



**RIFT VALLEY  
RESOURCES LIMITED**

ABN 88 147 483 341

# PROSPECTUS

For the offer of 50,000,000 Shares at an issue price of 20 cents each to raise \$10,000,000 with the option to accept over subscriptions of up to a further 12,500,000 Shares to raise a further \$2,500,000 and a maximum of \$12,500,000.



## IMPORTANT INFORMATION

This is an important document that you should read in its entirety. If you do not understand it, you should consult your professional advisor without delay.

The Shares offered by this Prospectus should be considered speculative.



Co-Sponsoring Broker  
Lead Manager



Co-Sponsoring Broker

# CORPORATE DIRECTORY

## DIRECTORS

Didier Murcia, Non-Executive Chairman  
Michael McKeivitt, Managing Director  
Keith McKay, Non-Executive Director  
Gosbert Kagaruki, Non-Executive Director

## COMPANY SECRETARY

Rowan Caren

## REGISTERED OFFICE

Level 2, 23 Barrack Street  
Perth WA 6000  
Tel: (08) 92210033  
Fax: (08) 92210133

## CONTACT DETAILS

Website:  
[www.riftvalleyresources.com.au](http://www.riftvalleyresources.com.au)  
Email:  
[info@riftvalleyresources.com.au](mailto:info@riftvalleyresources.com.au)

## SOLICITORS

### In Australia:

Murcia Pestell Hillard  
Level 3  
23 Barrack Street  
Perth WA 6000

### In Tanzania:

Ishengoma, Karume, Masha & Magai  
357 United Nations Road  
Dar es Salaam Tanzania

## SHARE REGISTRY\*

Security Transfer Registrars  
770 Canning Highway  
Applecross WA 6153

## INDEPENDENT GEOLOGIST

Mining Assets Pty Ltd  
36 Drew Rd  
Ardross WA 6153

## AUDITORS\*

Maxim Audit  
243 Hay Street  
Subiaco WA 6008

## INDEPENDENT ACCOUNTANT

Maxim Hall Chadwick Corporate Pty Ltd  
243 Hay Street  
Subiaco WA 6008

## LEAD MANAGER

Southern Cross Equities  
Level 32, Aurora Place  
88 Phillip Street  
Sydney NSW 2000

## CO-SPONSORING BROKERS

Southern Cross Equities  
Level 32, Aurora Place  
88 Phillip Street  
Sydney NSW 2000

Blackswan Equities  
Level 12 BGC Centre  
28 The Esplanade  
Perth WA 6000

## ASX Code: RFV

\* These entities are included for information purposes only. They have not been involved in the preparation of this Prospectus or authorised any statements in this Prospectus.

# IMPORTANT NOTICE

This Prospectus is dated 14 March 2011 and was lodged with ASIC on that date. Neither ASIC nor ASX takes any responsibility for the contents of this Prospectus.

This Prospectus will be issued in paper form and as an electronic Prospectus, which may be viewed online at [www.riftvalleyresources.com.au](http://www.riftvalleyresources.com.au). Any person accessing the electronic version of this Prospectus for the purpose of making an investment in the Company must be an Australian resident and must only access the Prospectus from within Australia. The Corporations Act prohibits any person from passing on the Application Form to another person unless it is attached to or accompanied by a complete and unaltered version of this Prospectus. During the Offer Period, any person may obtain a hard copy of this Prospectus by contacting the Company by e-mail at [info@riftvalleyresources.com.au](mailto:info@riftvalleyresources.com.au).

No person or entity is authorised to give any information or to make any representation in connection with the Offer which is not contained in this Prospectus. Any information or representation not so contained may not be relied on as having been authorised by the Company in connection with the Offer.

This Prospectus expires on the day that is 13 months after the date of this prospectus. No Shares will be issued on the basis of this Prospectus later than 13 months after the date of this Prospectus. Application will be made within seven days after the date of this Prospectus for permission for the Shares offered by this Prospectus to be listed for Official Quotation.

This Prospectus does not constitute an offer in any place in which, or to any person to whom, it would not be lawful to make an offer. The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law and persons who come into possession of this Prospectus should seek advice and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws.

In accordance with Chapter 6D of the Corporations Act, this Prospectus is subject to an Exposure Period of 7 days from the date of lodgement of the Prospectus with ASIC. This period may be extended by ASIC for a further period of 7 days. The purpose of this Exposure Period is to enable the Prospectus to be examined by market participants prior to the raising of the funds, which examination may result in the identification of deficiencies in this Prospectus. If this Prospectus is found to be deficient, Applications received during the Exposure Period will be dealt with in accordance with section 724 of the Corporations Act. Applications received prior to the expiration of the Exposure Period will not be processed until after the Exposure Period. No preference will be conferred upon Applications received during the Exposure Period.

Applicants should read this document in its entirety and, if in any doubt, consult with their professional advisers before deciding whether to apply for Shares. There are risks associated with an investment in Rift Valley Resources Limited and the Shares offered under this Prospectus must be regarded as a speculative investment. The Shares offered under this Prospectus carry no guarantee with respect to return on capital investment, payment of dividends or the future value of the Shares.

Certain abbreviations and other defined terms are used throughout this Prospectus. Defined terms are generally identifiable by the use of an upper case first letter. Details of the definitions and abbreviations used are set out in Section 12 (Glossary) of this Prospectus and also within its body. All amounts are in Australian dollars unless otherwise specified.

The people and assets depicted in photographs in this Prospectus are not employees or assets of Rift Valley Resources Limited, unless otherwise stated. Diagrams appearing in this Prospectus are illustrative only and may not be drawn to scale.



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# INVESTMENT HIGHLIGHTS

## LARGE PARCEL OF PROSPECTIVE GROUND IN TANZANIA

Rift Valley has acquired interests which are strategically located in areas with significant potential for gold or nickel mineralisation. Rift Valley plans to implement an exploration program to upgrade its mineral interests in these locations, whilst utilizing its local knowledge to access new project opportunities within the region.

## TANZANIA IS WELL ENDOWED WITH MINERALS

Tanzania is one of the fastest growing gold provinces in the world. It has moved from virtually no gold production in 1998 to being the 3rd largest producer in Africa today, with producers such as African Barrick Gold, AngloGold Ashanti and Resolute Limited. In addition to potential for other minerals, Tanzania has one of the largest known undeveloped nickel deposits in the world, the Kabanga Nickel Project. Kabanga is located in the northwest of the country and is a joint venture between Xstrata Nickel and Barrick Gold Corporation.

## THE RIGHT ADDRESS IN AFRICA

Tanzania is a politically stable democracy that uses a British Common Law system. It offers a globally competitive tax and regulatory framework for investors with a mining act that was modernized in 2010.

## BOARD POSSESSES A WEALTH OF EXPERIENCE IN SUCCESSFUL MINERAL EXPLORATION

Rift Valley's Board and Management Team have experience over many years in conducting successful exploration programs and have been associated with a number of large scale commercial discoveries. The Board has a balanced mix of experience at senior levels in Australia and overseas and in the junior explorer and capital markets. The Board and Management have experience in Tanzania as well as other African jurisdictions.

## TEAM ESTABLISHED IN TANZANIA

Rift Valley has established a local office along with experienced local management and field staff.

## ACCESS TO PIPELINE OF EMERGING PROJECTS

Rift Valley has considerable opportunity to leverage off its extensive local knowledge to access new project opportunities in Tanzania.





# RISK FACTORS

There are risks associated with investing in the share market generally and in this Company specifically. These risks are more fully detailed in Section 8 of the Prospectus, however, listed below are, in the Directors' opinions, the key risks associated with the Company which may adversely affect the Company's financial position, prospects and price of its listed securities. In particular, the Company is subject to risks relating to the exploration and development of mineral properties which are not generally associated with other businesses. Set out below is a non-exhaustive list of specific risks that may adversely affect the Company.

## ECONOMIC RESOURCES MAY NOT BE DISCOVERED

Minerals exploration and development is a high-risk undertaking. There can be no assurance that exploration of existing and acquired projects or any other exploration properties that may be acquired in the future will result in the discovery of an economic resource. Even if a resource is identified, there is no certainty that it can be economically exploited.

## NO GUARANTEE THAT APPLICATIONS OR TENEMENTS WILL BE GRANTED OR TRANSFERRED

The Company cannot guarantee that those Tenements in which it has an interest and which are still in the application stage or require transfer will ultimately be granted or transferred in whole or in part pursuant to the applicable legislation. There is also no guarantee that the Tenements will be granted or transferred without undue delay or that the Company can economically comply with any conditions imposed on any granted exploration permits.

## RIFT VALLEY RESOURCES HAS A LIMITED OPERATING HISTORY

The Company has a limited operating history and to date, no resources have been discovered on the Tenements in which the Company has an interest. The prospects of the Company must be considered in the light of the risks, expenses and difficulties frequently encountered by companies in their early stage of development, particularly in the mineral exploration sector, which has a high level of inherent uncertainty.

## EVENTS OUTSIDE THE COMPANY'S CONTROL MAY AFFECT THE TIMING AND/OR COST OF EXPLORATION

The proposed exploration expenditures described in Section 5 of this Prospectus are based on certain assumptions with respect to the method and timing of exploration. By their nature, these estimates and assumptions are subject to significant uncertainties and, accordingly, the actual costs may materially differ from these estimates and assumptions. Accordingly, no assurance can be given that the cost estimates and the underlying assumptions will be realised in practice and this may materially and adversely affect the Company's viability.

## CONTRACTUAL RISKS

The Company's interests in some of its Tenements arise by virtue of the Company having a contractual right to acquire rights to that Tenement. As in any contractual relationship, the ability of the Company to ultimately be registered as a holder of the interests in the Tenements is dependent upon the Company's ability to comply with its obligations, and the relevant counterparty complying with its contractual obligations to deliver title, such title being granted pursuant to applicable legislation and such title being transferred to the Company.

## KEY MANAGEMENT MAY LEAVE THE COMPANY

The responsibility of overseeing the day-to-day operations and the strategic management of the Company depends substantially on its management and its personnel. There can be no assurance that there will be no detrimental impact on the Company if one or more of these employees cease their employment.

The Company's success could be influenced by the core competencies of its directors and management, their familiarisation with, and ability to operate in East Africa, the metals and mining industry and the Company's projects. The loss (or restricted access to availability) of the company's directors could have a materially adverse affect on the Company.

## COUNTRY RISK

The Company's operations in Tanzania are subject to the risks associated in operating in a foreign country. These risks may include economic, social or political instability or change, hyperinflation, currency conversion or instability and changes of law affecting foreign ownership, government participation, taxation, working conditions, rates of exchange, exchange control, exploration licensing, export duties, repatriation of income or return of capital, environmental protection, mine safety, labour relations as well as government control over mineral properties or government regulations that require the employment of local staff or contractors or require other benefits to be provided to local residents.

The Company may also be hindered or prevented from enforcing its rights with respect to a governmental instrumentality because of the doctrine of sovereign immunity.

Any future material adverse changes in government policies or legislation in Tanzania that affect foreign ownership, mineral exploration, development or mining activities, may affect the viability and profitability of the Company and its projects.

The legal system operating in Tanzania is different from Australia, which may result in risks such as:

- political difficulties in obtaining effective legal redress in the courts whether in respect of a breach of law or regulation, or in an ownership dispute;
- a higher degree of discretion on the part of governmental agencies;
- the lack of political or administrative guidance on implementing applicable rules and regulations including, in particular, as regards local taxation and property rights;
- inconsistencies or conflicts between and within various laws, regulations, decrees, orders and resolutions; or
- relative inexperience of the judiciary and court in such matters.

The commitment of local business people, government officials and agencies and the judicial system to abide by legal requirements and negotiated agreements may be more uncertain, creating particular concerns with respect to licences and agreements for business. These may be susceptible to revision or cancellation and legal redress may be uncertain or delayed. There can be no assurance that joint ventures, licences, license applications or other legal arrangements will not be adversely affected by the actions of government authorities or others, and the effectiveness of and enforcement of such arrangements cannot be assured.

# CHAIRMAN'S LETTER



**RIFT VALLEY  
RESOURCES LIMITED**

Level 2, 23 Barrack Street  
Perth WA 6000

T: +618 (0) 92210033

F: +618 (0) 92210133

[info@riftvalleyresources.com.au](mailto:info@riftvalleyresources.com.au)

14 March 2011

Dear Investor,

On behalf of the Board of Directors, I am pleased to present this Prospectus to you and invite you to become a Shareholder in Rift Valley Resources Limited (Rift Valley or the Company).

Rift Valley is a mineral exploration company established for the purpose of acquiring, exploring and developing prospective mineral deposits. Through its wholly owned subsidiary, Rift Valley Resources (Tanzania) Limited, the Company has entered into agreements to acquire a package of tenements in highly prospective areas of Tanzania and is continuing its search for additional exciting opportunities. Rift Valley offers investors the opportunity to participate by investing in a focused explorer, with tenements in proven gold and nickel regions in Tanzania.

Tanzania provides one of the most attractive investment environments in Africa following its embrace of open-market economic policies starting in the mid 1990's. It is a politically stable democracy, follows a British legal system, and has a rich endowment of mineral resources. The Lake Victoria Gold Field, where the Company holds the majority of its gold properties, has led Tanzania from virtually no production in 1998 to being the 3rd largest producer of gold in Africa today.

The Company's Board and management have proven track records in Africa with a strong mix of exploration and corporate skills. Modern geological and geophysical techniques will be applied to identify potential mineralisation in the ground and drilling programmes will target those areas of greatest potential for the benefit of our Shareholders. The Board will also continue to seek to acquire and develop new opportunities as they arise.

Pursuant to this Offer, Rift Valley is seeking to raise \$10 million to fund exploration programmes across the Company's tenements and make strategic acquisitions that fit our stated objectives. Provision has also been made to raise up to an additional \$2.5 million in over subscriptions.

Investors are invited to read the detailed information contained within this Prospectus concerning the Offer, the Company, its projects and the risks associated with investment in an exploration company. I encourage you to study this document in order to make an informed decision, before deciding to invest in Rift Valley.

We look forward to welcoming you as a shareholder of Rift Valley Resources Limited.

Yours sincerely

**Didier Murcia**  
Chairman





# SECTION 1

## DETAILS OF THE OFFER

# DETAILS OF THE OFFER

## 1.1 THE OFFER

By this Prospectus, the Company offers for subscription 50,000,000 Shares at an issue price of \$0.20 each to raise up to \$10,000,000 with an option to accept over subscriptions of up to a further 12,500,000 Shares to raise a further \$2,500,000, and a maximum of \$12,500,000.

The Shares offered under this Prospectus will rank equally with the existing Shares on issue.

## 1.2 OBJECTIVES

The strategic objectives of the Company are to enhance shareholder wealth through exploration, discovery and development of economic mining projects on tenements it owns or in which it may subsequently acquire an interest.

In the short to medium term after listing on ASX, the Company intends implementing exploration work programmes on its existing projects while evaluating additional exploration projects that the Directors consider could add value for Shareholders.

On completion of the Offer, the Board believes the Company will have sufficient working capital to achieve these objectives.

## 1.3 INDICATIVE TIMETABLE

Lodgement of Prospectus with the ASIC	14 March 2011
Opening Date	22 March 2011
Closing Date	5.00pm WST on 15 April 2011
Despatch of holding statements	21 April 2011
Expected date for listing on ASX	29 April 2011

*These dates are indicative only and may vary. The Company reserves the right to close the Offer early, or extend the Closing Date (either before or after that date) without prior notice. Applicants are therefore encouraged to submit Applications as soon as possible after the Opening Date.*

## 1.4 PURPOSE OF THE OFFER AND USE OF PROCEEDS

The purpose of the Offer is to provide Rift Valley with funding to prioritise and evaluate projects and identify potential acquisition opportunities. It is intended to apply funds raised from the Offer as follows:

Sources and Use of Funds	Full Subscription			With Over Subscription		
	Year One	Year Two	Total	Year One	Year Two	Total
Pre-Offer Cash	-	-	\$750,702	-	-	\$750,702
Total raised under the Offer	-	-	\$10,000,000	-	-	\$12,500,000
<b>Total Funds Available</b>	-	-	<b>\$10,750,702</b>	-	-	<b>\$13,250,702</b>
Evaluation and Exploration	\$3,500,000	\$4,000,000	\$7,500,000	\$3,500,000	\$4,000,000	\$7,500,000
Corporate Overheads and Administration Costs	\$800,000	\$854,000	\$1,654,000	\$800,000	\$854,000	\$1,654,000
Project Generation and Working Capital	\$505,260	\$473,351	\$978,611	\$1,703,266	\$1,648,351	\$3,351,617
Expenses of the Offer	\$618,091	-	\$618,091	\$745,085	-	\$745,085
<b>Total</b>	<b>\$5,423,351</b>	<b>\$5,327,351</b>	<b>\$10,750,702</b>	<b>\$6,748,351</b>	<b>\$6,502,351</b>	<b>\$13,250,702</b>

The above table is a statement of current intentions as of the date of lodgement of this Prospectus with ASIC. As with any budget, intervening events (including exploration success or failure) and new circumstances have the potential to affect the ultimate way funds will be applied. The Board reserves the right to alter the way funds are applied on this basis.

Funds raised in excess of the minimum subscription amount (but less than the maximum subscription) will be applied to project generation and working capital, after allowing for additional expenses of the Offer.

## 1.5 CAPITAL STRUCTURE

The capital structure of the Company following completion of the Offer is summarised below<sup>1</sup>:

Pro-forma Share Capital Structure	Full Subscription	With Over Subscriptions
Shares on issue at the date of this Prospectus	21,000,000	21,000,000
Issued pursuant to this Prospectus	50,000,000	62,500,000
<b>Total Shares on issue following completion of the Offer</b>	<b>71,000,000</b>	<b>83,500,000</b>

Pro-forma Option Structure <sup>2</sup>	Full Subscription	With Over Subscriptions
Options on issue at the date of this Prospectus	11,750,000	11,750,000
Issued pursuant to this Prospectus	-	-
<b>Total Options on issue following completion of the Offer</b>	<b>11,750,000</b>	<b>11,750,000</b>

Notes: <sup>1</sup> Refer to Independent Accountant's Report for further information.

<sup>2</sup> Terms and conditions of the options are set out in Section 10.

## 1.6 RESTRICTED SECURITIES

Subject to the Company being admitted to the Official List, certain Shares and Options on issue prior to the Offer and certain Shares issued on the exercise of the Options on issue prior to the Offer, are likely to be classified by ASX as restricted securities and will be required to be held in escrow.

## 1.7 APPLICATIONS

Applications for Shares offered under this Prospectus must be made using the Application Form.

Payment for the Shares must be made in full at the issue price of \$0.20 per Share. Applications for Shares must be for a minimum of 10,000 Shares and thereafter in multiples of 1,000 Shares. Completed Application Forms and accompanying cheques must be mailed or delivered to:

Rift Valley Resources Limited  
c/o Security Transfer Registrars Pty Ltd  
PO Box 535 Applecross WA 6953

or

Rift Valley Resources Limited  
c/o Security Transfer Registrars Pty Ltd  
770 Canning Highway  
Applecross WA 6153

Cheques should be made payable to "Rift Valley Resources

Limited – Share Offer Account" and crossed "Not Negotiable". Completed Application Forms must reach one of the above addresses by no later than the Closing Date.

The Company reserves the right to close the Offer early.

## 1.8 MINIMUM SUBSCRIPTION

The minimum subscription to be raised pursuant to this Prospectus is 50,000,000 Shares raising \$10,000,000. In accordance with the Corporations Act, no Shares will be allotted by the Company until the minimum subscription has been received.

If the minimum subscription has not been raised within four (4) months after the date of this Prospectus, all applications will be dealt with in accordance with the Corporations Act.

## 1.9 OVERSUBSCRIPTIONS

The Company may accept oversubscriptions of up to a further \$2,500,000 through the issue of up to a further 12,500,000 Shares at an issue price of \$0.20 each under the Offer. The maximum amount which may be raised under this Prospectus is therefore \$12,500,000.

## 1.10 ALLOCATION POLICY

The Company retains an absolute discretion to allocate Shares under the Offer and reserves the right, in its absolute discretion, to allot to an applicant a lesser number of Shares than the number for which the applicant applies or to reject



an Application Form. If the number of Shares allotted is fewer than the number applied for, surplus application money will be refunded without interest as soon as practicable.

No applicant under the Offer has any assurance of being allocated all or any Shares applied for. The allocation of Shares by Directors will be influenced by the following factors:

- (a) the number of Shares applied for;
- (b) the overall level of demand for the Offer;
- (c) the desire for a spread of investors, including institutional investors; and
- (d) the desire for an informed and active market for trading Shares following completion of the Offer.

The Company will not be liable to any person not allocated Shares or not allocated the full amount applied for.

### 1.11 ALLOTMENT

Subject to ASX granting conditional approval for the Company to be admitted to the Official List, allotment of Shares offered by this Prospectus will take place as soon as practicable after the Closing Date. Prior to allotment, all application monies shall be held by the Company on trust. The Company, irrespective of whether the allotment of Shares takes place, will retain any interest earned on the application monies.

The Directors reserve the right to allot Shares in full for any application or to allot any lesser number or to decline any application. Where the number of Shares allotted is less than the number applied for, or where no allotment is made, the surplus application monies will be returned by cheque to the applicant within seven (7) days of the allotment date.

### 1.12 ELECTRONIC PROSPECTUS

This Prospectus is available on-line at [www.riftvalleyresources.com.au](http://www.riftvalleyresources.com.au).

Shares will only be issued on receipt of an application form which was issued together with the prospectus.

If you have received this Prospectus as an electronic Prospectus, please ensure that you have received the entire Prospectus accompanied by the Application Form.

If you have not, please email the Company at [info@riftvalleyresources.com.au](mailto:info@riftvalleyresources.com.au) and the Company will send you, free of charge, either a hard copy or a further electronic copy of the Prospectus or both.

The Company reserves the right not to accept an Application Form from a person if it has reason to believe that when that person was given access to the electronic Application Form, it was not provided together with the electronic Prospectus and any relevant supplementary or replacement prospectus or any of those documents were incomplete or altered.

