

22 May 2020

Ms Jessica Coupe  
ASX Limited  
Level 40, Central Park  
152-158 St Georges Tce  
Perth WA 6000

**RIVERSGOLD LIMITED (RGL) AWARE QUERY**

Riversgold Limited (**RGL** or the **Company**) refers to your letter of 19 May 2020 regarding the following:

- A** The increase in the price of RGL's securities from a low of \$0.08 to an intra-day high of \$0.013 on 13 May 2020, and an increase in the volume of securities traded on that day.
- B** The price query letter date 13 May 2020 and the RGL Responses of the same date;
- C** RGL's trading halt request dated 14 May 2020;
- D** RGL's announcement titled Capital Raising dated 19 May 2020;
- E** The increase in RGL's share price from an intra-day low of \$0.018 to an intra-day high of \$0.039 and a significant increase in volume of share traded on 19 May 2020;
- F** Listing Rule 3.1, which requires a listed entity to immediately give ASX any information concerning it that a reasonable person would expect to have a material effect on the price or value of the entity's securities;
- G** The definition of 'aware' in chapter 19 of the listing Rules
- H** Listing Rule 3.1A, which sets out exceptions from the requirement to make immediate disclosure; and
- I** ASX's policy position on the concept of 'confidentiality', which is detailed in section 5.8 of Guidance Note 8 Continuous disclosure: listing rule 3.1-3.18

**The Company's responses to your questions and requests for information are set out below:**

1. Does RGL consider the Placement to be information that a reasonable person would expect to have a material effect on the price or value of its securities?  
  
Yes
2. If the answer to question 1 is "no", please advise the basis for that view.  
  
N/A
3. When did RGL become aware of the Placement?  
  
The Company became aware of the Placement on Thursday night, 14<sup>th</sup> May 2020 at approximately 6.00pm WST.
4. When did RGL first initiate discussions regarding a potential capital raise?  
  
The Company's first discussions regarding the capital raise were on Thursday night 14<sup>th</sup> May 2020
5. Please provide a copy of the terms sheet or mandate (of equivalent) signed in relation to the Placement (not for release to the market). If no such document exists, please confirm this.  
  
Provided separately, not for release to the market.
6. Please provide a schedule indicating the identity of the subscribers under the placement and the number of shares each subscriber received (not for release to the market).  
  
Provided separately, not for release to the market.

7. If RGL first became aware of the placement before 19 May 2020 (being date of the announcement), did RGL make any announcement prior to the 19 May 2020 which disclosed details of the Placement? If so, please provide details. If not, please explain why this information was not realised to the market at an earlier time, commenting specifically on when you believe RGL was obliged to release the information under Listing Rule 3.1 an 3.1QA and what steps RGL took to ensure that the information was released promptly and without delay.

The Company became aware of the Placement on the evening of Thursday 14<sup>th</sup> May 2020, after market close. The Company immediately requested a 2 day trading halt prior to the market opening on the morning of Friday 15<sup>th</sup> May 2020 pending an announcement regarding the Placement, in order to give it time to finalise the terms of the Placement and obtain firm commitments for the full amount of the Placement. .

The Company then announced the details of the Placement to the market pre-opening on the morning of Tuesday 19<sup>th</sup> May 2020. The Company considers that this was all usual practice for a capital raising of this nature. This was the earliest time that the Placement could be announced to the market, meaning that the information was released promptly and without delay.

8. Please confirm that RGL is complying with the Listing Rules and, in particular, Listing Rule 3.1.  
Confirmed. The Company is complying with the Listing Rules and in particular Listing Rule 3.1.
9. Please confirm that RGL's responses to the questions above have been authorised and approved in accordance with its published continuous disclosure policy or otherwise by its board or an officer of RGL with delegated authority from the board to respond to ASX on disclosure matters.

I confirm that these responses have been authorised by the Company's Board .

Please feel free to contact me if you would like to discuss these responses further.

