

RITCHIE BROS AUCTIONEERS INC

Form 6-K

March 18, 2003

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

Form 6-K

Report of Foreign Issuer

Pursuant to Rule 13a-16 or 15d-16 of
the Securities Exchange Act of 1934

For the month of March, 2003

Ritchie Bros. Auctioneers Incorporated

6500 River Road

Richmond, BC, Canada

V6X 4G5

(604) 273 7564

(Address of principal executive offices)

[indicate by check mark whether the registrant files or will file annual reports
under cover Form 20-F or Form 40-F]

Form 20-F

Form 40-F

[indicate by check mark whether the registrant by furnishing information contained

in this Form is also thereby furnishing the information to the Commission pursuant to
rule 12g3-2(b) under the Securities Exchange Act of 1934]

Yes

No

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This form 6-K incorporates the Information Circular, Proxy and Supplemental Mailing List Return Card distributed to the Company's shareholders of record as of March 7, 2003. The Information Circular was provided to shareholders in connection with the Company's annual meeting to be held on April 14, 2003.

RITCHIE BROS. AUCTIONEERS INCORPORATED

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

TO THE SHAREHOLDERS:

NOTICE IS HEREBY GIVEN that an Annual Meeting (the Meeting) of the shareholders of RITCHIE BROS. AUCTIONEERS INCORPORATED (the Company) will be held at the Abercorn Inn, 9260 Bridgeport Road, Richmond, BC, Canada, on Monday, April 14, 2003 at 11:00 a.m. (Vancouver time), for the following purposes:

- (1) to receive the financial statements of the Company for the financial year ended December 31, 2002 and the report of the Auditors thereon;
- (2) to elect the directors of the Company to hold office until their successors are elected at the next annual meeting of the Company;
- (3) to appoint the Auditors of the Company to hold office until the next annual meeting of the Company and to authorize the directors to fix the remuneration to be paid to the Auditors;
- (4) to transact such other business as may properly be brought before the Meeting.

Further information regarding the matters to be considered at the Meeting is set out in the accompanying Information Circular.

The directors of the Company have fixed the close of business on March 7, 2003 as the record date for determining shareholders entitled to receive notice of and to vote at the Meeting.

Shareholders are requested to date, sign and return the accompanying form of proxy for use at the Meeting whether or not they are able to attend personally. To be effective, forms of proxy must be received by Computershare Trust Company of Canada, Attention Proxy Department, 100 University Avenue, 9th Floor, Toronto, Ontario, M5J 2Y1, no later than 48 hours (excluding Saturdays, Sundays and holidays) before the time of the Meeting or any adjournment thereof.

All non-registered shareholders who receive these materials through a broker or other intermediary should complete and return the materials in accordance with the instructions provided to them by such broker or intermediary.

DATED at Vancouver, British Columbia, as of this 18th day of March, 2003.

By Order of the Board of Directors

Robert S. Armstrong
Corporate Secretary

RITCHIE BROS. AUCTIONEERS INCORPORATED

ANNUAL MEETING OF SHAREHOLDERS

INFORMATION CIRCULAR

Unless otherwise provided, the information herein is given as of February 28, 2003.

Solicitation of Proxies

This Information Circular is being furnished to the shareholders of the Company in connection with the solicitation of proxies for use at the Annual Meeting (the Meeting) by management of the Company. The solicitation will be primarily by mail, however, proxies may also be solicited personally or by telephone by the directors, officers or employees of the Company. The Company may also pay brokers or other persons holding Common Shares of the Company in their own names or in the names of nominees for their reasonable expenses of sending proxies and proxy materials to beneficial shareholders for the purposes of obtaining their proxies. The costs of this solicitation has been and will be borne by the Company.

PARTICULARS OF MATTERS TO BE ACTED UPON AT THE MEETING

Number of Directors and Election of Directors

Under the Articles of the Company, the number of directors of the Company is set at a minimum of three (3) and a maximum of ten (10) and the directors are authorized to determine the actual number of directors to be elected from time to time. The Company currently has five (5) directors. Each director of the Company is elected annually and holds office until the next Annual Meeting of the Company unless he sooner ceases to hold office. The directors of the Company determined that the number of directors to be elected at the Meeting shall be five (5). The Company intends to nominate each of the persons listed below for election as a director of the Company. The persons named in the enclosed form of proxy intend to vote for the election of such nominees. Each nominee is currently a director of the Company.

