



RIEDEL
RESOURCES

Prospectus

Riedel Resources Limited
(ACN 143 042 022)

This Prospectus is being issued for the offer of:

- up to 29,233,334 unquoted New Options (subject to rounding) to SPP Subscribers on the basis of 1 free-attaching New Option for every 3 Shares subscribed for under the SPP (**SPP Options Offer**);
- up to 166,666,667 unquoted New Options (subject to rounding) to Placement Participants on the basis of 1 free-attaching New Option for every 3 Shares subscribed for under the Placement (**Placement Options Offer**); and
- up to 40,000,000 unquoted New Options to the Lead Manager (or its nominees) as part consideration for lead manager services under the Placement (**Lead Manager Options Offer**),
(together, the **Offers**).

Timing

The Offers are currently scheduled to close at 5.00pm (AWST) on 21 July 2023. Valid Application Forms must be received before that time.

The Offers are not underwritten.

Important Notice

This is an important document and requires your immediate attention. It should be read in its entirety. If you are in doubt about what to do, you should consult your professional adviser without delay.

An investment in the New Options offered in connection with this Prospectus should be considered of a speculative nature.

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Important information

This Prospectus is dated 10 July 2023 and was lodged with the ASIC on that date with the consent of all Directors. Neither ASIC nor ASX nor their respective officers take any responsibility for the contents of this Prospectus.

No New Options will be issued on the basis of this Prospectus any later than 13 months after the date of this Prospectus (being the expiry date of this Prospectus).

The New Options offered by this Prospectus should be considered speculative. Please refer to Section 5 for details relating to investment risks.

A copy of this Prospectus is available for inspection at the registered office of the Company at 4/6 Richardson St, West Perth WA 6005, during normal business hours. The Prospectus will also be made available in electronic form. Persons having received a copy of this Prospectus in its electronic form may obtain an additional paper copy of this Prospectus (free of charge) from the Company's registered office by contacting the Company. The Offers contemplated by this Prospectus are only available in electronic form to persons receiving an electronic version of this Prospectus within Australia.

Applications for New Options under the Offers will only be accepted on an original Application Form which accompanies this Prospectus. The Corporations Act prohibits any person from passing on to another person an Application Form unless it is accompanied by a complete and unaltered copy of this Prospectus.

No person is authorised to give any information or to make any representation in connection with the Offers in this Prospectus. Any information or representation not so contained may not be relied on as having been authorised by the Company in connection with the Offers.

No action has been taken to permit the offer of New Options under this Prospectus in any jurisdiction other than Australia, New Zealand and the United Kingdom. The distribution of this Prospectus in jurisdictions outside Australia, New Zealand and the United Kingdom may be restricted by law and therefore persons into whose possession this document comes should seek advice on and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of those laws. This Prospectus does not constitute an offer of New Options in any jurisdiction where, or to any person to whom, it would be unlawful to issue this Prospectus.

In accordance with the design and distribution obligations under the Corporations Act, the Company has determined the target market for the offer of New Options issued under this Prospectus. The Company will only distribute this Prospectus to those investors who fall within the target market determination (**TMD**) as set out on the Company's website (<https://www.riedelresources.com.au/>). By making an application under the Offers, you warrant that you have read and understood the TMD and that you fall within the target market set out in the TMD.

This document is important and should be read in its entirety before deciding to participate in the Offers. This does not take into account the investment objectives, financial or taxation or particular needs of any Applicant. Before making any investment in the Company, each Applicant should consider whether such an investment is appropriate to his/her particular needs, and considering their individual risk profile for speculative investments, investment objectives and individual financial circumstances. Each Applicant should consult his/her stockbroker, solicitor, accountant or other professional adviser without delay.

This Prospectus includes forward looking statements that have been based on current expectations about future acts, events and circumstances. These forward looking statements are, however, subject to risks, uncertainties and assumptions that could cause those acts, events and circumstances to differ materially from the expectations described in the forward looking statements. The Directors cannot and do not give any assurance that the results, performance or achievements expressed or implied by the forward-looking statements contained in this Prospectus will actually occur and investors are cautioned not to place undue reliance on these forward-looking statements. The Directors have no intention to update or revise forward-looking statements, or to publish prospective

financial information in the future, regardless of whether new information, future events or any other factors affect the information contained in this Prospectus, except where required by law.

This Prospectus is a transaction specific prospectus for an offer of options to acquire continuously quoted securities (as defined in the Corporations Act) and has been prepared in accordance with section 713 of the Corporations Act. It does not contain the same level of disclosure as an initial public offering prospectus. In making representations in this Prospectus regard has been had to the fact that the Company is a disclosing entity for the purposes of the Corporations Act and certain matters may reasonably be expected to be known to investors and professional advisers whom potential investors may consult.

Definitions of certain terms used in this Prospectus are contained in Section 9. All references to currency are to Australian dollars and all references to time are to AWST, unless otherwise indicated. Revenues and expenditures disclosed in this Prospectus are recognised exclusive of the amount of goods and services tax, unless otherwise disclosed.

Notice to nominees and custodians

Nominees and custodians may not distribute this Prospectus and may not permit any beneficial shareholder to participate in the Offers, in any country outside Australia and New Zealand except, with respect to the Placement Options Offer, to Placement Participants in other Permitted Jurisdictions or with the consent of the Company where the Company may determine it is lawful and practical to make the Offers.

Corporate Directory

Directors

| | |
|--------------|------------------------|
| Michael Bohm | Non-Executive Chair |
| Grant Mooney | Non-Executive Director |
| Scott Cuomo | Non-Executive Director |
| Jason Pater | Non-Executive Director |

Key Management Personnel

| | |
|-------------|-------------------|
| Susan Field | Company Secretary |
|-------------|-------------------|

Registered and Principal Office

4/6 Richardson St
West Perth WA 6005
Phone: +61 (8) 6243 6542
Email: admin@riedelresources.com.au
Website: <https://www.riedelresources.com.au/>

Share Registry

Computershare Investor Services Pty Ltd
Level 11, 172 St Georges Terrace
Perth, WA 6000
Telephone:
1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)

Auditor*

Stantons International Audit and Consulting Pty Ltd
Level 2, 40 Kings Road
West Perth WA 6005

Lead Manager

Canaccord Genuity (Australia) Limited
Level 23, Exchange Tower
2 The Esplanade
Perth WA 6000

Solicitors

Hamilton Locke Pty Ltd
Central Park Building
Level 48, 152 - 158 St Georges Terrace
Perth WA 6000

ASX Code: RIE

* These entities are included for information purposes only. They have not been involved in the preparation of this Prospectus.

PROPOSED TIMETABLE FOR OFFERS

| Event | Date |
|---|-------------------------------|
| Lodgement of Prospectus with ASIC | 10 July 2023 |
| Opening Date of Offers | 11 July 2023 |
| Closing Date of Offers | 5:00pm (AWST) on 21 July 2023 |
| Issue of the New Options and dispatch of holding statements | 24 July 2023 |

* These dates are indicative only and subject to change. Subject to the Corporations Act, the Listing Rules and the terms and conditions of the SPP, the Directors reserve the right to vary these dates, including the Closing Date, or withdraw the Offers without prior notice. Accordingly, Applicants are encouraged to submit their Application Form as early as possible.

Investment Overview

This Section is intended to highlight key information for potential investors. It is an overview only and is not intended to replace the Prospectus. Potential investors should read the Prospectus in full before deciding to invest in New Options.

| Key Information | Further Information |
|--|----------------------|
| <p>Transaction specific prospectus</p> <p>This Prospectus is a transaction specific prospectus for an offer of options to acquire continuously quoted securities (as defined in the Corporations Act) and has been prepared in accordance with section 713 of the Corporations Act. It does not contain the same level of disclosure as an initial public offering prospectus. In making representations in this Prospectus regard has been had to the fact that the Company is a disclosing entity for the purposes of the Corporations Act and certain matters may reasonably be expected to be known to investors and professional advisers whom potential investors may consult.</p> | |
| <p>What are the Offers being made under the Prospectus?</p> <p>By this Prospectus, the Company is offering:</p> <ul style="list-style-type: none"> • up to 29,233,334 New Options (subject to rounding) to SPP Subscribers on the basis of 1 free-attaching New Option for every 3 Shares subscribed for under the SPP (SPP Options Offer); • up to 166,666,667 New Options (subject to rounding) to Placement Participants on the basis of 1 free-attaching New Option for every 3 Shares subscribed for under the Placement (Placement Options Offer); and • up to 40,000,000 New Options to the Lead Manager as part consideration for lead manager services under the Placement (Lead Manager Options Offer); <p>(together, the Offers).</p> | Section 2.2 |
| <p>What is the purpose of the Offers?</p> <p>The purpose of the SPP Options Offer and the Placement Options Offer is to issue the free-attaching New Options in respect of SPP Shares and Placement Shares that have been issued and thereby complete the SPP to the Eligible Shareholders and the Placement to the Placement Participants.</p> <p>This Prospectus has also been issued to facilitate secondary trading of the Shares to be issued upon exercise of the New Options to be issued under the Offers.</p> | Sections 2.2 and 3.3 |
| <p>What is the issue price of the Offers?</p> <p>The New Options are being issued under the SPP Options Offer and the Placement Options Offer for no additional consideration as they are being issued on a free-attaching basis to participants in the SPP and Placement.</p> <p>The New Options are being issued under the Lead Manager Options Offer for nil consideration in part consideration for services provided to the Company by the Lead Manager.</p> | Section 3.1 |

