

28 September 2017

Mauro Piccini
Adviser, Listings Compliance Perth
ASX Compliance Pty Ltd
Level 40, Central Park,
152-158 St Georges Terrace
Perth WA 6000

IPO ADMISSION

Riversgold Ltd (ACN 617 614 598)

The Company is pleased to provide the following update on the agreements referred to in the Replacement Prospectus (**Prospectus**) dated 11 August 2017. We have utilized the paragraph numbering in your conditional admission letter dated 11 September 2017.

- 2.2.12 The sale agreement between the Company and Serendipity Resources Pty Ltd (“Serendipity”) dated 14 July 2017 has been completed. On 26 September 2017 the Company issued 3,000,000 ordinary fully paid shares and 2,000,000 unquoted vendor options to Serendipity and or its nominees.
- 2.2.13 Conditions precedent under the sale agreement between the Company and Serendipity dated 14 July 2017 have been satisfied and not waived, including the satisfaction of a sum of \$90,000 as reimbursement for exploration and title expenditure incurred by Serendipity.
- 2.2.14 Conditions precedent under the joint venture agreement between the Company and Serendipity dated 14 July 2017 have been satisfied and not waived.
- 2.2.15 The agreement between the Company and Debnal Pty Ltd (“Debnal”) dated 20 June 2017 has been completed and 500,000 ordinary fully paid shares were issued to Debnal Pty Ltd on 26 September 2017.
- 2.2.16 The agreements dated 27 July 2017 between the Company and the vendors of Cambodia Gold Pty Ltd (including Greenwich Equities Pty Ltd) has been completed. On 26 September 2017 the Company issued under the agreements 23,500,000 ordinary fully paid shares and 11,750,000 unquoted vendor options.
- 2.2.17 The conditions precedent under the firm commitment letter with Evolution Mining Limited (“Evolution”) dated 27 July 2017 have been satisfied and not waived, including receipt of \$2,500,000 for 12,500,000 ordinary fully paid shares in the Company. At this stage, Evolution has decided not to nominate a director to the Company’s Board. Should Evolution decide to take up this right in the future, the Company will ensure that the nominated director complies with ASX good fame and character requirements.
- 2.2.18 On 15 May 2017 the Company issued 1,000,000 unquoted options to each director being, Mr A Kelly, Mr R Webster and Mr J Foster. The options are exercisable at \$0.20 per option and expire on 15 May 2022.

2.2.23 The status of the following mining applications has not changed since the lodgment of the Prospectus:

- (a) Kang Roland South (filing number 3482) and Antrong, Kang Roland North and Rapoah (filing number 761) held by Cambodia Gold; and
- (b) E25/539-I, E25/541-I held by Serendipity.



Kevin Hart

Company Secretary