Name and Municipality of Residence	Position with the Company	Principal Occupation or Employment(1)	Previous Service as a Director	Number of Common Shares Beneficially Owned, Controlled or Directed(1)(2)
David Edward Ritchie Leduc, Alberta	Chairman of the Board and Chief Executive Officer	Chairman of the Board and Chief Executive Officer of the Company	Director since December 12, 1997	4,938,223(3)
Peter James Blake Vancouver, B.C.	Senior Vice-President and Chief Financial Officer and a Director	Senior Vice-President and Chief Financial Officer and a Director of the Company	Director since December 12, 1997	30,666(4)
Clifford Russell Cmolik(5) Surrey, B.C.	Director(9)	Businessman and Director of the Company	Director since December 12, 1997	1,823,537(6)
Charles Edward Croft(5) Vancouver, B.C.	Director	President and Director of Falcon Pacific Financial Corp. and its subsidiaries	Director since June 17, 1998	7,000(7)
George Edward Moul(5) West Vancouver, B.C.	Director	Director and officer of The McEmcy Company of Canada Ltd., Peace	Director since June 17, 1998	1,000(8)

Portal Properties Ltd.
and certain other
private real
estate companies

NOTES:

- (1) This information has been provided by the respective nominee as of February 28, 2003.
 - (2) The number of Common Shares held includes Common Shares of the Company beneficially owned, directly or indirectly, or over which control or direction is exercised by the proposed nominee.
 - (3) 3,345,375 of such shares are held by D.E.R. Auctions Ltd. and 1,592,748 of such shares are held by Davcorp Investments Ltd. Both D.E.R. Auctions Ltd. and Davcorp Investments Ltd. are controlled by David E. Ritchie.
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- (4) Mr. Blake also has options to purchase 8,000 Common Shares at U.S.\$23.35 per share, with an expiry date of January 31, 2011, options to purchase 4,300 Common Shares at U.S. \$26.10 per share, with an expiry date of February 11, 2012, and options to purchase 15,000 Common Shares at U.S. \$31.05 per share, with an expiry date of January 30, 2013.
- (5) The Company is required to have an audit committee and Messrs. Cmolik, Croft and Moul are members of the Audit Committee.
- (6) 1,145,284 of such shares are held by C.R.C. Auctions Ltd. and 676,918 of such shares are held by Cmolik Enterprises Ltd. Both C.R.C. Auctions Ltd. and Cmolik Enterprises Ltd. are controlled by C. Russell Cmolik. Mr. Cmolik also has options to purchase 4,000 Common Shares at U.S. \$31.05 per share, with an expiry date of January 30, 2013.
- (7) Such shares are held by Falcon Pacific Financial Corp., a company controlled by Mr. Croft. Mr. Croft also has options to purchase 3,500 Common Shares at U.S.\$26.88 per share, with an expiry date of February 21, 2009, options to purchase 3,000 Common Shares at U.S.\$26.69 per share, with an expiry date of February 1, 2010, options to purchase 3,000 Common Shares at U.S.\$23.35 per share, with an expiry date of January 31, 2011, options to purchase 3,000 Common Shares at U.S. \$26.10 per share, with an expiry date of February 11, 2012, and options to purchase 4,000 Common Shares at U.S. \$31.05 per share, with an expiry date of January 30, 2013.
- (8) Such shares are held by Kensington Holdings Ltd., a company 100% owned by G. Edward Moul and his spouse. Mr. Moul also has options to purchase 3,500 Common Shares at U.S.\$26.88 per share, with an expiry date of February 21, 2009, options to purchase 3,000 Common Shares at U.S.\$26.69 per share, with an expiry date of February 1, 2010, options to purchase 3,000 Common Shares at U.S.\$23.35 per share, with an expiry date of January 31, 2011, options to purchase 3,000 Common Shares at U.S. \$26.10 per share, with an expiry date of February 11, 2012, and options to purchase 4,000 Common Shares at U.S. \$31.05 per share, with an expiry date of January 30, 2013.
- (9) Mr. Cmolik retired from the Company effective August 31, 2002.

