

27 June 2025

Dear Shareholder

Riedel Resources Limited – Share Purchase Plan

On behalf of the Board of Riedel Resources Limited (ACN 143 042 022) (**Company**), I am pleased to offer you the opportunity to subscribe for fully paid ordinary shares in the Company (**Shares**) under a Share Purchase Plan (**Offer** or **SPP**).

The Company is offering eligible Shareholders, being Shareholders recorded on the Company's Share register as at 7:00pm (AEST) on Thursday, 19 June 2025 (**Record Date**) with a registered address in Australia or, subject to the foreign offering restrictions in the SPP Offer Document, New Zealand and the United Kingdom (**Eligible Shareholders**), the opportunity under the SPP to apply for a maximum of A\$30,000 worth of Shares at an issue price of A\$0.025 per Share (**Issue Price**), (**New Shares**).

The Issue Price is equal to the price at which the Company undertook its recent share placement to professional and sophisticated investors as announced on Friday, 20 June 2025.

New Shares may be applied for in the following alternatives:

Offer	Value	Number of New Shares
A	A\$1,000	40,000
B	A\$2,500	100,000
C	A\$5,000	200,000
D	A\$10,000	400,000
E	A\$15,000	600,000
F	A\$20,000	800,000
G	A\$25,000	1,000,000
H	A\$30,000	1,200,000

Riedel Resources Limited

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The proceeds from the SPP are intended to be applied towards:

- (a) drilling and study activities at the Kingsman Project in Arizona;
- (b) pursue other investment opportunities; and
- (c) general working capital.

Important Information

The Offer is made in accordance with *ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547* and therefore does not require a prospectus for the purposes of Chapter 6D of the *Corporations Act 2001 (Cth)* (**Corporations Act**).

The SPP is governed by the terms and conditions in the SPP Offer Document, which was released on the ASX market announcement platform on Friday, 20 June 2025 and can be accessed at www.computersharecas.com.au/riesppoffer (using your Securityholder Reference Number (SRN) or Holder Identification Number (HIN) and postcode). The Board urges you to read the SPP Offer Document carefully and in its entirety, together with announcements made by the Company to the ASX, before deciding whether to participate in the SPP.

If you are uncertain whether Shares are a suitable investment for you, you should consult your financial or other professional adviser. The Board recommends that you obtain your own financial advice in relation to the Offer and consider price movements of Shares in the Company prior to electing to participate in the Offer.

How to apply for New Shares

Participation in the SPP is optional and the right to participate is not transferable. The SPP opens on Friday, 27 June 2025 and is expected to close at 5:00pm (AEST) on Friday 18 July 2025. Applications for New Shares must be for a minimum of A\$1,000 and a maximum of A\$30,000. Full details on the SPP and how to participate are contained in the SPP Offer Document and Application Form.

Eligible Shareholders may participate in the SPP by applying as per the instructions on their personalised Application Form, which is accessible via the SPP offer website at www.computersharecas.com.au/riesppoffer (using your SRN or HIN and postcode). Payment can then be made via BPAY® (for Eligible Shareholders with an eligible Australian bank account) or electronic funds transfer (**EFT**) for the overseas investors only, using the instructions on the Application Form. Eligible Shareholders who pay via BPAY® are not required to return an Application Form.

If you are unable to access the SPP offer website to download the Application Form, please contact the Company on (03) 9614 0600 between 8.30am and 5.00pm (AEST), Monday to Friday, to obtain a copy of the SPP Offer Document and your personalised Application Form.

Scale back and oversubscriptions

The Board reserves the right to reject or scale back any applications in whole or in part at its absolute discretion (**Scale Back**). If there is a Scale Back, you may not receive all the New Shares for which you have applied. In the event of a Scale Back, excess application monies will be returned without interest to applicants. Please refer to the SPP Offer Document for further information in relation to the Scale Back.

At this stage, the Company is targeting a maximum amount under the SPP of A\$300,000 (before costs), being a maximum of 12,000,000 New Shares. However, the Company reserves the right to accept oversubscriptions, subject to compliance with the ASX Listing Rules and the Corporations Act, in its sole and absolute discretion.