### 1.13 ASX LISTING

The Company will apply to ASX within seven (7) days after the date of this Prospectus for admission to the Official List and for Official Quotation of the Shares offered under this Prospectus. If ASX does not grant permission for Official Quotation of the Shares within three (3) months after the date of this Prospectus, or such longer period as is permitted by the Corporations Act, all applications will be dealt with in accordance with the Corporations Act.

The fact that ASX may admit Rift Valley to its Official List is not to be taken in any way as an indication of the merits of the Company or the Shares offered pursuant to this Prospectus.

### 1.14 APPLICANTS OUTSIDE AUSTRALIA

This Prospectus does not, and is not intended to, constitute an offer in any place or jurisdiction, or to any person to whom, it would not be lawful to make such an offer or to issue this Prospectus. The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law and persons who come into possession of this Prospectus should seek advice on and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws. No action has been taken to register or qualify these Shares or otherwise permit a public offering of the Shares the subject of this Prospectus in any jurisdiction outside Australia.

It is the responsibility of applicants outside Australia to obtain all necessary approvals for the allotment and issue of the Shares pursuant to this Prospectus. The return of a completed Application Form will be taken by the Company to constitute a representation and warranty by the applicant that all relevant approvals have been obtained.

### 1.15 UNDERWRITER

The Offer is not underwritten.

### 1.16 BROKERAGE AND HANDLING FEES

Brokerage and/or handling fees on applications for shares may be paid to member firms of ASX or licensed investment advisers on Application Forms bearing their stamp and being accepted by the Company. The rate payable will be determined by the Board in its complete discretion.

### 1.17 CHESS

The Company will apply to participate in the Clearing House Electronic Subregister System (CHESS). CHESS is operated by ASX Settlement and Transfer Corporation Pty Ltd (ASTC), a wholly owned subsidiary of ASX, in accordance with the Listing Rules and the ASTC Settlement Rules.

Under CHESS, the Company will not issue certificates to investors. Instead, Shareholders will receive a statement of their holdings in the Company. If an investor is broker sponsored, ASTC will send a CHESS statement.

## 1.18 TAXATION IMPLICATIONS

The Directors do not consider that it is appropriate to give persons advice regarding the taxation consequences of subscribing for Shares under this Prospectus.

The Company, its advisers and its officers do not accept any responsibility or liability for any taxation consequences to persons or entities. As a result, persons and entities should consult their professional tax adviser about the tax implication of subscribing for Shares under this Prospectus.

## 1.19 PRIVACY STATEMENT

If you complete an application for Shares, you will be providing personal information to the Company. The Company collects, holds and will use that information to assess your application, service your needs as a Shareholder and to facilitate distribution payments and corporate communications to you as a Shareholder.

The information may also be used from time to time and disclosed to persons inspecting the register, including bidders for your securities in the context of takeovers; regulatory bodies, including the Australian Taxation Office; authorised securities brokers; print service providers; mail houses and the Share Registry.

You can access, correct and update the personal information that we hold about you. If you wish to do so, please contact the Share Registry at the relevant contact number set out in this Prospectus.

Collection, maintenance and disclosure of certain personal information is governed by legislation including the Privacy Act 1988 (as amended), the Corporations Act and certain rules such as the ASTC Settlement Rules. You should note that if you do not provide the information required on the application for Shares, the Company may not be able to accept or process your application.

## 1.20 ENQUIRIES IN RELATION TO THE OFFER

This Prospectus provides information for potential investors in Rift Valley, and should be read in its entirety. If, after reading this Prospectus, you have any questions about any aspect of an investment in Rift Valley, please contact your stockbroker, accountant or independent financial adviser. Additional copies of the Prospectus or further advice on how to complete the Application Form can be obtained by contacting or visiting:

Rift Valley Resources Limited  
Level 2, 23 Barrack Street  
Perth WA 6000  
+61 8 9221 0033  
[www.riftvalleyresources.com.au](http://www.riftvalleyresources.com.au)  
[info@riftvalleyresources.com.au](mailto:info@riftvalleyresources.com.au)



# SECTION 2

## COMPANY & PROJECT OVERVIEW



# COMPANY & PROJECT OVERVIEW

## 2.0 BACKGROUND

Rift Valley has entered into agreements to acquire tenements in richly mineralised areas of Tanzania and is continuing its search for additional opportunities. Rift Valley offers investors the opportunity to participate in these opportunities through a focused explorer, with tenements in proven gold and nickel regions in Tanzania.

## 2.1 TANZANIA

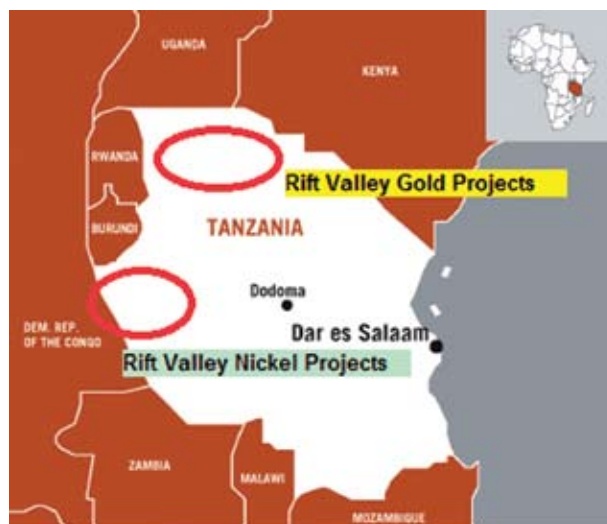
Tanzania lies on the east coast of Africa, bordered by Kenya and Uganda to the north, the Democratic Republic of Congo, Burundi and Rwanda to the west, Malawi, Mozambique and Zambia to the south and the Indian Ocean to the east. With a population of approximately 40 million people, and a land mass of over 945,000 km<sup>2</sup>, it is the largest nation in East Africa.

Shortly after achieving independence from Britain in the early 1960s, Tanganyika and Zanzibar merged to form the United Republic of Tanzania in 1964. One-party rule came to an end in 1995 with the first democratic elections held in the country since the 1970s. The Government is democratically elected every 5 years, with recent elections held in 2005 and 2010. While the official language is Swahili, English is used for commerce, administration and higher education. Its legal system is based on British Common Law.

Since 1996, Tanzania has taken aggressive steps toward macroeconomic stabilization and structural reforms. The emergence of a strong Ministry of Finance, supported by the International Monetary Fund (IMF) and other development partners, was instrumental in accelerating fiscal reforms and fostering improved performance. Overall, real GDP growth has averaged about 6% a year over the past 7 years, which was higher than the annual average growth of less than 5% in the late 1990s. Analysis by the IMF has placed Tanzania at a low risk of debt distress.

Generally, Tanzania has a favourable attitude toward foreign direct investment and has made efforts to encourage foreign investment. Government steps to improve the business climate include redrawing tax codes, floating the exchange rate, licensing foreign banks, and creating an investment promotion centre to cut red tape.

The Tanzanian economy consists largely of agriculture, although tourism and mining are becoming increasingly important. The mining sector has grown rapidly, with Tanzania growing from an insignificant mineral exporter in 1998 to being the 3rd largest gold producer in Africa, exporting \$US1.07 billion in 2009 (up from \$US 0.93 billion in 2008).



## 2.2 PROJECTS OVERVIEW

Rift Valley holds interests in a package of properties in Tanzania covering a total of approximately 1,183km<sup>2</sup> within geological provinces containing known deposits of gold, nickel, copper and platinum group elements (PGE). These properties have potential for the discovery of commercial minerals, principally gold and nickel, in a number of geologic settings.

RVR's gold properties are located within the Tanzanian Craton, which has many similarities to other globally significant gold producing cratons such as the Yilgarn Craton in Western Australia, the Kaapvaal and Zimbabwe Cratons in Southern Africa, and the Superior Craton of the Canadian Shield.

RVR has four nickel properties within the prospective Kibaran Fold Belt which hosts most of the known nickel, copper, PGE and tin mineralisation in Tanzania. The properties have received very little known modern exploration but they are considered prospective for Kabanga-style nickel sulphide mineralisation. The Kabanga Nickel Project has been described by Xstrata as among the world's most attractive undeveloped nickel sulphide deposits.

## 2.3 GOLD PROJECTS

Greenstone rocks host the majority of known gold deposits in Tanzania, along with granite rocks surrounding these greenstones. Previous gold exploration and mine development has been centred on these rocks.

RVR's gold projects are located within three geological regions which contain both greenstone and granite rocks.

- (a) Projects in the Mara–Musoma greenstone belt include Suguti, Sarama, Nyasiri and Buhemba South East. Significant mines located within the belt include the North Mara and Buhemba gold mines.
- (b) The Geita-Shinyanga greenstone belt contains two of Rift Valley Resources projects, namely the Chibango and Kasubuya properties. This greenstone belt is well-endowed and hosts the world class gold mines of Geita and Bulyanhulu.
- (c) The Rift Valley projects of Miyabi South, Golden Pride North and South, Kanegele, Sungwa and the Mambari are located in the southern central area of the Lake Victoria Goldfields which hosts the Miyabi and Nzega greenstone belts. The Nzega greenstone hosts the Golden Pride Mine. The area also includes extensive granite terranes containing known gold mineralisation which may become gold producing environments as more exploration is devoted to these less understood geologic settings.

## 2.4 NICKEL PROJECTS

Rocks in northwest Tanzania host most of the known nickel, copper, PGE, and tin mineralisation in Tanzania. These rocks are in the Kibaran Fold Belt which extends from Zambia, through the Democratic Republic of Congo, Burundi and NW Tanzania, into Uganda and to the west of Lake Victoria. These mobile belts are increasingly recognized for their potential to host significant nickel, copper and platinum group element (Ni-Cu-PGE) mineralisation such as at the Kabanga Deposit and Kagera prospects which are situated in the northwest near the Tanzanian-Burundi border.

Rift Valley's Nyamagoma and Kabanga West nickel projects are located in the Ngara District of the Kagera Region, near the western border of Tanzania and Burundi.

The Mwenene project is located in the Kigoma District in western Tanzania approximately 40km north of the Kigoma town site. The project is bounded to the west by Lake Tanganyika and to the north by the border with Burundi.





**SECTION 3**  
DIRECTORS &  
MANAGEMENT

# DIRECTORS



## DIDIER MURCIA – B.Juris, LLB – Chairman

Mr Didier Murcia holds a Bachelor of Jurisprudence and Bachelor of Laws degrees from the University of Western Australia, and has over 25 years experience in corporate, commercial and resource law.

Mr Murcia has extensive experience in Tanzania and is the Honorary Consul for the United Republic of Tanzania in Australia, a position that he has held for 13 years.

He is currently a Director of Aminex PLC, listed on the London Stock Exchange, Non-Executive Chairman of Centaurus Metals Limited and Non-Executive Director of Gryphon Minerals Limited, both of which are listed on the ASX. Until recently, Mr Murcia was also a director of emerging iron ore producer Gindalbie Metals Limited, a position he held for 13 years.



## MICHAEL MCKEVITT – BSc Geology (Hons) - Managing Director

Mr Michael McKeVitt has a long a successful history in mineral exploration, management and mine geology, both in Australia and overseas. With 25 years experience in mining and resources as a geologist he has worked and led teams in Africa (Ghana, Burkina Faso, Zambia, and Tanzania), Indonesia, and the Philippines.

His experience covers exploration and near-mine exploration, mine geology, and mine operations support. He has worked in gold, iron-ore, nickel, copper, bauxite, zinc, and uranium in various mining styles including mechanised open-stope, block-cave, cut-and-fill, and both medium to large-scale open pits.

Mr McKeVitt is a corporate member of the Australasian Institute of Mining and Metallurgy and is a competent person for reporting Exploration results and Mineral Resources in accordance with the JORC Code (2004).



## KEITH MCKAY - B.Sc (Hons) - Director

Mr McKay is a Geologist with 40 years technical and corporate experience in the mining industry as a senior executive, director and chairman. Corporate roles formerly held by Mr McKay include Chairman of Gindalbie Metals Limited, Managing Director of Gallery Gold Limited, Australian Managing Director of Battle Mountain Gold Company and Director of Niugini Mining Limited.

Mr McKay had extensive African experience, particularly in Botswana and Tanzania. Under his management, Gallery Gold discovered and developed the Mupane gold mine in Botswana and prior to this Battle Mountain discovered the Pajingo and Vera Nancy gold deposits in North Queensland.

Mr McKay is a non- executive director of Centaurus Metals Limited, listed on the ASX.



## GOSBERT KAGARUKI – MSc – Director

Mr Kagaruki has over 18 years experience in the resource industry as a geologist and GIS expert.

Having commenced his career with the Dodoma Geological Survey in Tanzania, Mr Kagaruki subsequently worked for Rio Tinto as the only Tanzanian professional staff member engaged by that company. He then held senior roles in Southern and Eastern African Mineral Centre and then Barrick (Tanzania) before setting up his own consultancy, Interactive Earth Imaging Limited.

Mr Kagaruki has and continues to provide detailed geological advice to a number of exploration and mining companies, including BHP Billiton, Uranex Limited, Resolute Limited and Midland Minerals.



# SENIOR MANAGEMENT



## ROWAN CAREN - B.Com, CA - Company Secretary

Mr Caren has more than 18 years commercial experience as a Chartered Accountant, having qualified with PricewaterhouseCoopers in 1992.

He has been involved in the minerals exploration industry for over ten years and in 2004 created a specialist company secretarial and advisory consultancy, Dabinett Corporate Pty Ltd. He has provided financial and corporate services to several listed and unlisted companies involved in the resources sector.

Mr Caren graduated with a Bachelor of Commerce (Accounting) from the University of Western Australia and is a Member of the Institute of Chartered Accountants in Australia.



## STEPHEN PARSONS - BSc(Hon) Geology - Consultant

Mr Parsons graduated from the University of Canterbury with an Honours degree in Geology. Stephen is the Managing Director of the Perth based gold exploration company, Gryphon Minerals Limited.

He successfully founded and listed Gryphon on the ASX in April 2004 and has subsequently grown its market capitalisation to in excess of \$450 million.

Mr Parsons has extensive experience in mineral exploration throughout Australia and Africa where he has worked for a variety of exploration and mining companies, from junior explorers to multinational mining houses, exploring for a variety of commodities including gold, base metals and PGE's.



## HAMISH HALLIDAY - BSc (Geology) - Consultant

Mr Halliday has extensive corporate and technical experience in all aspects of mineral exploration and development. Hamish is the co-founder and Managing Director of Venture Minerals Ltd. Venture is listed on the ASX with a market capitalisation of over \$100 million.

Prior to Venture, Mr Halliday was the Managing Director of Adamus Resources Limited, a company that he grew into a multi million ounce emerging gold producer in Africa.

A woman with dark skin, wearing a green blazer, is smiling broadly and shielding her eyes with her right hand. The background is a soft-focus green, suggesting foliage. A large, semi-transparent number '4' is overlaid on the image. The text 'SECTION 4' is in a dark red serif font, while 'CORPORATE GOVERNANCE' is in a white sans-serif font.

# SECTION 4

## CORPORATE GOVERNANCE



# CORPORATE GOVERNANCE

The Company has adopted the Principles of Corporate Governance and Recommendations published by ASX Corporate Governance Council. As the Company's activities develop in size, nature and scope, the size of the Board and the implementation of additional corporate governance structures will be given further consideration. The following table summarises the Company's position in this regard.

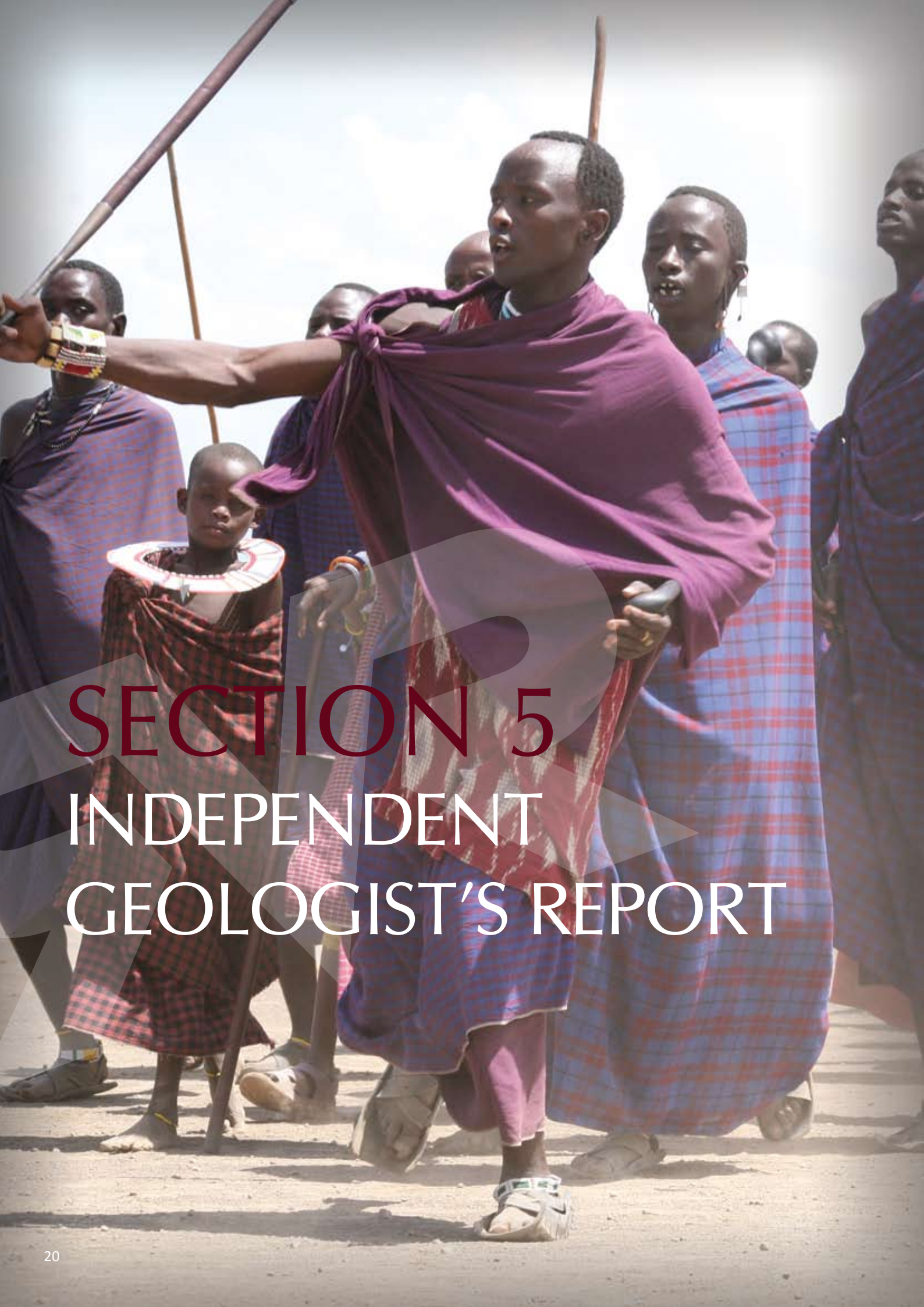
Requirement	Response
<b>1. LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT</b>	
1.1 Companies should establish the functions reserved to the Board and those delegated to senior executives and disclose those functions.	<p>The Board recognises the importance of distinguishing between the respective roles and responsibilities of the Board and management. The respective roles and responsibilities of Board and the Managing Director are set out in the Company's Board Charter.</p> <p>The primary responsibility of the Board is to protect and advance the interests of shareholders. To fulfil this role, the Board has overall responsibility for developing and approving the Company's corporate strategy and monitoring implementation of strategy, appointing the Managing Director, monitoring senior executives' performance and approving the Company's risk and audit framework. The Board is also responsible for the Company's general corporate governance matters, including matters such as disclosures and the appointment and monitoring of any committees set up by the Board. The Managing Director has primary responsibility to the Board for the affairs of the Company. The Managing Director's responsibilities include implementing and monitoring (together with the Board) the strategic and financial plans for the Company, managing the appointment of senior executive positions, being the primary channel of communication and point of contact between the senior executives and the Board, providing strong leadership to, and effective management of, the Company and otherwise carrying out the day to day management of the Company.</p>
1.2 Companies should disclose the process for evaluating the performance of senior executives	The Company has established a Remuneration Committee which is responsible for the evaluation of all senior executives.
1.3 Companies should provide the information indicated in the Guide to reporting on Principle 1	<p>It is intended that:</p> <ul style="list-style-type: none"> <li>an explanation of any departure from Recommendations 1.1, 1.2 or 1.3 will be included in the corporate governance statement in the annual report</li> <li>the annual report will disclose whether a performance evaluation for senior executives has taken place in the reporting period and whether it was in accordance with the process disclosed.</li> </ul>
<b>2. STRUCTURE THE BOARD TO ADD VALUE</b>	
2.1 A majority of the board should be independent directors	The Board comprises four directors, three of whom are non-executive and independent.
2.2 The chair should be an independent director	The Chair is independent.
2.3 The roles of chair and Managing Director should not be exercised by the same individual	These positions are held by separate persons.
2.4 The board should establish a nomination committee	The Board has established a Nomination Committee. The roles and responsibilities of the Nomination Committee are set out in the Nomination Committee Charter.
2.5 Companies should disclose the process for evaluating the performance of the board, its committees and individual directors	The Board has established a Board Performance Evaluation Policy. This Policy will be made publicly available on the Company's website in a clearly marked corporate governance section.