The Company is not aware that any of the above nominees will be unable or unwilling to serve; however, should the Company become aware of such an occurrence before the election of directors takes place at the Meeting, if one of the persons named in the enclosed form of proxy is appointed as proxyholder, it is intended that the discretionary power granted under such proxy will be used to vote for any substitute nominee or nominees whom the Company in its discretion may select.

During the year, Mr. Moul was appointed Lead Director by the Board. The Lead Director is an outside and unrelated Director of the Company whose role it is to assist the Board in fulfilling its duties effectively, efficiently and independent of management. The Lead Director role is intended to work in conjunction with the Chairman to enhance Board effectiveness and manage the activities of the Board. Any Shareholder wishing to contact the Lead Director may do so by phoning 604-233-6153 or by sending an email to LeadDirector@rbauction.com.

Appointment of Auditors

The Company proposes that KPMG LLP, Chartered Accountants of Vancouver, British Columbia, be appointed as Auditors of the Company for the ensuing year and that the directors be authorized to fix their remuneration. KPMG LLP has been the Auditors of the Company and its predecessors since 1974. The resolution appointing auditors must be passed by way of a resolution passed by a majority of the votes cast by the shareholders who vote in respect of that resolution.

In addition to retaining KPMG LLP to audit the consolidated financial statements of the Company and its subsidiaries for the year ended December 31, 2002, the Company retained KPMG LLP to provide various non-audit services in 2002. The aggregate fees billed for professional services by KPMG LLP during 2002 are as follows:

1. **Audit Fees (excluding other audit related services)** For audit of the Company's annual consolidated financial statements for the year ended December 31, 2002 and reviews of the Company's interim consolidated financial statements, audit fees were \$216,000.
2. **Financial Information Systems Design and Implementation Fees** No services were performed by KPMG LLP in this area.
3. **All Other Fees** A total of \$306,000 for all other services, including tax-related services, and non-financial statement audit services such as accounting consultation and SEC compliance reviews.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

None of the directors or senior officers of the Company, none of the persons who have been directors or senior officers of the Company since January 1, 2002 and no associate or affiliate of any of the foregoing has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter scheduled to be acted upon at the Meeting other than as disclosed elsewhere in this Information Circular.

INTEREST OF INSIDERS IN MATERIAL TRANSACTIONS

Other than as set out herein, no insider or any associate or affiliate of any insider, has had or has any material interest, direct or indirect, in any transaction since January 1, 2002 or in any proposed transaction which, in either case, has materially affected or will materially affect the Company or any of its subsidiaries.

During the 12-month period ended December 31, 2002, the Company entered into agreements with D.E.R. Resorts Ltd. (Resorts), a corporation controlled by David E. Ritchie, the Chairman and Chief Executive Officer of the Company, pursuant to which Resorts agreed to provide meeting rooms, accommodations, meals and recreational activities at its facilities on Stuart Island in British Columbia, Canada, for certain customers of the Company. The agreements set forth the maximum number of excursions to be provided during a given year and the fees and costs per excursion. The Company paid to Resorts approximately U.S.\$495,000 under the agreements in its financial year ended December 31, 2002. Management believes that the terms of the agreements were at least as favourable to the Company as could have been obtained from a third party. The Company and Resorts have entered into similar agreements in the past and intend to do so in the future.

OTHER INFORMATION REGARDING THE COMPANY

EXECUTIVE COMPENSATION

Compensation

The following table provides a summary of the compensation earned during each of the last three financial years by the Chief Executive Officer and the Company's four most highly compensated executive officers other than the Chief Executive Officer (such five officers are hereafter collectively called the Named Executive Officers).

Summary Compensation Table

(all amounts in U.S. dollars)