Yours faithfully



Amanda Burgess  
**Company Secretary**



19 May 2020

Ms Amanda Burgess  
Company Secretary  
Riversgold Limited  
Unit 22, 589 Stirling Highway  
Cottesloe WA 6011

By email: [aburgess@riversgold.com.au](mailto:aburgess@riversgold.com.au)

Dear Ms Burgess

**Riversgold Limited ('RGL'): Aware Query**

ASX refers to the following:

- A. The increase in the price of RGL's securities from a low of \$0.008 to an intra-day high of \$0.013 on 13 May 2020, and an increase in the volume of securities traded on that day.
- B. ASX's price and volume query letter dated 13 May 2020 ('Price and Volume Query') and RGL's response to the Price and Volume Query dated 13 May 2020, released together on the ASX Market Announcements Platform ('MAP') at 1:38pm WST on 13 May 2020, in which RGL responded to each question as follows (responses in italics):

1. Is RGL aware of any information concerning it that has not been announced to the market which, if known by some in the market, could explain the recent trading in its securities?

*Answer is YES.*

2. If the answer to question 1 is "yes".

(a) Is RGL relying on Listing Rule 3.1A not to announce that information under Listing Rule 3.1? Please note that the recent trading in RGL's securities would suggest to ASX that such information may have ceased to be confidential and therefore RGL may no longer be able to rely on Listing Rule 3.1A. Accordingly, if the answer to this question is "yes", you need to contact us immediately to discuss the situation.

*Answer: No The company, in the normal course of business, considered a potential transaction to which the size did not fit the capital structure. It was therefore decided not to pursue this specific transaction. As per the recent Quarterly, the Company continues to explore divestment of non-core assets and retain a focus on Western Australian gold assets.*

(b) Can an announcement be made immediately? Please note, if the answer to this question is "no", you need to contact us immediately to discuss requesting a trading halt (see below).

*Answer: Not applicable see above*

(c) If an announcement cannot be made immediately, why not and when is it expected that an announcement will be made?

*Answer: Not applicable see above*

3. If the answer to question 1 is "no", is there any other explanation that RGL may have for the recent trading in its securities?

*Answer is Not Applicable*

4. Please confirm that RGL is complying with the Listing Rules and, in particular, Listing Rule 3.1.

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*Answer is Confirmed*

5. Please confirm that RGL's responses to the questions above have been authorised and approved under its published continuous disclosure policy or otherwise by its board or an officer of RGL with delegated authority from the board to respond to ASX on disclosure matters.

*I confirm that these responses have been authorised by the board of RGL.*

- C. RGL's request for a trading halt provided to ASX by email at 9:01pm WST on 14 May 2020 and released on MAP at 7:20am WST on 15 May 2020 ('Trading Halt Request'). RGL requested the trading halt be granted pending the release of an announcement by RGL in relation to a capital raising. RGL was granted a trading halt on this basis and it was put in place prior to market open on 15 May 2020. The trading halt was to remain until the earlier of commencement of normal trading on 19 May 2020 or when the announcement was released to the market.
- D. RGL's announcement titled "Capital Raising" released on MAP at 7:34am WST on 19 May 2020 (the 'Announcement'). The Announcement stated that:
- (i) RGL had completed a bookbuild for a placement to raise approximately \$1,532,000 (before costs) via a placement of 139,318,182 fully paid ordinary shares and approximately 69,659,091 attaching unlisted options to sophisticated and professional investors ('Placement'); and
  - (ii) Hartleys had acted as lead manager to the Placement and would receive a capital raising and management fee of 6% of the gross amount raised under the Placement.
- E. The increase in RGL's share price from an intra-day low of \$0.018 to an intra-day high of \$0.039 and a significant increase in the volume of shares traded on 19 May 2020.
- F. Listing Rule 3.1, which requires a listed entity to immediately give ASX any information concerning it that a reasonable person would expect to have a material effect on the price or value of the entity's securities.
- G. The definition of "aware" in Chapter 19 of the Listing Rules, which states that:
- "an entity becomes aware of information if, and as soon as, an officer of the entity (or, in the case of a trust, an officer of the responsible entity) has, or ought reasonably to have, come into possession of the information in the course of the performance of their duties as an officer of that entity" and section 4.4 in Guidance Note 8 Continuous Disclosure: Listing Rules 3.1 – 3.1B "When does an entity become aware of information."*
- H. Listing Rule 3.1A, which sets out exceptions from the requirement to make immediate disclosure, provided that each of the following are satisfied.
- "3.1A Listing rule 3.1 does not apply to particular information while each of the following is satisfied in relation to the information:*
- 3.1A.1 One or more of the following applies:*
- *It would be a breach of a law to disclose the information;*
  - *The information concerns an incomplete proposal or negotiation;*
  - *The information comprises matters of supposition or is insufficiently definite to warrant disclosure;*
  - *The information is generated for the internal management purposes of the entity; or*
  - *The information is a trade secret; and*