| <p>Who is eligible to subscribe under the Offers?</p> <p>Applications pursuant to the SPP Options Offer must only be made by Eligible Shareholders (being a Shareholder with a registered address in Australia, New Zealand or the United Kingdom as at the SPP Record Date) who subscribed for SPP Shares under the SPP (SPP Subscribers).</p> <p>Applications pursuant to the Placement Options Offer must only be made by investors who have participated in the Placement (Placement Participants).</p> <p>Applications pursuant to the Lead Manager Options Offer must only be made by the Lead Manager (or its nominees).</p> | Section 3.2 | | | | | | | | | | | | | | | | |
|---|----------------------|--------------------|--------------------|--------------------|------------------------------|---------------|-------------|------------|---|---|-------------|---|--------------|----------------------|--------------------|-------------------|----------------------|
| <p>What are the terms of the New Options?</p> <p>The terms of the New Options to be issued under the Offers are the same. The New Options will be exercisable at \$0.01 each and will expire 2 years from the date of issue.</p> <p>The full terms of the New Options are set out in Section 6.2.</p> | Section 6.2 | | | | | | | | | | | | | | | | |
| <p>Are the Offers underwritten?</p> <p>The Offers are not underwritten.</p> | Section 3.6 | | | | | | | | | | | | | | | | |
| <p>Effect on control</p> <p>It is not expected that the Offers will have any effect on the control of the Company.</p> | Section 4.3 | | | | | | | | | | | | | | | | |
| <p>What is the effect of the Offers?</p> <p>The effect of the Offers on the capital structure is set out below (assuming that no other existing Securities are issued or exercised):</p> <table border="1" data-bbox="204 1155 1158 1491"> <thead> <tr> <th></th> <th>Shares</th> <th>Unquoted Options</th> <th>Performance Rights</th> </tr> </thead> <tbody> <tr> <td>Existing Securities on issue</td> <td>2,059,407,062</td> <td>168,300,000</td> <td>30,000,000</td> </tr> <tr> <td>Maximum New Options to be issued under the Offers</td> <td>-</td> <td>235,900,001</td> <td>-</td> </tr> <tr> <td>Total</td> <td>2,059,407,062</td> <td>404,200,001</td> <td>30,000,000</td> </tr> </tbody> </table> <p>It is not expected that the Offers will have any effect on the control of the Company.</p> | | Shares | Unquoted Options | Performance Rights | Existing Securities on issue | 2,059,407,062 | 168,300,000 | 30,000,000 | Maximum New Options to be issued under the Offers | - | 235,900,001 | - | Total | 2,059,407,062 | 404,200,001 | 30,000,000 | Sections 4.1 and 4.3 |
| | Shares | Unquoted Options | Performance Rights | | | | | | | | | | | | | | |
| Existing Securities on issue | 2,059,407,062 | 168,300,000 | 30,000,000 | | | | | | | | | | | | | | |
| Maximum New Options to be issued under the Offers | - | 235,900,001 | - | | | | | | | | | | | | | | |
| Total | 2,059,407,062 | 404,200,001 | 30,000,000 | | | | | | | | | | | | | | |
| <p>Use of funds</p> <p>No funds will be raised as a result of the Offers.</p> <p>Funds raised from the SPP and the Placement and any funds raised from the exercise of the New Options will be applied towards:</p> <ul style="list-style-type: none"> • exploration and drilling activity at the Kingman Project in Arizona; • general working capital; and • costs of the Offers, Placement and SPP. | Section 4.2 | | | | | | | | | | | | | | | | |
| <p>What are the risks of a further investment in the Company?</p> <p>Potential investors should be aware that subscribing for New Options in the Company involves a number of risks. The key risk factors of which investors</p> | Section 5 | | | | | | | | | | | | | | | | |

should be aware are set out in Section 5, including (but not limited to) risks in respect of:

(a) **Exploration, Geological and Development Risks**

Mineral exploration and development is a speculative and high-risk undertaking that may be impeded by circumstances and factors beyond the control of the Company.

There can be no assurance that exploration of the Kingman Project or any other exploration properties that may be acquired in the future will result in the discovery of an economic mineral resource. Even if an apparently viable mineral resource is identified, there is no guarantee that it can be economically exploited.

The exploration activities of the Company may be adversely affected by a range of factors including geological conditions, operational risks (as outlined in the next paragraph) and changing government laws and regulations. Further, whether positive income flows result from projects on which the Company will expend exploration and development capital is dependent on many factors including successful exploration, establishment of production facilities, cost control, commodity price movements, successful contract negotiations for production and stability in the local political environment.

In the event that exploration programs prove to be unsuccessful, the Kingman Project may diminish in value, there will be a reduction in the cash reserves of the Company and relinquishment of part or all of the Kingman Project may occur.

(b) **Future capital requirements**

The future capital requirements of the Company will depend on many factors including its abilities to produce and market its products. The Company believes its available cash following the capital raisings and transactions contemplated herein will be adequate to fund its business objectives in the short term, however, the Company may require further financing in the future.

In the event further financing is required to maintain operations, any additional equity financing may be dilutive to Shareholders, may be undertaken at lower prices than the then market price or may involve restrictive covenants which limit the Company's operations and business strategy.

(c) **Availability of drilling rigs**

The Company's exploration activities are partly dependent on the availability of drilling rigs. The Company continues to monitor rig availability. The Company may have difficulty in gaining access to drilling rigs or adequate supplies of drilling rigs at appropriate prices and in a timely manner. Any of these factors may adversely affect the Company's exploration activities.

(d) **Tenure risk**

The Kingman Project tenements are granted under and governed by the laws of Arizona and are granted subject to conditions, including minimum annual expenditure commitments and reporting commitments. Similar conditions may be applied to future mining permits acquired by

| <p>the Company or its subsidiaries. Failure to comply with these conditions may result in forfeiture of the Kingman Project tenements.</p> <p>(e) Personnel and operating costs</p> <p>The Company is dependent on the experience of its Directors' and management team. Whilst the Board has sought to and will continue to ensure that the management team and any key employees are appropriately incentivised, their services cannot be guaranteed. The loss of any of the Directors', senior management or key employees' services to the Company may have an adverse effect on the performance of the Company pending replacements being identified and retained by or appointed to the Board of the Company.</p> <p>(f) Contractual risk</p> <p>The ability of the Company to achieve its objectives will depend on the performance by the other parties to contracts which the Company may enter into in the future. If a party defaults in the performance of its obligations it may be necessary for the Company to approach a court to seek legal remedy. Legal action can be costly and there can be no guarantee that a legal remedy will ultimately be granted on appropriate terms.</p> | | | | | | | | | | | | | | | | | | | | | | | | | | |
|---|-------------|--------------|------------------|----------------------------|----------------------------|--------------|-------------|--------|------------|-----------|--------------|------------|-------|------------|-----------|-------------|------------|-------|------------|-----------|-------------|---|---|---|---|----------------|
| <p>How do I apply under the Offers?</p> <p>SPP Subscribers may apply for New Options under the SPP Options Offer by completing the SPP Options Application Form.</p> <p>Placement Participants may apply for New Options under the Placement Options Offer by completing the Placement Offer Application Form.</p> <p>The Lead Manager (or its nominees) may apply for New Options under the Lead Manager Options Offer by completing the Lead Manager Offer Application Form.</p> | Section 3.7 | | | | | | | | | | | | | | | | | | | | | | | | | |
| <p>Are the Directors participating in the Offers?</p> <p>The relevant interest of each of the Directors in Securities as at the date of this Prospectus is set out in the table below:</p> <table border="1" data-bbox="204 1339 1165 1774"> <thead> <tr> <th>Director</th> <th>Shares</th> <th>Voting Power</th> <th>Unquoted Options</th> <th>Entitlement to New Options</th> </tr> </thead> <tbody> <tr> <td>Michael Bohm</td> <td>239,761,636</td> <td>11.64%</td> <td>75,000,000</td> <td>2,000,000</td> </tr> <tr> <td>Grant Mooney</td> <td>12,074,790</td> <td>0.59%</td> <td>25,000,000</td> <td>1,000,000</td> </tr> <tr> <td>Scott Cuomo</td> <td>25,636,364</td> <td>1.24%</td> <td>33,300,000</td> <td>3,333,334</td> </tr> <tr> <td>Jason Pater</td> <td>-</td> <td>-</td> <td>-</td> <td>-</td> </tr> </tbody> </table> <p>The Directors (or their nominees) participated in the SPP and Placement as follows:</p> <ul style="list-style-type: none"> Michael Bohm subscribed for and was issued 6,000,000 SPP Shares (which entitles Mr Bohm to apply for up to 2,000,000 free-attaching New Options under the SPP Options Offer). Flagstaff Minerals Limited (Flagstaff) subscribed for and was issued 6,000,000 SPP Shares (which entitles Flagstaff to apply for up to 2,000,000 free-attaching New Options under the | Director | Shares | Voting Power | Unquoted Options | Entitlement to New Options | Michael Bohm | 239,761,636 | 11.64% | 75,000,000 | 2,000,000 | Grant Mooney | 12,074,790 | 0.59% | 25,000,000 | 1,000,000 | Scott Cuomo | 25,636,364 | 1.24% | 33,300,000 | 3,333,334 | Jason Pater | - | - | - | - | Section 7.9(a) |
| Director | Shares | Voting Power | Unquoted Options | Entitlement to New Options | | | | | | | | | | | | | | | | | | | | | | |
| Michael Bohm | 239,761,636 | 11.64% | 75,000,000 | 2,000,000 | | | | | | | | | | | | | | | | | | | | | | |
| Grant Mooney | 12,074,790 | 0.59% | 25,000,000 | 1,000,000 | | | | | | | | | | | | | | | | | | | | | | |
| Scott Cuomo | 25,636,364 | 1.24% | 33,300,000 | 3,333,334 | | | | | | | | | | | | | | | | | | | | | | |
| Jason Pater | - | - | - | - | | | | | | | | | | | | | | | | | | | | | | |

| | |
|--|------------------|
| <p>SPP Options Offer). Michael Bohm’s spouse holds a 21.0% interest in Flagstaff and Mr Bohm is a director of Flagstaff;</p> <ul style="list-style-type: none"> • Grant Mooney subscribed for and was issued 3,000,000 SPP Shares (which entitles Mr Mooney to apply for up to 1,000,000 free-attaching New Options under the SPP Options Offer); and • Scott Cuomo participated in the Placement and was issued 10,000,000 Placement Shares, which entitles Mr Cuomo to subscribe for 3,333,334 New Options pursuant to the Placement Options Offer. <p>The New Options to be issued to the Directors are included in the SPP Options Offer and Placement Options Offer (as applicable).</p> | |
| <p>Forward looking statements</p> <p>This Prospectus contains forward-looking statements which are identified by words such as ‘may’, ‘could’, ‘believes’, ‘estimates’, ‘targets’, ‘expects’, or ‘intends’ and other similar words that involve risks and uncertainties.</p> <p>These statements are based on an assessment of present economic and operating conditions, and on a number of assumptions regarding future events and actions that, as at the date of this Prospectus, are considered reasonable.</p> <p>Such forward-looking statements are not guarantees of future performance and involve known and unknown risks, uncertainties, assumptions and other important factors, many of which are beyond the control of the Company, the Directors and the management.</p> <p>The Directors cannot and do not give any assurance that the results, performance or achievements expressed or implied by the forward-looking statements contained in this Prospectus will actually occur and investors are cautioned not to place undue reliance on these forward-looking statements.</p> <p>The Directors have no intention to update or revise forward-looking statements, or to publish prospective financial information in the future, regardless of whether new information, future events or any other factors affect the information contained in this Prospectus, except where required by law.</p> <p>These forward-looking statements are subject to various risk factors that could cause the Company’s actual results to differ materially from the results expressed or anticipated in these statements. These risk factors are set out in Section 5.</p> | <p>Section 5</p> |

2. Background of the Offers

2.1 Background

On 2 May 2023, the Company announced a two-stage capital raising comprising:

- (a) a placement to new and existing professional, sophisticated and institutional investors (**Placement**) to raise up to approximately \$2,500,000 before costs by the issue of up to 500,000,000 Shares at \$0.005 each (**Placement Shares**); and
- (b) an offer to Eligible Shareholders under a share purchase plan (**SPP**) to raise up to a further \$500,000 (before costs), with the ability to accept oversubscriptions (subject to the Listing Rules and Corporations Act) up to \$250,000 (before costs) by the issue of up to approximately 150,000,000 Shares at \$0.005 each (**SPP Shares**).

