



RIEDEL
R E S O U R C E S

RIEDEL RESOURCES LTD

ACN 143 042 022

NOTICE OF EXTRAORDINARY GENERAL MEETING

An Extraordinary General Meeting of the Company will be held at the offices of the Company, at Suite 5, 6 Richardson Street, West Perth, Western Australia on 8 April 2022 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, THE COMPANY WILL PROVIDE AN UPDATE AHEAD OF THE MEETING BY WAY OF AN ASX ANNOUNCEMENT.

This Notice of Extraordinary General Meeting (**Notice**) 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 this Notice.

Riedel Resources Limited
ACN 143 042 022

Notice of Extraordinary General Meeting

Notice is hereby given that an extraordinary general meeting of Shareholders of Riedel Resources Limited (**Company**) will be held [at the offices of the Company at Suite 5, 6 Richardson Street, West Perth, Western Australia on 8 April 2022 at 9:30AM (WST) (**Meeting**).

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.

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 Shareholders at 5:00pm (WST) on 6 April 2022.

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

Agenda

Resolution 1 – Ratification of prior issue of Shares issued pursuant to the Placement

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

“That, pursuant to and in accordance with Listing Rule 7.4, and for all other purposes, Shareholders ratify the issue of 71,000,000 Shares issued pursuant to the Placement under Listing Rule 7.1 on the terms and conditions in the Explanatory Memorandum.”

A voting exclusion statement applies to this Resolution. Please see below.

Resolution 2 – Approval to issue Shares to Flagstaff pursuant to the Placement

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

*“That, pursuant to and in accordance with Listing Rule 10.11, and for all other purposes, Shareholders approve the issue of 25,000,000 Shares to Flagstaff Minerals Limited (**Flagstaff**) (or its nominees) pursuant to the Placement on the terms and conditions set out in the Explanatory Memorandum.”*

A voting exclusion statement applies to this Resolution. Please see below.

Resolution 3 – Approval to issue Shares to Directors pursuant to the Placement

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

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

- (a) 4,000,000 Shares to Mr Scott Cuomo (or his nominees);*
- (b) 3,000,000 Shares to Mr Michael Bohm (or his nominees); and*
- (c) 2,000,000 Shares to Grant Mooney (or his nominees),*

pursuant to the Placement, on the terms and conditions set out in the Explanatory Memorandum.”

A voting exclusion statement applies to each of these Resolutions. Please see below.

Voting Exclusions

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of the Resolutions by the following persons:

Resolution 1 – Ratification of prior issue of Shares issued pursuant to the Placement	By or on behalf of the Placement Participants or any of their respective associates.
Resolution 2 – Approval to issue Shares to Flagstaff pursuant to the Placement	By or on behalf of Flagstaff (and its nominees), and any other person who will obtain a material benefit as a result of the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity), or an associate of that person or those persons.
Resolution 3(a) – Approval to issue Shares to Directors pursuant to the Placement – Mr Scott Cuomo	By or on behalf of Mr Scott Cuomo (and his nominees), and any other person who will obtain a material benefit as a result of the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity), or an associate of that person or those persons.
Resolution 3(b) – Approval to issue Shares to Directors pursuant to the Placement – Mr Michael Bohm	By or on behalf of Mr Michael Bohm (and his nominees), and any other person who will obtain a material benefit as a result of the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity), or an associate of that person or those persons.
Resolution 3(c) – Approval to issue Shares to Directors pursuant to the Placement – Mr Grant Mooney	By or on behalf of Mr Grant Mooney (and his nominees), and any other person who will obtain a material benefit as a result of the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity), or an associate of that person or those persons.

