

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003, 24/10/2005.

River River Coal Limited (PRC)

ARBN

119 304 148

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

- | | |
|---|--|
| 1 +Class of +securities issued or to be issued | Ordinary shares, fully paid and listed (New Ordinary Shares).

Options, listed (New Options). |
| 2 Number of +securities issued or to be issued (if known) or maximum number which may be issued | 58,571,429 New Shares by way of a pro rata renounceable rights issue.

58,571,429 New Options by way of a pro rata renounceable rights issue.

On exercise of a right the holder of the right will be issued with both a New Share and a New Option. |

<p>3 Principal terms of the +securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion)</p>	<p>New Shares will have identical rights to existing ordinary shares.</p> <p>New Options have an exercise price of NZ\$1.25 and an expiry date of 5pm, 24 April 2011. Each New Option is over one unissued ordinary share in the capital of PRC. The terms of the New Options are as detailed in PRC's Offer Document lodged with ASX on 16 March 2009.</p>
<p>4 Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?</p> <p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 	<p>New Shares will rank equally with existing ordinary shares on issue.</p> <p>New Options: N/A</p>
<p>5 Issue price or consideration</p>	<p>NZ\$0.70 for one New Share, which will be issued together with one New Option for no further consideration.</p>
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>To provide working capital needed due to the delay in cash flow from coal production and to meet mine rectification costs each as a result of an unexpected rock fall in a ventilation shaft at PRC's Pike River mine.</p>
<p>7 Dates of entering +securities into uncertificated holdings or despatch of certificates</p>	<p>Expected to be 24 April 2009.</p>

+ See chapter 19 for defined terms.

8 Number and +class of all +securities quoted on ASX (including the securities in clause 2 if applicable)

Number	+Class
340,974,448	Ordinary shares
58,571,429	New Options
Number	+Class
550	Convertible bonds
22,496,694	Options (2009)
100,000	Ordinary shares, unlisted

9 Number and +class of all +securities not quoted on ASX (including the securities in clause 2 if applicable)

10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)

PRC currently does not pay dividends on its Shares. However, PRC expects to pay dividends on the Shares (ordinary shares in Pike River Coal Limited) once the Pike River Mine has been developed, is operational and is cash flow positive. Dividends will be determined after due consideration of the capital requirements, operating performance, financial position and cash flow expectations of PRC at the time and, subject to those matters and any restrictions imposed by PRC's other financing arrangements, PRC anticipates a dividend payout of 50% of free cash flow. Dividends when paid (if any) are expected to be paid six-monthly, and are generally expected to have attached any available New Zealand imputation credits with PRC intending to pay offshore shareholders a supplementary dividend under the New Zealand foreign investor tax credit regime. The Board of Directors reserves the right to amend the dividend policy at any time. There can be no assurance that any dividends will be paid or as to the level to which any dividends that are paid will be imputed.

Part 2 - Bonus issue or pro rata issue

11	Is security holder approval required?	No
12	Is the issue renounceable or non-renounceable?	Renounceable
13	Ratio in which the +securities will be offered	One New Share (together with one New Option) for every 5.015281102 ordinary shares held.
14	+Class of +securities to which the offer relates	The rights issue applies to the holders of ordinary shares.
15	+Record date to determine entitlements	30 March 2009
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	Yes
17	Policy for deciding entitlements in relation to fractions	Ignored
18	Names of countries in which the entity has +security holders who will not be sent new issue documents Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.	None - The Offer Document will be sent to all overseas shareholders (those shareholders who are subject to the laws of a country other than Australia and New Zealand) for information purposes only. It is up to individual overseas shareholders to determine if the offer can be legally made to them and inform PRC in accordance with the instructions provided to them.
19	Closing date for receipt of acceptances or renunciations	17 April 2009
20	Names of any underwriters	McDouall Stuart Corporate Finance Limited (as Lead Underwriter) (McDouall) and New Zealand Oil & Gas Limited (NZOG).

+ See chapter 19 for defined terms.

21	Amount of any underwriting fee or commission	<p>A lead underwriting fee of 2.5% of NZ\$27,293,151.90, or, if approval is obtained from PRC shareholders to further allotment to NZOG or any of its subsidiaries, NZ\$26,584,411.70 for McDouall.</p> <p>An underwriting fee of 2.25% of NZ\$13,706,852.60, or, if approval is obtained from PRC shareholders to further allotment to NZOG or any of its subsidiaries, NZ\$14,415,588.60 for NZOG .</p>
22	Names of any brokers to the issue	<p>McDouall Stuart Securities Limited as Lead Manager and NZX Organising Broker to the Offer.</p>
23	Fee or commission payable to the broker to the issue	<p>A lead manager's fee of \$175,000 is payable to McDouall Stuart Securities Limited.</p>
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of +security holders	<p>Brokerage at 0.50% (up to a maximum of NZ\$1,500 per application) of the aggregate issue price of all New Shares allotted pursuant to valid applications bearing their stamp.</p>
25	If the issue is contingent on +security holders' approval, the date of the meeting	<p>N/A</p>
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	<p>31 March 2009</p>
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	<p>16 March 2009</p>
28	Date rights trading will begin (if applicable)	<p>24 March 2009 on ASX and 31 March 2009 on New Zealand Exchange (NZX) as PRC's shares are also listed on NZX.</p>
29	Date rights trading will end (if applicable)	<p>8 April 2009 on ASX and 15 April 2009 on NZX</p>

30 How do +security holders sell their entitlements *in full* through a broker?

Refer to Entitlement and acceptance Form and section 2.3 of Part B of the Offer Document.

31 How do +security holders sell *part* of their entitlements through a broker and accept for the balance?

Refer to Entitlement and Acceptance Form and section 2.4 of Part B of the Offer Document.

32 How do +security holders dispose of their entitlements (except by sale through a broker)?

Refer to the Entitlement and Acceptance Form and section 2.6 of Part B of the Offer Document.

33 +Despatch date

24 April 2009

+ See chapter 19 for defined terms.

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

34 Type of securities
(tick one)

(a) Securities described in Part 1

(b) All other securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

35 If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders

36 If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories

- 1 - 1,000
- 1,001 - 5,000
- 5,001 - 10,000
- 10,001 - 100,000
- 100,001 and over

37 A copy of any trust deed for the additional +securities

Entities that have ticked box 34(b)

38 Number of securities for which +quotation is sought

N/A

39 Class of +securities for which quotation is sought

N/A

40 Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?

If the additional securities do not rank equally, please state:

- the date from which they do
- the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
- the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

N/A

41 Reason for request for quotation now

Example: In the case of restricted securities, end of restriction period

(if issued upon conversion of another security, clearly identify that other security)

N/A

	Number	+Class
42 Number and +class of all +securities quoted on ASX (including the securities in clause 38)	N/A	N/A

+ See chapter 19 for defined terms.

Quotation agreement

1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.

2 We warrant the following to ASX.

- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4 We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.



Sign here: Date: 16 March 2009
Company Secretary

Print name: Brian Wayne Roulston