3. PROMOTE ETHICAL AND RESPONSIBLE DECISION MAKING		
3.1	Companies should establish a code of conduct and disclose the code.	The Company's Code of Conduct sets out the Company's expectations for the conduct by the Company's directors, senior executives and employees, including in relation to business conduct, personal and professional conduct (such as confidentiality, personal behaviour, diversity and respect for others).
3.2	Companies should establish a policy concerning diversity and disclose the policy or a summary of that policy. The policy should include measurable objectives for achieving gender diversity. The policy should include requirements for the Board to establish measurable objectives for achieving gender diversity for the Board to assess annually both the objectives and progress in achieving them.	The Company has established a Diversity Policy which sets out the Company's policy to recruit and manage on the basis of qualification for the position and performance regardless of gender, race, religious beliefs, cultural background, sexuality or physical ability. The policy does not include any requirement to establish measurable objectives for achieving gender diversity. Given the Company's size and its stage of development as an exploration company, the Board does not think it is yet appropriate to include measurable objectives in relation to gender. As the Company grows and requires more employees, the Company will review this.
4. SAFEGUARD INTEGRITY IN FINANCIAL REPORTING		
4.1	The board should establish an audit committee	The Board has established an Audit Committee. The Audit Committee consists only of non executive directors the majority of whom are independent. It is chaired by an independent chair that is not the chair of the Board and has 3 members. It operates under the Audit Committee Charter.
4.2	The audit committee should be structured so that it: <ul style="list-style-type: none"> <li>• consists only of non executive Directors</li> <li>• consists of a majority of independent directors</li> <li>• is chaired by an independent chair, who is not chair of the board</li> <li>• has at least three members.</li> </ul>	
4.3	The audit committee should have a formal charter	
4.4	Companies should provide the information indicated in the Guide to reporting on Principle 4	<p>The following material is intended to be included in the corporate governance statement in the annual report:</p> <ul style="list-style-type: none"> <li>• the names and qualifications of those appointed to the audit committee and their attendance at meetings of the committee.</li> <li>• the number of meetings of the audit committee.</li> <li>• explanation of any departures from Recommendations 4.1, 4.2, 4.3 or 4.4.</li> </ul> <p>The Audit Committee Charter is intended to be made publicly available on the company's website in a clearly marked corporate governance section.</p>
5. MAKE TIMELY AND BALANCED DISCLOSURE		
5.1	Companies should establish written policies designed to ensure compliance with ASX Listing Rule disclosure requirements to ensure accountability at senior executive level for that compliance and disclose those policies or a summary of those policies	The Company has established a Shareholder Communication and Continuous Disclosure Policy. This Policy sets out the Company's policies and procedures with regard to the reporting of material price sensitive information to the ASX subject to confidentiality carve-out aspects and the Company's procedures in this regard.
5.2	Companies should provide the information indicated in the Guide to reporting on Principle 5	An explanation of any departures from Recommendations 5.1 or 5.2 is intended to be included in the corporate governance statement in the annual report. The Shareholder Communication and Continuous Disclosure Policy is intended to be made publicly available on the company's website in a clearly marked corporate governance section.

6. RESPECT THE RIGHTS OF SHAREHOLDERS	
6.1	Companies should design a communications policy for promoting effective communication with shareholders and encouraging their participation at general meetings and disclose their policy or a summary of that policy
	<p>The Company has established a Shareholder Communication and Continuous Disclosure Policy. This policy should be sufficient to promote effective communications with shareholders:</p> <ul style="list-style-type: none"> <li>• announcements released to ASX through the ASX company announcements platform;</li> <li>• notices of meetings to shareholders; and</li> <li>• provision of all relevant documentation released on the Company's website.</li> </ul>
6.2	Companies should provide the information indicated in the Guide to reporting on Principle 6
	An explanation of any departure from Recommendations 6.1 or 6.2 is intended to be included in the corporate governance statement in the annual report. The Shareholder Communication and Continuous Disclosure will be posted on the Company's website in a clearly marked corporate governance section.
7. RECOGNISE AND MANAGE RISK	
7.1	Companies should establish policies for the oversight and management of material business risks and disclose a summary of those policies
	This Company has established Risk Management Strategy Policy. This policy is intended to be made publicly available on the Company's website in a clearly marked corporate governance section.
7.2	Companies should provide the information indicated in the Guide to reporting on Principle 7
	<p>The following material is intended to be included in the corporate governance statement in the annual report:</p> <ul style="list-style-type: none"> <li>• explanation of any departures from Recommendations 7.1, 7.2, 7.3 or 7.4</li> <li>• whether management has reported to the board under Recommendation 7.2</li> <li>• whether the board has received assurance from the chief executive officer (or equivalent) and the chief financial officer (or equivalent) under Recommendation 7.3.</li> </ul>
8. REMUNERATE FAIRLY AND RESPONSIBLY	
8.1	The board should establish a remuneration committee
8.2	The remuneration committee should be structured so that it consists of a majority of independent directors, is chaired by an independent director and has at least three members
	The Board has established a Remuneration Committee. This committee consists of a majority of independent directors, is chaired by an independent director and has at least three members.
8.3	Companies should clearly distinguish the structure of nonexecutive directors' remuneration from that of executive directors and senior executives
	The Company's Remuneration Committee Charter distinguishes the structure of nonexecutive directors' remuneration from that of executive directors and senior executives. Board members are, however, entitled to options having regard to the small number of the Company's management team.
8.4	Companies should provide the information indicated in the Guide to Principle 8
	<p>The following material or a clear cross-reference to the location of the material is intended to be included in the corporate governance statement in the annual report or elsewhere in the annual report (as appropriate):</p> <ul style="list-style-type: none"> <li>• the existence and terms of any schemes for retirement benefits, other than superannuation, for non-executive directors</li> <li>• an explanation of any departures from Recommendations 8.1, 8.2, 8.3 or 8.4.</li> </ul>

In addition to this and consistent with ASX Listing Rule requirements, the Company has a policy concerning trading in its shares by directors and other designated persons. A copy of that Trading Policy is to be made available on the Company's website.





# SECTION 5

## INDEPENDENT GEOLOGIST'S REPORT

8 March 2011

The Directors,  
Rift Valley Resources Limited,  
Level 3, 23 Barrack Street,  
Perth, 6000  
Western Australia

Dear Sirs,

Mining Assets Pty Ltd ("Mining Assets") has been commissioned by Rift Valley Resources Limited ("Rift Valley") to provide an Independent Geologist's Report on mineral exploration licences to be acquired by Rift Valley Resources (Tanzania) Limited ("RVR Tanzania") and located in Tanzania. It is understood this Report will be included in a Prospectus to be lodged with the Australian Securities and Investment Commission ("ASIC") on, or about 14 March 2011, offering investors the opportunity to subscribe for fifty million shares at an issue price of twenty cents per share to raise a minimum of \$10 million before the costs of the issue ("Prospectus"). The offer includes an option to accept oversubscriptions of twelve million, five hundred thousand shares at twenty cents. Part of the funds raised will be used for exploration and evaluation of the mineral licences.

The Independent Geologist's Report has been prepared in accordance with the Code and Guidelines for Assessment and Valuation of Mineral Assets and Mineral Securities for Independent Expert Reports ("The Valmin Code"), which is binding upon Members of the Australasian Institute of Mining and Metallurgy ("AusIMM") and the Australian Institute of Geoscientists ("AIG"), and the rules and guidelines issued by such bodies as ASIC and Australian Securities Exchange ("ASX"), which pertain to Independent Expert's Reports.

Mining Assets has not been requested to provide an Independent Valuation, nor comment on the fairness or reasonableness of any vendor or promoter considerations. Also, the legal status of the tenure of the licences to be acquired by RVR Tanzania has not been independently verified by Mining Assets.

The author did not visit any of the licences and based this review of the Tanzanian gold and nickel properties on information provided by Rift Valley, along with technical reports prepared by Companies, consultants and Government agencies, and other relevant published and unpublished data. A final draft of the report was provided to Rift Valley, along with a written request to identify any material errors or omissions prior to lodgement.

The mineral licences to be acquired by RVR Tanzania are considered to be early-stage or "greenfields" in nature with exploration targeting at the conceptual stage. They are considered inherently speculative in nature, however, subject to varying degrees of exploration risk, they warrant further exploration consistent with the proposed programmes and budget.

Exploration and evaluation programmes summarised in the report amount to a total of \$7.5 million. Rift Valley intends to raise a minimum of \$10 million, at least half of which is committed to the exploration, development and administration of the mineral licences, satisfying the requirements of ASX Listing Rules 1.3.2(b) and 1.3.3(b). Mining Assets also

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36 Drew Rd, Ardross, WA 6153. E: [clay.gordon@miningassets.net](mailto:clay.gordon@miningassets.net)  
p: (08) 9315 5717 f: (08) 9315 1519 e: 0427 491 680 [www.miningassets.net](http://www.miningassets.net)

understands that Rift Valley has sufficient working capital to carry out its stated objectives, satisfying the requirements of ASX Listing Rule 1.3.3(a).

Rift Valley has prepared staged exploration and evaluation programmes, specific to the potential of the licences, which are consistent with the budget allocations. Mining Assets considers that the relevant areas have sufficient technical merit to justify the proposed programmes and associated expenditure satisfying the requirements of ASX Listing Rule 1.3.3(a). The proposed exploration budget also exceeds the minimum statutory annual expenditure commitment on the various licences.

The Independent Geologist's Report has been prepared on information available up to and including 3<sup>rd</sup> March 2011.

Mining Assets is a private consultancy in operation since 2004 and involved in the assessment and marketing of mineral properties. This report has been compiled by Mining Assets Managing Director, Mr Clay Gordon MSc, BSc who is a professional geologist with 25 years' experience in the industry within Australia and overseas. Mr Gordon is a Member of the Australasian Institute of Mining and Metallurgy ("AusIMM") and Australian Institute of Geoscientists ("AIG") and has the appropriate relevant qualifications, experience, competence and independence to be considered an "Expert" under the definitions provided in the Valmin Code and "Competent Persons" as defined in the JORC Code.

Neither Mining Assets, nor the author of this report, have or have previously had any material interest in Rift Valley or the mineral licences in which RVR Tanzania has an interest. The relationship with Rift Valley is solely one of professional association between client and independent consultant. This report is prepared in return for professional fees based upon agreed commercial rates and the payment of these fees is in no way contingent on the results of this report.

Yours faithfully



**Clay Gordon**  
Mining Assets Pty Ltd  
Managing Director

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# EXECUTIVE SUMMARY

Rift Valley Resources (Tanzania) Limited (“RVR Tanzania”) holds interests in nine granted licences and seven licences under application in Tanzania. These licences cover approximately 1,183 square kilometres (km<sup>2</sup>) within geological provinces containing known deposits of gold, nickel, copper and platinum group elements (PGE).

The licences are early-stage or “greenfields” in nature with exploration targeting at the conceptual stage, however, they are considered to be sufficiently prospective for gold and nickel, subject to varying degrees of exploration risk, to warrant further exploration and assessment of their economic potential, consistent with the proposed programmes.

RVR Tanzania’s gold licences are located within the Tanzanian Craton, which has many similarities to other globally significant gold producing cratons such as the Yilgarn Craton in Western Australia, the Kaapvaal and Zimbabwe Cratons in Southern Africa, and the Superior Craton of the Canadian Shield.

The licences occur in three important geological terranes:

- The Mara–Musoma greenstone belt (GSB). Mines located within this belt (but outside RVR Tanzania’s licences) include North Mara and Buhemba. RVR Tanzania’s gold licences located within the Mara-Musoma GSB are Suguti, Sarama, Nyasiri and Buhemba South.
- The Geita–Shinyanga GSB. Mines located within this belt (but outside RVR Tanzania’s licences) include Geita and Bulyanhulu. RVR Tanzania’s gold licences located within Geita-Shinyanga GSB are Chibango and Kasubuya.

- The Miyabi and Nzega GSBs. Mines located within this belt (but outside RVR Tanzania’s licences) include Golden Pride. RVR Tanzania’s gold licences located within the Miyabi and Nzega GSBs are Miyabi South, Golden Pride North and South, Kanegele, Sungwa and Mambari.

In addition, RVR Tanzania has four nickel licences within the prospective Kibaran Fold Belt which hosts most of the known nickel, copper, PGE and tin mineralisation in Tanzania. The licences have received very little known modern exploration but they are considered prospective for nickel sulphide mineralisation similar to that found at the Kabanga Deposit.

Rift Valley has prepared a 2-year staged exploration plan, with a \$7.5 million budget, which is sufficient to complete the necessary exploration surveys required to rank all licences and commence initial drill testing.

Exploration surveys and associated activities to be completed include: geological mapping, regional and property-scale geochemical sampling, plus regional and property-scale geophysical surveys.

Geological knowledge for the Prospecting Licences is at an early stage, hence the exploration plan will be strongly results-driven and therefore subject to change as initial exploration results are received and evaluated. Mining Assets believes the exploration strategy and budget proposed by Rift Valley is reasonable to increase geological understanding.



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# 1.0 INTRODUCTION

## 1.1 LOCATION, ACCESS & GEOGRAPHY

Rift Valley Resources (Tanzania) Limited's ("RVR Tanzania") licences are located in four areas in northern and western Tanzania:

- Mara–Musoma Greenstone Belt - proximal to the eastern shores of Lake Victoria and the township of Buhemba. Licences prospective for gold in this district include Suguti, Sarama, Nyasiri and Buhemba South. Access is via the sealed Mwanza to Musoma highway.
- Miyabi and Nzega Greenstone Belts - south of Lake Victoria and proximal to the northern townships of Kahama & Shinyanga. Licences prospective for gold include Miyabi, Kanegele, Golden Pride North, Golden Pride South, Sungwa and Mambari. Access is gained via a sealed Shinyanga to Kahama and Shinyanga to Joma roads.
- Geita–Shinyanga Greenstone Belt - proximal to the southwest corner of Lake Victoria and the township of Geita. Licences prospective for gold include Kasubuya and Chibango. Access is via the main B163 highway.
- Kibaran Fold Belt – near the western border of Tanzania with Burundi and the Democratic republic of Congo. Licences prospective for nickel include Nyamagoma, Kabanga West, Mwenene and Mwenene Southeast. The properties are accessed via sealed roads with an airstrip located within the district.

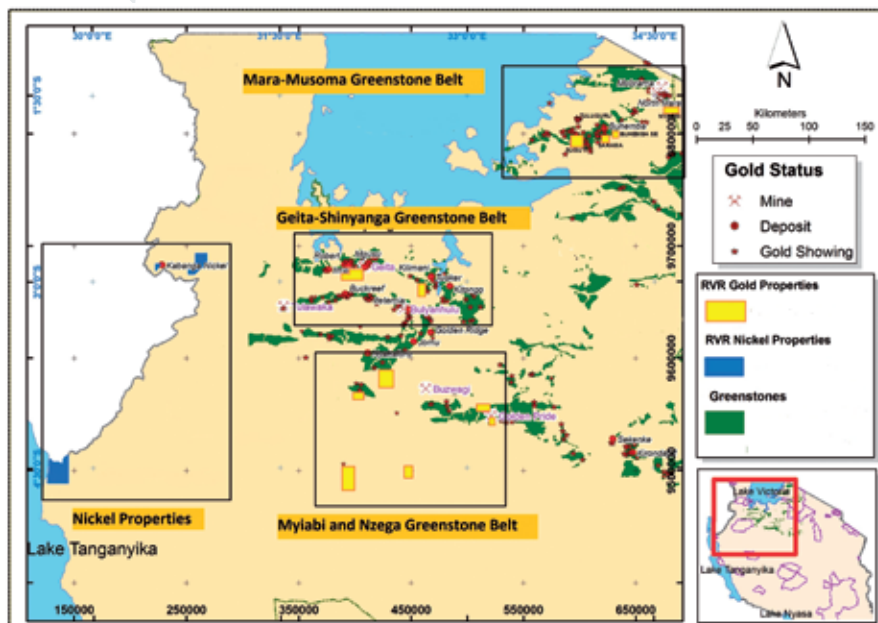


Figure 1: RVR Tanzania Licences - location plan

Tanzania's landscapes and climates are diverse but can be grouped into several zones: a hot and humid coastal zone near the Indian Ocean; a hot dry central plateau zone, with altitudes around 1,000-1,200m and the semi-temperate mountainous areas around Mt. Kilimanjaro; and the Southern Highlands in the south-central and south-western part of the country.

Tanzania is mountainous in the northeast, where Mount Kilimanjaro, Africa's highest peak, is situated. To the north and west are Lake Victoria, Africa's largest lake, and Lake Tanganyika, Africa's deepest. Central Tanzania comprises a large plateau, with vast plains and arable land. The island of Zanzibar lies just offshore to the east.

The climate is largely tropical, with two rainfall regimes. In the southern, southwest, central and western parts of the country there is one rainy season from December to April, whilst in the north and on the northern coast, the highest rainfall occurs during October to December and from March to May. In the highlands, temperatures range between 10°C and 20°C during cold and hot seasons respectively, whilst the rest of the country has temperatures rarely falling below 20°C. The hottest period is between November and February (25°C-31°C) while the coldest period occurs between May and August (15°C-20°C). Coastal areas are hot and humid.

## 1.2 TENURE

### 1.2.1 Tanzanian Mining Act of 2010 – Summary of Licence Categories

Under the Tanzanian Mining Act of 2010 (the Act), there are the following categories of licences:

- a) Prospecting and Retention Licences
- b) Mining Licences and Special Mining Licences (greater than USD100 000 capital investment for a ML and greater than USD100 000 000 for a SML)
- c) Primary Licences (less than 10 hectares and only available to citizens of Tanzania)

In relation to RVR Tanzania's licence tenure, which are all Prospecting Licences (or applications for Prospecting licences) the following licence conditions apply:

- A Prospecting Licence will be granted for an initial period not exceeding four years, and then for two successive periods of renewal. The first renewal period shall not exceed three years and the final renewal period shall not exceed two years (i.e. 9 years in total); both renewals require a 50% relinquishment of the licence area.
- Prospecting Licence holders may apply for a Retention Licence where "material deposits of potential commercial significance have been identified but cannot be immediately developed". Retention Licences can be granted for up to five years.

The following is a summary of the expenditure obligations under the Act for Prospecting Licences.

Initial four year period:

- A rent of USD40 per square kilometre per annum for the initial period, and
- A minimum expenditure of USD500 per square kilometre per annum.

First renewal period:

- A rent of USD50 per square kilometre per annum, and
- A minimum expenditure of USD2 000 per square kilometre per annum.

Second renewal period:

- A rent of USD60 per square kilometre per annum.
- A minimum expenditure of USD6 000 per square kilometre per annum.

For all granted Prospecting Licences listed in this report, RVR Tanzania has agreements with the current owners to transfer the licences to RVR Tanzania, a wholly owned subsidiary of Rift Valley.

For Prospecting Licence applications, signed agreements are in place with the applicant which will transfer the Prospecting Licence to RVR Tanzania on granting of the application.

### 1.2.2 RVR Tanzania Licences

RVR Tanzania has agreements to purchase 16 licences, nine of which are granted prospecting licences with the remaining seven prospecting licences under application. The area covered by the granted licences is 572.57 square kilometres and licence applications, 610.09 square kilometres for a total of 1,182.66 square kilometres.

Details for all RVR Tanzania licences are provided in Table 1 below. MiningAssets has not undertaken assessment regarding tenure or associated legal agreements.

### 1.3 SOURCES OF INFORMATION

This review is based on the information provided by Rift Valley, technical reports of consultants as well as other published and unpublished data relevant to the area, including public domain data.

The author has endeavoured, by making all reasonable enquiries, to confirm the authenticity and completeness of the technical data upon which this report is based. Rift Valley were provided a final draft of this report and requested to identify any material errors or omissions prior to its lodgement.

Type	Licence Name	Licence Number	Owner	Granted Date	Expiry Date	Annual Rental	District	Area (km <sup>2</sup> )	Minimum Expenditure
Gold	MIYABI	PL 5048	Emmanuel L. Mwakabuku	18/06/2008	17/06/2011	\$2,046	Kahama	51.14	\$25,570
Gold	CHIBANGO	PL5737	Jaha Investment Limited	12/06/2009	10/06/2012	\$2,742	Geita	68.54	\$34,270
Gold	KASABUYA	PL6023	Zari Exploration Limited	04/12/2009	02/12/2012	\$1,092	Geita	27.29	\$13,645
Gold	NYASIRI	PL6077	Zari Exploration Limited	22/09/2009	20/09/2012	\$2,566	Musoma	64.16	\$32,080
Gold	MAMBARI	PL6105	Jaha Investment Limited	10/11/2009	08/11/2012	\$1,450	Urambo	36.24	\$18,120
Gold	BUHEMBA SOUTH EAST	PL6217	Jaha Investment Limited	31/12/2009	29/12/2012	\$465	Bunda	11.62	\$5,810
Gold	KANEGELE	PL6623	Zari Exploration Limited	21/09/2010	19/09/2013	\$5,081	Kahama	127.02	\$63,510
Gold	GOLDEN PRIDE NORTH	PL6701	Zari Exploration Limited	21/09/2010	19/09/2013	\$1,642	Nzega	41.04	\$20,520
Gold	SUNGWA	HQ-P17001	GL Josue & BL Josue	Application	-	-	Uyowa, Urambo	170.34	-
Gold	SARAMA	HQ-P19437	Jaha Investment Limited	Application	-	-	Buhemba, Bunda	17.08	-
Gold	SUGUTI	HQ-P21677	Trustmark Investment Limited	Application	-	-	Kiabakari, Musoma	76.85	-
Gold	GOLDEN PRIDE SOUTH	HQ-P22762	Jaha Investment Limited	Application	-	-	Ngeza	13.63	-
Nickel	NYAMAGOMA	PL6389	Trustmark Investments Ltd	05/05/2010	03/05/2013	\$5,821	Ngara	145.52	\$72,760
Nickel	KABANGA WEST	HQ-P20249	Jaha Investment Limited	Application	-	-	Ngara	8.08	-
Nickel	MWENENE	HQ-P22518	Mpodo Minerals Tanzania Ltd	Application	-	-	Kigoma	297.40	-
Nickel	MWENENE SOUTH EAST	HQ-P23114	Mpodo Minerals Tanzania Ltd	Application	-	-	Kigoma	26.71	-

Table 1 - RVR Licences - tenure details



# 2.0 GEOLOGICAL SETTING

## 2.1 REGIONAL GEOLOGY

RVR Tanzania's gold licences are located in the Archaean Tanzanian Craton a feature which dominates the geology of Tanzania (Figure 2). The Craton is made of several granite and greenstone regions known as the Dodoman, Kavirondian and Nyanzian Supergroups with the latter being the most significant in terms of gold mineralisation in Tanzania.