The Placement consists of two tranches:

- tranche 1, comprising the issue of 280,000,000 Placement Shares to unrelated professional and sophisticated investors on 8 May 2023 using the Company's placement capacity under Listing Rules 7.1 and 7.1A (**Tranche 1 Placement Shares**); and
- tranche 2, comprising the issue of 210,000,000 Placement Shares to unrelated professional and sophisticated investors and 10,000,000 to Director, Mr Scott Cuomo as approved by Shareholders at the General Meeting (together, the **Tranche 2 Placement Shares**),

(together, the **Placement Participants**).

In connection with the Placement, the Company engaged Canaccord as the Lead Manager and has agreed to issue 40,000,000 Lead Manager Options (refer to Section 7.1 for a summary of the terms and conditions of the Lead Manager Mandate).

On 20 June 2023, the Company completed the SPP and issued 87,700,000 SPP Shares to SPP Subscribers under an offer booklet in accordance with *ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547 (SPP Offer Booklet)*.

2.2 The Offers

(a) Background to the SPP Options Offer

As announced on 20 June 2023, the Company completed the SPP raising a total of approximately \$438,500 (before costs), via the issue of 87,700,000 SPP Shares at an issue price of \$0.005 per SPP Share.

The SPP is not underwritten.

In accordance with the SPP Offer Booklet, the Company has also agreed to offer SPP Subscribers who participate in the SPP (1) free-attaching New Option for every three (3) Shares subscribed for and issued under the SPP (refer to Section 6.2 for the terms and conditions of the New Options).

The New Options offered under the SPP Options Offer are being offered pursuant to this Prospectus. Further details in respect of the SPP Options Offer is set out in Sections 3.1(a).

Shareholder approval for the issue of the New Options offered under the SPP Options Offer was obtained at the General Meeting pursuant to ASX Listing Rules 7.1 and 10.11.

(b) **Background to the Placement Options Offer**

As set out above, the Company issued the Tranche 1 Placement Shares on 8 May 2023 and the Tranche 2 Placement Shares on 30 June 2023, at an issue price of \$0.005 per Share to raise \$2,500,000 (before costs) pursuant to the Placement.

The Company has also agreed to offer Placement Participants one (1) free-attaching New Option for every three (3) Placement Shares subscribed for and issued under the Placement (refer to Section 6.2 for the terms and conditions of the New Options).

Shareholder approval for the issue of the New Options offered under the Placement Options Offer was obtained at the General Meeting pursuant to ASX Listing Rule 7.1 and 10.11.

(c) **Background to the Lead Manager Options Offer**

The Company has agreed to issue 40,000,000 Lead Manager Options in consideration for lead manager services provided in connection with the Placement (refer to Section 7.1 for a summary of the terms and conditions of the Lead Manager Mandate).

Shareholder approval for the issue of the New Options offered under the Lead Manager Options Offer was obtained at the General Meeting pursuant to ASX Listing Rule 7.1.

3. Details of the Offers

3.1 The Offers

(a) **SPP Options Offer**

The SPP Options Offer is an offer of one (1) free attaching New Option for every three (3) Shares subscribed for and issued under the SPP.

Based on the number of Shares issued under the SPP, 29,233,334 New Options (subject to rounding) may be issued under the SPP Options Offer. No funds will be raised from the issue of the New Options.

The New Options offered under the SPP Options Offer will be exercisable at \$0.01 each on or before 5:00pm (AWST) on the date which is 2 years from the date of issue and otherwise on the terms set out in Section 6.2.

All of the Shares issued upon exercise of the New Options will rank equally with the Shares on issue at the date of this Prospectus. Please refer to Section 6.1 for further information regarding the rights and liabilities attaching to the Shares.

(b) **Placement Options Offer**

The Placement Options Offer is an offer of one (1) free attaching New Option for every three (3) Shares subscribed for and issued under the Placement.

Based on the number of Shares issued under the Placement, 166,666,667 New Options (subject to rounding) may be issued under the Placement Options Offer. No funds will be raised from the issue of the New Options.

The New Options offered under the Placement Options Offer will be exercisable at \$0.01 each on or before 5:00pm (AWST) on the date which is 2 years from the date of issue and otherwise on the terms set out in Section 6.2.

All of the Shares issued upon exercise of the New Options will rank equally with the Shares on issue at the date of this Prospectus. Please refer to Section 6.1 for further information regarding the rights and liabilities attaching to the Shares.

(c) **Lead Manager Options Offer**

The Lead Manager Options Offer is an offer of 40,000,000 New Options to the Lead Manager. No funds will be raised from the issue of the Lead Manager Options.

The New Options offered under the Lead Manager Options Offer will be exercisable at \$0.01 each on or before 5:00pm (AWST) on the date which is 2 years from the date of issue and otherwise on the terms set out in Section 6.2.

All of the Shares issued upon exercise of the New Options will rank equally with the Shares on issue at the date of this Prospectus. Please refer to Section 6.1 for further information regarding the rights and liabilities attaching to the Shares.

3.2 Eligibility of the Offers

(a) **The SPP Options Offer**

Only SPP Subscribers who participated in the SPP and were issued SPP Shares are eligible to participate in the SPP Options Offer.

(b) **The Placement Options Offer**

Only investors who participated in the Placement and were issued Placement Shares are eligible to participate in the Placement Options Offer.

(c) **The Lead Manager Options Offer**

Only the Lead Manager (or its nominees) are eligible to participate in the Lead Manager Options Offer.

3.3 Purpose of the Prospectus

Section 707(3) of the Corporations Act generally requires that a prospectus is issued in order for a person to whom securities were issued without disclosure under Part 6D of the Corporations Act to on-sell those securities within 12 months of the date of their issue.

The Corporations Act provides an exception to section 707(3) where an entity issues a 'cleansing' notice under section 708A(5). However, the Company is precluded from issuing a 'cleansing' notice in respect of the New Options as they are not in a class of securities that were quoted securities at all times in the last 3 months. The Company is also unable to rely on disclosure relief provided by *ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547* as it doesn't extend to the offer of options under a share purchase plan.

Consequently, the Company has issued this Prospectus for the offers of the New Options to the SPP Subscribers, Placement Participants and the Lead Manager (or its nominees).

This Prospectus has also been issued to facilitate secondary trading of the Shares to be issued upon exercise of the New Options to be issued under the Offers. Issuing the New Options under this Prospectus will enable persons who are issued the New Options to on-sell the Shares issued on exercise of the New Options pursuant to *ASIC Corporations (Sale Offers That Do Not Need Disclosure) Instrument 2016/80*.

Accordingly, the purpose of this Prospectus is to:

- (a) make the offers of New Options under the SPP Options Offer, the Placement Options Offer and the Lead Manager Options Offer; and

- (b) ensure that the on-sale of the Shares issued on conversion of the New Options do not breach section 707(3) of the Corporations Act.

3.4 Opening and Closing Date

As set out in the indicative timetable, the Offers will open on 11 July 2023 (**Opening Date**) and are anticipated to close on 21 July 2023 (**Closing Date**). The Opening Date and Closing Date for the Offers are indicative only and subject to change without notice. The Company may vary these dates, including to close the Offers early, extend the Closing Date or to withdraw the Offers at any time prior to issue of the Options. If any of the dates are changed, subsequent dates may also change. You are encouraged to lodge your Application Form as soon as possible after the Opening Date.

The Company will accept Application Forms for the Offers from the Opening Date until 5.00pm (AWST) on the Closing Date or such other date as the Directors in their absolute discretion shall determine, subject to the requirements of the Listing Rules.

3.5 Minimum subscription

There is no minimum subscription under any Offer.

3.6 No underwriting

The Offers are not underwritten.

3.7 Application Forms

An Eligible Shareholder may only accept the SPP Options Offer on the basis of one New Option for every three Shares subscribed for pursuant to the SPP by completing the SPP Options Application Form.

A Placement Participant may only accept the Placement Options Offer on the basis of one New Option for every three Placement Shares subscribed for pursuant to the Placement by completing the Placement Options Application Form.

Only the Lead Manager (or its nominee/s) will be eligible to apply for Lead Manager Options under the Lead Manager Options Offer. Accordingly, the Lead Manager Options Offer will only be extended to specific parties and the Lead Manager Application Form will be provided by the Company to these parties only.

Applications must be made using the relevant Application Form provided with a copy of this Prospectus. The Application Form must be completed in accordance with the instructions set out on the form. To the maximum extent permitted by law, the Directors will have discretion over which Applications to accept.

Completed Application Forms must be received by the Company prior to the Closing Date. Application Forms should be delivered in accordance with the instructions contained in the Application Form.

If you are in doubt as to the course of action, you should consult your professional advisor.

Acceptance of a completed Application Form by the Company creates a legally binding contract between the Applicant and the Company for the number of New Options accepted by the Company. The Application Form does not need to be signed to be a binding acceptance of New Options under an Offer. If the Application Form is not completed correctly it may still be treated as valid. The Directors' decision as to whether to treat the acceptance as valid and how to construe, amend or complete the Application Form, is final.

By completing and returning an Application Form, Applicants will be deemed to have represented and warranted on behalf of themselves or each person on whose account they are acting, that the law in their place of residence and/or where they have been given the Prospectus does not prohibit them from being given the Prospectus and that they:

- (a) agree to be bound by the terms of the relevant Offer;
- (b) declare that all details and statements in the Application Form are complete and accurate;
- (c) declare that they are over 18 years of age and have full legal capacity and power to perform all their rights and obligations under the Application Form;
- (d) authorise the Company and its respective officers or agents, to do anything on their behalf necessary for the New Options to be issued to them, including to act on instructions of the Company's Share Registry upon using the contact details set out in the Application Form;
- (e) acknowledge that the information contained in, or accompanying, the Prospectus is not investment or financial product advice or a recommendation that New Options are suitable for them given their investment objectives, financial situation or particular needs; and
- (f) acknowledge that the New Options have not, and will not be, registered under the securities laws in any other jurisdictions outside Australia.

