



17 September 2018

## RESULTS OF GENERAL MEETING

In accordance with Listing Rule 3.13.2 the directors of Rift Valley Resources Limited (RVY:ASX) (“the Company”) advise that the following resolutions put to shareholders were carried at the General Meeting of the Company held earlier today:

1. *That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the prior issue of 56,660,459 Shares under Listing Rule 7.1 on the terms and conditions in the Explanatory Memorandum*
2. *That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the prior issue of 69,889,350 Shares under Listing Rule 7.1A on the terms and conditions in the Explanatory Memorandum*
3. *That, subject to Resolution 7 being passed, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 240,116,858 Shares on the terms and conditions in the Explanatory Memorandum.*
4. *That, subject to Resolution 3 being passed, for the purpose of Listing Rule 10.11 and for all other purposes, Shareholders approve and authorise Mr Paul Atherley (and/or his nominees) to participate in the Tranche 2 Placement to the extent of up to 10,000,000 Tranche 2 Placement Shares on the terms and conditions set out in the Explanatory Memorandum.*
5. *That, subject to Resolution 3 being passed, for the purpose of Listing Rule 10.11 and for all other purposes, Shareholders approve and authorise Mr Neil MacLachlan (and/or his nominees) to participate in the Tranche 2 Placement to the extent of up to 16,666,667 Tranche 2 Placement Shares on the terms and conditions set out in the Explanatory Memorandum*
6. *That pursuant to and in accordance with Listing Rule 7.2, exception 9 and for all other purposes, Shareholders approve the terms of the Employee Incentive Plan, and authorise the grant of Performance Rights and Options, and the issue of Shares pursuant to the Employee Incentive Plan.*
7. *That pursuant to and in accordance with Chapters 2D and 2E of the Corporations Act, Listing Rules 10.11 and 10.19 and for all other purposes, Shareholders approve the issue of up to 115,741,113 Performance Rights to Mr Paul Atherley (or his nominee), on the terms and conditions in the Explanatory Memorandum.*

8. *That pursuant to and in accordance with Chapters 2D and 2E of the Corporations Act, Listing Rules 10.11 and 10.19 and for all other purposes, Shareholders approve the issue of up to 30,000,000 Performance Rights to Mr David Hammond (or his nominee), on the terms and conditions in the Explanatory Memorandum*
9. *That, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of 5,000,000 unquoted options exercisable at \$0.04 per share and 5,000,000 unquoted options exercisable at \$0.06 per share to Ashanti Capital Pty Ltd (or its nominee), and expiring on the date that is 12 months following the date of issue on the terms and conditions in the Explanatory Memorandum*
10. *That, pursuant to and in accordance with section 157(1) of the Corporations Act and for all other purposes, Shareholders adopt Pensana Metals Limited as the new name of the Company on the terms and conditions in the Explanatory Memorandum*
11. *That, pursuant to and in accordance with sections 136 and 648G of the Corporations Act and for all other purposes, the Company adopt the Proposed Constitution tabled at the Meeting with effect from the close of the Meeting, on the terms and conditions in the Explanatory Memorandum.”*

A summary of proxy votes in relation to the resolutions passed is attached.

For further information please contact:

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**-ENDS-**

**Rift Valley Resources Limited  
General Meeting  
Monday, 17 September 2018  
Voting Results**

The following information is provided in accordance with section 251AA(2) of the Corporations Act 2001 (Cth).

Resolution details		Instructions given to validly appointed proxies (as at proxy close)				Number of votes cast on the poll (where applicable)			Resolution Result
Resolution	Resolution Type	For	Against	Proxy's Discretion	Abstain	For	Against	Abstain*	Carried / Not Carried
1. Ratification of Tranche 1 Placement Under Listing Rule 7.1	Ordinary	355,947,894 92.36%	6,977,172 1.81%	22,487,025 5.83%	0	Carried on a Show of Hands			Carried
2. Ratification of Tranche 1 Placement Under Listing Rule 7.1A	Ordinary	336,927,486 87.42%	25,997,580 6.75%	22,487,025 5.83%	0	Carried on a Show of Hands			Carried
3. Approval of the Tranche 2 Placement	Ordinary	367,635,336 74.67%	82,285,859 16.71%	42,449,116 8.62%	2,171,427	Carried on a Show of Hands			Carried
4. Authority for Mr Paul Atherley to Participate in the Tranche 2 Placement	Ordinary	367,605,336 74.66%	82,315,859 16.72%	42,449,116 8.62%	2,171,427	Carried on a Show of Hands			Carried
5. Authority for Mr Neil Maclachlan to Participate in the Tranche 2	Ordinary	355,431,494 74.02%	82,315,859 17.14%	42,449,116 8.84%	14,345,269	Carried on a Show of Hands			Carried
6. Approval of Employee Incentive Plan	Ordinary	270,032,594 54.88%	179,570,787 36.49%	42,449,116 8.63%	2,489,241	Carried on a Show of Hands			Carried
7. Issue of Performance Rights to Mr Paul Atherley	Ordinary	264,410,637 53.47%	187,681,985 37.95%	42,449,116 8.58%	0	Carried on a Show of Hands			Carried
8. Issue of Performance Rights to Mr David Hammond	Ordinary	266,612,064 53.91%	185,480,558 37.51%	42,449,116 8.58%	0	Carried on a Show of Hands			Carried
9. Issue of Advisor Options	Ordinary	358,651,307 74.06%	92,941,315 19.19%	32,648,165 6.74%	0	Carried on a Show of Hands			Carried
10. Change of Company Name	Special	369,622,093 74.76%	82,315,859 16.65%	42,449,116 8.59%	154,670	Carried on a Show of Hands			Carried
11. Adoption of the Proposed Constitution	Special	443,689,124 90.11%	6,232,071 1.27%	42,449,116 8.62%	2,171,427	Carried on a Show of Hands			Carried

\* Votes cast by a person who abstains on an item are not counted in calculating the required majority on a poll.