The Nyanzian greenstone belt (GSB) is sub-divided into two sub-groups on the basis of volcanic lava composition. The Lower Group is primarily composed of basaltic, andesitic and dacitic lavas which can be up to five kilometres while the Upper Group is characterised by felsic lava, tuff, ferruginous chert, Banded Iron Formation (BIF), and pelite. The maximum thickness of the BIF is considered to be approximately 400m and the felsic tuff approximately 4 000m. The greenstone sequences are frequently folded about steeply dipping axial planes with an overall easterly trend.

The Tanzania Craton is bounded by extensions of the Mozambique Mobile Belt-consisting of (Palaeo-Proterozoic) rocks of the Ubendian Supergroup in the southwest of Tanzania and the Usagaran Supergroup to the west. The latter is host to RVR Tanzania's four nickel licences which occur within the Kibaran Fold Belt.

The Usagaran Supergroup consists of granulites, biotite-gneisses of pelitic origin, and quartzites. Structural trends are predominantly southwest but later (Neoproterozoic to Palaeozoic) granulite-facies metamorphism has obliterated most of the older structural signatures.

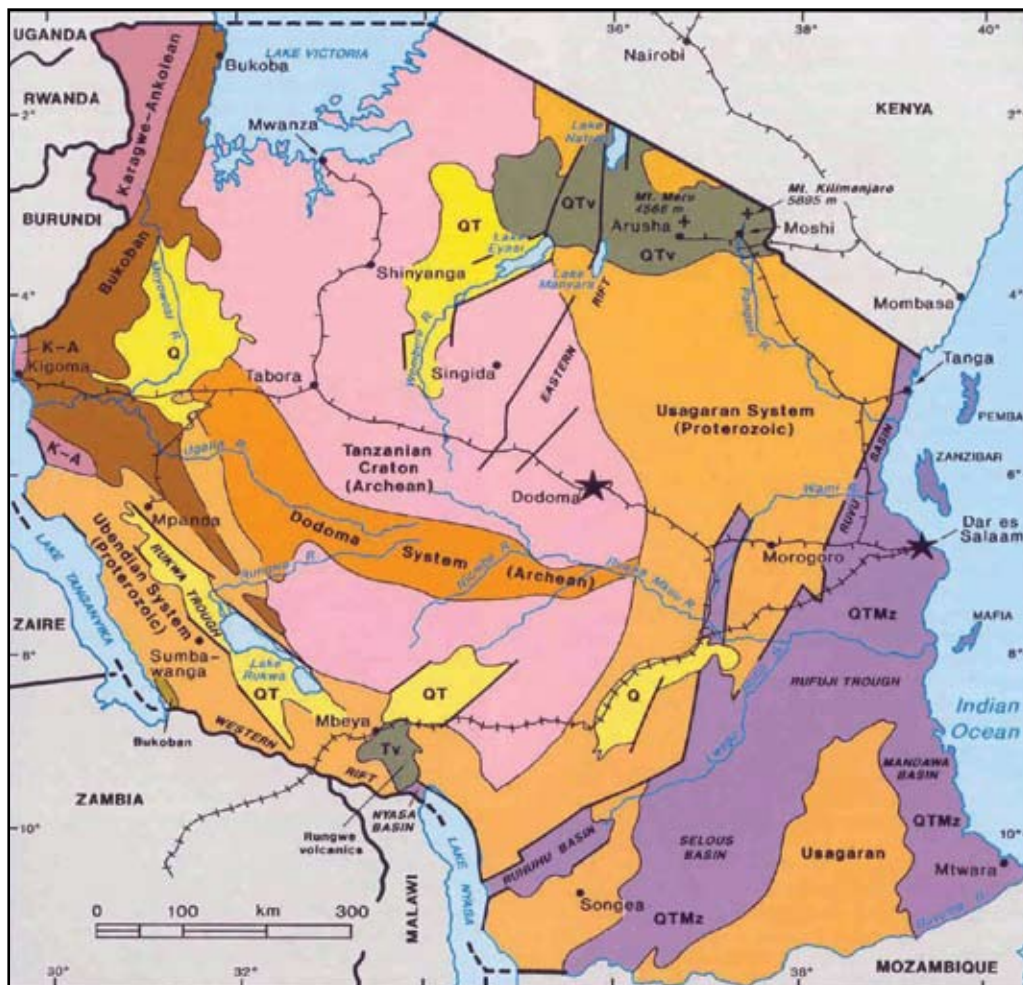


Figure 2 - Geology of Tanzania

### 2.1.1 Mara–Musoma Greenstone Belt

The east-west trending Mara-Musoma greenstone belt located in the east is part of the larger Lake Victoria Belt within the Tanzanian Craton. The northern domain is characterised by the dominance of sedimentary rocks while the southern domain by volcanoclastic and extrusive rocks. The boundary between the northern and southern domains is interpreted to be an unconformity.

The domain has undergone several phases of deformation, culminating with the development of the East African Rift system in Tertiary to Recent times. Stratigraphic contacts are steeply dipping, generally to the south and a series of south-dipping thrust faults have been interpreted to cut the stratigraphy in the district.

### 2.1.2 Miyabi and Nzega Greenstone Belts

The Miyabi and Nzega Greenstone belts represent two units of Nyanzian system along a north-northwest trend to the south of the main Geita-Kahama greenstone belt. Located to the east the Nzega greenstones comprise mainly felsic volcanics, BIF and subordinate mafic and volcanic and sedimentary rocks, while the smaller Miyabi greenstone is composed of mafic and felsic volcanics and metasediments with some minor BIF.

### 2.1.3 Geita–Shinyanga Greenstone Belt

The Geita-Shinyanga belt is characterised by two sub-parallel arcuate shaped bands of Nyanzian greenstone belts. The outer belt is dominated by the BIF and felsic tuffs that host the stratabound-strataform gold deposits of the upper Nyanzian belt. The associated mafic rocks comprise tholeiitic basalt lavas and mafic tuffs but are generally poorly exposed. These rocks extend from Geita over the Siga-Mabele Hills to the east of Kahama. The inner greenstone belt comprises mafic volcanics of the lower Nyanzian belt that, when mineralised, typically contain the quartz-lode, shear-hosted gold deposits.

### 2.1.4 Kibaran Fold Belt

The north trending Kibaran Fold Belt extends from Zambia, through the Democratic Republic of Congo, Burundi and northwest Tanzania, into Uganda and to the west of Lake Victoria. Internally, the (Mesoproterozoic) Karagwe-Ankolean Supergroup is an important host of nickel, copper, PGE, and tin mineralisation and is made up of low metamorphic grade phyllites, quartzites, and sericite schists derived from shallow-water sediments. The Kabanga nickel deposit (not in RVR Tanzania's licences) is located on the border with Burundi.

The Kabanga-Musongati belt of mafic-ultramafic intrusions occurs within the Kibaran belt. These mafic-ultramafic intrusions occur within an elongate northeast trending zone some 10m to 35km wide over a strike of 350km.

## 2.2 METALLOGENY

### 2.2.1 Gold Mineralisation Overview

The most productive gold deposits of Tanzania Craton are located in the Archaean-age Nyanzian greenstone belts (GSB) and the Ubendian GSB. Gold deposits occur in the form of massive or disseminated iron-sulphide rich bodies in BIFs or tuffs, mineralized shear zones in mafic rocks, and shear-zone-controlled quartz reefs. Iron rich mafic rocks are the most favourable hosts in the lower Nyanzian belts as well as in the Ubendian belt, whereas BIF is the dominant host rock in the upper Nyanzian belt. Stratabound gold mineralization occurring in the BIFs may have been remobilized during major metamorphic-magmatic events and redistributed as auriferous quartz veins.

Approximately two-thirds of gold production has come from shear-zone hosted mineralization (dominantly in mafic rocks), and about one-third from BIF-hosted strataform or stratabound deposits. More recently, structurally hosted gold has been discovered in granites adjacent to the greenstone belts (like that of Buzwagi) which may become a significant additional exploration model for mesothermal gold deposit-styles in Tanzania.

Examples of shear-hosted gold mineralisation include the following (Figure 1):

- **Golden Pride Mine.** Located 750km north-west of the port of Dar Es Salaam and 200km south of Lake Victoria. The deposit is located near the southern margin of the Nzega Greenstone Belt, within felsic to intermediate volcanoclastics and argillites. All units are intruded by a 100 to 200m thick dolerite sill. The east-west trending, south-west dipping Golden Pride Structure cuts the stratigraphy at a low angle with the sequence in the immediate vicinity of mineralisation comprising laminated chert

and oxide facies BIF inter-bedded with volcanoclastics. In the 80m thick ore zone the primary rock types have been obliterated by intense shearing accompanied by strong silica and carbonate alteration. The tuffaceous units form the main host, with the coarser members having undergone the most brittle deformation.

The hydrothermally emplaced gold mineralisation consists of quartz veining and breccias accompanied by intensive silica, carbonate, sericite, and chlorite alteration. BIF hosted mineralisation is also encountered at the eastern end of the deposit. Gold endowment is estimated to be 2.87 million ounces Au.

- **Bulyanhulu Mine.** Located in the Kahama district of the Shinyanga region, 56 kilometres from Lake Victoria and 153 kilometres from Mwanza. Bulyanhulu is located within the central portion of the Sukumaland Greenstone Belt which forms an east trending domal shape with an inner ring of older (Lower Nyanzian) rocks dominated by basaltic and andesitic lavas and tuffs, and an outer, younger (Upper Nyanzian) ring consisting of BIF and tuffs. Enveloping the greenstone rings are granitic and granitoid intrusive bodies.

The shear hosted mineralisation is within the Lower Nyanzian volcano-sedimentary sequences comprising bimodal mafic and felsic intrusive and extrusive rocks inter-bedded with clay-rich interflow sediments. This stratigraphy strikes NW-SE and dips at 85 degrees to the northeast. Gold is hosted by a set of parallel to sub-parallel shear hosted and essentially undeformed quartz-sulphide veins which also parallel the stratigraphy. The gold is found both as free grains on the margins of chalcopyrite and locked within hydrothermal pyrite grains. The mineralisation contains between 9g/t and 10g/t silver as electrum with gold, copper occurs as chalcopyrite (between 0.6 and 0.75% copper). The total contained reserves and resources are estimated at 17.1 million ounces.

- **Buzwagi Mine.** Located in Kahama District, the Buzwagi mineralisation is a shear-hosted vein type deposit mostly contained within porphyritic granite. The deposit is located within the Lake Victoria Greenstone belt which comprises older Nyanzian greenstone extruded onto and then intruded by, multiple granite composites. The rocks surrounding the Buzwagi licence comprise basaltic and intermediate volcanics intruded by granitoids that are collectively part of the lower Nyanzian greenstone. The Nzega Shear forms the dominant structure in the region and is traceable to other regionally significant gold mines and mineral occurrences. The mineralisation at Buzwagi is best developed at the intersection of northwest and north-trending fault structures. This has formed a brittle fracture zone associated with quartz veins and stockworks with up to 10% pyrite and associated chalcopyrite. The bulk of the mineralisation is up to 30m wide, striking for 1000m, and hosted within strongly altered quartz-sericite granite.
- **North Mara Mine.** Located in the Tarime District of the Mara region, 43 kilometres from the town of Tarime. The mine is located within the easterly trending Mara-Musoma greenstone belt which is part of the larger Lake Victoria Belt within the Tanzanian Craton. Basement gneisses are overlain by a sequence of inter-bedded volcanic and sedimentary units. All units are intruded by an array of granitic and doleritic rocks. Stratigraphic contacts are steeply dipping, generally to the south and are cut by a series of south-dipping thrust faults. The North Mara district is located where the (mostly) east-west oriented stratigraphy is folded into a broad north pointing arcuate ridge.

There are several styles of gold mineralisation with the principal style being shear zone related quartz lodes with disseminated gold. The Nyabirama deposit is located along the Mara Shear Zone and conforms to a structurally controlled, shear-hosted gold model. Located approximately seven kilometres to the northeast, the Gokona and Nyabigena pits occur in a shear-bounded package of volcanic rocks and are consistent with disseminated and quartz-vein related mineralisation models.

Although there is some variety in the host rocks of the various deposits and prospects at North Mara, all show a strong degree of structural control with gold partly carried in fracture-filling veinlets and partly disseminated through associated alteration zones.

Examples of major gold strataform/stratabound gold mineralisation include (also see Figure 1):

- **Geita Mine.** Located within the Mwanza Region of Tanzania the mine is 100km to the southwest of Mwanza. The Geita greenstone belt hosting this deposit has two prominent west-northwest and east-southeast trending and isoclinally folded BIF ridges within a poorly exposed sequence of Nyanzian Formation comprising tholeiitic basalt and mafic tuff. The BIF units are closely associated with all the known gold occurrences of economic significance. Other minor rocks associated with gold mineralisation include felsic tuffs, sheared mafic volcanic rocks, volcanogenic massive sulphides (such as the Samena Hill pyrite deposit), and secondary laterite deposits. Gold can occur in native form and (commonly) in close association with pyrite and pyrrhotite which is found in fractures along bedding planes of BIF units (similar to other BIF hosted mineralisation encountered in other Archaean cratons). Contained Mineral Reserves and Mineral Resources at Geita are estimated to be 17.97 million ounces of gold.



## 2.2.2 Nickel Mineralisation Overview

Magmatic nickel deposits associated with mafic and ultramafic intrusive complexes along the margins of continental rift zones have become important exploration targets for large tonnage, moderate grade deposits which contain large metal inventories of nickel, copper, and cobalt.

The key geological parameters for such nickel deposits are generally rocks of Proterozoic age with magnesium-rich ultramafic intrusions associated with an extensional phase of continental rifting where the nickel rich magma has been able to achieve sulphur saturation by the assimilation of sulphur-rich host rocks.

Two such deposits of this style have been identified in Tanzania and include Nachingwea in southeast Tanzania and Kabanga in northwest Tanzania.

The Nachingwea nickel-copper deposit is hosted within the late Proterozoic Mozambique belt that comprises various assemblages of mafic to felsic granulites, gneiss and migmatite interlayered with amphibolites and meta-sedimentary rocks. The mineralisation at Nachingwea is hosted in the Ntaka ultramafic complex which crosscuts and intrudes rocks of the Mozambique belt. The current measured and indicated resources are 3Mt at 1.31% Ni, 0.24% Cu, 0.04% Co, 0.61g/t, combined with platinum, palladium, and gold, (Moore, 2009).

The Kabanga Nickel Deposit was discovered in the 1970's is located in the Ngara district of the Kagera region in north western Tanzania. It has a Mineral Resource estimate of 51.7Mt at 2.7% nickel, 0.4% copper, 0.2% cobalt, 0.3g/t platinum and 0.2g/t palladium (Xstrata, 2009, Innovance prospectus 2010).

Located between the Tanzanian and Congo Archaean Cratons the belt of mafic-ultramafic intrusions occur within the regionally extensive Meso-Proterozoic Kibaran orogenic belt, a fold-thrust belt that extends some 1500km from Zambia through western Tanzania and Burundi, and northwards into Uganda. The mafic-ultramafic intrusions form within an elongate northeast trending zone some 10 to 35km wide over a strike of 350km. They have intruded a meta-sedimentary sequence consisting of low to medium grade metamorphosed mica and graphitic schists of the Burundi and Karagwe-Ankolean Supergroup that accumulated during an early rifting phase of the Kibaran orogeny. Some of the pelitic sediments may contain abundant sedimentary sulphides which have been assimilated by the original picritic parent magmas to the Kapalagulu and Musongati intrusions.

The prospective intrusions that host nickel sulphides comprise sills and sub-horizontal pipes of varying sizes ranging from 10s to 100s of metres wide, such as those at Kabanga North. The larger intrusions are several kilometres in thickness and host the sulphur-poor platinum group element reefs of Kapalagulu and Musongati.

The key factors in nickel ore genesis at Kabanga are;

- (i) Crystallization of the intrusions from relatively primitive (MgO, Cr, and Ni-rich) mantle-derived magmas that were capable of heating the country rocks sufficiently for assimilation to occur
- (ii) The presence of sulphur-rich sedimentary country rocks that provided a source of external sulphur, and
- (iii) The occurrence of relatively small and dynamic magma conduits in which magmatic sulphides could be concentrated to form economic deposits. The PGE reefs are formed in less dynamic systems that assimilated less crust. The variable crustal component in the intrusions can be used to identify nickel versus PGE targets.

Thick nickel laterite profiles have been developed over ultramafic intrusive rocks which, at Musongati, may contain greater than 4ppm PGE. Nickel laterite deposits are an important source of secondary nickel worldwide.



# 3. EXPLORATION DATA

Whilst exploration and mining companies are required to submit summary reports detailing the work completed after licence relinquishment, this requirement is rarely enforced in Tanzania. Therefore, access to previous exploration reports and data over areas of new tenure can be limited.

With respect to the RVR Tanzania licences, best endeavours have been made to acquire existing data and reports associated with past exploration on the licences listed in this prospectus, however no data could be located. Therefore the status of past exploration is unknown but assumed to be negligible.

The principal source of geoscientific data is therefore from the Geological Survey of Tanzania (GST) which has conducted geological surveys and research activities country-wide for the past 80 years generating and storing substantial amount of geoscientific data and information. The publically available hardcopy and digital information includes:

- Geological maps covering 85% of the 322 Quarter Degree Sheets (QSD) of Tanzania. Twenty nine percent (29%) of the maps are at 1:100 000 scale, 48% are at 1:125 000 scale, 3% are at 1:250 000 scale, with 5% of the QDS still to be published.
- Other geological maps include: Block maps of the Lake Victoria Goldfields, Kigoma-Mpanda and Lake Rukwa areas at a scale of 1:500 000.
- Countrywide airborne geophysical maps coverage of magnetic and radiometric surveys.
- High resolution airborne geophysical surveys data for selected areas around Lake Victoria Goldfield (Kahama, Biharamulo, and Mara) and Mpanda Mineral Field.
- Regional geochemical survey data for selected areas collected by GST, exploration companies and other institutions.
- Vast historical geological, geophysical and geochemical information, which could readily assist investors in the mineral sector in selecting prospective areas for search of minerals, and
- A geological map of Tanzania showing mineral occurrences.

Hardcopy data including unpublished reports, field notes, maps and observation data, from studies carried out by GST and other geoscientific institutions collected from 1885, are available from the GST.

# 4. MARA–MUSOMA GREENSTONE BELT LICENCES

## 4.1 LOCATION & ACCESS

RVR Tanzania’s gold licences located in north-eastern Tanzania’s Mara-Musoma GSB include Suguti, Sarama, Nyasiri and Buhemba South East.

The Suguti licence application (HQ-P21677) is located in the historically productive Mara-Musoma Goldfield 40km south of the township of Musoma and 25km west southwest of the township of Buhemba. Access is via the sealed Mwanza to Musoma highway which passes through the western edge of the licence. Internal access to the licence is via a graded access road traversing the licence from east to west. The southern portion of the licence is mostly soil covered ground that drains to the southwest into the Suguti River and then into Lake Victoria. The northern half of the licence has steep hills and ranges with rock outcrop and has very little human habitation or cultivation. General land use is seasonal cropping. The prospecting license extends approximately 9.3km to the east and 8.3km to the south for a total area of about 77km<sup>2</sup>.

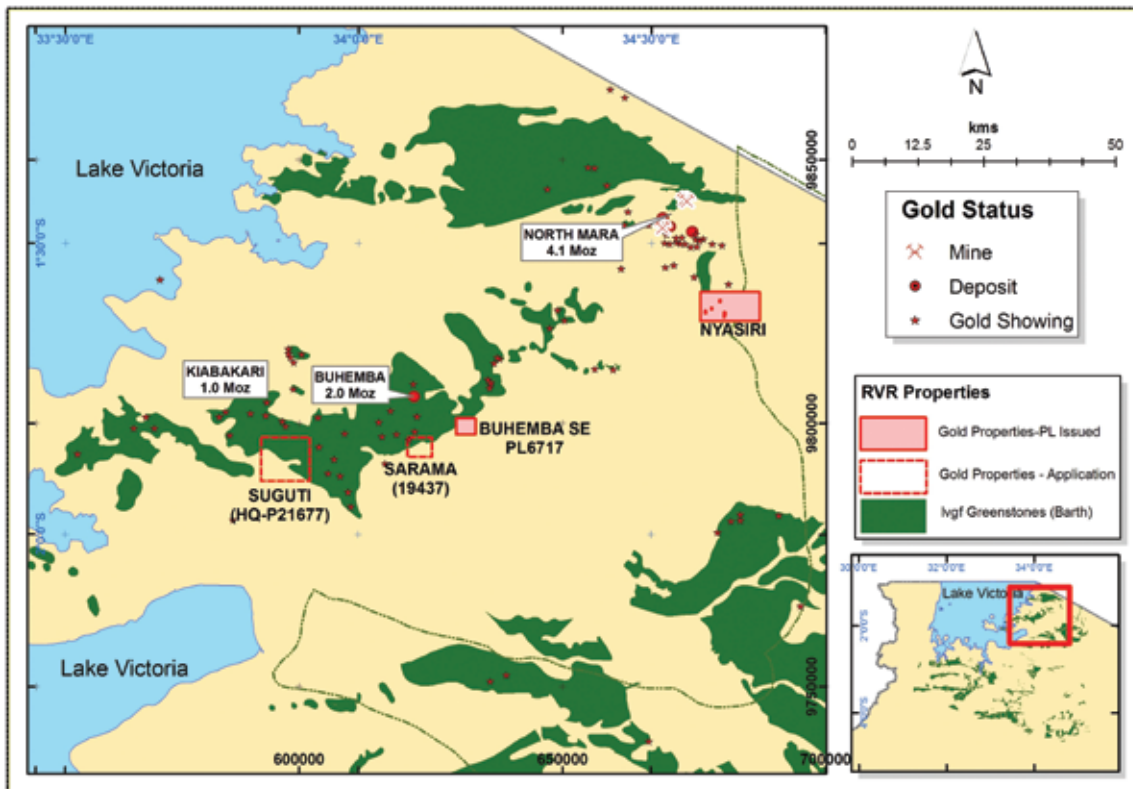


Figure 3: Regional geology - Mara-Musoma greenstone belt

The Sarama licence application (HQ-P19437) is located approximately ten kilometres south of the township of Buhemba and 20km east of the Suguti Licence. Access is via the sealed Mwanza to Musoma highway up to the small township of Butiama, then via graded roads to the township of Buhemba and onto to Sarama village which is located close to the northern boundary of the licence. Internal access is good as the land is relatively flat with drainage towards the south. General land use is seasonal crop farming on the mbugu soils (fertile soils derived from lake sediments) that cover the southern third of the licence. Sarama extends approximately 4.5km to the east and four kilometres to the south for a total area of about 17km<sup>2</sup>.