Key dates

Event	Date
Record Date (7:00pm AEST)	Thursday, 19 June 2025
Announcement of Offer	Friday, 20 June 2025
Dispatch of Offer Document to Eligible Shareholders Offer opening date	Friday, 27 June 2025
Offer closing date (5:00pm AEST)	Friday, 18 July 2025
Announcement of Offer results Issue of New Shares Application for quotation of New Shares	Friday, 25 July 2025
Commencement of trading of New Shares	Monday, 28 July 2025

These above dates are indicative only. The Company may vary the dates and times of the Offer by lodging a revised notice with ASX.

New Shares to be issued under the Offer will be issued as soon as practicable after the Offer closing date. Application for quotation on ASX of the New Shares will be made immediately following the issue of those Shares.

Enquiries

If you have any enquiries in relation to your Application Form or the Offer, please contact the Company on (03) 9614 0600 between 8.30am and 5.00pm (AEST) from Monday to Friday during the SPP offer period.

On behalf of the Board, I thank you for your continued support of the Company and invite you to consider participating in the SPP.

Yours faithfully



Scott Cuomo

Director

Not for release to US wire services or distribution in the United States

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

Share Purchase Plan Offer Document

This Offer Document comprises the terms and conditions of the Riedel Resources Limited (ACN 143 042 022) (**Company**) 2025 Share Purchase Plan (**Offer**) and are binding on any shareholder providing a completed online or paper application form (**Application Form**) and/or application monies to the Company.

1. Offer

The Offer is an invitation to Eligible Shareholders (as defined in paragraph 2 below) to apply for fully paid ordinary shares in the Company (**Shares**) up to a maximum subscription of A\$30,000 at an issue price of A\$0.025 per Share (**New Shares**).

The Offer is made on the same terms and conditions to all Eligible Shareholders.

The Offer is non-renounceable.

2. Eligibility

You are eligible to apply for New Shares (**Eligible Shareholder**) if:

- (a) your registered address in the Company's register of members is in Australia or, subject to the restrictions described in paragraphs 15 and 16 below, New Zealand and the United Kingdom;
- (b) you were registered as a holder of Shares as at 7:00pm (AEST) on 19 June 2025; and
- (c) you are not in the United States or acting for the account or benefit of a person in the United States.

3. Issue Price

The issue price for each New Share under the Offer is A\$0.025 per New Share (**Issue Price**).

In accordance with the requirements of *ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547* (**ASIC Instrument 2019/547**), the Company notes that:

- (a) On the last trading day immediately prior to the announcement date of the Offer (being 17 June 2025), the closing price of the Shares traded on the Australian Securities Exchange (**ASX**) was A\$0.027 per New Share. The Issue Price is a 7.4% discount to that closing price.
- (b) The volumed weighted average market price (**VWAP**) of the Company's Shares over the last 5 trading days up to and including 17 June 2025 was A\$0.0271 (**5 Day VWAP**). The Issue Price represents a ~7.7% discount to the 5 Day VWAP.

- (c) The Issue Price is less than the market price of Shares during a 'specified period' in the 30 days before the date of the Offer (such specified period being the 5 Day VWAP).
- (d) The market price of Shares in the Company may rise and fall between the date of the Offer and the date that any New Shares under this Offer.
- (e) By making an application under the Offer, each Eligible Shareholder will be acknowledging that although the Issue Price is at a discount, Shares are a highly speculative investment and the price of Shares on the ASX may change between the date of the Company announcing the Offer and the date of issue of New Shares under the Offer. The Share prices may rise or fall and the price of Shares might trade below or above the Issue Price. There can be no guarantee that trading prices will be sustained.

In accordance with ASX Listing Rule 7.2 Exception 5, the Issue Price is equal to or greater than 80% of the volume weighted average price for the 5 days in which trading in Shares occurred before the date of announcement of the Offer.

The Board recommends that you obtain your own financial and taxation advice in relation to the Offer and consider price movements of Shares in the Company prior to making an application under this Offer.

