Facility	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	7(c) Right for Directors to participate in Placement - 3,636,363 Shares to Mr Alexander Sutherland	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Approval for Issue of Consideration Shares - 60,000,000 Stage 1 Consideration Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	8 Approval for Issue of Options to Flagstaff	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5(a) Ratification of Issue of Shares under the Placement - 62,710,440 Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	9(a) Approval for Issue of Options to Directors - 25,000,000 Options to Mr Grant Mooney	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5(b) Ratification of Issue of Shares under the Placement - 289,560 Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	9(b) Approval for Issue of Options to Directors - 20,000,000 Options to Mr Scott Cuomo	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Approval for Issue of Shares under the Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	9(c) Approval for Issue of Options to Directors - 5,000,000 Options to Mr Alexander Sutherland	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
				10 Re-election of Scott Cuomo	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
				11 Appointment of Proposed Director	<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.

SIGN

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

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact
Name

Contact
Daytime
Telephone

Date / /