The granted Buhemba Southeast licence (license PL6217) is located approximately nine kilometres southeast of the township of Buhemba. Access is via the Sarama licence along a local inter-village vehicular track with local access via village tracks. The licence extends four kilometres to the east and three kilometres to the south for a total area of approximately 12km<sup>2</sup>. General land use is seasonal crop farming particularly over the flat mbugu soils that cover most of the northeast quadrant to the licence.

The granted Nyasiri licence (licence PL6077) straddles the western border of the Serengeti National Park in the historically productive Mara-Musoma Goldfield. The area is accessible by Tarime airstrip then a rough road towards the Serengeti District. The licence is approximately 20km SE of the North Mara (Nyabirama) mine and extends 11km to the east and 5.5km to the south for a total area of about 64km<sup>2</sup>. General land use is seasonal crop farming.

## 4.2 LOCAL GEOLOGY

### 4.2.1 Suguti

Outcrop in the northern portion of the Suguti licence consists of an area of mafic to intermediate volcanics which forms a large easterly-trending range of hills. This range is dominated by BIF which extends for at least eight kilometres across the licence. Smaller units of BIF occur elsewhere and are typically five to ten m wide; they represent thin interflow sediments to the volcanics. The greenstones are likely part of the Upper Nyanzian System comprising volcanics, metamorphosed greywackes, pelites, and BIFs.

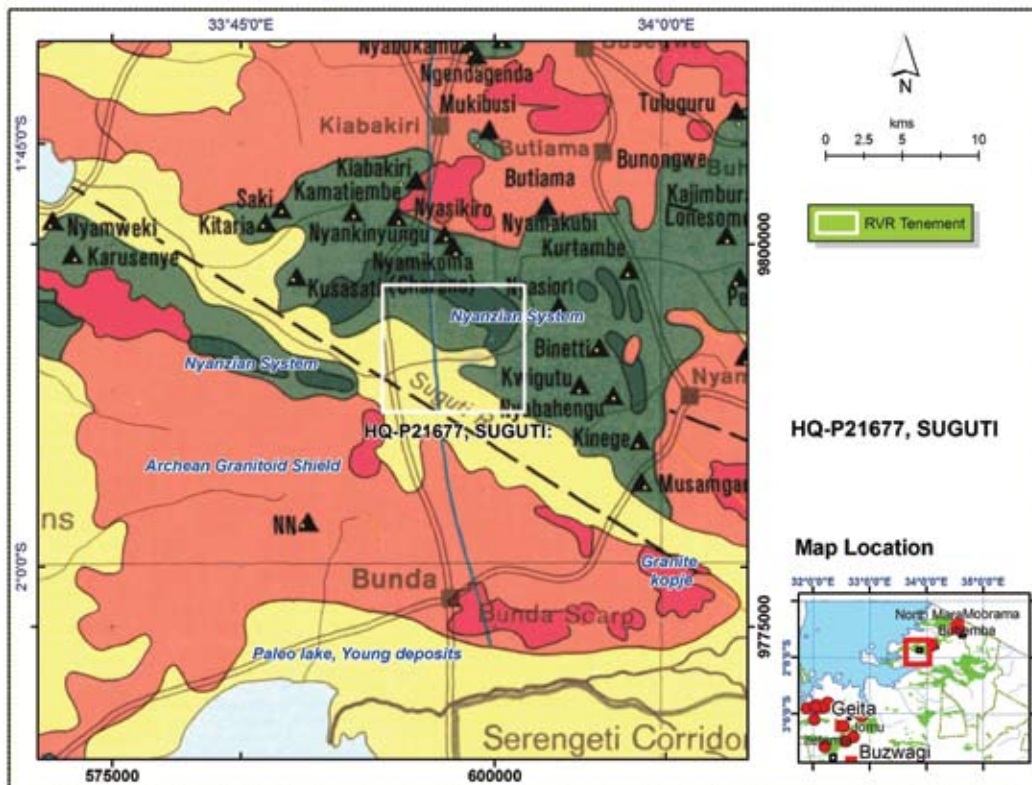


Figure 4: Local geology – Suguti licence

The south west corner of the licence is covered by mbugu clays which fill a topographic depression formed by the northwest-trending Suguti shear. The shear extends approximately 50km and has displacements of several kilometres. It is readily identified from the aerial magnetic data as a zone of demagnetisation. A secondary cross-cutting northeast trending fault cuts the eastern end of the prominent BIF horizon. Similarly oriented structures are an important control on mineralisation elsewhere in the Mara-Musoma goldfield.

No significant artisanal workings have been identified within the Suguti licence boundary although numerous small gold mines have been recorded on regional maps to the east and west of the licence boundaries. Local villagers have reported recent small scale workings within the licence boundary close to a northeast trending secondary fault but the site has yet to be surveyed and confirmed.

#### 4.2.2 Sarama

The licence straddles the southern boundary of the Mara–Musoma greenstone belt with adjacent granites, however, the geology is largely covered by thin soils overlying laterites. The greenstones in the licence are most likely part of the Nyanzian System. The southern portion of the licence is covered extensively by mbugu soils which are interpreted to overlie granite.

At least four kilometres of east-southeast striking granite-greenstone contact has been identified from reconnaissance mapping. Structural interpretation of the geophysical data indicates a series of easterly trending structures parallel to the main contact into the greenstone sequences that maybe important controls on mineralisation.

Mapping of artisanal workings within the northwest quadrant of the licence have exposed a quartz vein up to one metre wide within an east striking shear zone dipping to the north at 040°. The vein is hosted by sheared mafic volcanics and has been excavated over an estimated distance of 100m.

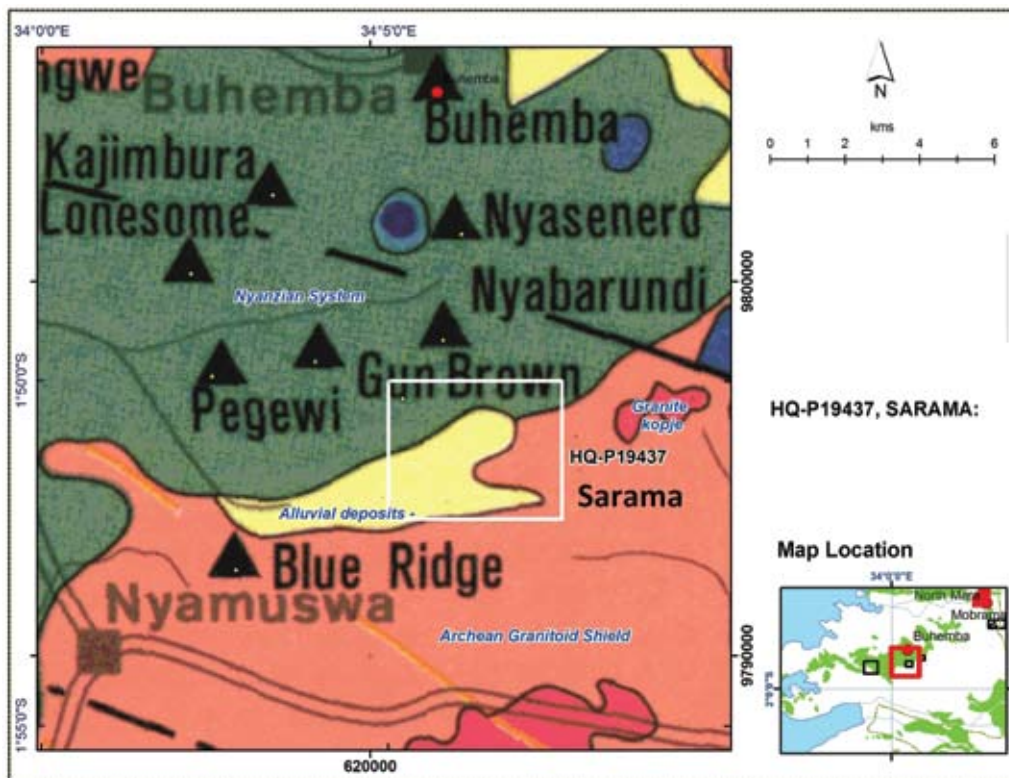


Figure 5: Local geology – Sarama licence



### 4.2.3 Nyasiri

The Nyasiri Licence is hosted dominantly in granite which contains two small inliers of greenstone interpreted to be of Nyanzian origin. The western quarter of the licence is covered with Bukoban sediments which overly the Archaean granite-greenstone. Intrusive ultramafic rocks occur along the southern margin of the licence. The sub-surface distribution of these ultramafic rocks in the licence is likely to be extensive indicated by a gravity anomaly associated with a lopolith intrusion.

No gold mineralisation has been identified within the licence but the identification of numerous excised mining licences could indicate gold mineralisation within greenstone, granite, or Proterozoic sediments.

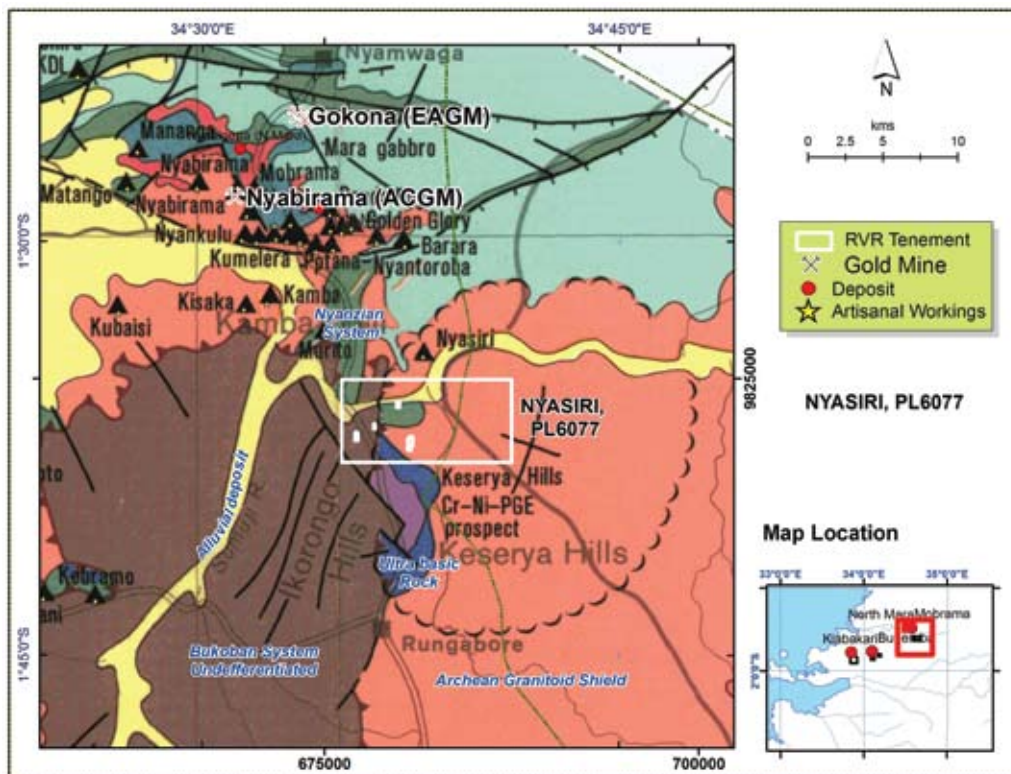


Figure 6: Local geology – Nyasiri licence

### 4.2.4 Buhemba South East

The licence straddles the contact between granites and greenstones of the Mara–Musoma goldfield. Approximately two-thirds of the licence is underlain by granitic rock while the remaining third in the northwest comprises greenstones. Two prominent hills of granite occur in the southern third of the licence but most of the granite is covered by extensive mbugu soils. The volcanic rocks outcrop as a northeast-southwest trending range of hills and about half of the four kilometre of strike is exposed within the licence boundary. Structural interpretation of the magnetic and gravity geophysical data also confirms the location and strike of the Nyanzian Supergroup rocks.

Currently no gold occurrences have been identified within or immediately adjacent the Buhemba South East licence, however, local villagers have reported unverified artisanal workings in the northwest of the licence within the greenstone sequences.

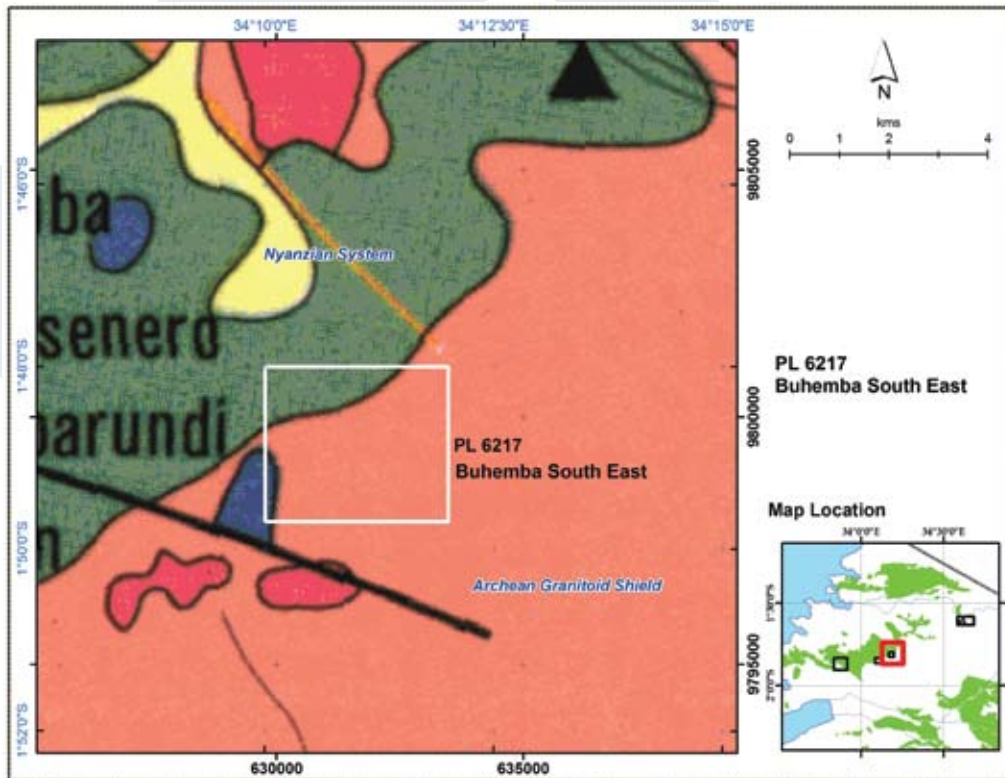


Figure 7: Local geology – Buhemba South East licence

### 4.3 EXPLORATION POTENTIAL

#### Suguti

Of specific interest is the potential for stratabound mineralisation in the areas of BIF in the vicinity of the major Suguti Shear and cross cutting northwest trending structures (which may play a key role in channelling hydrothermal fluids and creating sites of dilation).

#### Sarama

The mineralised veins exposed in artisanal workings in the north west of the licence are under-explored yet they indicate the potential for shear-zone hosted and disseminated gold mineralisation possibly associated with east trending structures (as interpreted from the geophysics data).

Additionally, two colonial-era, small-scale gold mines (Gun Brown and Nyabarundi) located two kilometres west-northwest and one kilometre north (respectively) of the Sarama licence boundary require further investigations to assess the potential of the mineralised structure extending into the Sarama licence.

#### Nyasiri

As noted, no gold mineralisation has been identified within this licence but further investigations targeting granite/greenstone-hosted mineralisation in the vicinity of the excised mining licences is warranted.

Additionally, the Keserya Hills Cr-Ni-PGE prospect occurs immediately south of the Nyasiri licence and the ultramafic rocks which host this prospect trend into the Nyasiri licence. These ultramafic rocks are considered prospective for massive or disseminated Ni-Cu-PGE sulphide mineralisation or strataform Ni-Cr-PGE mineralisation.

#### Buhemba South East

The licence has no known modern exploration; however, the reports of artisanal workings within greenstone sequences in the northwest of the licence require further investigations.

# 5. MIYABI AND NZEGA GREENSTONE BELT LICENCES

## 5.1 LOCATION & ACCESS

RVR Tanzania’s gold licences located within the Miyabi & Nzega GSBs include the Miyabi South, Golden Pride North and South, Kanegele, Sungwa and the Mambari licences.

The granted Miyabi licence (PL 5048) is located within the southern portion of the central Geita – Shinyanga region of Tanzania some 48km west-southwest of the town of Kahama. It extends approximately 9.4km to the east and 5.6km to the south for a total area of about 51km<sup>2</sup>. Access is gained via a sealed main road for 88km from the major town of Shinyanga west to the town of Kahama and then via local gravel roads for a further 50km in a general west-southwest direction to the eastern boundary of the licence. The majority of the licence is relatively flat to gently undulating and there is reasonable access via local inter-village tracks. General land use is sporadic seasonal crop farming.

The granted Golden Pride North licence (PL6701) is located within the southern Nzega Greenstone belt approximately 20km north of the village of Nzega and seven kilometres northwest of the Golden Pride Mine. Access is via a sealed road which runs southwest from the major town of Shinyanga for 37km to the village of Jomu and then a further 42km south to the village of Nzega. The licence extends seven kilometres to the east and four kilometres to the south for a total area of about 21km<sup>2</sup>. General land use is seasonal crop farming.

The Golden Pride South licence in application (HQ-P22762) is located within the southern Nzega Greenstone belt approximately eight kilometres northeast of the village of Nzega and two kilometres south of the Golden Pride. Access is via a sealed road which runs southwest from the major town of Shinyanga for 37km to the village of Jomu and then a further 42km south to the village of Nzega. The Golden Pride South licence extends 3.7km to the east and 3.5km to the south for a total area of about 14km<sup>2</sup>. Local access is via gravel roads. The licence topography is gently undulating to relatively flat with only minor cultivated areas of seasonal crops.

The granted Kanegele licence (PL6623) is located within the southern portion of the central Geita–Shinyanga region of Tanzania some 25km northwest of the town of Kahama, within the Kahama District. It extends ten kilometres to the east and ten kilometres to the south for a total area of 127km<sup>2</sup>. Access is via the sealed road linking Shinyanga to the township of Kahama which passes through the licence. General land use is seasonal crop farming.

The Sungwa licence in application (HQ-P17001) and granted Mambari licenses (PL6105) are located in the Urambo District of the Tabora Region. The licences are about 20km north of Ulyankulu Village and can be reached via a reasonably maintained road from Tabora.

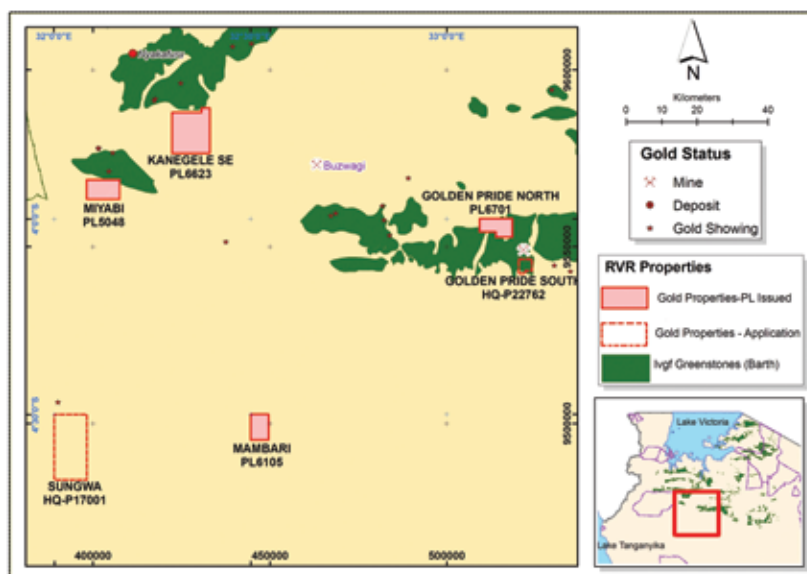


Figure 8: Regional geology - Miyabi and Nzega greenstone belts



## 5.2 LOCAL GEOLOGY

### 5.2.1 Miyabi

The Miyabi Licence is hosted dominantly in granite immediately to the south of the small Miyabi Hills greenstone belt. The belt is typical of the Lake Victoria goldfields and comprises rocks of greenschist to amphibolite metamorphic facies. The majority of the granite is soil covered and when exposed the granite is typically massive and unaltered. The Miyabi greenstone belt typically consists of a suite of mafic and felsic volcanic and associated metasediments with a prominent BIF unit trending approximately west-southwest some two kilometres to the north of the licence. There is typically little outcrop within the Miyabi South licence except for occasional granite exposures on topographic highs, however, greenstone belt rocks have been mapped in the northeast corner of the licence where they have an irregular contact with intrusive granite. Currently no gold occurrences have been identified within the Miyabi South licence.