4. Number of New Shares

4.1 Application amount

- (a) If you are an Eligible Shareholder, you can apply for up to a maximum of A\$30,000 worth of New Shares. Eligible Shareholders can select one of the following alternatives:

Offer	Value	Number of New Shares
A	A\$1,000	40,000
B	A\$2,500	100,000
C	A\$5,000	200,000
D	A\$10,000	400,000
E	A\$15,000	600,000
F	A\$20,000	800,000
G	A\$25,000	1,000,000
H	A\$30,000	1,200,000

- (b) If your application is accepted, the Company will divide the value of your application money by the Issue Price in order to determine the number of New Shares which,

subject to Scale Back (as defined in paragraph 4.3(c) below), will be issued to you. If the Company receives an amount that does not equal one of the parcel amounts specified in the table above, the Company will apply the dollar amount of the payment to the highest designated parcel that is less than the amount of the payment and refund the excess application money (without interest) to the Eligible Shareholder.

- (c) No fractions of New Shares will be issued. Where the determination of the entitlement to New Shares results in a fraction of New Shares, such fraction shall be rounded up to the nearest whole New Share.

4.2 A\$30,000 maximum

In order to comply with ASIC Instrument 2019/547, the maximum value of New Shares each Eligible Shareholder (irrespective of the size of their shareholding) may apply for under the Offer is A\$30,000 (including through joint holdings, multiple registered holdings or any holding in which they have a beneficial interest(s)). This limit will apply even if you receive more than one offer from the Company (for example, because you are a joint holder of Shares or because you hold more than one shareholding under separate share accounts).

The Company reserves the right to issue to an Eligible Shareholder fewer New Shares than the number applied for, for whatever reason, including to avoid the possible subscription of over A\$30,000 worth of New Shares by an Eligible Shareholder (including through joint holdings, multiple registered holdings or any holding in which they have a beneficial interest(s)).

4.3 Maximum number of New Shares to be issued and Scale Back policy

- (a) **Maximum amount:** In accordance with ASX Listing Rule 7.2 Exception 5, the total number of New Shares must not exceed 30% of the number of Shares currently on issue (**ASX Limit**). Subject to the ASX Limit, the Company reserves the right to determine the amount it raises through the Offer. At this stage, the maximum amount raised under the Offer will be capped at a total of A\$300,000 (before costs), being a maximum of 12,000,000 New Shares. However, the Company reserves the right to change this cap at its discretion by announcement to the ASX (subject to the ASX Limit).
- (b) **Oversubscriptions:** The Board reserves the right to accept oversubscriptions above A\$300,000, subject to compliance with the ASX Listing Rules and the Corporations Act in its sole and absolute discretion.
- (c) **Scale Back:** The Board reserves the right to reject or scale back any applications in whole or in part at its absolute discretion (**Scale Back**). If there is a Scale Back, you may not receive all the New Shares for which you have applied. The Company may in its absolute discretion determine to apply the Scale Back to the extent and in the manner it sees fit, which may include taking into account a number of factors including, but not limited to:
 - (i) the size of your shareholding at the Record Date;
 - (ii) the extent to which you have sold or purchased Shares over the period 3 months prior to the Record Date;
 - (iii) whether you have multiple registered holdings;
 - (iv) the date on which your application was made; and

- (v) the total number of applications and New Shares subscribed for by Eligible Shareholders.
- (d) **Return of excess application monies:** In the event of a Scale Back, your application monies may be greater than the value of New Shares issued to you under the Offer, in which case the excess application monies will be refunded to you, without interest, by direct credit deposit to your nominated bank account or by cheque paid in Australian dollars (Australian Eligible Shareholders only).

5. Participation costs

You must pay the issue price per New Share and any fees or charges incurred by you in completing the Application Form, for example, bank fees or fees of professional advisors. No commission is payable by the Company on the issue of the New Shares and no brokerage applies.

6. Rights attaching to New Shares

The rights attaching to the New Shares are contained in the Constitution of the Company (which is available for inspection at the registered office of the Company during the period of the Offer).

The New Shares will be issued on the same terms and rank equally in all respects with the Company's existing Shares on issue.

7. Quotation of New Shares

The Company will apply for the New Shares to be quoted on ASX in accordance with the timetable in paragraph 13 below.

If the New Shares are not quoted on ASX, the New Shares will not be issued and application monies will be refunded (without interest).

8. Allotment of New Shares

Subject to these terms and conditions, the New Shares will be allotted as soon as possible after the Offer closing date. The Company will send or cause to be sent to you a holding statement in due course.