Name and Principal Position(1)	Year	Annual Compensation			Long-Term Compensation Awards			
		Salary (\$)	Bonus(2) (\$)	Other Annual Compensation (\$)	Awards		Payouts	
					Securities Under Options Granted (#)	Restricted Shares or Restricted Share Units (#)	LTIP Payouts (\$)	All Other Compensation (\$)
David E. Ritchie Chairman and Chief Executive Officer	2002	380,000	315,000	20,600	Nil	Nil	Nil	Nil
	2001	350,000	52,000	13,169	Nil	Nil	Nil	Nil
	2000	350,000	Nil	10,262	Nil	Nil	Nil	Nil
Robert K. Whitsit Senior Vice-President Southeast Division	2002	220,000	278,000	16,600	4,300	Nil	Nil	Nil
	2001	200,000	60,900	19,311	9,000	Nil	Nil	Nil
	2000	200,000	20,000	20,711	31,000	Nil	Nil	Nil
Randall J. Wall President and Chief Operating Officer (3)	2002	185,000	287,000	9,900	4,300	Nil	Nil	Nil
	2001	150,000	62,800	4,382	9,000	Nil	Nil	Nil
	2000	150,000	25,000	4,825	2,500	Nil	Nil	Nil
Robert K. Mackay Executive Vice- President (4)	2002	185,000	255,000	10,800	4,300	Nil	Nil	Nil
	2001	137,500	56,000	7,028	8,000	Nil	Nil	Nil
	2000	125,000	20,000	8,984	Nil	Nil	Nil	Nil
Peter J. Blake Senior Vice-President and Chief Financial Officer (5)	2002	185,000	251,000	7,300	4,300	Nil	Nil	Nil
	2001	137,500	58,500	4,851	8,000	Nil	Nil	Nil
	2000	125,000	30,000	5,876	Nil	Nil	Nil	Nil

NOTES:

- (1) All Named Executive Officers are employed by wholly owned subsidiaries of the Company.
- (2) All bonuses were earned by the Named Executive Officers in the financial year noted but were paid subsequent to the end of the financial year.
- (3) Mr. Wall became President and Chief Operating Officer effective July 1, 2002. Prior to that date he was Senior Vice-President.
- (4) Mr. Mackay became Executive Vice-President effective July 1, 2002. Prior to that date he was Senior Vice-President.
- (5) Mr. Blake became Senior Vice-President and Chief Financial Officer on July 1, 2002. Prior to that date he was Vice-President Finance and Chief Financial Officer.

Stock Options Granted in the 2002 Financial Year

Name	Securities Under Options Granted	% of Total Options Granted to Employees in 2001 Financial Year	Exercise Price (US\$ per share)	Market Value of Securities Underlying Options on the Date of Grant (US\$ per share)	Expiration Date
David E. Ritchie	Nil	N/A	N/A	N/A	N/A
Robert K. Whitsit	4,300	4.9%	26.10	26.10	February 11, 2012

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Randall J. Wall	4,300	4.9%	26.10	26.10	February 11, 2012
Robert K. Mackay	4,300	4.9%	26.10	26.10	February 11, 2012
Peter J. Blake	4,300	4.9%	26.10	26.10	February 11, 2012

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Aggregate Option Exercises during 2002 Financial Year and Option Value at the end of December 31, 2002

No options were exercised by any of the Named Executive Officers during the Company's financial year ended December 31, 2002.

Name	Securities Acquired on Exercise	Aggregate Value Realized	Unexercised Options at December 31, 2002 (Exercisable/ Unexercisable)	Value of Unexercised In-The-Money Options at December 31, 2002 (in U.S. dollars) (Exercisable/ Unexercisable)(1)
David E. Ritchie	N/A	N/A	Nil	Nil
Robert K. Whitsit	N/A	N/A	26,000/18,300	\$225,163/\$150,125
Randall J. Wall	N/A	N/A	43,500/8,300	\$283,436/\$62,875
Robert K. Mackay	N/A	N/A	4,000/8,300	\$36,000/\$62,875
Peter J. Blake	N/A	N/A	4,000/8,300	\$36,000/\$62,875

NOTES:

(1) The closing price of the shares of the Company on the New York Stock Exchange on December 31, 2002 was \$32.35.

Termination of Employment, Changes in Responsibility and Employment Contracts

The Company, through wholly-owned operating subsidiaries, has an employment agreement with each of the Named Executive Officers. All such employment agreements may be terminated with eight weeks notice (or less in certain circumstances) or payment in lieu thereof.

The Company has no compensatory plan or arrangement to compensate the Named Executive Officers in the event of the termination of employment (resignation, retirement, change of control) or in the event of a change in responsibilities following a change in control, except for usual notice or payment in lieu of notice requirements in the employment agreements of such Named Executive Officers in the event of termination without just cause.

Composition of the Compensation Committee

The Compensation Committee of the Company consists of Messrs. Croft, Moul and Blake. Only Mr. Blake is an officer or employee of the Company.