3.8 Issue date and dispatch

It is expected that Options will be issued on 24 July 2023, in accordance with the timetable set out on page 5 of this Prospectus.

Security holder statements will be dispatched in accordance with the Listing Rules and as soon as practicable after the issue of the New Options.

3.9 ASX quotation

The Company will not apply to ASX for quotation of the New Options offered under this Prospectus. ASX takes no responsibility for the contents of this Prospectus.

3.10 Residents outside Australia

The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law and persons who come into possession of this Prospectus should observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws.

This Prospectus, and any accompanying Application Form, do not, and is not intended to, constitute an offer of New Options in any jurisdiction in which it would be unlawful. In particular, this Prospectus, and any accompanying Application Form, may not be distributed to any person, and the New Options may not be offered or sold, in any country outside Australia, except to the extent permitted in Sections 3.10(a) and (b) below.

(a) New Zealand

The New Options are not being offered or sold 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 the New Options is being made in reliance on the Financial Markets Conduct (Incidental Offers) Exemption Notice 2021.

This document 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.

This Prospectus has not been registered, filed with or approved by any New Zealand regulatory authority under the Financial Markets Conduct Act 2013 (New Zealand) (the **FMC Act**).

The New Options in the SPP Options Offer 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 these securities is being made in reliance on the Financial Markets Conduct (Incidental Offers) Exemption Notice 2021.

The New Options in the Placement Options Offer are not being offered or sold in New Zealand (or allotted with a view to being offered for sale in New Zealand) other than to a Placement Participant who:

- (i) is an investment business within the meaning of clause 37 of Schedule 1 of the FMC Act;
- (ii) meets the investment activity criteria specified in clause 38 of Schedule 1 of the FMC Act;
- (iii) is large within the meaning of clause 39 of Schedule 1 of the FMC Act;
- (iv) is a government agency within the meaning of clause 40 of Schedule 1 of the FMC Act; or
- (v) is an eligible investor within the meaning of clause 41 of Schedule 1 of the FMC Act.

(b) **United Kingdom**

Neither this Prospectus nor any other document relating to the offer of New Options 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 Options.

The New Options may not be offered or sold in the United Kingdom by means of this Prospectus or any other document, except in circumstances that do not require the publication of a prospectus under section 86(1) of the FSMA. This Prospectus is issued on a confidential basis in the United Kingdom to Placement Participants and fewer than 150 persons who are existing shareholders of the Company. This Prospectus 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 Options 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 Prospectus 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 Prospectus relates is available only to relevant persons. Any person who is not a relevant person should not act or rely on this Prospectus.

3.11 Taxation implications

The Directors do not consider it appropriate to give Applicants advice regarding the taxation consequences of subscribing for New Options.

The Company, its advisers and its officers do not accept any responsibility or liability for any such taxation consequences to Applicants. As a result, Applicants should consult their professional tax adviser in connection with subscribing for New Options.

3.12 Major activities and financial information

A summary of the activities and financial information relating to the Company for the half-year ended 31 December 2022 and financial year ended 30 June 2022 can be found in the Company's Interim Financial Report and Annual Financial Report lodged with ASX.

The Company's continuous disclosure notices (i.e. ASX announcements) since the lodgement of its Annual Financial Report on 6 September 2022 are listed in Section 7.3.

Copies of these documents are available free of charge from the Company. Directors strongly recommend that potential Applicants review these and all other announcements prior to deciding whether or not to participate in an Offer.

3.13 Privacy

The Company collects information about each Applicant provided on an Application Form for the purposes of processing the application and, if the application is successful, to administer the Applicant's Security holding in the Company.

By submitting an Application Form, each Applicant agrees that the Company 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, the Company'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, the Company may not be able to accept or process your application.

An Applicant has an entitlement to gain access to, correct and update the information that the Company 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 the Company's registered office.

Collection, maintenance and disclosure of certain personal information is governed by legislation including the *Privacy Act 1988* (Cth) (as amended), the Corporations Act and certain rules such as the ASX Settlement Operating Rules.

3.14 Enquiries concerning this Prospectus

For enquiries relating to this Prospectus and general shareholder enquiries, please contact the Company Secretary by telephone on +61 (8) 6243 6542 or by email via admin@riedelresources.com.au between 8.30am and 5.00pm (AWST) on Monday to Friday.

4. Effect of the Offers

4.1 Capital structure on completion of the Offers

The principal effect of the Offers, assuming all New Options offered under this Prospectus are issued, will be to increase the number of Options currently on issue by a maximum of 235,900,001 (subject to rounding).

Assuming that no existing Options are exercised, the effect of the Offers on the Company's issued capital as at the date of this Prospectus is as shown in the following table.

| | Shares ¹ | Unquoted Options | Performance Rights ⁴ |
|--|----------------------|----------------------------|---------------------------------|
| Existing Securities on issue | 2,059,407,062 | 168,300,000 ⁽³⁾ | 30,000,000 |
| New Options to be issued under the Offers ² | - | 235,900,001 | - |
| Total | 2,059,407,062 | 404,200,001 | 30,000,000 |

Notes:

1. Includes 280,000,000 Placement Shares issued under the Placement on 8 May 2023, 220,000,000 Placement Shares issued on 30 June 2023, and 87,700,000 SPP Shares issued under the SPP on 20 June 2023.
2. Up to approximately 235,900,001 New Options (subject to rounding) to be issued under this Prospectus, the terms and conditions of which are set out in Section 6.2.
3. 168,300,000 unquoted Options, comprising:
 - (a) 150,000,000 Options exercisable at \$0.0125 and expiring on 14 December 2023; and
 - (b) 18,300,000 Options exercisable at \$0.01 and expiring on 6 December 2025.
4. 30,000,000 Performance Rights issued under the Company's employee incentive scheme on 28 April 2023 to Mr David Groombridge.

4.2 Proposed use of funds

No funds will be raised as a result of the SPP Options Offer, the Placement Options Offer or the Lead Manager Options Offer.

The Company will receive \$0.01 for each New Option exercised. If all New Options are issued and exercised, the Company will receive approximately \$2,359,000 (before costs). There is no certainty that any of the New Options will be exercised.

It is currently intended that any funds raised from the SPP and the Placement and any funds raised from the exercise of the New Options will be applied towards:

- (a) exploration and drilling activity at the Kingman Project in Arizona; and
- (b) general working capital.

The application of funds will depend on when New Options are exercised, if any, and the status of the Company's projects and requirements at the relevant time.

The above is a statement of current intentions at the date of this Prospectus. 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.

4.3 Effect on control of the Company

The Company is of the view that the Offers will not affect the control (as defined by section 50AA of the Corporations Act) of the Company. No investor or existing Shareholder will have a voting power greater than 20% as a result of the completion of the Offers.

The maximum number of New Options proposed to be issued under the Offers is approximately 235,900,001 (subject to rounding). If all of these New Options are exercised, the Shares issued on exercise will constitute approximately 10.28% of the Shares on issue following completion of the Offers (assuming no other Securities are issued or converted to Shares).

5. Risk Factors

An investment in New Options offered by this Prospectus should be regarded as speculative. Activities in the Company, as in any business, are subject to risks which may impact on the Company's future performance. The Company has implemented appropriate strategies, actions, systems and safeguards for known risks, however some are outside its control.

The Directors consider that the following summary, which is not exhaustive, represents some of the major risk factors which prospective investors need to be aware of in evaluating the Company's business and the risks of investing in the Company. Prospective investors should carefully consider the following factors in addition to the other information presented in the Prospectus.

The principal risks include, but are not limited to, the following:

5.1 Risks specific to the Company

(a) Exploration, Geological and Development Risks

Mineral exploration and development is a speculative and high-risk undertaking that may be impeded by circumstances and factors beyond the control of the Company. Success in this process involves (amongst other things):

- (i) discovery and proving-up, or acquiring, an economically recoverable resource or reserve;
- (ii) access to adequate capital throughout the acquisition/discovery and project development phases;
- (iii) securing and maintaining title to mineral exploration projects;
- (iv) obtaining required development consents and approvals necessary for the acquisition, mineral exploration, development and production phases; and
- (v) accessing the necessary experienced operational staff, the applicable financial management and recruiting skilled contractors, consultants and employees.

There can be no assurance that exploration of the Kingman Project or any other exploration properties that may be acquired in the future will result in the discovery of an economic mineral resource. Even if an apparently viable mineral resource is identified, there is no guarantee that it can be economically exploited.

The exploration activities of the Company may be adversely affected by a range of factors including geological conditions, operational risks (as outlined in the next paragraph) and changing government laws and regulations. Further, whether positive income flows result from projects on which the Company will expend exploration and development capital is dependent on many factors including successful exploration, establishment of production facilities, cost control, commodity price movements, successful contract negotiations for production and stability in the local political environment.

In addition, significant expenditure may be required to establish necessary metallurgical and mining processes to develop and exploit any mineral reserves identified on the Kingman Project. There is no assurance that the Company will have sufficient working capital or resources available to do this.

In the event that exploration programs prove to be unsuccessful, the Kingman Project may diminish in value, there will be a reduction in the cash reserves of the Company and relinquishment of part or all of the Kingman Project may occur.

(b) **Future capital requirements**

The future capital requirements of the Company will depend on many factors including its abilities to produce and market its products. The Company believes its available cash following the capital raisings and transactions contemplated herein will be adequate to fund its business objectives in the short term, however, the Company may require further financing in the future.

In the event further financing is required to maintain operations, any additional equity financing may be dilutive to Shareholders, may be undertaken at lower prices than the then market price or may involve restrictive covenants which limit the Company's operations and business strategy.

Although the Directors believe that additional capital can be obtained, no assurances can be made that appropriate capital or funding, if and when needed, will be available on terms favourable to the Company or at all. If the Company is unable to obtain additional financing as needed, it may be required to reduce the scope of its activities and this could have a material adverse effect on the Company's activities.

(c) **Availability of drilling rigs**

The Company's exploration activities are partly dependent on the availability of drilling rigs. The Company continues to monitor rig availability. The Company may have difficulty in gaining access to drilling rigs or adequate supplies of drilling rigs at appropriate prices and in a timely manner. Any of these factors may adversely affect the Company's exploration activities.