3.1A.2 *The information is confidential and ASX has not formed the view that the information has ceased to be confidential; and*

3.1A.3 *A reasonable person would not expect the information to be disclosed."*

- I. ASX's policy position on the concept of "confidentiality", which is detailed in section 5.8 of Guidance Note 8 *Continuous Disclosure*: Listing Rules 3.1 – 3.1B. In particular, the Guidance Note states that:

*"Whether information has the quality of being confidential is a question of fact, not one of the intention or desire of the entity. Accordingly, even though an entity may consider information to be confidential and its disclosure to be a breach of confidence, if it is in fact disclosed by those who know it, then it ceases to be confidential information for the purposes of this rule."*

### Questions and Requests for Information

Having regard to the above, ASX asks RGL to respond separately to each of the following questions and requests for information:

1. Does RGL consider the Placement to be information that a reasonable person would expect to have a material effect on the price or value of its securities?
2. If the answer to question 1 is "no", please advise the basis for that view.
3. When did RGL first become aware of the Placement?
4. When did RGL first initiate discussions regarding a potential capital raising?
5. Please provide a copy of any terms sheet or mandate (or equivalent) signed in relation to the Placement (not for release to the market). If no such documents exist, please confirm this.
6. Please provide a schedule indicating the identity of the subscribers under the Placement and the number of shares each subscriber received (not for release to market).
7. If RGL first became aware of the Placement before 19 May 2020 (being the date of the Announcement), did RGL make any announcement prior to the 19 May 2020 which disclosed details of the Placement? If so, please provide details. If not, please explain why this information was not released to the market at an earlier time, commenting specifically on when you believe RGL was obliged to release the information under Listing Rules 3.1 and 3.1A and what steps RGL took to ensure that the information was released promptly and without delay.
8. Please confirm that RGL is complying with the Listing Rules and, in particular, Listing Rule 3.1.
9. Please confirm that RGL's responses to the questions above have been authorised and approved in accordance with its published continuous disclosure policy or otherwise by its board or an officer of RGL with delegated authority from the board to respond to ASX on disclosure matters.

### When and where to send your response

This request is made under Listing Rule 18.7. Your response is required as soon as reasonably possible and, in any event, by no later than **12:00 PM AWST Friday, 22 May 2020**.

You should note that if the information requested by this letter is information required to be given to ASX under Listing Rule 3.1 and it does not fall within the exceptions mentioned in Listing Rule 3.1A, RGL's obligation is to disclose the information "immediately". This may require the information to be disclosed before the deadline set out in the previous paragraph and may require RGL to request a trading halt immediately.

If you wish to request a trading halt, you must tell us:

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- the reasons for the trading halt;
  - how long you want the trading halt to last;
  - the event you expect to happen that will end the trading halt;
  - that you are not aware of any reason why the trading halt should not be granted; and
  - any other information necessary to inform the market about the trading halt, or that we ask for.

We require the request for a trading halt to be in writing. The trading halt cannot extend past the commencement of normal trading on the second day after the day on which it is granted.

You can find further information about trading halts in Guidance Note 16 *Trading Halts & Voluntary Suspensions*.

ASX reserves the right to release a copy of this letter and your response on the ASX Market Announcements Platform under Listing Rule 18.7A. Accordingly, your response should be in a form suitable for release to the market.

Your response should be sent to me by e-mail at [ListingsCompliancePerth@asx.com.au](mailto:ListingsCompliancePerth@asx.com.au). It should not be sent directly to the ASX Market Announcements Office. This is to allow me to review your response to confirm that it is in a form appropriate for release to the market, before it is published on the ASX Market Announcements Platform.

### **Listing Rules 3.1 and 3.1A**

In responding to this letter, you should have regard to RGL's obligations under Listing Rules 3.1 and 3.1A and also to Guidance Note 8 *Continuous Disclosure: Listing Rules 3.1 – 3.1B*. It should be noted that RGL's obligation to disclose information under Listing Rule 3.1 is not confined to, nor is it necessarily satisfied by, answering the questions set out in this letter.

### **Suspension**

If you are unable to respond to this letter by the time specified above ASX will likely suspend trading in RGL's securities under Listing Rule 17.3.

### **Enquiries**

If you have any queries or concerns about any of the above, please contact me immediately.

Yours sincerely

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**Jessica Coupe**  
Adviser, Listings Compliance (Perth)