Report on Executive Compensation

The Company's policy with respect to the compensation of the Chief Executive Officer and the other Named Executive Officers and other officers of the Company is based upon the principles that total compensation must: (1) be competitive in order to help attract and retain the talent needed to lead and grow the Company's business; (2) provide a strong incentive for executives and key employees to work towards the achievement of the Company's goals; and (3) ensure that the interests of management and the Company's shareholders are aligned.

The total compensation paid to each of the Chief Executive Officer and the other Named Executive Officers of the Company consists primarily of base salary and a bonus based on the financial performance of the Company. The Named Executive Officers other than the Chief Executive Officer also receive annual option grants in accordance with the Company's stock option plan. The imputed value of options granted is considered in the determination of total compensation, as is the value of benefits and any other perquisites received by a particular individual. The Company does not have a predetermined relative emphasis for each of the various components of compensation.

Base salary levels for the Named Executive Officers are normally determined primarily on the basis of (i) the Compensation Committee's review of the Chief Executive Officer's and the President and Chief Operating Officer's assessment of each Named Executive Officer's performance during the prior year and (ii) the Compensation Committee's understanding of normal and appropriate salary levels for executives with responsibilities and experience comparable to that of the Named Executive Officers of the Company. In making such determination, external sources are consulted when deemed necessary by the Compensation Committee.

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The Chief Executive Officer's base salary is determined after considering the salary levels of other executives with similar responsibilities and experience and after general discussions with outside advisors. The Chief Executive Officer's base salary is compared to salary levels of comparable executives at a variety of companies, with particular emphasis on industrial equipment manufacturers and distributors. The Company does not have pre-established factors and criteria upon which the Chief Executive Officer's total compensation is based.

Base salary levels for the other Named Executive Officers are also benchmarked against salary levels of senior operational management located in the Company's regional and divisional offices. Operational management salaries are determined in accordance with a compensation plan that considers both objective factors such as sales volume and profitability and subjective factors. The Company's goal is to provide total compensation that is above the average for comparable positions at industrial equipment manufacturers and distributors.

Awards of bonuses depend upon whether the Company has met pre-tax income targets established by the Compensation Committee and approved by the Board of Directors for the year. The amount of such bonuses is not subject to any minimum amount but is subject to a maximum of 150% of the individual's base salary.

Report presented by:

Charles E. Croft

G. Edward Moul
Peter J. Blake

Performance Graph

The following graph compares the percentage change in the value of U.S.\$100 invested in Common Shares of the Company with U.S.\$100 invested in the Russell 2000 Index from March 10, 1998 (the date when the Common Shares commenced trading on the New York Stock Exchange) to December 31, 2002 (the Company's most recent financial year end).

	March 10, 1998	December 31, 1998	December 31, 1999	December 31, 2000	December 31, 2001	December 31, 2002
Ritchie Bros. Auctioneers (RBA)	100	127.51	131.36	98.22	117.78	153.14
Russell 2000 Index	100	90.82	108.64	104.07	105.18	82.49

Compensation of Directors

In addition to the reimbursement of reasonable travel and lodging expenses, non-employee directors of the Company receive the following compensation: U.S.\$7,500 per year for board membership; U.S.\$2,500 per year for committee chairmanship; U.S.\$750 per meeting attended; and 3,000 options to acquire Common Shares (exercise price equal to market price on date of grant) per year. Non-employee directors may also participate in the Company's performance bonus and stock option programs in recognition of their contributions towards the overall performance of the Company. In January 2003, in recognition of the superior financial performance of the Company in 2002, non-employee directors were each granted an additional 1,000 options on top of the standard option grant for 2002. Employee directors do not receive additional compensation for their participation in board or committee activities.

There were no other arrangements under which non-employee directors were compensated during 2002. No non-employee directors earned any compensation during 2002 for consultancy or other services provided to the Company.

Directors and Senior Executives Liability Insurance

The Company maintains directors and senior executives liability insurance which, subject to the provisions contained in the policy, protects the directors and senior executives, as such, against certain claims made against them during their term of office. Such insurance provides for an aggregate of U.S.\$20 million (less a deductible of U.S.\$250,000) annual protection against liability. The annual premium paid by the Company for this insurance is U.S.\$103,000.