(d) **Tenure risk**

The Kingman Project Claims are granted under and governed by the laws of the United States of America, the State of Arizona and the Mohave County and are granted subject to various conditions. Further conditions may be applied to future mining claims permits acquired by the Company or its subsidiaries. Failure to comply with these conditions may result in forfeiture of the Kingman Project claims.

Further, the Kingman Project claims (and any additional future mining permits held by the Company) are subject to periodic renewal. Whilst there is no reason to believe that such renewals will not be granted, the Company cannot guarantee that this will occur. New conditions and obligations may also be imposed on the Kingman Project claims (and any additional future mining claims or permits held by the Company) which may adversely affect the Company.

(e) **Personnel and operating costs**

The Company is dependent on the experience of its Directors' and management team. Whilst the Board has sought to and will continue to ensure that the management team and any key employees are appropriately incentivised, their services cannot be guaranteed. The loss of any of the Directors', senior management or key employees' services to the Company may have an adverse effect on the performance of the Company pending replacements being identified and retained by or appointed to the Board of the Company.

There is a high demand in Western Australia for skilled workers from competing operators. Tightening of the labour market due to a shortage of skilled labour, combined with a high industry turnover rate and growing number of competing employers for skilled labour, may inhibit the Company's or its contractors' ability to identify, retain and employ the skilled workers required for the Company's operations. The Company may be exposed to increased labour costs in markets where the demand for labour is strong. A shortage of skilled labour may delay or halt planned commissioning, ramp up and production, limit the Company's ability to grow its operations or lead to a decline in productivity.

(f) **Contractual risk**

The ability of the Company to achieve its objectives will depend on the performance by the other parties to contracts which the Company may enter into in the future. If a party defaults in the performance of its obligations it may be necessary for the Company to approach a court to seek legal remedy. Legal action can be costly and there can be no guarantee that a legal remedy will ultimately be granted on appropriate terms.

Further, the Company is unable to predict the risk of insolvency or managerial failure by any of the third party contractors used by the Company in any of its activities or the insolvency or other managerial failure by any of the other service providers used by the Company for any activity. The effects of such failures may have an adverse effect on the Company's activities.

5.2 Mining Industry Risks

(a) **Operational risk**

The Company's mining, exploration and development activities will be subject to numerous operational risks, many of which are beyond the Company's control. The Company's operations may be curtailed, delayed or cancelled as a result of factors such as adverse weather conditions both on site and off set restricting access for machinery and personnel, mechanical difficulties, shortages in or increases in the costs of labour, consumables, spare parts, plant and equipment, external services failure (including energy and water supply), industrial disputes and action, difficulties in commissioning, ramp up and operating plant and equipment, IT system failures, mechanical failure or plant breakdown, compliance with governmental requirements, changes in governmental regulations and civil unrest. Hazards incidental to the mining, exploration and development of mineral properties such as unusual or unexpected geological formations, difficulties and/or delays associated with groundwater and dewatering of existing pits may be encountered by the Company. Industrial and environmental accidents could lead to substantial claims against the Company for injury or loss of life, and damage or destruction to property, as well as regulatory investigations, clean up responsibilities, penalties and the suspension of operations.

Life of mine plans for open pit operations rely, in part, on completion of mining in accordance with the final pit design and there is a risk that final excavated pits end with shallower wall angles than used in the respective life of mine plans, increasing the cost of gold produced as a result. Geotechnical risk arises from the movement of the ground during and following mining activity, both for open pit and underground exploration/mining activities. This may result in temporary or permanent access being restricted or cut off. The loss of access may have a significant impact on the progress of exploration, the economics of the ore body or delay the delivery of ore to the processing plant (and any design or construction alternatives may not be successful or cost effective).

Any underground exploration or mining requires specialised infrastructure and is subject to geological and hydrological risks such as water influx and movement of the earth. Water influx and / or movement of the earth may prevent the Company from completing its exploration activities and may prevent or delay mining.

The Company will endeavour to take appropriate action to mitigate these operational risks (including by ensuring legislative compliance, properly documenting arrangements with counterparties, and adopting industry best practice policies and procedures) or to insure against them, but the occurrence of any one or a combination of these events may have a material adverse effect on the Company's performance and the value of its assets.

(b) **Ore Reserve and Mineral Resource estimates**

Ore Reserve and Mineral Resource estimates are prepared in accordance with the JORC Code and are expressions of judgement based on knowledge, experience and industry practice. The reported estimates, which were valid when originally estimated, may alter significantly when new information or techniques become available. As the Company obtains new information through additional drilling and analysis, Ore Reserve and Mineral Resource estimates are likely to change. This may result in alterations to the Company's exploration, development and production plans which may, in turn, positively or negatively affect the Company's operations and financial position.

By their very nature, Ore Reserve and Mineral Resource estimates are imprecise and depend to some extent on interpretations, which may prove to be inaccurate. Commodity price fluctuations, as well as capital and production costs or reduced throughput and/or recovery rates, may materially affect the estimates.

(c) **Commodity prices**

The value of the Company's assets may be affected by fluctuations in commodity prices and exchange rates, such as the USD denominated gold price, and the AUD denominated gold price as a result of fluctuations in the AUD / USD exchange rate.

Future production from the Company's mining operations will be dependent upon the gold price being sufficient to make these operations economic.

These prices can fluctuate rapidly and widely and are affected by numerous factors beyond the control of the Company. These factors include world demand for precious and other metals, forward selling by producers, and production cost levels in major metal-producing regions. Other factors include expectations regarding inflation, the financial impact of movements in interest rates, gold price forward curves, global economic trends, confidence and conditions, and domestic and international fiscal, monetary and regulatory policy settings.

(d) **Exploration and development**

The Company intends to continue with exploration and development programs on the Company's tenements. In the event that the planned drilling programs produce poorer than expected results, the value of the Company's assets and the viability of the Company's future operations may be significantly diminished. Additionally, the inability to find and delineate additional sources of ore may require the Company to delay or indefinitely defer a decision to expand mining and/or processing operations until sufficient quantities of economically viable ore can be found, delineated and obtain regulatory approval for mining and processing.

The Company's tenements are at various stages of exploration and development, and potential investors should understand that mineral exploration and development are high risk enterprises. Even a combination of experience, knowledge and careful evaluation may not be able to overcome the inherent risk associated with exploring prospective tenements.

Investors are cautioned that the proximity to, or similarity of, the Company's tenements to nearby or other mineral occurrences or deposits is no guarantee that the Company's tenements will be prospective for an economic reserve.

There can be no assurance that exploration of the Company's tenements (or any other tenements that may be acquired in the future), will result in the development of an economically viable deposit of gold or other minerals.

(e) **Grant of future authorisations**

The Company currently holds all material authorisations required to undertake its open pit mining operations and exploration programs. However, many of the mineral rights and interests held by the Company are subject to the need for ongoing or new government approvals, licences and permits as the scope of the Company's operations change. The granting and renewal of such approvals, licences and permits are, as a practical matter, subject to the discretion of applicable government agencies or officials.

(f) **Occupational health and safety**

Mining and exploration activities have inherent risks and hazards. The Company is committed to providing a safe and healthy workplace and environment for its personnel, contractors and visitors. The Company provides appropriate instructions, equipment, preventative measures, first aid information, medical facilities and training to all stakeholders through its occupational health and safety management systems.

A serious site safety incident may expose the Company to significant penalties and the Company may be liable for compensation to the injured personnel. These liabilities may not be covered by the Company's insurance policies or, if they are covered, may exceed the Company's policy limits or be subject to significant deductibles. Also, any claim under the Company's insurance policies could increase the Company's future costs of insurance. Accordingly, any liabilities for workplace accidents could have a material adverse impact on the Company's liquidity and financial results. It is not possible to anticipate the effect on the Company's business from any changes to workplace occupational health and safety legislation or directions or necessitated by concern for the health of the workforce. Such changes may have an adverse impact on the financial performance and/or financial position of the Company.

(g) **Environment and government regulation**

The operations and proposed activities of the Company are subject to State and Commonwealth laws and regulations concerning the environment. If such laws are breached, the Company may be required to suspend activities and/or incur significant liabilities including penalties, due to past or future activities.

As with most mining operations and exploration projects, the Company's activities are expected to have an impact on the environment, particularly as advanced exploration and mine development and production continues. Mining projects have statutory rehabilitation obligations that the Company will need to comply with in the future and which may be material. It is the Company's intention to conduct its activities to the highest standard of environmental obligation, including in compliance in all material respects with relevant environmental laws. Nevertheless, there are certain risks inherent in the Company's activities which could subject the Company to extensive liability.

5.3 General Risks

(a) **Market conditions**

The market price of the Shares can fall as well as rise and may be subject to varied and unpredictable influences on the market for equities in general and resource stocks in particular.

Further, share market conditions may affect the value of the Company's quoted Shares regardless of the Company's performance. Share market conditions are affected by many factors such as general economic outlook, interest rates and inflation rates, currency fluctuations, changes in investor sentiment, the demand for, and supply of, capital; and terrorism or other hostilities.

Neither the Company nor the Directors warrant the future performance of the Company or any return on an investment in the Company.

(b) **Unforeseen expenditure risk**

The Company's cost estimates and financial forecasts include appropriate provisions for material risks and uncertainties and are considered to be fit for purpose for the proposed activities of the Company. If risks and uncertainties prove to be greater than expected, or if new currently unforeseen material risks and uncertainties arise, the expenditure proposals of the Company are likely to be adversely affected.

(c) **Insurance**

The Company insures its operations in accordance with industry practice. However, in certain circumstances, the Company's insurance may not be available or of a nature or level to provide adequate insurance cover. The occurrence of an event that is not covered or fully covered by insurance could have a material adverse effect on the business, financial condition and results of the Company. In addition, there is a risk that an insurer defaults in the payment of a legitimate claim by the Company.

(d) **Litigation**

The Company is exposed to possible litigation risks including native title claims, tenure disputes, environmental claims, royalty disputes, other contractual disputes, occupational health and safety claims and employee claims. Further, the Company may be involved in disputes with other parties in the future which may result in litigation. Any such claim or dispute if proven, may impact adversely on the Company's operations, financial performance and financial position. The Company and its subsidiaries are not currently engaged in any material litigation.

(e) **Force Majeure**

The projects in which the Company has an interest now or in the future may be adversely affected by risks outside the control of the Company including labour unrest, civil disorder, war, subversive activities or sabotage, fires, floods, explosions or other catastrophes, epidemics, quarantine restrictions or regulatory changes.