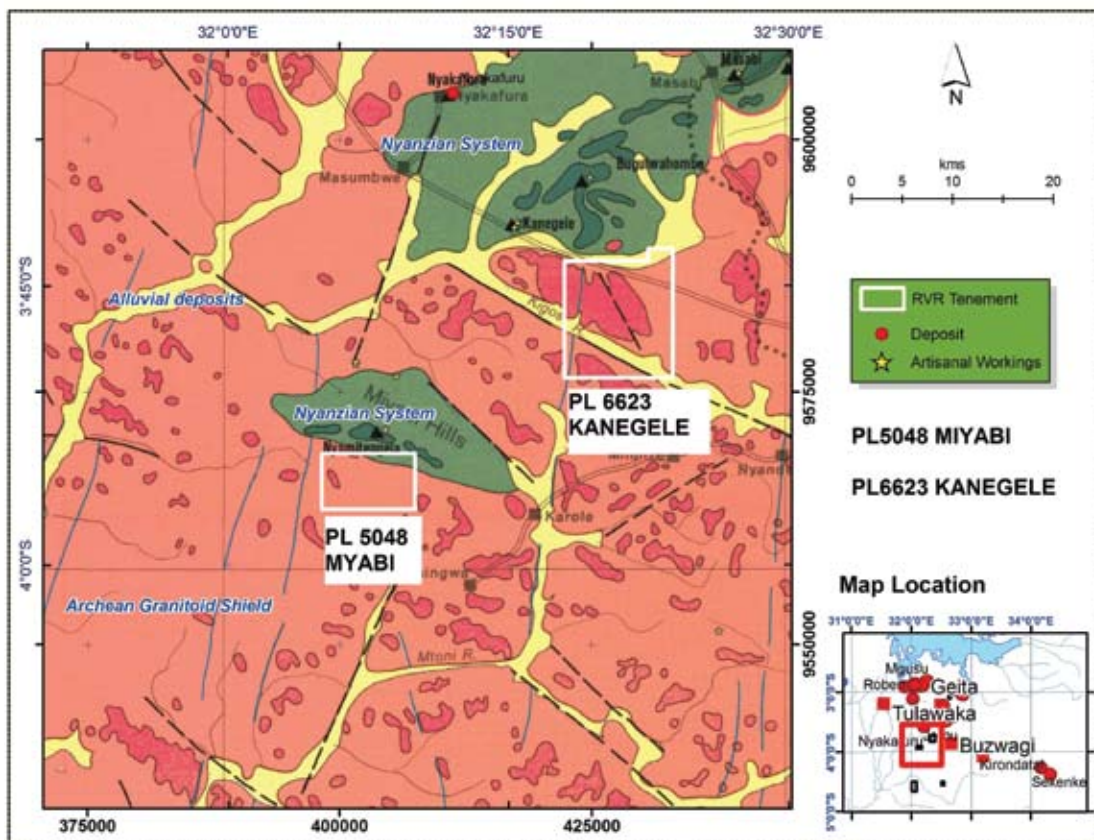


Figure 9: Local geology – Miyabi and Kanengele licence

### 5.2.2 Kanengele

The Kanengele Licence is hosted dominantly in late intrusive Archean-shield granite and is located immediately to the south of the eastern Kahama greenstone belt which comprises BIF and mafic units of the Nyanzian System. Interpretation of the aerial magnetic images confirms a granitic basement that has been extensively fractured by major northeast-trending discontinuities and some high angle northeast-trending breaks that extend into the Kahama belt. The regional magnetic images show a north-west trending structure intersects the Nzega greenstone belt to the southeast close to the Golden Pride mine. Currently no gold occurrences have been identified within the Kanengele licence.



### 5.2.3 Golden Pride North

The Golden Pride North licence is hosted dominantly in greenstone rocks and is on the northern margin of the Nzega greenstone belt. Other rocks are meta-sedimentary overlain by felsic to intermediate volcanic rocks, BIFs, and tuffaceous sedimentary rocks. The surface geology of the Golden Pride North licence is dominated by semi-residual red-brown soils which cover a thin laterite horizon interpreted to have developed over greenstone rocks. No granite has been observed within the licence boundaries and outcrop is generally absent. Currently no gold occurrences have been identified within the Golden Pride North licence.

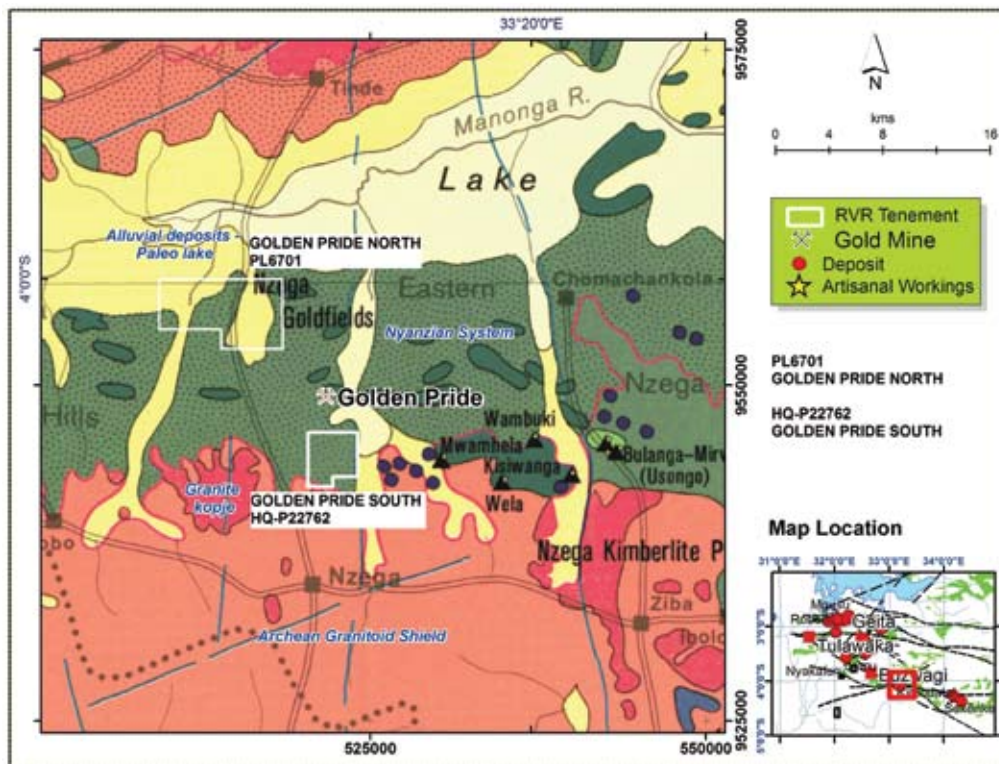


Figure 10: Local geology – Golden Pride North and South licences

### 5.2.4 Golden Pride South

The Golden Pride South Licence is hosted mostly in greenstone rocks on the southern margin of the Nzega greenstone belt. The basal meta-sedimentary rocks are overlain by felsic to intermediate volcanic rocks, BIFs and tuffaceous sedimentary rocks. The surface is dominated by shallow semi-residual red-brown soils which cover a thin laterite horizon that is interpreted to have developed over greenstone rocks. A northwest-southeast trending granite contact has been mapped along the southwest corner of the licence. Outcrop is generally absent. Several small prospecting pits have been observed within the greenstone contained within the Golden Pride South licence.

### 5.2.5 Sungwa and Mambari

The licences are underlain by granitic rock types with significant structural features. These extensive granitic bodies have the compositional characteristics of the 2.5 GA syn-orogenic granites and granodiorites which underlie much of the more northern Sukumaland Greenstone Belts of the Lake Victoria Gold Fields.

The surface is overlain by mbugu clays within topographic lows and brown to yellowish-brown sandy-clayey soil derived from the weathering of granites. There are also some patchy laterite outcrops across the licences. Orange-brown residual soils often surround areas of outcropping laterite and granite.

No gold workings have been identified at Sungwa or Mambari but a small-scale gold mine is located several kilometres to the north of the licence boundary of Sungwa. There are two separate gold workings situated along parallel 800m-spaced quartz veins which are hosted in silica and sericite altered, and sheared granitic rocks. The quartz veins are parallel to the steeply dipping, northwest-southeast shear foliation.

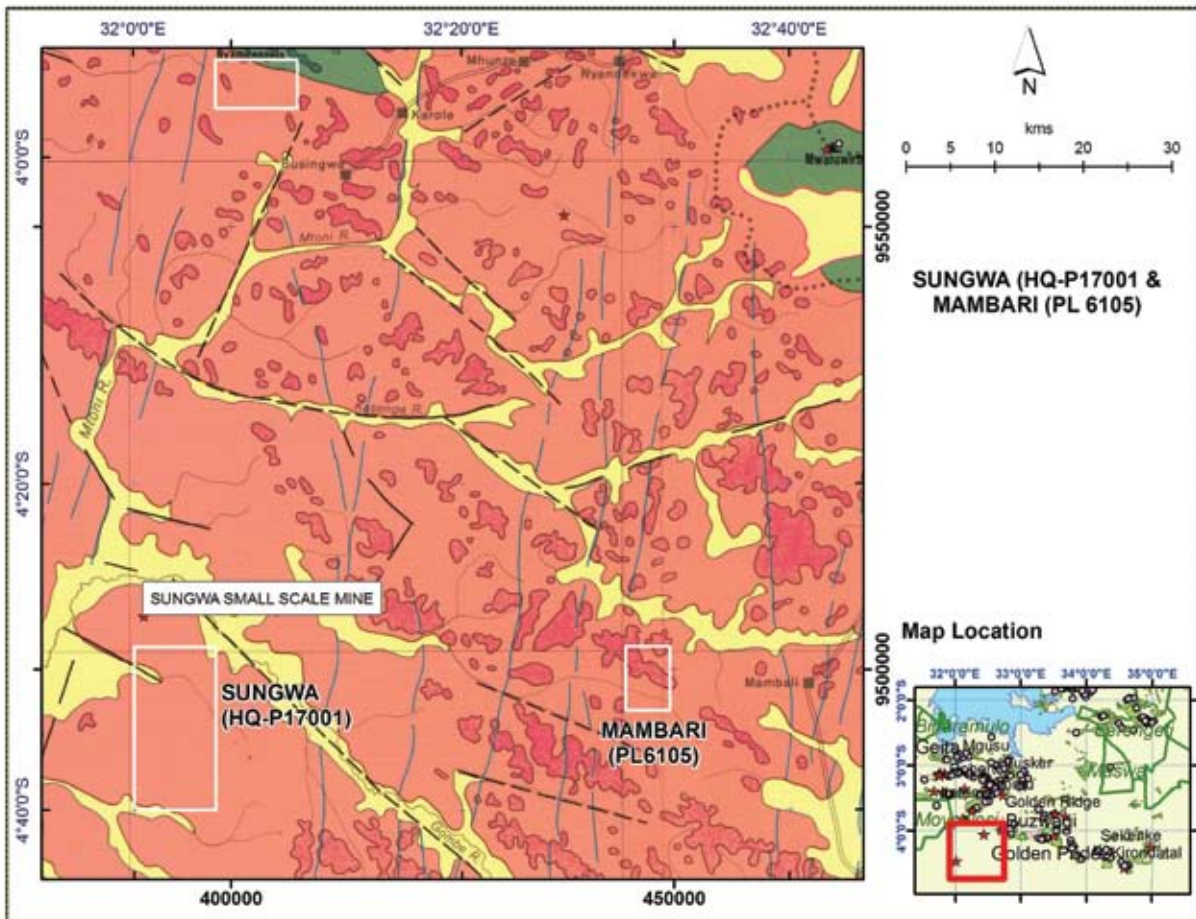


Figure 11: Local geology – Sungwa and Mambari licences

### 5.3 EXPLORATION POTENTIAL

#### Miyabi

The Licence lacks known modern exploration but the interpretation of various geophysical datasets will assist in identifying any regional structures which may play a role in concentrating mineralised fluids. For example, a significant northwest-trending shear extends from the Nzega greenstone belt, which hosts the Golden Pride mine, through the Miyabi greenstone belt; the shear then extends further to the western margin of the Ushirombo greenstone belt. There are interpreted and mapped northwest and east trending shear zones which are associated with the regional shear, along with northeast trending cross-faults and fractures known to host gold mineralisation that cross the licence. Identifying secondary splays from this regionally significant structure will assist in targeting and evaluating the prospectivity of the Miyabi South licence.

## Golden Pride North

The licence lacks known modern exploration, however, is located on the same greenstone suite as the Golden Pride mine, hence initial focus will be directed to identify structures associated with the dominant Golden Pride shear zone which is a key control of gold mineralisation in the district.

## Golden Pride South

The licence lacks known modern exploration; however, the prospecting pits observed within the greenstone units contained within licence require investigation. Similar to the RVR Tanzania's Golden Pride North licence the Golden Pride South licence is located on the same greenstone suite as the Golden Pride mine, hence initial focus will be directed to identify structures associated with the dominant Golden Pride shear zone which is a key control of gold mineralisation in the district.

## Kanegele

The primary exploration targets within the Kanegele Licence are fracture zones and quartz stockwork similar to that of the granite hosted Buzwagi gold deposit (40km to the east-southeast). While this exploration targeting is conceptual in nature the licence appears to have the structural preparation required to host gold mineralisation. Specifically this includes a potential deep seated NW-trending structure that is interpreted to focus mineralised hydrothermal fluids into northeast-trending secondary and third order fracture zones.

## Sungwa and Mambari

The licence lacks known modern exploration, however, the proximal workings which have exposed granite-hosted mineralisation related to quartz veining, shearing and sericite-pyrite wall rock alteration demonstrate some potential exists.

# 6. GEITA–SHINYANGA GREEN STONE BELT

## 6.1 LOCATION & ACCESS

RVR Tanzania’s gold licences located within Geita-Shinyanga GSB include the Chibango and Kasubuya licences.

The Chibango licence (PL5737) is located within the central Geita greenstone belt approximately 10 kilometres southwest of the Geita town site and six kilometres south of the Ridge 8 (Nyamulilima Hill) gold. Access is via a sealed road from the town of Geita. Topography is hilly with thick native forests covering much of the landscape, consequently vehicular access within the licence is limited. The licence extends approximately 18km to the east and three kilometres to the south for a total area of about 69km<sup>2</sup>.

The Kasubuya licence (PL6023) is located within the eastern Geita greenstone some 45km east of the Geita town site. It extends 3.7km to the east and seven kilometres to the south for a total area of about 27km<sup>2</sup>. Access is via sealed roads and track from Sengerema and the general land use is seasonal crop farming.

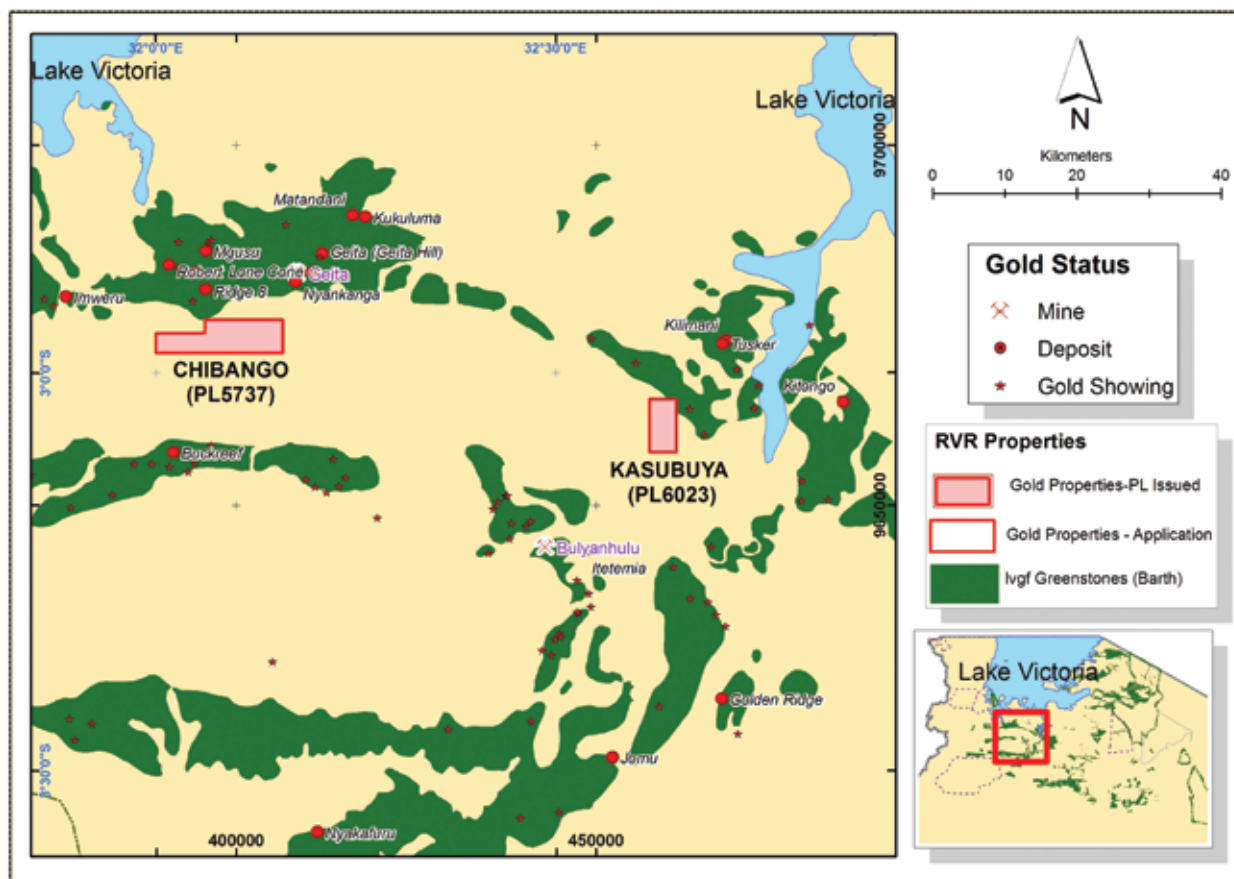


Figure 12: Regional geology - Geita-Shinyanga greenstone belt



## 6.2 LOCAL GEOLOGY

### 6.2.1 Chibango

The Chibango licence is hosted wholly within granite directly south of the Geita greenstone belt of south-western Lake Victoria. Outcropping granite is rare and largely obscured by the dense vegetation. Significant fracturing consistent with regional structures that are associated with mineralisation at Geita and other prospects may also be identified from the structural interpretation of the regional aerial magnetic images. Currently no gold occurrences have been identified within the licence.

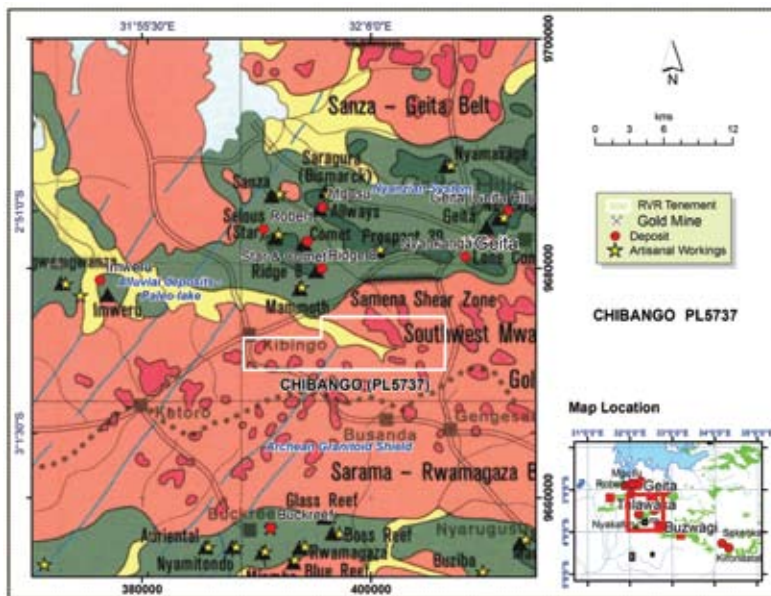


Figure 13: Local geology – Chibango licence

### 6.2.2 Kasubuya

The Kasubuya licence is hosted dominantly within granite at the eastern end of the Geita greenstone belt where it trends south and southeast due to doming of the greenstone sequence over the granitic intrusive. However, in the north-eastern of the license BIF and felsic tuffs are well exposed along with pillowed tholeiitic basalt and mafic tuffs typical of the Geita greenstone belt. Currently no gold occurrences have been identified within the licence.

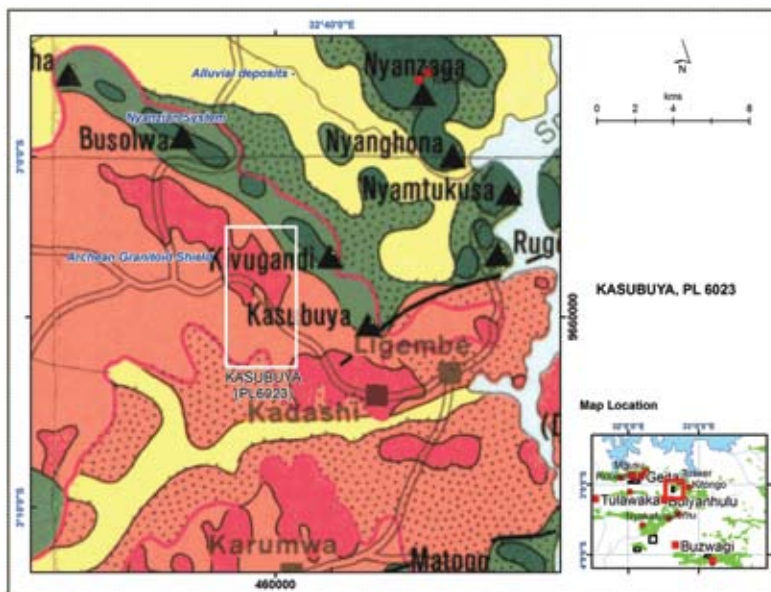


Figure 14: Local geology – Kasubuya licence

## 6.3 EXPLORATION POTENTIAL

### Chibango

Aeromagnetic interpretation indicates that two major northeast-trending shears extend into the Chibango licence and form a conjugate pattern with northwest trending structures. The northwest structures are also spatially related to the proximal Ridge 8 gold deposit and the world-class Geita mine, hence suggest a reasonable framework for structurally emplaced gold mineralisation.