9. Payment for New Shares

All amounts in this Offer Document are expressed in Australian dollars.

Eligible Shareholders may participate in the Offer by applying as per the instructions on their personalised Application Form, which is accessible via the Offer website at www.computersharecas.com.au/riesppoffer (using your Securityholder Reference Number (SRN) or Holder Identification Number (HIN) and postcode). Payment can then be made via BPAY® (for Eligible Shareholders with an eligible Australian bank account). For New Zealand and United Kingdom shareholders only, should they wish to make payment via electronic funds transfer (EFT), please download your Application Form with the (EFT) instructions from the Computershare Investor centre located at <https://www-au.computershare.com/Investor/#Home>. Eligible Shareholders who pay via BPAY® are not required to return an Application Form.

If you are unable to access the Offer website to download the Application Form, please contact the Company on (03) 9614 0600 between 8.30am and 5.00pm (AEST), Monday to Friday, to obtain a copy of this Offer Document and a personalised Application Form.

If you make a payment by BPAY® or EFT (as applicable), you are taken to make the certifications, representations and warranties described in this Offer Document. Payment by cheque, cash or money orders will not be accepted.

Please note that your financial institution may apply limits on the use of your BPAY® or EFT (as applicable) and that you should make enquiry about the limits that apply in your personal circumstances.

If you do not provide the exact amount, the Company reserves the right to issue you a lesser number of New Shares and (if necessary) return a portion of your funds. No interest will be paid on money returned.

10. Risks

New Shares are a speculative investment, and the market price may change between the dates you apply for New Shares and the date of issue of New Shares to you. Accordingly, the value of New Shares applied for may rise or fall.

This Offer Document is not a prospectus and does not require the type of disclosures required under the *Corporations Act 2001* (Cth) for a disclosure document. You must rely on your own knowledge of the Company, previous disclosures made by the Company to ASX, and, if necessary, consult your professional advisor when deciding whether or not to participate in the Offer.

The terms and conditions of the Offer should be read in conjunction with the Company's continuous and periodic disclosures given to ASX, which are available on ASX's website at www.asx.com.au (under the Company's code "RIE") and the Company's website (<https://riedelresources.com.au/>).

11. Privacy

By receiving completed Application Forms under the Offer, the Company collects personal information about shareholders. The Company will use this information for the purposes of processing applications and updating the records of the Company. Unless required by law, the Company will not disclose the personal information for another purpose without the consent of the shareholder. Except as stated by law, shareholders are able to access, upon request, their personal information held by the Company. For further information about how we manage your personal information or if you wish to obtain a copy of the Company's Privacy Policy, please contact us.

12. Use of funds

The Board presently intends that the funds raised from the Offer, will be applied primarily towards:

- (a) drilling and study activities at the Kingsman Project in Arizona;
- (b) pursue other investment opportunities; and

- (c) general working capital.

As with any intended budget or use of funds, this is a statement of current intentions as at the date of the Offer. Intervening events and new circumstances have the potential to affect the manner in which the funds are ultimately applied. The Board reserves the right to alter the way the funds are applied on this basis.

13. Timetable

The key dates in relation to this Offer are summarised below.

Event	Date
Record Date (7:00pm AEST)	Thursday, 19 June 2025
Announcement of Offer	Friday, 20 June 2025
Dispatch of Offer Document to Eligible Shareholders Offer opening date	Friday, 27 June 2025
Offer closing date (5:00pm AEST)	Friday, 18 July 2025
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Commencement of trading of New Shares	Monday, 28 July 2025

These above dates are indicative only. The Company may vary the dates and times of the Offer by lodging a revised notice with ASX.

New Shares to be issued under the Offer will be issued as soon as practicable after the Offer closing date. Application for quotation on ASX of the New Shares will be made immediately following the issue of those Shares.

14. Joint holders and multiple registered holdings

If you are a joint holder of existing Shares, you are taken to be a single registered holder of existing Shares for the purposes of determining whether you are an Eligible Shareholder and joint holders are entitled to participate in the Offer in respect of that single holding only. If as joint holders, you receive more than one offer under the Offer due to multiple identical holdings, you may still only contribute a maximum of A\$30,000 in applying for New Shares.