(f) **Climate Change**

There are a number of climate-related factors that may affect the operations and proposed activities of the Company. The climate change risks particularly attributable to the Company include:

- (i) the emergence of new or expanded regulations associated with transitioning to a lower-carbon economy and market changes related to climate change mitigation. The Company may be impacted by changes to local or international compliance regulations related to climate change mitigation efforts, or by specific taxation or penalties for carbon emissions or environmental damage. These examples sit amongst an array of possible restraints on industry that may further impact the Company and its profitability. While the Company will endeavour to manage these risks and limit any consequential impacts, there can be no guarantee that the Company will not be impacted by these occurrences; and
- (ii) climate change may cause certain physical and environmental risks that cannot be predicted by the Company, including events such as increased severity of weather patterns and incidence of extreme weather events and longer-term physical risks such as shifting climate patterns. All these risks associated with climate change may significantly change the industry in which the Company operates.

5.4 Investment Speculative

The above list of risk factors ought not to be taken as exhaustive of the risks faced by the Company or by investors in the Company.

The above factors, and others not specifically referred to above, may in the future materially affect the financial performance of the Company and the value of its Securities. Investors should consider that the investment in the Company is high risk and should consult their professional adviser before deciding whether to apply for New Options pursuant to this Prospectus.

6. Rights attaching to Securities

6.1 Rights and liabilities attaching to Shares

A summary of the rights attaching to Shares in the Company is below. This summary is qualified by the full terms of the Constitution (a full copy of the Constitution is available from the Company on request free of charge) and does not purport to be exhaustive or to constitute a definitive statement of the rights and liabilities of Shareholders. These rights and liabilities can involve complex questions of law arising from an interaction of the Constitution with statutory and common law requirements. For a Shareholder to obtain a definitive assessment of the rights and liabilities which attach to Shares in any specific circumstances, the Shareholder should seek legal advice.

(a) General meetings

Shareholders are entitled to be present in person, or by proxy, attorney or representative to attend and vote at general meetings of the Company. Shareholders may requisition meetings in accordance with section 249D of the Corporations Act and the Constitution.

(b) Voting rights

Subject to any rights or restrictions for the time being attached to any class or classes of Shares, at general meetings of Shareholders or classes of Shareholders:

- (i) each Shareholder entitled to vote may vote in person or by proxy, attorney or representative;
- (ii) on a show of hands, every person present who is a Shareholder or a proxy, attorney or representative of a Shareholder has one vote; and
- (iii) on a poll, every person present who is a Shareholder or a proxy, attorney or representative of a Shareholder will, in respect of each fully paid Share held by him, or in respect of which he is appointed a proxy, attorney or representative, have one vote for the Share, but in respect of partly paid Shares will have such number of votes as bears the same proportion to the total of such Shares registered in the Shareholder's name as the amount paid (not credited) bears to the total amounts paid and payable (excluding amounts credited).

(c) Dividend rights

Subject to the rights of any preference Shareholders and to the rights of the holders of any shares created or raised under any special arrangement as to dividend, the Directors may from time to time declare a dividend to be paid to the Shareholders entitled to the dividend which will be payable on all Shares according to the proportion that the amount paid (not credited) is of the total amounts paid and payable (excluding amounts credited) in respect of such Shares.

No dividend will carry interest as against the Company.

The Company must not pay a dividend unless the Company's assets exceed its liabilities immediately before the dividend is declared and the excess is sufficient for the payment of the dividend. The Directors may capitalise any profits of the Company

and distribute that capital to the Shareholders, in the same proportions as the Shareholders are entitled to a distribution by dividend.

(d) **Winding-up**

If the Company is wound up, the liquidator may, with the authority of a special resolution of the Company, divide among the shareholders in kind the whole or any part of the property of the Company, and may for that purpose set such value as he considers fair upon any property to be so divided, and may determine how the division is to be carried out as between the Shareholders or different classes of Shareholders.

(e) **Issue of further issues**

Subject to the Corporations Act and the Constitution, the Board may, on behalf of the Company, issue, grant options over or otherwise dispose of unissued shares to any person on the terms, with the rights, and at the times that the Board decides. The Company must not issue shares or grant options if the issue or grant would result in a breach of the Listing Rules.

(f) **Transfer of Shares**

Shares can be transferred upon delivery of a proper instrument of transfer to the Company or by a transfer in accordance with the ASX Settlement Operating Rules. The instrument of transfer must be in writing, in any usual or common form or in any other form that the Directors approve.

Until the transferee has been registered, the transferor is deemed to remain the holder, even after signing the instrument of transfer.

In some circumstances, the Directors may refuse to register a transfer if upon registration the transferee will hold less than a marketable parcel. The Board may refuse to register a transfer of Shares upon which the Company has a lien. The Company must refuse to register a transfer of Shares where the Corporations Act, Listing Rules or ASX Settlement Operating Rules or a law about stamp duty requires the Company to do so.

(g) **Variation of rights**

Pursuant to section 246B of the Corporations Act, the Company may, with the sanction of a special resolution passed at a meeting of Shareholders vary or abrogate the rights attaching to Shares.

If at any time the share capital is divided into different classes of Shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class), whether or not the Company is being wound up, may be varied or abrogated with the consent in writing of the holders of three-quarters of the issued shares of that class, or if authorised by a special resolution passed at a separate meeting of the holders of the shares of that class.

(h) **Alteration of Constitution**

The Constitution can only be amended by a special resolution passed by at least three quarters of Shareholders present and voting at the general meeting. In addition,

at least 28 days written notice specifying the intention to propose the resolution as a special resolution must be given.

6.2 Terms and conditions of New Options

The New Options granted under the Offers (referred to as “**Options**” for the purpose of this Section 6.2) will be issued on the following terms and conditions:

- (a) **(Entitlement)**: Each Option gives the holder the right to subscribe for one Share.
- (b) **(Expiry Date)**: The Options will expire at 5:00pm (AWST) on the date that is 2 years after the date of issue (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
- (c) **(Exercise Price)**: the amount payable upon exercise of each Option is \$0.01 per Option (**Exercise Price**).
- (d) **(Exercise)** A holder may exercise their Options by lodging with the Company, before the Expiry Date:
 - (i) a written notice of exercise of Options specifying the number of Options being exercised; and
 - (ii) an electronic funds transfer for the Exercise Price for the number of Options being exercised.
- (e) **(Exercise Notice)** An Exercise Notice is only effective when the Company has received the full amount of the Exercise Price in cleared funds. The Options held by each holder may be exercised in whole or in part, and if exercised in part, at least 50,000 must be exercised on each occasion.
- (f) **(Timing of issue of Shares on exercise)** Within 5 Business Days of receipt of the Exercise Notice accompanied by the Exercise Price, the Company will issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Exercise Notice.
- (g) **(Transferability)** The Options are not transferable.
- (h) **(Ranking of Shares)** All Shares allotted upon the exercise of Options will upon allotment be fully paid and rank pari passu in all respects with other Shares.
- (i) **(Quotation)** The Company will not apply for quotation of the Options on ASX.
- (j) **(Adjustments for reorganisation)** If there is any reorganisation of the issued share capital of the Company, the rights of the holders of Options will be varied in accordance with the Listing Rules.
- (k) **(Dividend rights)** An Option does not entitle the holder to any dividends.
- (l) **(Voting rights)** An Option does not entitle the holder to vote on any resolutions proposed at a general meeting of the Company, subject to any voting rights provided

under the Corporations Act or the Listing Rules where such rights cannot be excluded by these terms.

- (m) **(Entitlements and bonus issues)**: Holders of Options will not be entitled to participate in new issues of capital offered to shareholders such as bonus issues and entitlement issues.
- (n) **(Adjustment for bonus issues of Shares)**: If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment:
 - (i) the number of Shares which must be issued on the exercise of a Option will be increased by the number of Shares which the holder of Options would have received if the holder had exercised the Option before the record date for the bonus issue; and
 - (ii) no change will be made to the Exercise Price.
- (o) **(Return of capital rights)**: The Options do not confer any right to a return of capital, whether in a winding up, upon a reduction of capital or otherwise.
- (p) **(Rights on winding up)**: The Options have no right to participate in the surplus profits or assets of the Company upon a winding up of the Company.
- (q) **(Takeovers prohibition)**:
 - (i) the issue of Shares on exercise of the Options is subject to and conditional upon the issue of the relevant Shares not resulting in any person being in breach of section 606(1) of the Corporations Act; and
 - (ii) the Company will not be required to seek the approval of its members for the purposes of item 7 of section 611 of the Corporations Act to permit the issue of any Shares on exercise of the Options.
- (r) **(No other rights)**: An Option does not give a holder any rights other than those expressly provided by these terms and those provided at law where such rights at law cannot be excluded by these terms.

7. Additional Information

7.1 Lead Manager Mandate

On 26 April 2023, the Company entered into a mandate to appoint Canaccord Genuity (Australia) Limited (**Canaccord**) (**Lead Manager**) as lead manager and bookrunner in relation to the Placement (**Lead Manager Mandate**).

In consideration for their services, the Lead Manager will receive the following fees:

- (a) a management fee, in cash, equal to 2.0% of the gross amount raised under the Placement (excluding GST) (**Management Fee**);
- (b) a selling fee, in cash, equal to 4.0% of the amount raised by the Lead Manager under the Placement (excluding GST) (**Placement Fee**); and
- (c) 40,000,000 New Options pursuant to the Lead Manager Options Offer.

The Company must reimburse the Lead Manager for all reasonable out of pocket expenses incurred by them in carrying out the Placement under the Lead Manager Mandate. These expenses will include (but are not limited to) any, ASX, ASIC, legal, communication, courier, travel and accommodation expenses. The Lead Manager will seek Company approval for any expenses to be incurred that exceed \$2,000.

The Lead Manager Mandate contains covenants, warranties, representations and indemnities that are customary for an agreement of this nature.

7.2 Company is a disclosing entity

The Company is a disclosing entity under the Corporations Act. It is subject to regular reporting and disclosure obligations under both the Corporations Act and the Listing Rules. These obligations require the Company to notify ASX of information about specific events and matters as they arise for the purpose of ASX making the information available to the securities market conducted by ASX. In particular, the Company has an obligation under the Listing Rules (subject to certain limited exceptions), to notify ASX once it is, or becomes aware of information concerning the Company which a reasonable person would expect to have a material effect on the price or value of the Shares.

The Company is also required to prepare and lodge with ASIC yearly and half-yearly financial statements accompanied by a Directors' statement and report, and an audit report or review. Copies of documents lodged with the ASIC in relation to the Company may be obtained from, or inspected at, an ASIC office (see Section 7.3 below). Copies of all documents announced to the ASX can be found at <https://www.riedelresources.com.au/asx-announcements/>.