INDEBTEDNESS OF DIRECTORS, EXECUTIVE OFFICERS AND SENIOR OFFICERS

No director, executive officer or senior officer of the Company, no proposed nominee for election as a director of the Company, and no associate of any such director, officer or proposed nominee, at any time during the most recently completed financial year has been indebted to the Company or any of its subsidiaries or had indebtedness to another entity which is, or has been, the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company or any of its subsidiaries.

VOTING SHARES AND PRINCIPAL HOLDERS THEREOF

The Company is currently authorized to issue an unlimited number of Common Shares, an unlimited number of junior preferred shares without par value and an unlimited number of senior preferred shares without par value. As at March 7, 2003 according to the records of Computershare Trust Company of Canada, the registrar and transfer agent of the Company, there are 16,809,932 Common Shares and no preferred shares of the Company issued and outstanding. Holders of Common Shares are entitled to one vote for each Common Share held. Holders of Common Shares of record at the close of business on March 7, 2003 are entitled to receive notice of and to vote at the Meeting. The directors of the Company have fixed the close of business on March 7, 2003 as the record date for determining shareholders entitled to receive notice of and to vote at the Meeting.

To the knowledge of the directors and senior officers of the Company, the only persons who beneficially own, directly or indirectly, or exercise control or direction over, Common Shares carrying more than 10% of the voting rights attached to all voting shares of the Company are:

Name	Number of Common Share(s)(1)	Percentage of Common Shares
David E. Ritchie(2)	4,938,223	29.4%
C. Russell Cmolik(3)	1,823,537	10.9%

NOTES:

(1) This information has been furnished by the person named and has been confirmed, to the extent possible by the Company.

(2) 3,345,375 of such shares are held by D.E.R. Auctions Ltd. and 1,592,748 of such shares are held by Davcorp Investments Ltd., both of which are controlled by Mr. Ritchie, the Chairman of the Board and Chief Executive Officer of the Company.

(3) 1,145,284 of such shares are held by C.R.C. Auctions Ltd. and 676,918 of such shares are held by Cmolik Enterprises Ltd., both of which are controlled by Mr. Cmolik, a director of the Company.

GENERAL PROXY INFORMATION

Appointment and Revocation of Proxies

The persons named in the enclosed form of proxy for use at the Meeting are directors of the Company.

A shareholder has the right to appoint a person to attend and act as proxyholder on the shareholder's behalf at the Meeting other than the persons named in the enclosed form of proxy. If a shareholder does not wish to appoint either person so named, the shareholder should check the second box on the proxy and insert in the blank space provided the name and address of the person whom the shareholder wishes to appoint as proxyholder. That person need not be a shareholder of the Company.

A shareholder who has given a proxy may revoke it by: (a) signing a proxy bearing a later date and depositing it as provided under "Deposit of Proxy" below; (b) signing and dating a written notice of revocation (in the same manner as required for the enclosed form of proxy to be executed, as set out under "Validity of Proxy" below) and delivering such notice to the registered office of the Company at any time up to and including the last business day preceding the day of the Meeting or to the Chairman of the Meeting on the day of the Meeting; (c) attending the Meeting in person and registering with the scrutineer thereat as a shareholder present in person and signing and dating a written notice of revocation; or (d) any other manner permitted at law. Any such revocation will have effect only in respect of those matters upon which a vote has not already been cast pursuant to the authority conferred by a previously deposited proxy.

Voting of Shares Represented by Proxy

A proxy in the form of the enclosed form of proxy will confer discretionary authority upon the proxyholder named therein with respect to the matters identified in the enclosed Notice of Meeting and in the form of proxy for which no choice is specified (and with respect to amendments and variations thereto and any other matter that may properly be brought before the Meeting).

If the instructions as to voting indicated on a proxy in the enclosed form and deposited as provided for herein are certain, all of the shares represented by such proxy will be voted or withheld from voting in accordance with the instructions of the shareholder on any ballot that may be called for.

If no choice is specified by a shareholder in a proxy in the form of the enclosed form of proxy and one of the persons named in the enclosed form of proxy is appointed as proxyholder, the shares represented by the proxy will be voted FOR each of the other matters identified therein.