15. Custodians

Eligible Shareholders who hold Shares as a “custodian” (as defined in ASIC Instrument 2019/547) (**Custodian**) may participate in the Offer on behalf of one or more persons whom the

Custodian holds Shares on behalf of (**Custodian Beneficiaries**). If a Custodian applies for New Shares on behalf of a Custodian Beneficiary, the Company may not issue New Shares to the Custodian under the Offer with a total application price exceeding \$30,000 in any 12 month period unless, the Custodian provides the Company with a notice in writing certifying the following matters required by ASIC Instrument 2019/547 section 8(3) (**Custodian Certificate**):

- (a) either or both of the following:
 - (i) that the Custodian holds the Shares on behalf of one or more persons that are not custodians (**Participating Beneficiaries**); or
 - (ii) that another custodian (**Downstream Custodian**) holds beneficial interests in Shares on behalf of a Participating Beneficiary, and the Custodian holds the Shares to which those beneficial interests relate on behalf of the Downstream Custodian or another Custodian,on the Record Date and that each Participating Beneficiary has subsequently instructed the following persons:
 - (iii) where sub-paragraph (a)(i) applies – the Custodian; and
 - (iv) where sub-paragraph (a)(ii) applies – the Downstream Custodian, to apply for New Shares under the Offer on their behalf;
- (b) the number of Participating Beneficiaries;
- (c) the name and address of each Participating Beneficiary;
- (d) that each Custodian and Custodian Beneficiary is not in the United States and it is not acting for the account or benefit of a person in the United States, and that the Custodian has not sent any materials relating to the Offer to any person in the United States;
- (e) in respect of each Participating Beneficiary:
 - (i) where sub-paragraph (a)(i) applies – the number of Shares that the Custodian holds on their behalf; and
 - (ii) where sub-paragraph (a)(ii) applies – the number of Shares to which the beneficial interests relate;
- (f) in respect of each Participating Beneficiary:
 - (i) where sub-paragraph (a)(i) applies – the number or the dollar amount of New Shares they instructed the Custodian to apply for on their behalf; and
 - (ii) where sub-paragraph (a)(ii) applies – the number or the dollar amount of New Shares they instructed the Downstream Custodian to apply for on their behalf;
- (g) there are no Participating Beneficiaries in respect of which the total of the application price for the following exceeds \$30,000:
 - (i) the New Shares applied for by the Custodian under the Offer in accordance with the instructions referred to in sub-paragraphs (e) and (f); and
 - (ii) any other Shares issued to the Custodian in the 12 months before the application as a result of an instruction given by them to the Custodian or the

Downstream Custodian to apply for Shares on their behalf under an arrangement similar to the Offer;

- (h) that a copy of this offer was given to each Participating Beneficiary; and
- (i) where sub-paragraph (a)(ii) applies – the name and address of each Custodian who holds beneficial interests in the Shares held by the Custodian in relation to each Participating Beneficiary, and that each Custodian's address is located in Australia or, subject to the restrictions in paragraph 16, New Zealand or the United Kingdom.

For the purposes of ASIC Instrument 2019/547 you are a 'Custodian' if you provide a custodial or depository service in relation to shares of a body or interests in a registered scheme and who:

- (a) holds an Australian financial services licence covering the provision of a custodial or depository service;
- (b) is exempt from the requirement to hold an Australian financial services licence covering the provision of a custodial or depository service;
- (c) holds an Australian financial services licence covering the operation of an IDPS or is a responsible entity of an IDPS-like scheme;
- (d) is a trustee of a self-managed superannuation fund or a superannuation master trust; or
- (e) is a registered holder of shares or interests in the class and is noted on the register of members of the body or scheme as holding the shares or interests on account of another person.

If you hold Shares as a trustee or nominee for another person or persons but are not a Custodian as defined above, you cannot participate for beneficiaries in the manner described above. In this case, the rules for multiple single holdings (see paragraph 4.2 above) apply.

Custodians should request a Custodian Certificate when making an application on behalf of Participating Beneficiaries. To request a Custodian Certificate, you should email the Company's Share Registry at custodians@computershare.com.au.

Custodians may not participate in the Offer on behalf of, and may not distribute this Offer Document or any other document relating to the Offer to, any person in the United States or any other jurisdiction in which it would be unlawful to distribute.