7.3 Copies of documents

Copies of documents lodged by the Company in connection with its reporting and disclosure obligations may be obtained from, or inspected at, an office of ASIC. The Company will provide free of charge to any person who requests it during the period of the Offers a copy of:

- (a) the financial statements of the Company for the financial year ended 30 June 2022 as lodged with ASX on 6 September 2022 (**Annual Report**), being the last financial statements for a financial year of the Company lodged with ASIC before the issue of this Prospectus;
- (b) the half yearly report and review financial statements of the Company for the half year ended 31 December 2022 as lodged with ASX on 15 March 2023; and
- (c) the following notices given by the Company to notify ASX of information relating to the Company during the period from the date of lodgement of the Annual Report referred to in paragraph (a) above, until the date of this Prospectus:

| Date lodged | Subject of Announcement |
|--------------|--|
| 6 July 2023 | Change in substantial holding |
| 6 July 2023 | Becoming a substantial holder |
| 6 July 2023 | Change of Director's Interest Notice |
| 6 July 2023 | Application for quotation of securities – RIE |
| 6 July 2023 | Issue of Consideration Shares and Cleansing Notice |
| 5 July 2023 | Drilling update at Kingman Gold Project, USA |
| 30 June 2023 | Change of Directors Interest |
| 30 June 2023 | Application for quotation of securities - RIE |

| Date lodged | Subject of Announcement |
|------------------|--|
| 30 June 2023 | Issue of Shares and Cleansing Notice |
| 28 June 2023 | Results of Meeting |
| 26 June 2023 | Change of Director's Interest Notice x 2 |
| 20 June 2023 | Application for quotation of securities |
| 20 June 2023 | Results of Share Purchase Plan and Issue of Shares |
| 9 June 2023 | Riedel Commences Resource definition drilling at Kingman |
| 30 May 2023 | Share Purchase Plan Timetable extension |
| 26 May 2023 | Notice of General Meeting/ Proxy form |
| 26 May 2023 | Letter to Shareholders regarding GM |
| 25 May 2023 | Resource Drilling to Commence at Kingman Gold Project |
| 9 May 2023 | SPP - Letter to Eligible Shareholders |
| 9 May 2023 | Share Purchase Plan Offer Booklet |
| 8 May 2023 | Cleansing Statement |
| 8 May 2023 | Application for quotation of securities - RIE |
| 2 May 2023 | Proposed issue of securities - RIE |
| 2 May 2023 | Placement to Advance Drilling at High Grade Kingman Project |
| 28 April 2023 | Notification regarding unquoted securities - RIE |
| 28 April 2023 | Quarterly Activities/Appendix 5B Cash Flow Report |
| 28 April 2023 | Trading Halt |
| 28 March 2023 | A\$5M milestone spend met in Arizona - New CEO Commences |
| 15 March 2023 | Half Year Accounts |
| 28 February 2023 | High grade Tintic and nearby Jim's zone form 2km long zone |
| 22 February 2023 | Riedel Appoints CEO to Advance Kingman Gold Project, Arizona |
| 16 February 2023 | Drilling at Kingman returns more shallow high-grade results |
| 1 February 2023 | Exceptional Grades continue at Tintic |
| 30 January 2023 | Quarterly Cash Flow Report |
| 30 January 2023 | Quarterly Activities Report |
| 18 January 2023 | Diamond Drilling confirms shallow high-grade gold at Tintic |
| 7 December 2022 | Change of Director's Interest Notice x 3 |
| 7 December 2022 | Change of Director's Interest Notice |
| 6 December 2022 | Notification regarding unquoted securities - RIE |

| Date lodged | Subject of Announcement |
|-------------------|---|
| 6 December 2022 | Application for quotation of securities - RIE |
| 6 December 2022 | Issue of Shares, Options, Appendix 2A and 3G |
| 6 December 2022 | Diamond Drill Program Successfully Completed |
| 23 November 2022 | Constitution |
| 23 November 2022 | Results of Annual General Meeting |
| 9 November 2022 | Riedel Commences Diamond Drilling in Arizona |
| 28 October 2022 | Quarterly Activities Report |
| 28 October 2022 | Quarterly Cash Flow report |
| 25 October 2022 | Diamond Drill Program to Commence Early November at Kingman |
| 21 October 2022 | Notice of Annual General Meeting/Proxy Form |
| 21 October 2022 | Letter to Shareholders regarding AGM |
| 7 October 2022 | Application for quotation of securities - RIE |
| 7 October 2022 | Issue of Shares and Appendix 2A |
| 6 October 2022 | AGM Date and Directors Nominations |
| 29 September 2022 | Proposed issue of securities - RIE |
| 29 September 2022 | Riedel undertakes \$1.5M Placement - Drilling to Commence |
| 27 September 2022 | Trading Halt |
| 23 September 2022 | Appendix 4G |

The following documents are available for inspection throughout the period of the Offers during normal business hours at the registered office of the Company:

- (a) this Prospectus;
- (b) the Constitution; and
- (c) the consents referred to in Section 7.13 and the consents provided by the Directors to the issue of this Prospectus.

7.4 Information excluded from continuous disclosure notices

There is no information which has been excluded from a continuous disclosure notice in accordance with the Listing Rules other than as is set out in this Prospectus.

7.5 Determination by ASIC

ASIC has not made a determination which would prevent the Company from relying on section 713 of the Corporations Act in issuing the Shares under this Prospectus.

7.6 Market price of Shares

The highest and lowest closing market sale prices of the Shares on ASX during the three months immediately preceding the date of the Offers, and the respective dates of those sales were:

Lowest: \$0.004 on 1, 2, 6 and 7 June 2023

Highest: \$0.006 on 5 and 27 April 2023 and 4 May 2023.

The latest available market sale price of the Shares on ASX prior to the date of lodgement of this Prospectus with ASIC was \$0.006 per Share on 7 July 2023.

7.7 Dividend Policy

The Directors are not able to say when and if dividends will be paid in the future, as the payment of any dividends will depend on the future profitability, financial position and cash requirements of the Company.

7.8 Substantial Shareholders

Based on available information as at the date of this Prospectus, those persons which (together with their associates) have a relevant interest in 5% or more of the Shares on issue are set out below:

| Substantial Shareholder | Number of Shares | Voting power |
|--------------------------------|------------------|--------------|
| Michael Bohm | 239,761,636 | 11.64% |
| Flagstaff Minerals Limited | 196,500,000 | 9.54% |
| Southern Cross Capital Pty Ltd | 106,842,424 | 5.19% |

7.9 Interests of Directors

(a) Security holdings

The relevant interest of each of the Directors (together with their associates) in Securities as at the date of this Prospectus is set out below:

| Director | Shares | Voting Power | Unquoted Options | Entitlement to New Options ¹ |
|---------------------------|-------------|--------------|------------------|---|
| Michael Bohm ² | 239,761,636 | 11.64% | 75,000,000 | 2,000,000 |
| Grant Mooney ³ | 12,074,790 | 0.59% | 25,000,000 | 1,000,000 |
| Scott Cuomo ⁴ | 25,636,364 | 1.24% | 33,300,000 | 3,333,334 |
| Jason Pater ⁵ | - | - | - | - |

Notes:

- Messrs Bohm and Mooney (or their nominees) participated in the SPP and were issued 6,000,000 and 3,000,000 SPP Shares, respectively. As such, and as approved by Shareholders at the General Meeting, Messrs Bohm and Mooney (or their nominees) are entitled to subscribe for up to 2,000,000 and 1,000,000 New Options, respectively, under the SPP Options Offer. Flagstaff subscribed for and was issued 6,000,000 SPP Shares (which entitles Flagstaff to apply for up to 2,000,000 free-attaching New Options under the SPP Options Offer). Michael Bohm's spouse holds a 21.0% interest in Flagstaff and Mr Bohm is a director of Flagstaff.

Mr Cuomo participated in the Placement was issued 10,000,000 Placement Shares, which entitles Mr Cuomo to subscribe for 3,333,334 New Options pursuant to the Placement Options Offer. The remaining Directors did not participate in the Placement and are not entitled to subscribe for New Options under the Placement Options Offer.

2. Securities held as follows:
 - (a) 19,261,636 Shares and 5,000,000 Options exercisable at \$0.01 each and expiring on 6 December 2025 held indirectly by Charmaine Linda Lobo, who is Mr Bohm's spouse;
 - (b) 24,000,000 Shares and 10,000,000 Options exercisable at \$0.0125 each and expiring on 14 December 2023 held indirectly by CLJLM Investments Pty Ltd ATF CLJML Superannuation Fund, of which Mr Bohm is a director and shareholder; and
 - (c) 196,500,000 Shares and 60,000,000 Options exercisable at \$0.0125 each and expiring 14 December 2023 held indirectly by Flagstaff Minerals, of which Mr Bohm's spouse holds a 21.0% interest and Mr Bohm is the director.
3. Securities held as follows:
 - (a) 12,074,790 Shares comprising of;
 - (i) 1,000,000 Shares held directly; and
 - (ii) 11,047,790 Shares held indirectly by Ocean Flyers Pty Ltd <S&G Mooney Super Fund A/C> of which Mr Mooney is a director and shareholder; and
 - (b) 25,000,000 Options exercisable at \$0.0125 each and expiring on 14 December 2023 held indirectly by Mooney & Partners Pty Ltd, of which Mr Mooney is a director and shareholder.
4. Securities held as follows:
 - (a) 3,636,364 Shares held directly;
 - (b) 22,000,000 Shares held indirectly by Wavell Brockman Pty Ltd <JAGIA SF A/C>; and
 - (c) a total of 33,300,000 unlisted Options comprising:
 - (i) 20,000,000 Options exercisable at \$0.0125 and expiring on 14 December 2023 held indirectly by Cuomo Nominees Pty Ltd <ATF Scott Cuomo Family Trust>;
 - (ii) 11,970,000 Options exercisable at \$0.01 and expiring on 6 December 2025 held indirectly by Oracle Capital Group Ltd, of which Mr Cuomo is a director; and
 - (iii) 1,330,000 Options exercisable at \$0.01 each and expiring on 6 December 2025 held indirectly by Joarch Jagia Investments Pty Ltd, of which Mr Cuomo is a director.