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

- (a) a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, 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:
 - (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: 7 March 2022

Riedel Resources Limited
ACN 143 042 022
(Company)

Explanatory Memorandum

1. Introduction

This Explanatory Memorandum has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

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 information about the following to assist Shareholders in deciding how to vote on the Resolutions:

Section 2	Action to be taken by Shareholders
Section 3	Resolution 1 – Ratification of prior issue of Shares issued pursuant to the Placement
Section 4	Resolution 2 – Approval to issue Shares to Flagstaff pursuant to the Placement
Section 5	Resolutions 3(a) to 3(c) (inclusive) – Approval to issue Shares to Directors pursuant to the Placement
Schedule 1	Definitions

2. Action to be taken by Shareholders

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

2.1 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 best information available to the Board at the time of the 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 COVID-19 restrictions regarding gatherings. 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 affects the position above, the Company will provide a further update ahead of the Meeting by releasing an announcement on the ASX market announcements platform.

2.2 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.

2.3 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:

- (a) 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);
- (b) 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;
- (c) 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
- (d) 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:

- (a) 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;
- (b) the appointed proxy is not the chair of the meeting;
- (c) at the meeting, a poll is duly demanded on the resolution; and

- (d) 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.

2.4 Chair's voting intentions

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

If the Chair is appointed as your proxy and you have not specified the way the Chair is to vote on any of the Resolutions by signing and returning the Proxy Form, you are considered to have provided the Chair with an express authorisation for the Chair to vote the proxy in accordance with the Chair's intention, even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel of the Company.

3. Resolution 1 – Ratification of prior issue of Shares issued pursuant to the Placement

3.1 General

On 22 February 2022, the Company announced that it had received firm commitments for a placement (**Placement**) to raise A\$1,050,000 (before costs) through the issue of 105,000,000 Shares at an issue price of \$0.01 each.

On 28 February 2022, the Company issued 71,000,000 Shares to sophisticated and professional investors the Company's placement capacity pursuant to Listing Rule 7.1.

3.2 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 Shares the subject of Resolution 1 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 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, 71,000,000 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, 71,000,000 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 71,000,000 Shares for the 12 month period following the issue of those Shares.

3.3 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 Shares the subject of Resolution 1:

- (a) the Shares were issued to sophisticated and professional investors, none of whom is a related party of the Company or a Material Investor. The Placement Participants were existing shareholders or other parties known to the Company. No Material Investors were issued Shares;
- (b) a total of 71,000,000 Shares were issued within the Company's 15% limit permitted under Listing Rule 7.1, without the need for Shareholder approval;
- (c) the Shares are fully paid ordinary shares Company and rank equally in all respects with the Company's existing Shares on issue;
- (d) the Shares were issued on 28 February 2022;
- (e) the Shares were issued at a price of \$0.01 per Share, being the price per share applicable to all Shares pursuant to the Placement;
- (f) the Placement was undertaken for the purpose of raising funds that are intended to be used to undertake a reverse circulation drilling program at the Kingman Gold Project in Arizona, USA, site geological work including trenching, sample assaying, preliminary metallurgical investigations and general working capital purposes;
- (g) there are no other material terms to the agreement for the subscription of the Shares; and
- (h) a voting exclusion statement is included in the Notice.

3.4 Additional information

Resolution 1 is an ordinary resolution.

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

4. Resolution 2 – Approval to issue Shares to Flagstaff pursuant to the Placement

4.1 General

The background to the Placement is set out in Section 3.1 above. Flagstaff Minerals Limited (ACN 626 330 738) (**Flagstaff**) wishes to participate in the Placement, subject to Shareholder approval.

Resolution 2 seeks the approval of Shareholders for the proposed issue of 25,000,000 Shares to the Flagstaff (or its nominees) arising from its participation in the Placement under and for the purposes of Listing Rule 10.11.

4.2 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 relationship 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 Company considers that Flagstaff is a related party of the Company.

Shareholder approval pursuant to Listing Rule 10.11 is therefore required unless an exception applies. It is the view of the Directors (other than Mr Bohm who is also a director of Flagstaff and Mr Jason Pater who is a nominee Director appointed at the request of Flagstaff) 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 Shares the subject of Resolution 2 as approval is being obtained under Listing Rule 10.11. Accordingly, the issue of the Shares to Flagstaff (or its 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 will be to allow the Company to issue 25,000,000 Shares to Flagstaff (or its nominees), raising \$250,000 (before costs) pursuant to the Placement.

