

**Form 604**Corporations Act 2001  
Section 671B**Notice of change of interests of substantial holder**To Company Name/Scheme Riversgold LimitedACN/ARSN 617 614 598**1. Details of substantial holder (1)**Name Evolution Mining Limited (**Evolution**) and each of its **Related Bodies Corporate** listed in Annexure AACN/ARSN (if applicable) 084 669 036There was a change in the interests of the substantial holder on 18/06/2019The previous notice was given to the company on 03/12/2018The previous notice was dated 05/12/2018**2. Previous and present voting power**

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

| Class of securities (4) | Previous notice |                  | Present notice |                  |
|-------------------------|-----------------|------------------|----------------|------------------|
|                         | Person's votes  | Voting power (5) | Person's votes | Voting power (5) |
| ORD                     | 15,700,000      | 18.72%           | 15,700,000     | 15.5%            |
|                         |                 |                  |                |                  |

**3. Changes in relevant interests**

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

| Date of change | Person whose relevant interest changed             | Nature of change (6)                                       | Consideration given in relation to change (7) | Class and number of securities affected | Person's votes affected |
|----------------|--|--|---|---|-------------------------|
| 18/06/2019     | Evolution and each of its Related Bodies Corporate | Dilution in voting power due to issue of shares by company | Nil   | 15,700,000 ordinary shares              | 15,700,000              |
|                |  |  |   |   |                         |
|                |  |  |   |   |                         |

#### 4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

| Holder of relevant interest                        | Registered holder of securities | Person entitled to be registered as holder (8) | Nature of relevant interest (6)   | Class and number of securities | Person's votes |
|--|---------------------------------|--|---|--------------------------------|----------------|
| Evolution and each of its Related Bodies Corporate | Evolution                       | Evolution                                      | As regards Evolution and each of its Related Bodies Corporate – pursuant to Section 608 (1) and / or 608(3) of the Corporations Act | 15,700,000                     | 15,700,000     |

**5. Changes in association**

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

| Name and ACN/ARSN (if applicable) | Nature of association |
|-----------------------------------|-----------------------|
| Not applicable                    | Not applicable        |
|                                   |                       |

**6. Addresses**

The addresses of persons named in this form are as follows:

| Name                                 | Address  |
|--------------------------------------|--|
| Evolution                            | Level 24, 175 Liverpool Street, Sydney, NSW 2000 |
| Evolutions' Related Bodies Corporate | Refer to Annexure A                              |

**Signature**

print name Evan Elstein

capacity Company Secretary

sign here



date 21/06/2019

**DIRECTIONS**

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
  - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
  - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (e.g. if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

## Annexure A – Related Bodies Corporate

| Name of Company                                   | ACN         | Address  |
|---|-------------|--|
| Evolution Mining Limited                          | 084 669 036 | Level 24, 175 Liverpool Street, Sydney, NSW 2000 |
| Auselect Pty Ltd                                  | 077 885 208 | Level 24, 175 Liverpool Street, Sydney, NSW 2000 |
| Conquest Mining Pty Limited                       | 009 232 277 | Level 24, 175 Liverpool Street, Sydney, NSW 2000 |
| Evolution Mining (Aurum 2) Pty Limited            | 614 395 961 | Level 24, 175 Liverpool Street, Sydney, NSW 2000 |
| Evolution Mining (Canada Holdings) Ltd            | N/A         | Level 24, 175 Liverpool Street, Sydney, NSW 2000 |
| Evolution Mining Management Services (Canada) Ltd | N/A         | Level 24, 175 Liverpool Street, Sydney, NSW 2000 |
| Evolution Mining (Connors Arc) Pty Ltd            | 625 735 846 | Level 24, 175 Liverpool Street, Sydney, NSW 2000 |
| Evolution Mining (Cowal) Pty Limited              | 007 857 598 | Level 24, 175 Liverpool Street, Sydney, NSW 2000 |
| Evolution Mining Management Services Pty Ltd      | 166 877 756 | Level 24, 175 Liverpool Street, Sydney, NSW 2000 |
| Evolution Mining (MUNGARI) Pty Ltd                | 002 124 745 | Level 24, 175 Liverpool Street, Sydney, NSW 2000 |
| Evolution Mining (Mungari East) Pty Ltd           | 003 337 782 | Level 24, 175 Liverpool Street, Sydney, NSW 2000 |
| Evolution Mining NZ Pty Ltd                       | 605 665 147 | Level 24, 175 Liverpool Street, Sydney, NSW 2000 |
| Evolution Mining (Phoenix) Pty Limited            | 140 269 316 | Level 24, 175 Liverpool Street, Sydney, NSW 2000 |
| Evolution Tennant Creek Pty Ltd                   | 169 920 745 | Level 24, 175 Liverpool Street, Sydney, NSW 2000 |
| Fernyside Pty Limited                             | 001 245 530 | Level 24, 175 Liverpool Street, Sydney, NSW 2000 |
| Hayes Mining Pty Ltd                              | 107 985 606 | Level 24, 175 Liverpool Street, Sydney, NSW 2000 |
| Lion Mining Pty Ltd                               | 000 697 183 | Level 24, 175 Liverpool Street, Sydney, NSW 2000 |
| Lion Selection Pty Ltd                            | 123 217 112 | Level 24, 175 Liverpool Street, Sydney, NSW 2000 |
| Mt Rawdon Operations Pty Ltd                      | 152 727 663 | Level 24, 175 Liverpool Street, Sydney, NSW 2000 |
| Sedgold Pty Ltd                                   | 010 077 988 | Level 24, 175 Liverpool Street, Sydney, NSW 2000 |
| Toledo Holding (AUSCO) Pty Limited                | 159 264 598 | Level 24, 175 Liverpool Street, Sydney, NSW 2000 |
| Westonia Mines Minerals Pty Ltd                   | 059 349 094 | Level 24, 175 Liverpool Street, Sydney, NSW 2000 |