(d) **Remuneration of Directors**

The Constitution of the Company provides that the non-executive directors are entitled to be paid an amount of fees which does not in any year exceed in aggregate the amount last fixed by ordinary resolution. The aggregate amount fixed is \$250,000. This aggregate amount is to be allocated among the non-executive directors in the proportion and manner they agree or, in default of agreement, among them equally. The amount may also be provided in a manner the Board decides, which may include provision of non-cash benefits, in which case, the Board must also decide the manner in which the value of those benefits is to be calculated.

The Constitution also provides that:

- (i) the Directors shall be entitled to be paid reasonable travelling, accommodation and other expenses incurred by them respectively in or about the performance of their duties as Directors; and

- (ii) if any of the Directors being willing are called upon to perform additional or special duties for the Company, the Company may remunerate that Director as determined by the Directors and that remuneration may be either in addition to or in substitution for his or her share in the fee-pool described.

The remuneration of executive directors is to be fixed by the Board. As at the date of this Prospectus, the Company has no executive Directors.

The table below sets out the remuneration provided to the Directors of the Company and their associated companies during the last two financial years (FY), inclusive of directors fees, consultancy fees, share-based payments, termination payments and superannuation contributions.

| Director | FY ended 30 June 2022 | FY ended 30 June 2021 |
|---------------------------|-----------------------|-----------------------|
| Michael Bohm ¹ | \$155,510 | \$93,568 |
| Grant Mooney ² | \$48,510 | \$569,333 |
| Scott Cuomo ³ | \$48,510 | \$434,833 |
| Jason Pater ⁴ | \$44,506 | \$14,774 |

Notes:

1. Mr Bohm was appointed as a Non-Executive Chair on 11 December 2020. The fees set out above for Mr Bohm are inclusive of both Director and Consulting Fee components.
3. Mr Mooney was appointed as a Non-Executive Director on 31 October 2018.
4. Mr Cuomo was appointed as a Non-Executive Director on 26 July 2017.
5. Mr Pater was appointed as a Non-Executive Director on 1 February 2021.

(e) Information disclosed in this Prospectus

Other than as set out in this Prospectus, no Director holds or has held within the 2 years preceding lodgement of this Prospectus with the ASIC, any interest in:

- (i) the formation or promotion of the Company;
- (ii) any property acquired or proposed to be acquired by the Company in connection with its formation or promotion, or the Offers; or
- (iii) the Offers,

and no amounts have been paid or agreed to be paid and no benefits have been given or agreed to be given to a Director:

- (iv) as an inducement to become, or to qualify as, a Director; or
- (v) for services provided in connection with the formation or promotion of the Company, or the Offers.

7.10 Related party transactions

There are no related party transactions involved in the Offers that are not otherwise described in this Prospectus.

The Company's policy in respect of related party arrangements is:

- (a) a Director with a material personal interest in a matter is required to give notice to the other Directors before such a matter is considered by the Board; and
- (b) for the Board to consider such a matter, the Director who has a material personal interest is not present while the matter is being considered at the meeting and does not vote on the matter.

7.11 Interests of other persons

Except as disclosed in this Prospectus, no underwriter, expert, promoter or other person named in this Prospectus as performing a function in a professional, advisory or other capacity:

- (a) has any interest nor has had any interest in the last 2 years prior to the date of this Prospectus in the formation or promotion of the Company, the New Options offered under this Prospectus or property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the New Options offered under this Prospectus; or
- (b) has been paid or given or will be paid or given any amount or benefit in connection with the formation or promotion of the Company or the New Options offered under this Prospectus.

Hamilton Locke will be paid approximately \$15,000 (plus GST) in fees for legal services in connection with the Offers, the SPP and the Placement.

7.12 Expenses of Offers, SPP and Placement

| Estimated expenses of the Offers, SPP and Placement | | \$ |
|---|--|----------------|
| ASIC lodgement fee | | 3,206 |
| Legal fees and expenses (excluding GST) | | 16,000 |
| Printing, mailing, advertising & miscellaneous | | 2,000 |
| Lead Manager fees ¹ | | 150,000 |
| TOTAL | | 171,206 |

Note:

- 1. See Section 7.1 for further details.

7.13 Consents

Chapter 6D of the Corporations Act imposes a liability regime on the Company (as the offeror of Securities under this Prospectus), the Directors, the Underwriter, any persons named in the Prospectus with their consent having made a statement in the Prospectus and persons involved in a contravention in relation to the Prospectus, with regard to misleading and deceptive statements made in the Prospectus. Although the Company bears primary responsibility for the Prospectus, the other parties involved in the preparation of the Prospectus can also be responsible for certain statements made in it.

Each of the parties referred to in this Section:

- (a) does not make, or purport to make, any statement in this Prospectus other than those referred to in this Section; and

- (b) in light of the above, only to the maximum extent permitted by law, expressly disclaim and take no responsibility for any part of this Prospectus other than a reference to its name and a statement included in this Prospectus with the consent of that party as specified in this Section.

Hamilton Locke has given its written consent to being named as the solicitors to the Company in this Prospectus. Hamilton Locke has not withdrawn its consent prior to the lodgement of this Prospectus with the ASIC.

Canaccord has given its written consent to being named as the Lead Manager to the Placement in this Prospectus. Canaccord has not withdrawn its consent prior to the lodgement of this Prospectus with the ASIC.

Computershare has given its written consent to being named in this Prospectus as share registry to the Company. Computershare has not withdrawn its consent prior to the lodgement of this Prospectus with the ASIC.

7.14 Electronic Prospectus

Pursuant to Regulatory Guide 107 ASIC has exempted compliance with certain provisions of the Corporations Act to allow distribution of an Electronic Prospectus on the basis of a paper Prospectus lodged with ASIC and the issue of Shares in response to an electronic application form, subject to compliance with certain provisions. If you have received this Prospectus as an Electronic Prospectus please ensure that you have received the entire Prospectus accompanied by the Application Form. If you have not, please email the Company and the Company will send to you, for free, either a hard copy or a further electronic copy of this Prospectus or both.

The Company and the Lead Manager reserve the right not to accept an Application Form from a person if it has reason to believe that when that person was given access to the electronic Application Form, it was not provided together with the Electronic Prospectus and any relevant supplementary or replacement prospectus or any of those documents were incomplete or altered. In such a case, the Application Monies received will be dealt with in accordance with section 722 of the Corporations Act.

8. Directors' Statement and Consent

This Prospectus is authorised by each of the Directors of the Company.

This Prospectus is signed for and on behalf of the Company by:



Michael Bohm
Non-Executive Chair
Dated: 10 July 2023

9. Definitions

These definitions are provided to assist persons in understanding some of the expressions used in this Prospectus.

\$ means Australian dollars.

Applicant means a person who submits an Application Form.

Application Form means an SPP Options Application Form, a Placement Options Application Form or a Lead Manager Application Form as the context requires.

ASIC means Australian Securities and Investments Commission.

ASX means the ASX Limited (ABN 98 008 624 691) and where the context permits the Australian Securities Exchange operated by ASX Limited.

ASX Settlement means ASX Settlement Pty Limited ACN 008 504 532.

ASX Settlement Operating Rules means ASX Settlement Operating Rules of ASX Settlement.

ATF means as trustee for.

AWST means Australian Western Standard Time, being the time in Perth, Australia.

Board means the board of Directors.

Business Day means Monday to Friday inclusive, other than a day that ASX declares is not a business day.

Canaccord means Canaccord Genuity (Australia) Limited ACN 075 071 466.

Closing Date means 5:00pm (AWST) on the closing date identified in the proposed timetable.

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

Computershare means Computershare Investor Services Pty Ltd.

Constitution means the constitution of the Company as at the date of this Prospectus.

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

Directors mean the directors of the Company as at the date of this Prospectus.

Eligible Shareholder means a person registered as the holder of Shares as at 5:00pm (AWST) on the SPP Record Date whose registered address is in Australia, New Zealand or the United Kingdom.

Flagstaff means Flagstaff Minerals Limited.

General Meeting means the general meeting of Shareholders held on 28 June 2023.

Lead Manager means the lead manager of the Placement, being Canaccord.

Lead Manager Mandate means the agreement between the Company and the Lead Manager dated 26 April 2023.

Lead Manager Application Form means the application form in respect of the Lead Manager Options Offer, either attached to or accompanying this Prospectus.

Lead Manager Options has the meaning given in Section 7.1.

Lead Manager Options Offer means the 40,000,000 New Options offered under this Prospectus to the Lead Manager (or its nominees).

JORC Code means the 2012 Edition of the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves.

Listing Rules means the listing rules of ASX.

Offers means the SPP Options Offer, Lead Manager Options Offer and the Placement Options Offer, and **Offer** means any one of those Offers, as the context requires.

Option means an option to acquire a Share.

Permitted Jurisdictions means New Zealand, the United Kingdom, and such other jurisdictions as determined by the Company in their discretion.

Placement has the meaning given in Section 2.1(a).

Placement Options Application Form means the application form in respect of the Placement Options Offer provided by the Company with a copy of this Prospectus.

Placement Options Offer means the offer of up to 166,666,667 New Options (subject to rounding) to Placement Participants, on the basis of 1 free-attaching New Option for every 3 Shares subscribed for under the Placement, pursuant to this Prospectus.

Placement Participant has the meaning given in Section 2.1.

Placement Shares means 500,000,000 Shares which have been issued to Placement Participants under the Placement.

Prospectus means this prospectus dated 10 July 2023.

New Option means an Option to be issued under this Prospectus, exercisable at \$0.01 each and expiring 2 years from the date of issue, and otherwise having the terms and conditions in Section 6.2.

Section means a section of this Prospectus.

Securities means Shares and/or Options.

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

Share Registry means Computershare.

Shareholder means the holder of a Share.

SPP means the share purchase plan referred to in Section 2.1(b).

SPP Offer Booklet has the meaning given in Section 2.1.

SPP Application Form means the application form either attached to or accompanying the SPP Offer Booklet.

SPP Offer Documents means the SPP offer letter, the SPP Offer Booklet and the SPP Application Form.

SPP Options Application Form means the application form in respect of the SPP Options Offer, either attached to or accompanying this Prospectus.

SPP Options Offer means the offer of up to 29,233,334 New Options (subject to rounding) to SPP Subscribers, on the basis of 1 free-attaching New Option for every 3 Shares subscribed for under the SPP, pursuant to this Prospectus.

SPP Record Date means 5:00pm (AWST) on the record date identified in the proposed timetable.

SPP Shares means 87,700,000 Shares issued to Eligible Shareholders under the SPP.

SPP Subscribers means Eligible Shareholders who subscribe for SPP Shares under the SPP.

Tranche 1 Placement Shares has the meaning given in Section 2.1.

Tranche 2 Placement Shares has the meaning given in Section 2.1.