The Company reserves the right to reject any application for Shares to the extent it considers that the application (whether alone or in conjunction with other applications) does not comply with these requirements. The Company reserves the right to reject applications in accordance with these Terms and Conditions.

16. Foreign offering restrictions

16.1 Distribution

This document does not constitute an offer of Shares in any jurisdiction in which it would be unlawful, and has been prepared for distribution in Australia and, subject to the restrictions outlined below, New Zealand and the United Kingdom only and may not be released or distributed elsewhere. In particular, this document does not constitute an offer to sell, or a solicitation of an offer to buy, any Shares in the United States. The Shares have not been, and

will not be, registered under the US Securities Act of 1933 (the **US Securities Act**) or the securities laws of any state or other jurisdiction of the United States. Accordingly, the Shares may not be offered or sold, directly or indirectly, to any person in the United States, except in transactions exempt from, or not subject to, registration under the US Securities Act and applicable US state securities laws. Persons in the United States may not, directly or indirectly, participate in the Offer.

16.2 New Zealand

The New Shares are not being offered to the public within New Zealand other than to existing shareholders of the Company with registered addresses in New Zealand to whom the offer of New Shares is being made in reliance on the *Financial Markets Conduct (Incidental Offers) Exemption Notice 2021*.

This document has been prepared in compliance with Australian law and has not been registered, filed with or approved by any New Zealand regulatory authority under the Financial Markets Conduct Act 2013. This document is not a product disclosure statement under New Zealand law and is not required to, and may not, contain all the information that a product disclosure statement under New Zealand law is required to contain.

16.3 United Kingdom

Neither this document nor any other document relating to the offer of New Shares has been delivered for approval to the Financial Conduct Authority in the United Kingdom and no prospectus (within the meaning of section 85 of the *Financial Services and Markets Act 2000*, as amended (**FSMA**)) has been published or is intended to be published in respect of the New Shares.

The New Shares may not be offered or sold in the United Kingdom by means of this document or any other document, except in circumstances that do not require the publication of a prospectus under section 86(1) of the FSMA. This document is issued on a confidential basis in the United Kingdom to fewer than 150 persons who are existing shareholders of the Company. This document may not be distributed or reproduced, in whole or in part, nor may its contents be disclosed by recipients, to any other person in the United Kingdom.

Any invitation or inducement to engage in investment activity (within the meaning of section 21 of the FSMA) received in connection with the issue or sale of the New Shares has only been communicated or caused to be communicated and will only be communicated or caused to be communicated in the United Kingdom in circumstances in which section 21(1) of the FSMA does not apply to the Company.

In the United Kingdom, this document is being distributed only to, and is directed at, persons (i) who have professional experience in matters relating to investments falling within Article 19(5) (investment professionals) of the *Financial Services and Markets Act 2000 (Financial Promotions) Order 2005 (FPO)*, (ii) who fall within the categories of persons referred to in Article 49(2)(a) to (d) (high net worth companies, unincorporated associations, etc.) of the FPO or (iii) to whom it may otherwise be lawfully communicated (together relevant persons). The investment to which this document relates is available only to relevant persons. Any person who is not a relevant person should not act or rely on this document.

16.4 Custodians

The Company is not required to determine, and will not determine, the identity or residence of any beneficial owners of Shares. Each Custodian will need to determine for itself whether its beneficiaries are eligible to participate in the Offer.

17. No financial advice

This Offer Document does not provide financial advice and has been prepared without taking account of any person's investment objectives, financial situation or particular needs. You should consider the appropriateness of participating in the Offer having regard to your own investment objectives, financial situation or particular needs. Shareholders should seek independent financial and taxation advice before making any investment decision in relation to these matters.