If Resolution 2 is not passed, the Company will not be able to proceed with the issue of the relevant Shares to Flagstaff, and the Company will not receive the additional funds committed by Flagstaff.

4.3 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 Shares pursuant to Resolution 2:

- (a) the Shares will be issued to Flagstaff (or its nominees);
- (b) Flagstaff falls into the category stipulated by Listing Rule 10.11.1 due to being a related party of the Company. In the event the Shares are issued to a nominee of Flagstaff, that person will fall into the category stipulated by Listing Rule 10.11.4;
- (c) the maximum number of Shares to be issued to Flagstaff (or its nominees) is 25,000,000;
- (d) the 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 Shares will be issued no later than one month after the date of the Meeting;
- (f) the Shares will be issued at a price of \$0.01 per Share, being the price per share applicable to all Shares pursuant to the Placement;
- (g) the purpose of the issue is to raise funds that are intended to be used to undertake a reverse circulation drilling program at the Kingman Gold Project in Arizona, USA, site geological work including trenching, sample assaying, preliminary metallurgical investigations and general working capital purposes;
- (h) the proposed issue of Shares is not intended to remunerate or incentivise any Director;
- (i) there are no other material terms to the proposed issue of the Shares; and
- (j) a voting exclusion statement is included in the Notice.

4.4 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:

- (a) obtain Shareholder approval in the manner set out in section 217 to 227 of the Corporations Act; and
- (b) 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 Shares to Flagstaff constitutes giving a financial benefit to related parties of the Company.

The Board (other than Mr Bohm who is also a director of Flagstaff and Mr Pater who is a nominee Director appointed at the request of Flagstaff) considers that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of Shares to Flagstaff pursuant to Resolution 2 because the Shares will be issued on the same terms as the 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.

4.5 Additional information

Resolution 2 is an ordinary resolution.

The Board (other than Mr Bohm who is also a director of Flagstaff and Mr Pater who is a nominee Director appointed at the request of Flagstaff) recommends that Shareholders vote in favour of Resolution 2.

5. Resolutions 3(a) to 3(c) (inclusive) – Approval to issue Shares to Directors pursuant to the Placement

5.1 General

The background to the Placement is set out in Section 3.1 above. Messrs Cuomo, Bohm and Mooney (being Directors) (together, the **Director Participants**) each wish to participate in the Placement, subject to Shareholder approval.

Resolutions 3(a) to 3(c) (inclusive) seek the approval of Shareholders for the proposed issue of Shares 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

A summary of Listing Rule 10.11 is set out in Section 4.2 above.

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 (other than Messrs Cuomo, Bohm and Mooney in respect of Resolutions 3(a), 3(b) and 3(c), respectively) 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 Shares pursuant to Resolutions 3(a) to 3(c) (inclusive) as approval is being obtained under Listing Rule 10.11. Accordingly, the issue of the 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 Resolutions 3(a) to 3(c) (inclusive) will be to allow the Company to issue the relevant number of Shares to each of the Director Participants, raising \$90,000 (before costs) pursuant to the Placement.

If Resolutions 3(a) to 3(c) (inclusive) are not passed, the Company will not be able to proceed with the issue of the relevant Shares to the Director Participants, 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 Shares to the Director Participants:

- (a) the Shares will be issued to Messrs Cuomo, Bohm and Mooney (or their respective nominees);
- (b) each of the Director Participants fall into the category stipulated by Listing Rule 10.11.1 by virtue of being Directors. In the event the Shares are issued to any nominees of the Director Participants, that person will fall into the category stipulated by Listing Rule 10.11.4;

- (c) the Shares will be issued to the Director Participants (or their respective nominees) in the following proportions, for a total issue of 9,000,000 Shares:

Director Participant	Subscription Amount (A\$)	Shares	Entity (or entities) to hold the relevant securities
Scott Cuomo	40,000	4,000,000	4,000,000 Shares registered in the name of Wavel Brockman Pty Ltd (as trustee for the JAGIA SF Trust).
Michal Bohm	30,000	3,000,000	3,000,000 Shares registered in the name of Charmaine Lobo.
Grant Mooney	20,000	2,000,000	2,000,000 Shares registered in the name of Ocean Flyers Ltd (as trustee for the S&G Mooney Super Fund Trust).