Amendments or Variations and Other Matters

Management of the Company is not now aware of any amendments to or variations of any of the matters identified in the enclosed Notice of the Meeting nor of any other matter which may be brought before the Meeting. **However, a proxy in the form of the enclosed form will confer discretionary authority upon a proxyholder named therein to vote on any amendments to or variations of any of the matters identified in the enclosed Notice of Meeting and on any other matter which may properly be brought before the Meeting in respect of which such proxy has been granted.**

Validity of Proxy

A form of proxy will not be valid unless it is dated and signed by the shareholder or by the shareholder's attorney duly authorized in writing. In the case of a shareholder that is a corporation, a proxy will not be valid unless it is executed under its seal or by a duly authorized officer or agent of, or attorney for, such corporate shareholder. If a proxy is executed by an attorney or agent for an individual shareholder, or by an officer, attorney, agent or authorized representative of a corporate shareholder, the instrument empowering

the officer, attorney, agent or representative, as the case may be, or a notarial copy thereof, must be deposited along with the proxy.

A vote cast in accordance with the terms of a proxy will be valid notwithstanding the previous death, incapacity or bankruptcy of the shareholder or intermediary on whose behalf the proxy was given or the revocation of the appointment, unless written notice of such death, incapacity, bankruptcy or revocation is received by the Chairman of the Meeting at any time before the vote is cast.

Deposit of Proxy

In order to be valid and effective, an instrument appointing a proxy holder must be deposited with Computershare Trust Company of Canada, Proxy Department, 100 University Avenue, 9th Floor, Toronto, Ontario, M5J 2Y1, no later than 48 hours (excluding Saturdays, Sundays and holidays) before the time of the Meeting or any adjournment thereof.

Non-registered Shareholders

Non-registered shareholders whose shares may be registered in the name of a third party, such as a broker or trust company, may exercise voting rights attached to shares beneficially owned by them. Applicable securities laws require intermediaries to seek voting instructions from non-registered shareholders. Accordingly, unless a non-registered shareholder has previously instructed their intermediaries that they do not wish to receive materials relating to shareholders' meetings, non-registered shareholders should receive or have already received from their intermediary either a request for voting instructions or a proxy form. Intermediaries have their own mailing procedures and provide their own instructions. These procedures may allow voting by telephone, on the Internet, by mail or by fax. Non-registered shareholders have the right to attend and vote the shares owned by them directly at the Meeting. In these circumstances the non-registered holder should follow the procedure in the directions and instructions provided by or on behalf of the intermediary and insert their name in the space provided on the request for voting Instructions or proxy form or request a form of proxy which will grant the non-registered holder the right to attend the meeting and vote in person. Non-registered shareholders should carefully follow the directions and instructions of their intermediary, including those regarding when and where the completed request for voting instructions or form of proxy is to be delivered.

Only registered shareholders have the right to revoke a proxy, Non-registered shareholders who wish to change their vote must, in sufficient time in advance of the Meeting, arrange for their intermediaries to change the vote and if necessary revoke their proxy.

ADDITIONAL INFORMATION

The Company will provide to any person or company, upon request to the Secretary of the Company, copies of the Company's Annual Information Form together with a copy of any document, or the pertinent pages of any document, incorporated therein by reference, the Company's comparative consolidated financial statements for its most recently completed financial year together with the accompanying report of the auditor, one copy of any interim financial statements of the Company subsequent to the financial statements of the Company's most recently completed financial year and the Company's information circular in respect of its most recent annual meeting of shareholders. The Company may require the payment of a reasonable charge if a person who is not a shareholder of the Company makes the request for information.

SHAREHOLDERS PROPOSALS

Shareholder proposals to be considered at the 2004 Annual Meeting of shareholders of the Company must be received at the principal office of the Company no later than December 19, 2003 to be included in the information circular and form of proxy for such Annual Meeting.

APPROVAL OF CIRCULAR

The contents and sending of this Information Circular have been approved by the Board of Directors of the Company.

Dated at Vancouver, British Columbia, this 18th day of March, 2003.

By Order of the Board of Directors

Robert S. Armstrong
Corporate Secretary

**RITCHIE BROS. AUCTIONEERS INCORPORATED
2003 ANNUAL MEETING TO BE HELD ON APRIL 14, 2003
PROXY**

To be completed by shareholders who will NOT be attending the Annual Meeting in person.