18. Acknowledgement

By making an application under the Offer, you:

- (a) irrevocably and unconditionally agree to the terms and conditions of the Offer and the terms and conditions of the Application Form and agree not to do any act or thing that would be contrary to the spirit, intention or purpose of the Offer;
- (b) warrant that all details and statements in your application are true and complete and not misleading;
- (c) agree that your application will be irrevocable and unconditional (that is, it cannot be withdrawn even if the market price of the Shares is less than the Issue Price);
- (d) warrant that you are an Eligible Shareholder and are eligible to participate in the Offer;
- (e) acknowledge that no interest will be paid on any application monies held pending the issue of New Shares under the Offer or subsequently refunded to you for any reason;
- (f) acknowledge that the Company and its officers and agents, are not liable for any consequences of the exercise or non-exercise of its discretions referred to in these terms and conditions;
- (g) if you are applying on your own behalf (and not as a Custodian), acknowledge and agree that:
 - (i) you are not applying for New Shares with an application price of more than A\$30,000 under the Offer (including by instructing a Custodian to acquire New Shares on your behalf under the Offer); and
 - (ii) the total of the application price does not exceed A\$30,000 for the following:
 - (A) the New Shares the subject of the application;
 - (B) any other New Shares issued to you under the Offer or any similar arrangement in the 12 months before the application (excluding Shares applied for but not issued);

- (C) any other New Shares which you have instructed a Custodian to acquire on your behalf under the Offer; and
 - (D) any other Shares issued to a Custodian in the 12 months before the application as a result of an instruction given by you to the Custodian to apply for Shares on your behalf under an arrangement similar to the Offer;
- (h) if you are a Custodian and are applying on behalf of a Participating Beneficiary on whose behalf you hold Shares, acknowledge and agree that:
 - (i) you are a Custodian (defined above);
 - (ii) you hold Shares (directly or indirectly) on behalf of one or more Participating Beneficiaries;
 - (iii) you held Shares on behalf of the Participating Beneficiary as at the Record Date who has instructed you to apply for New Shares on their behalf under the Offer;
 - (iv) each Participating Beneficiary on whose behalf you are applying for New Shares has been given a copy of this Offer Document;
 - (v) the application price for the New Shares applied for on behalf of the Participating Beneficiary, and any other Shares applied for on their behalf under a similar arrangement in the previous 12 months (excluding Shares applied for but not issued), does not exceed A\$30,000; and
 - (vi) the information in the Custodian Certificate submitted with your Application Form is true, correct and not misleading;
- (i) agree to be bound by the constitution of the Company (as amended from time to time);
- (j) acknowledge that none of the Company, its advisers or agents, has provided you with any financial product or investment advice or taxation advice in relation to the Offer, or has any obligation to provide such advice;
- (k) authorise the Company, and its officers and agents, to correct minor or easily rectified errors in, or omissions from, your Application Form and to complete the Application Form by the insertion of any missing minor detail;
- (l) represent that you are not in the United States nor subscribing for Shares for the account or benefit of a person in the United States;
- (m) acknowledge that the New Shares have not been, and will not be, registered under the US Securities Act or the securities laws of any state or other jurisdiction of the United States and, accordingly, the New Shares may not be offered or sold in the United States except in transactions exempt from, or not subject to, the registration requirements of the US Securities Act and any other applicable securities laws;
- (n) acknowledge that the New Shares will only be offered and sold outside the United States in "offshore transactions" (as defined in and in reliance on Regulation S under the US Securities Act);
- (o) if in the future you decide to sell or otherwise transfer the New Shares, you will do so in a regular way on ASX where neither you nor any person acting on your behalf know,

or have reason to know, that the sale has been pre-arranged with, or that the purchaser is, a person in the United States; and

- (p) have not distributed this Offer Document or any other documents relating to the Offer to, any person in the United States or elsewhere outside Australia, New Zealand and the United Kingdom (other than in compliance with paragraphs 15 and 16). Failure to comply with these restrictions may result in violations of applicable securities laws.

19. Additional provisions

19.1 Amendments

The Company may amend the terms of the Offer at any time. Any material amendments will be announced to the ASX.

19.2 Termination

The Company may terminate or otherwise withdraw the Offer at any time. Any termination or withdrawal will be announced to the ASX, and any application monies received will be refunded without interest.

19.3 Interpretation

The Company may act or omit to act in relation to the Offer (including applying the terms of the Offer) in its absolute discretion. The Company may settle any difficulty of question of fact or interpretation in relation to the Offer 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. The Company reserves the right to waive strict compliance with the terms of the Offer. The Board or any delegate may exercise the powers of the Company under the terms of the Offer.