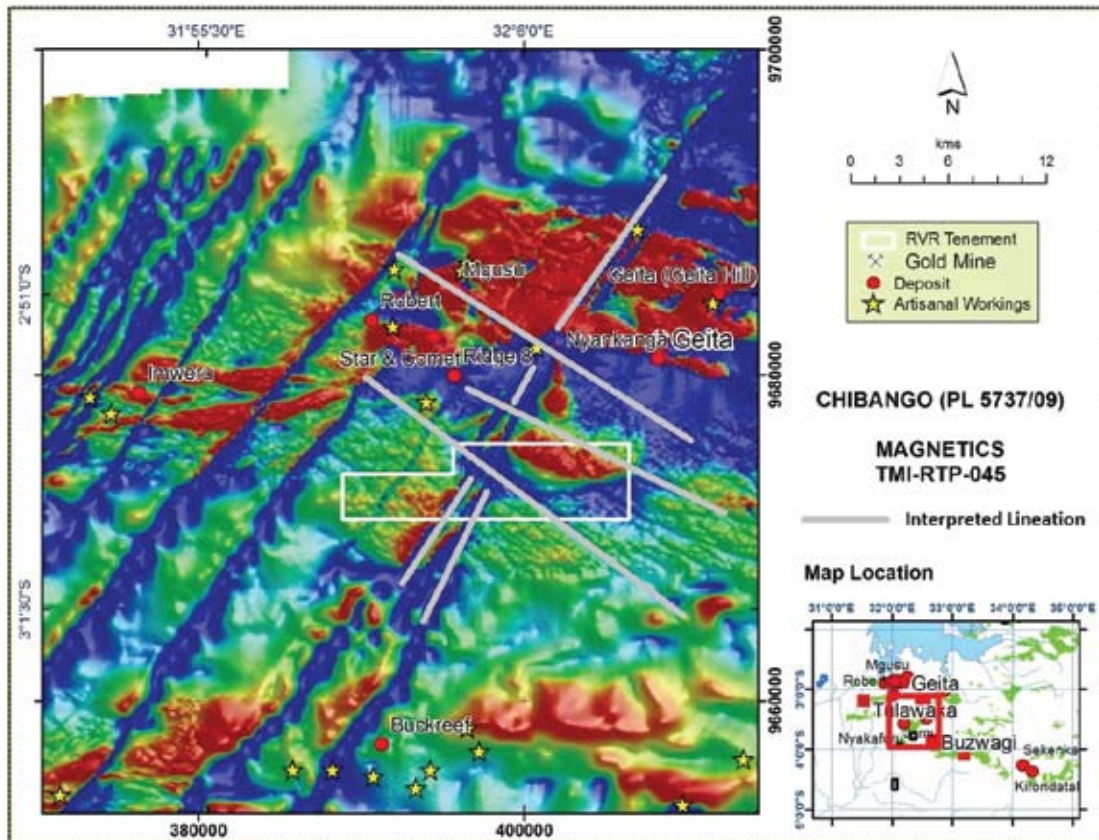


Figure 15: Aerial magnetic image of the Chibango licence with interpreted fracture patterns

### Kasubuya

The BIF units located in the northeast of licence and north dipping shears are sound targets for structurally controlled mineralisation. Interpretation of the aerial magnetic image also suggests there are numerous northwest-trending breaks that could also be targeted for structurally emplaced gold mineralisation particularly where the granite comes in contact with the greenstone belt.

# 7. KIBARAN FOLD BELT

## 7.1 LOCATION & ACCESS

The Nyamagoma licence (PL6389) and the Kabanga West licence under application (HQ-P20249) are located in the Ngara District of the Kagera Region, near the western border of Tanzania with Burundi. The licences are approximately 146km<sup>2</sup> and 8km<sup>2</sup> (respectively). The Kabanga West licence area directly abuts the major Kabanga Nickel project and is accessed via sealed roads with an airstrip located within the district. The topography is controlled strongly by the underlying bedrock geology forming elongate ridges and shallow sided valleys. The soils are mostly residual but are generally poorly developed. Subsistence farming is restricted the valleys and the natural vegetation is lightly wooded savannah grassland with thicker bush along drainage.

The Mwanene (HQ-P22518) and Mwanene Southeast (HQ-P23114) licences in application are located in the Kigoma District in western Tanzania approximately 40km north of the major regional town of Kigoma. The licence is bounded to the west by Lake Tanganyika and to the north by the border with Burundi. The tenements combined cover approximately 324km<sup>2</sup>.

## 7.2 LOCAL GEOLOGY

All licences are underlain by sediments of the Karagwe-Ankolean Supergroup which have been subjected to low grade metamorphism. The Supergroup is mainly composed of arenaceous and pelitic sediments deposited in shallow basins that were related to early rifting. The sedimentary units are generally steeply dipping and strike predominantly to the north forming a series of north-northeast trending ranges.

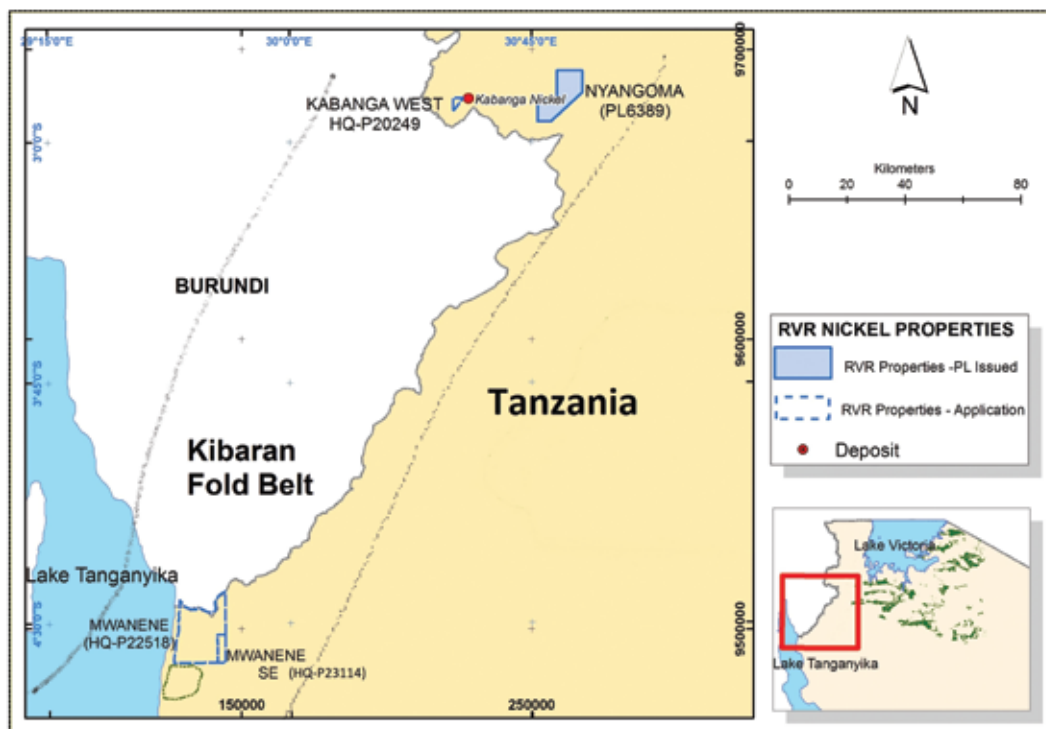


Figure 16: Nickel properties in the Kibaran fold belt

A review of the surface geology and government mapping over the Nyamagoma licence has identified a 300m to 400m wide moderately magnetic horizon striking over three kilometres within the licence. This magnetic horizon may represent similar lithologies to those of the mafic to ultramafic intrusive bodies which host the Kabanga nickel mineralisation further to the west. Further examination of the available regional aerial magnetic surveys may also locate further subtle occurrences within the typically magnetically poor sediments.



The Kabanga West licence also exhibits features similar to the magnetic unit interpreted to exist in the Nyamagoma licence. The magnetic horizon is at least three kilometres long and ranges from 200m to 1000m wide. However, the level of magnetic detail required to locate potentially mineralised olivine-rich cumulate horizon within the Kabanga West property is not currently available.

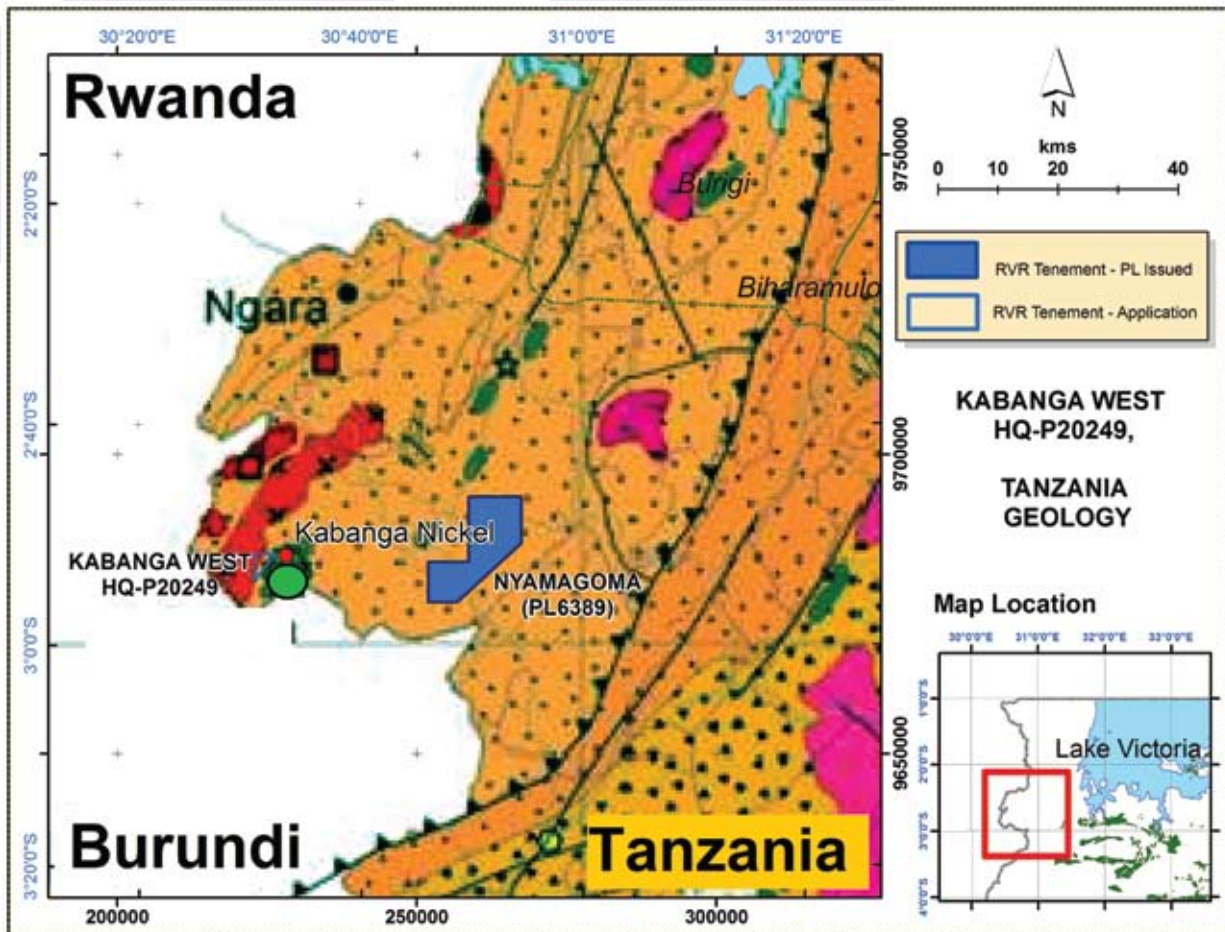


Figure 17: Local geology – Nyamagoma and Kabanga West Licences

The Mwenene licence is proximal to the mafic to ultramafic intrusions of the Kabanga–Musongati complex; however, it is unknown at this stage if these intrusions extend into the licence. Nickel mineralisation has yet to be identified within this tenement

No nickel mineralisation has been identified within any of the licences.



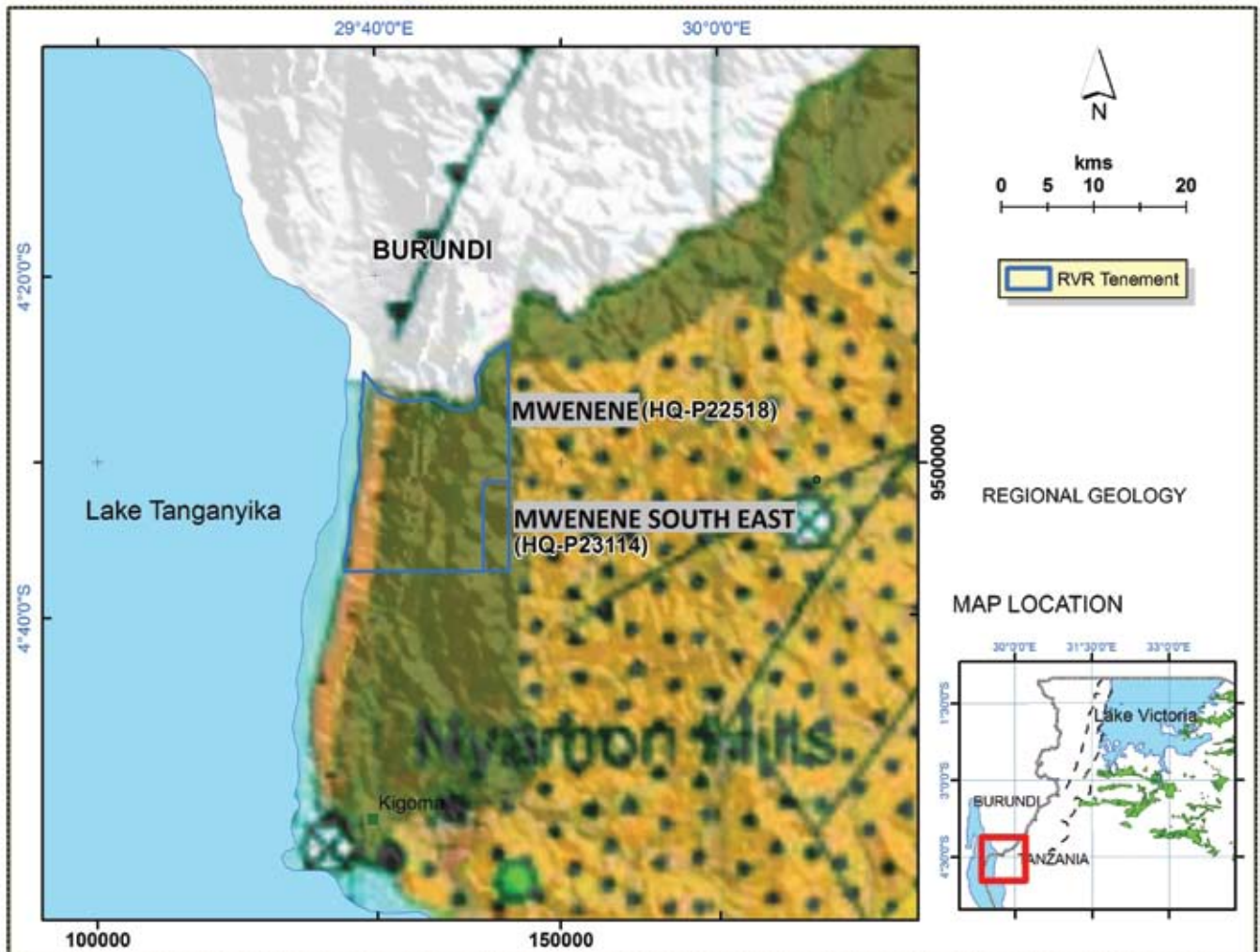


Figure 18: Local geology – Mwenene Licences

### 7.3 EXPLORATION POTENTIAL

The nickel mineralisation at Kabanga (not in RVR Tanzania's licences) is associated with strongly magnetic ultramafic intrusive rocks of the Kabanga-Musongati belt intruding rocks of the Karagwe-Ankolean Supergroup within the Kibaran orogenic belt. Whilst conceptual in nature some of the important aspects required for finding Kabanga-style nickel mineralisation are present within the licences. These include Meso-Proterozoic rocks within a mobile belt that has undergone multiphase deformation.

Further, strongly magnetic horizons have been interpreted from aerial magnetic images within the Nyamagoma and Kabanga West licences to be mafic or ultramafic rocks which warrant further investigation for massive or disseminated nickel sulphides.

# 8. EXPLORATION STRATEGY, PROGRAMMES AND BUDGET

As previously stated, all the licences are largely unexplored, hence basic geological surveys are required to be completed in order to identify any gold or nickel anomalism, and to understand the geology and structure of the licence. Once the surveys have been completed, exploration targets based on geochemistry and/or structural interpretations can be identified and ranked for first-pass drilling.

The strategy is for all preliminary surveys to be complete in sufficient time to enable interpretation, ranking and initial drill testing (if warranted) of key targets by the end of year 1. As many licences are still under application, the surveys are likely to extend into year 2 as will most of the drilling (if initial exploration results warrant it).

Essentially, the same work programme will be applied to all licences; however, the granted licences will be prioritised along with licences that have known occurrences of mineralisation.

In summary, the planned surveys and activities include:

- Acquisition and interpretation of satellite imagery.
- Broad-scale reconnaissance and detailed prospect-scale mapping.
- Aerial and ground magnetic surveys and structural interpretation.
- Rock-chip and stream sediment sampling.
- Detailed auger soil geochemical surveys.

The proposed budget for gold exploration is \$5,457,000 over two years, and \$2,043,000 for nickel exploration, however, this is contingent on ongoing success and the granting of the licences applications in a timely manner.

Licence	Year 1	Year 2	Total
PL5048 Miyabi	\$137,000	\$122,000	\$259,000
PL5737 Chibango	\$181,000	\$180,000	\$361,000
PL6023 Kasubuya	\$194,000	\$551,000	\$745,000
PL6077 Nyasiri	\$255,000	\$219,000	\$474,000
PL6105 Mambari	\$412,000	\$433,000	\$845,000
PL6217 Buhemba South East	\$199,000	\$253,000	\$452,000
PL6623 Kanengele	\$744,000	\$736,000	\$1,480,000
PL6701 Golden Pride North	\$209,000	\$92,000	\$301,000
HQ-P19437 Sarama	\$41,000	\$43,000	\$84,000
HQ-P17001 Sungwa	\$83,000	\$72,000	\$155,000
HQ-P21677 Suguti	\$85,000	\$74,000	\$159,000
HQ-P22762 Golden Pride South	\$64,000	\$79,000	\$143,000
<b>Sub-Totals</b>	<b>\$2,603,000</b>	<b>\$2,854,000</b>	<b>\$5,457,000</b>

Table 2: Gold licences - proposed exploration budget (rounded)

Licence	Year 1	Year 2	Total
PL6389 Nyamagoma	\$623,000	\$863,000	\$1,489,000
HQ-P20249 Kabanga West	\$39,000	\$40,000	\$79,000
HQ-P22518 Mwenene	\$163,000	\$172,000	\$335,000
HQ-P23114 Mwenene Southeast	\$73,000	\$70,000	\$143,000
<b>Sub-Totals</b>	<b>\$898,000</b>	<b>\$1,145,000</b>	<b>\$2,043,000</b>

Table 3: Nickel licences - proposed exploration budget (rounded)

Proposed Exploration Budget	Year 1	Year 2	Total
Geological Staffing & Consultants	\$102,000	\$102,000	\$204,000
Ground Geophysics	\$198,000	\$69,000	\$267,000
Vehicle Costs	\$32,000	\$32,000	\$64,000
Drilling + drilling support	\$1,879,000	\$2,459,000	\$4,338,000
Drilling Assays	\$95,000	\$80,000	\$175,000
Geochemistry	\$396,000	\$418,000	\$814,000
Field Support	\$605,000	\$695,000	\$1,300,000
Tenements	\$193,000	\$145,000	\$338,000
<b>Totals incl. Labour</b>	<b>\$3,500,000</b>	<b>\$4,000,000</b>	<b>\$7,500,000</b>

Table 4: Combined exploration budget and activities

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# 10. GLOSSARY OF TECHNICAL TERMS

<b>Aeromagnetic</b>	A survey undertaken by helicopter or fixed-wing aircraft for the purpose of recording magnetic characteristics of rocks by measuring deviations of the earth's magnetic field.
<b>Alteration</b>	The change in the mineral composition of a rock, commonly due to hydrothermal activity.
<b>Amphibolite facies</b>	An assemblage of minerals formed at moderate to high temperatures (450°C to 700°C) during regional metamorphism.
<b>Archaean</b>	The oldest rocks of the Precambrian era, older than about 2,500 million years.
<b>Au</b>	Chemical symbol for gold.
<b>Auger</b>	A drill sampling method using an auger to penetrate upper horizons and obtain a sample from lower in the hole.
<b>Basalt</b>	A volcanic rock of low silica (<55%) and high iron and magnesium composition, composed primarily of plagioclase and pyroxene.
<b>Bedrock</b>	Any solid rock underlying unconsolidated material.
<b>BIF</b>	A rock consisting alternating bands of iron oxides and cherty silica, and possessing a marked banded appearance.
<b>Brittle</b>	Rock deformation characterised by brittle fracturing and brecciation.
<b>Carbonate alteration</b>	Alteration of rock by CO <sub>3</sub> contained in hydrothermal fluids.
<b>Chert</b>	Fine grained sedimentary rock composed of cryptocrystalline silica.
<b>Chlorite</b>	A green coloured hydrated aluminium-iron-magnesium silicate mineral (mica) common in metamorphic rocks.
<b>Clastic</b>	Pertaining to a rock made up of fragments or pebbles (clasts).
<b>Clay</b>	A fine-grained, natural, earthy material composed primarily of hydrous aluminium silicates.
<b>Conduits</b>	The main pathways that facilitate the movement of hydrothermal fluids.
<b>Copper</b>	A reddish metallic element, used as an electrical conductor and the basis of brass and bronze.
<b>Cu</b>	Chemical symbol for copper
<b>Dolerite</b>	A medium grained mafic intrusive rock composed mostly of pyroxenes and sodium-calcium feldspar.
<b>Ductile</b>	Deformation of rocks or rock structures involving stretching or bending in a plastic manner without breaking.
<b>EM</b>	Electromagnetic system used to locate conductive sulphide bodies at depth.