- (d) the 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 Shares will be issued no later than one month after the date of the Meeting;
- (f) the Shares will be issued at \$0.01 per Share, being the price per share applicable to all Shares pursuant to the Placement;
- (g) the purpose of the issue is to raise funds that are intended to be used to undertake a reverse circulation drilling program at the Kingman Gold Project in Arizona, USA, site geological work including trenching, sample assaying, preliminary metallurgical investigations and general working capital purposes;
- (h) the proposed issue of the Shares is not intended to remunerate or incentivise the Director Participants;
- (i) there are no other material terms to the proposed issue of the Shares; and
- (j) a voting exclusion statement is included in the Notice.

5.4 Chapter 2E of the Corporations Act

A summary of Chapter 2E of the Corporations Act is set out in Section 4.4 above.

The proposed issue of Shares pursuant to Resolutions 3(a) to 3(c) (inclusive) constitutes giving a financial benefit to related parties of the Company.

The Board (other than Messrs Cuomo, Bohm and Mooney in respect of Resolutions 3(a), 3(b) and 3(c), respectively) considers that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of the Shares because the Shares will be issued on the same terms as the 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 Resolutions 3(a) to 3(c) (inclusive) are ordinary resolutions.

The Board (other than Messrs Cuomo, Bohm and Mooney in respect of Resolutions 3(a), 3(b) and 3(c), respectively) recommends that Shareholders vote in favour of each of Resolutions 3(a) to 3(c) (inclusive).

SCHEDULE 1 – Definitions

\$ means Australian dollars.

ASX means ASX Limited (ACN 143 042 022) or the financial market operated by ASX Limited, as the context requires.

Chair means the chair of the Meeting.

Closely Related Party means:

- (a) a spouse or child of the member; or
- (b) has the meaning given in section 9 of the Corporations Act.

Company means Riedel Resources Limited (ACN 143 042 022) (ASX:RIE).

Corporations Act means the *Corporations Act 2001* (Cth).

Directors means the current directors of the Company.

Equity Security has the same meaning as in the Listing Rules.

Explanatory Memorandum means the explanatory memorandum accompanying the Notice.

Flagstaff means Flagstaff Minerals Limited (ACN 626 330 738).

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

Listing Rules means the Listing Rules of ASX.

Material Investors 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.

Meeting means the meeting convened by the Notice.

Notice means this notice of meeting including the Explanatory Memorandum and the Proxy Form.

Placement has the meaning given in Section 3.1.

Placement Participants means the sophisticated and professional investors described in Section 3.1.

Proxy Form means the proxy form accompanying the Notice.

Resolutions means the resolutions set out in the Notice, or any one of them, as the context requires.

Section means a section of the Explanatory Memorandum.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a registered holder of a Share.

WST means Western Standard Time as observed 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



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **9:30am (AWST) on Wednesday, 6 April 2022.**

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/au and select "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: 186602
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 Extraordinary General Meeting of Riedel Resources Limited to be held at the offices of the Company at Suite 5, 6 Richardson Street, West Perth, WA 6005 on Friday, 8 April 2022 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
Resolution 1	Ratification of prior issue of Shares issued pursuant to the Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Approval to issue Shares to Flagstaff (or its nominees) pursuant to the Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3a	Approval to issue Shares to Mr Scott Cuomo (or his nominees) pursuant to the Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3b	Approval to issue Shares to Mr Michael Bohm (or his nominees) pursuant to the Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3c	Approval to issue Shares to Mr Grant Mooney (or his nominees) pursuant to the Placement	<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

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Computershare