The undersigned shareholder of RITCHIE BROS. AUCTIONEERS INCORPORATED (the Company) hereby nominates, constitutes and appoints (select one):

David E. Ritchie or, failing him, Peter J. Blake, or

_____ of _____

(Check the second box and insert the name and address of an alternate person if you do not wish to appoint Mr. Ritchie or Mr. Blake)

as proxyholder of the undersigned, with full power of substitution, to attend the Annual Meeting of the Company to be held on April 14, 2003 and any adjournment thereof (the Meeting), with authority to act and vote thereat for and on behalf of the undersigned. The undersigned hereby directs the proxyholder to vote the Common Shares of the Company registered in the name of the undersigned in respect of the matters indicated below as follows:

Election of Directors	VOTE FOR	WITHHOLD VOTE
To elect as a director of the Company:		
David Edward Ritchie	o	o
Clifford Russell Cmolik	o	o
Peter James Blake	o	o
Charles Edward Croft	o	o
George Edward Moul	o	o

Auditors

To appoint KPMG LLP, Chartered Accountants, as Auditor for the Company and to authorize the directors to fix the Auditor s remuneration.	o	o
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Signed this ____ day of _____, 2003.

Signature of Shareholder

Name of Shareholder (Please print clearly as registered)

Number of Shares

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(See General Proxy Information in the Information Circular for further information
regarding proxies for use at the Meeting)

RITCHIE BROS. AUCTIONEERS INCORPORATED

ANNUAL MEETING

APRIL 14, 2003

INSTRUCTIONS

1. **This proxy is solicited by the management of RITCHIE BROS. AUCTIONEERS INCORPORATED for use at the Annual Meeting (the Meeting) of the shareholders to be held on April 14, 2003 and any adjournment thereof. Please refer to the Information Circular (the Information Circular) accompanying this proxy for further information.**
 2. **If you are NOT able to be personally present at the Meeting, please date and sign the form of proxy on the reverse hereof and return it in the envelope provided to Computershare Trust Company of Canada, Proxy Department, 100 University Avenue, 9th Floor, Toronto, Ontario, M5J 2Y1. In order to be valid, instruments appointing a proxyholder must be deposited with Computershare Trust Company of Canada no later than 48 hours before the time of the Meeting or any adjournment thereof (namely, 11:00 a.m. (Vancouver time) on April 10, 2003).**
 3. **The shares represented by this proxy will be voted or withheld from voting in accordance with the instructions of the shareholder on any ballot. If the shareholder specifies a choice with respect to any matter, such shares will be voted accordingly. If no choice is specified with respect to a matter identified in the proxy and one of the persons named in this proxy is appointed as proxyholder, the shares of the shareholder represented by this proxy will be voted FOR each of the matters identified in the proxy.**
 4. **The authority conferred hereunder may be exercised at the sole discretion of the proxyholder in respect of: (i) each matter set out for which no voting choice is indicated, (ii) any amendments to or variation in any of the matters listed, and (iii) other matters which may properly come before the Meeting or any adjournment thereof.**
 5. **A shareholder has the right to appoint a person as proxyholder at the Meeting other than David E. Ritchie or Peter J. Blake and may do so by checking the second box and inserting in the blank space provided the name and address of the person whom the shareholder wishes to appoint.**
 6. **If this proxy is not dated in the space provided, authority is hereby given to the proxyholder named herein to date this proxy on the date on which the Company mailed it. If the number of shares is not indicated in the space provided, all of the shares registered in the name of the undersigned will be voted as provided for.**
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RITCHIE BROS. AUCTIONEERS INCORPORATED

(Computershare reference: RBAQ)

Supplemental Mailing List and

Request for Interim Financial Statements

TO: Security Holders of Ritchie Bros. Auctioneers Incorporated (the Company)

National Instrument NI 54-102 Interim Financial Statement and Report Exemption adopted by the Canadian Securities Administrators provides registered and non-registered security holders with the opportunity to elect annually to have their names added to the Company's Supplemental Mailing List in order to receive interim financial statements and other selected shareholder communications. The Supplemental Mailing List is in addition to and separate from the regular registered shareholders list maintained by our transfer agent, Computershare Trust Company of Canada.

If you wish to have your name added to the Company's Supplemental Mailing List for the aforesaid purposes, please complete, sign and mail this form to Computershare Trust Company of Canada, 100 University Avenue, 9th Floor, Toronto, Ontario, M5J 2Y1.

By your signature below, you certify that you are a security holder of the Company.

Name of Security Holder

Address (including postal code) of Security Holder

Signature of Security Holder or, if the Security Holder is a company, signature of authorized signatory

Date