<b>Fault</b>	A zone of structural dislocation.
<b>Feldspar</b>	A group of rock forming minerals.
<b>Felsic</b>	An adjective indicating that a rock contains abundant feldspar and silica.
<b>Fold</b>	A term applied to the bending of strata or a planar feature about an axis.
<b>g/t</b>	Grams per tonne, a standard unit for demonstrating the concentration of precious metals in a rock.
<b>Geochemical</b>	Pertains to the concentration of an element.
<b>Geophysics</b>	Pertains to the physical properties of a rock mass.
<b>Gneiss</b>	Coarse grained metamorphic rocks characterised by mineral banding of the light and dark coloured constituent minerals.
<b>Granite</b>	A coarse-grained igneous rock containing mainly quartz and feldspar minerals and subordinate micas.
<b>Granodiorite</b>	A coarse grained igneous rock composed of quartz, feldspar and hornblende and/or biotite.
<b>Greenschist</b>	A metamorphosed basic igneous rock which owes its colour and schistosity to abundant chlorite.
<b>Greenstone belt</b>	A metamorphosed basic igneous rock which owes its colour and schistosity to abundant chlorite.
<b>Greywacke</b>	A sandstone like rock, with grains derived from a dominantly volcanic origin.
<b>Hydrothermal fluid</b>	Pertaining to hot aqueous solutions, usually of magmatic origin, which may transport metals and minerals in solution.
<b>Igneous</b>	Rocks that have solidified from magma.
<b>In situ</b>	In the natural or original position.
<b>Interflow</b>	Refers to the occurrence of other rock types between individual lava flows within a stratigraphic sequence.
<b>Intermediate</b>	A rock unit which contains a mix of felsic and mafic minerals.
<b>Intrusions</b>	A body of igneous rock which has forced itself into pre-existing rocks.
<b>Isoclinal</b>	A series of folds that dip in the same direction at the same angle.
<b>Laterite</b>	A cemented residuum of weathering, generally leached in silica with a high alumina and/or iron content.
<b>Metamorphic</b>	A rock that has been altered by physical and chemical processes involving heat, pressure and derived fluids.
<b>Meta-sedimentary</b>	A rock formed by metamorphism of sedimentary rocks.
<b>Mobile Belt</b>	A long, relatively narrow crustal region of tectonic activity

<b>Mt</b>	Million tonnes.
<b>Outcrop</b>	Surface expression of underlying rocks.
<b>PGE</b>	Platinum Group Elements – platinum, palladium and often gold
<b>Proterozoic</b>	An era of geological time spanning the period from 2,500 million years to 570 million years before present.
<b>ppm</b>	Parts per million
<b>Quartz reefs</b>	Old mining term used to describe large quartz veins.
<b>Resources</b>	<i>In situ</i> mineral occurrence from which valuable or useful minerals may be recovered.
<b>Satellite imagery</b>	The images produced by photography of the earth's surface from satellites.
<b>Schist</b>	A crystalline metamorphic rock having a foliated or parallel structure due to the recrystallisation of the constituent minerals.
<b>Sedimentary</b>	A term describing a rock formed from sediment.
<b>Sericite</b>	White or pale apple green potassium mica, very common as an alteration product in metamorphic and hydrothermally altered rocks.
<b>Sheared</b>	A zone in which rocks have been deformed primarily in a ductile manner in response to applied stress.
<b>Silica</b>	Dioxide of silicon, SiO <sub>2</sub> , usually found as the various forms of quartz.
<b>Sill</b>	Sheet of igneous rock which is flat lying or has intruded parallel to stratigraphy.
<b>Strata</b>	Sedimentary rock layers.
<b>Stratigraphic</b>	Composition, sequence and correlation of stratified rocks.
<b>Strike</b>	Horizontal direction or trend of a geological structure.
<b>Sulphide</b>	A general term to cover minerals containing sulphur and commonly associated with mineralization.
<b>Tectonic</b>	Pertaining to the forces involved in or the resulting structures of movement in the earth's crust.
<b>Tholeiitic</b>	A descriptive term for basalt with little or no olivine.
<b>Thrust fault</b>	A reverse fault or shear that has a low angle inclination to the horizontal.
<b>Ultramafic</b>	Igneous or metamorphic rocks with low silica content and generally > 18% magnesium oxide.
<b>Veins</b>	A thin infill of a fissure or crack, commonly bearing quartz.
<b>Volcaniclastics</b>	Pertaining to clastic rock containing volcanic material.
<b>Volcanics</b>	Formed or derived from a volcano.





# SECTION 6

## FINANCIAL



# SECTION 6a

## INDEPENDENT ACCOUNTANT'S REPORT

Maximise your potential

14 March 2011

The Directors  
Rift Valley Resources Limited  
MPH Building  
23 Barrack Street  
Perth WA 6000



Dear Sirs

Re: Independent Accountant's Report on Historical Financial Information

We have prepared this Independent Accountant's Report (report) at the request of the Directors of Rift Valley Resources Limited (the "Company") for inclusion in a Prospectus relating to the proposed issue by the Company of 50 million ordinary shares at an issue price of \$0.20 each, to raise a total of \$10,000,000 before the costs of the issue (the "Prospectus").

The Company reserves the right to accept oversubscriptions of up to 12.5 million ordinary shares at an issue price of \$0.20 each to raise a further \$2,500,000 before the costs of the issue.

Expressions defined in the Prospectus have the same meaning in this report.

### **Basis of Preparation**

This report has been prepared to provide investors with information on the Historical and Pro forma Financial Information as detailed in the Scope below. The Historical and Pro forma Financial Information is presented in an abbreviated form and does not include all of the disclosures required by the Australian Accounting Standards, Australian Accounting Interpretations and other authoritative pronouncements of the Australian Accounting Standards Board.

This report does not address the rights attaching to the shares to be issued in accordance with the Prospectus, nor the risks associated with the investment, and has been prepared based on the complete offer being achieved. Maxim Hall Chadwick Corporate Pty Ltd has not been requested to consider the prospects for the Company, the shares on offer and related pricing issues, nor the merits and risks associated with becoming a shareholder and accordingly, has not done so. Maxim Hall Chadwick Corporate Pty Ltd accordingly takes no responsibility for these matters or for any matter or omission in the Prospectus, other than responsibility for the report.

### **Background**

Rift Valley Resources Limited is an Australian exploration company, established primarily to acquire, explore and evaluate mineral tenements in Tanzania. The company was incorporated on 22 November 2010.

The purpose of the issue is to provide funding to satisfy current and future working capital expenditures.

Potential investors should read the Prospectus in full. We make no comments as to ownership or values of the current and proposed activities of the Company.



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International Association AGN International  
Associations of Independent Firms

## Scope

You have requested Maxim Hall Chadwick Corporate Pty Ltd to prepare an Independent Accountant's Report covering the following information:

### Historical and Pro Forma Financial Information

- a) The historical consolidated Statement of Comprehensive Income of the Company for the period from 22 November 2010 to 28 February 2011; and
- b) The historical consolidated Statement of Financial Position as at 28 February 2011 and the pro forma consolidated Statement of Financial Position of the Company assuming completion of the offer and the related transactions disclosed in the Prospectus.

### Scope of review of Historical and Pro Forma Financial Information

The Historical and Pro Forma Financial Information set out in Section 6b of the Prospectus has been extracted from the financial records of the Company which have not been audited.

The Directors are responsible for the preparation and presentation of the Historical and Pro Forma Financial Information, including determination of the pro forma adjustments.

The pro forma consolidated Statement of Financial Position as at 28 February 2011 incorporates:

- (i) the Statement of Financial Position of the company referred to above.
- (ii) the Statement of Financial Position of Rift Valley Resources (Tanzania) Limited at 28 February 2011, extracted from the financial records of Rift Valley Resources (Tanzania) Limited, which have not been audited.
- (iii) the impact of the Proposed acquisitions and payments under the Tenement Sale Agreements.
- (iv) proceeds of the issue and related costs.

We have conducted our review of the Historical and Pro Forma Financial Information in accordance with Australian Auditing and Assurance Standard ASRE 2405 "Review of Historical Financial Information other than a financial report."

Enquiry of Directors, management and others;

- Review of the assumptions used to compile the pro forma Statement of Financial Position;
- Review of contractual arrangements;
- Review of publicly available information; and
- Review of work papers, accounting records and other documents.

These procedures do not provide all the evidence that would be required in an audit, thus the level of assurance provided is less than given in an audit. We have not performed an audit and, accordingly, we do not express an audit opinion.



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### Statement on Historical Information

Based on our review, which is not an audit, nothing has come to our attention which causes us to believe that the Historical and Pro Forma Financial Information, as set out in Section 6b of the Prospectus:

- (a) does not fairly represent the historical consolidated Statement of Comprehensive Income of the Company for the period from 22 November 2010 to 28 February 2011,
- (b) does not fairly represent the historical consolidated Statement of Financial Position of the Company as at 28 February 2011, and the pro forma consolidated Statement of Financial Position at that date.
- (c) has not been prepared in accordance with the measurement and recognition requirements (but not all of the disclosure requirements) prescribed in the Australian Accounting Standards, Australian Accounting Interpretations and other authoritative pronouncements of the Australian Accounting Standards Board.

### Subsequent Events

Apart from the matters dealt with in this report, and having regard to the scope of our report, to the best of our knowledge and belief no material transactions or events outside of the ordinary business of the Company have come to our attention that would require comment on, or adjustment to, the information referred to in our report or that would cause such information to be misleading or deceptive.

### Independence

Maxim Hall Chadwick Corporate Pty Ltd does not have any interest in the outcome of this issue other than in its capacity as Independent Accountant for which normal professional fees will be received, other than a related entity Maxim Audit has been appointed as auditor of the company. Maxim Hall Chadwick Corporate Pty Ltd does not hold nor have any interest in the ordinary shares of the Company.

Maxim Hall Chadwick Corporate Pty Ltd was not involved in the preparation of any part of the Prospectus, and accordingly, makes no representations or warranties as to the completeness and accuracy of any information contained in any other part of the Prospectus.

Maxim Hall Chadwick Corporate Pty Ltd consents to the inclusion of this report in the Prospectus in the form and content in which it is included. At the date of this report, this consent has not been withdrawn.

Yours faithfully

Mark Lester

Director

MAXIM HALL CHADWICK CORPORATE PTY LTD

# SECTION 6b

## FINANCIAL INFORMATION

### 6.1 BASIS AND METHOD OF PREPARATION

This section contains a summary of the Pro forma and Historical Financial Information for Rift Valley Resources Limited (the Company) and its controlled entity.

The Financial Information presented comprises the following:

- Historical Consolidated Statement of Comprehensive Income for the period from incorporation on 22 November 2010 to 28 February 2011;
- Consolidated Statement of Financial Position and Pro forma Consolidated Statement of Financial Position at 28 February 2011; and
- Significant Accounting Policies and Material Accounting Matters.

#### 6.1.1 Audit Of Historical Financial Information

The Company was incorporated and commenced operations on 22 November 2010. The financial accounts of Rift Valley Resources Limited and its controlled entity for the period from incorporation to 28 February 2011 have not as yet been subject to an independent audit. The controlled entity was acquired on 22 February 2011.

#### 6.1.2 Additional Information and Support for Financial Information

The Historical Financial Information should be read in conjunction with the Independent Accountant's Report set out in Section 6a.

### 6.2 CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

Set out in the table below is the Historical Consolidated Statement of Comprehensive Income for Rift Valley Resources Limited and its controlled entity for the period from 22 November 2010 to 28 February 2011. This information should be read in conjunction with the information provided

	Reviewed Historical \$
Interest revenue	3,097
Other revenue	543
Consultancy expenses	(15,000)
Administration expenses	(20,691)
Exploration expenses	(5,352)
Share based payments	(261,183)
Loss before income tax	(298,586)
Income tax expense	-
Net loss	(298,586)
Other comprehensive income	-
Other comprehensive income for the period, net of tax	-
Total comprehensive loss for the period from incorporation to 28 February 2011	(298,586)



### 6.3 PRO FORMA CONSOLIDATED STATEMENT OF FINANCIAL POSITION AS AT 28 FEBRUARY 2011

Set out in the table below is the Historical and Pro forma Consolidated Statement of Financial Position for Rift Valley Resources Limited and its controlled entity as at 28 February 2011. This information should be read in conjunction with the information provided elsewhere in this Prospectus.

	Note	Reviewed Historical <sup>1</sup> (\$)	Pro forma Adjustments <sup>2</sup> (\$)	Reviewed Pro forma <sup>3</sup> (\$)
<b>Current Assets</b>				
Cash and Cash Equivalents	6.4.12	750,702	9,267,019	10,017,721
Trade and Other Receivables		1,547	-	1,547
Other Current Assets		3,273	-	3,273
<b>Total Current Assets</b>		<b>755,522</b>	<b>9,267,019</b>	<b>10,022,541</b>
<b>Non Current Assets</b>				
Plant and equipment		7,898	-	7,898
<b>Total Non Current Assets</b>		<b>7,898</b>	<b>-</b>	<b>7,898</b>
<b>Total Assets</b>		<b>763,420</b>	<b>9,267,019</b>	<b>10,030,439</b>
<b>Current Liabilities</b>				
Trade and Other Payables		5,823	-	5,823
<b>Total Current Liabilities</b>		<b>5,823</b>	<b>-</b>	<b>5,823</b>
<b>Total Liabilities</b>		<b>5,823</b>	<b>-</b>	<b>5,823</b>
<b>Net Assets</b>		<b>757,597</b>	<b>9,267,019</b>	<b>10,024,616</b>
<b>Shareholders Equity</b>				
Issued Capital	6.4.13	795,000	9,381,909	10,176,909
Options Reserve		261,183	-	261,183
Accumulated Losses	6.4.14	(298,586)	(114,890)	(413,476)
<b>Total Shareholders Equity</b>		<b>757,597</b>	<b>9,267,019</b>	<b>10,024,616</b>

Notes:

- Column 1 represents the Consolidated Statement of Financial Position of Rift Valley Resources Limited and its controlled entity as at 28 February 2011.
- Column 2 represents the adjustments required to reflect the transactions, as detailed in Section 6.4.11.
- Column 3 represents the Estimated Consolidated Statement of Financial Position of Rift Valley Resources Limited and its controlled entity after listing.

## 6.4 REVIEW OF SIGNIFICANT ACCOUNTING POLICIES AND MATERIAL ACCOUNTING MATTERS

Set out below are a number of significant accounting policies and other material accounting matters relevant to the preparation of the Financial Information above.

### 6.4.1 Financial Outcomes Associated with the Offer

The Financial Information presented in this section of the Prospectus has been prepared on the basis that Applications totalling \$10,000,000 as detailed in this Prospectus will be received. It is anticipated that costs associated with the issue of this Prospectus and the conduct of the Offer will total approximately \$618,091.

### 6.4.2 Income Tax

The charge for current income tax expense is based on the profit for the year adjusted for any non-assessable or disallowed items. It is calculated using the tax rates that have been enacted or are substantially enacted by the statement of financial position date.

Deferred tax is accounted for using the balance sheet liability method in respect of temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. No deferred income tax will be recognised from the initial recognition of an asset or liability, excluding a business combination, where there is no effect on accounting or taxable profit or loss.

Deferred tax is calculated at the tax rates that are expected to apply to the period when the asset is realised or liability is settled. Deferred tax is credited in the statement of comprehensive income except where it relates to items that may be credited directly to equity, in which case the deferred tax is adjusted directly against equity.

Deferred income tax assets are recognised to the extent that it is probable that future tax profits will be available against which deductible temporary differences can be utilised.

The amount of benefits brought to account or which may be realised in the future is based on the assumption that no adverse change will occur in income taxation legislation and the anticipation that the company will derive sufficient future assessable income to enable the benefit to be realised and comply with the conditions of deductibility imposed by the law.

### 6.4.3 Cash and Cash Equivalents

Cash and cash equivalents include cash on hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less, and bank overdrafts. Bank overdrafts are shown within short-term borrowings in current liabilities on the statement of financial position.

### 6.4.4 Exploration and Evaluation Expenditure

All exploration and evaluation expenditure is expensed to the statement of comprehensive income as incurred.

### 6.4.5 Goods and Services Tax (GST)

Revenues, expenses and assets are recognised net of the amount of GST except where the GST incurred on a purchase of goods and services is not recoverable from the taxation authority, in which case the GST is recognised as part of the cost of acquisition of the asset or as part of the expense item as applicable.

Receivables and payables are stated with the amount of GST included.

The net amount of GST recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the statement of financial position.

### 6.4.6 Impairment of Assets

At each reporting date, the Company reviews the carrying values of its tangible and intangible assets to determine whether there is any indication that those assets have been impaired. If such an indication exists, the recoverable amount of the asset, being the higher of the asset's fair value less costs to sell and value in use, is compared to the asset's carrying value. Any excess of the asset's carrying value over its recoverable amount is expensed to the Statement of Comprehensive Income.

Impairment testing is performed annually for intangible assets with indefinite lives.

Where it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

### 6.4.7 Employee Benefits

Share/option – based payments are provided to the directors and employees in lieu of cash payments.

The fair value of options granted (determined using the Black-Scholes option pricing model) is recognised as an expense with a corresponding increase in equity. The fair value is measured at grant date and recognised over the period during which option holders become unconditionally entitled to the options.

### 6.4.8 Basis of Consolidation

The consolidated financial statements comprise the financial statements of Rift Valley Resources Limited and its controlled entity (the Group). The financial statements of the controlled entity are prepared for the same reporting period as the parent company, using consistent accounting policies. In preparing the consolidated financial statements, all intercompany balances and transactions, income and expenses and profits and losses resulting from intra-group transactions have been eliminated in full. Controlled entities are fully consolidated from the date on which control is transferred to the Group and cease to be consolidated from the date on which control is transferred out of the Group. Control exists where the company has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities.

The acquisition of controlled entities has been accounted for using the purchase method of accounting. The purchase method of accounting involves allocating the cost of the business combination to the fair value of the assets acquired and the liabilities and contingent liabilities assumed at the date of acquisition. Accordingly, the consolidated financial statements include the results of controlled entities for the period from their acquisition.

### 6.4.9 Plant and Equipment

Plant and equipment is stated at cost less accumulated depreciation. Depreciation is calculated on a diminishing value basis over the estimated useful life of the assets as follows:

- Field Equipment – 33% pa
- Computer Equipment – 33% pa

### 6.4.10 Foreign Currency Translation

Both the functional and presentation currency of Rift Valley Resources Limited is Australian dollars. Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency. Transactions in foreign currencies are initially recorded in the functional currency by applying the exchange rates ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are retranslated at the rate of exchange ruling at the balance date.

All exchange differences in the consolidated financial report are taken to the statement of comprehensive income with the exception of differences on foreign currency borrowings that provide a hedge against a net investment in a foreign entity. These are taken directly to equity until the disposal of the net investment, at which time they are recognised in the statement of comprehensive income. Tax charges and credits attributable to exchange differences on those borrowings are also recognised in equity.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rate as at the date of the initial transaction. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined.

The functional currency of Rift Valley Resources (Tanzania) Limited is United States dollars (US\$). As at the reporting date the assets and liabilities of this subsidiary are translated into the presentation currency of Rift Valley Resources Limited at the rate of exchange ruling at the balance date and their statements of comprehensive income are translated at the average exchange rate for the year. The exchange differences arising on the translation are taken directly to a separate component of equity.

### 6.4.11 Pro Forma Transactions

The Pro forma Consolidated Statement of Financial Position reflects the following transactions and events as if they occurred at 28 February 2011:

(a) The issue pursuant to this Prospectus of 50,000,000 ordinary shares at \$0.20 each, raising \$10,000,000 cash;

(b) The payment of an estimated \$618,091 in cash costs incurred by the Company in relation to the capital raising; and

(c) The payment of \$114,890 pursuant to contracts to acquire exploration properties in Tanzania.

#### 6.4.12 Cash and Cash Equivalents

	\$
Balance of cash as at 28 February 2011	750,702
<b>Add / (Less) Pro forma adjustments:</b>	
Proceeds of Offer	10,000,000
Costs of Offer	(618,091)
Payments for property acquisition	(114,890)
Pro forma Balance of cash as at 28 February 2011	10,017,721

The pro forma Cash balance has been prepared on the basis that the minimum subscription of \$10,000,000 is reached. If over-subscriptions are accepted in full and \$12,500,000 is raised then the pro forma Cash balance would be \$12,390,727, an increase of \$2,373,006.

#### 6.4.13 Reconciliation of Issued Capital

	No	\$
Issued Capital as at 28 February 2011	21,000,000	795,000
<b>Add / (Less) Pro forma adjustments:</b>		
Proceeds of Offer	50,000,000	10,000,000
Costs of Offer	-	(618,091)
Pro forma Issued Capital as at 28 February 2011	71,000,000	10,176,909

The pro forma Issued Capital balance has been prepared on the basis that the minimum subscription of \$10,000,000 is reached. If over-subscriptions are accepted in full and \$12,500,000 is raised then the pro forma Issued Capital balance would be \$12,549,915, an increase of \$2,373,006.

The company had 11,750,000 options on issue as at 28 February 2011. Refer to section 10.2 for details.

#### 6.4.14 Accumulated Losses

	\$
Balance of Accumulated Losses as at 28 February 2011	(298,586)
<b>Add / (Less) Pro forma adjustments:</b>	
Payments for property acquisition	(114,890)
Pro forma Balance of losses as at 28 February 2011	(413,476)

#### 6.4.15 Related Party Transactions

A company associated with the Chairman, Mr. Didier Murcia loaned the Company \$5,823. This amount remained outstanding as at 28 February 2011.

The company has entered into an agreement with GL Josue & JB Joel, a partnership in which a director of the Company, Mr Gosbert Kaguruki, is a partner. GL Josue & JB Joel has agreed to transfer its interest in a Tenement to the Company, subject to the Tenement being granted. The terms of the acquisition agreement are consistent with the terms agreed with third parties. The total initial cost of the acquisition is \$11,955, representing reimbursement of all costs incurred by the licensee with the Ministry and the first instalment of a purchase price. The balance of the purchase price is payable in instalments over a period of 3 years. An additional contingent payment is to be made upon a decision to mine on the Tenement and a royalty will also apply.

By transfer form dated 22 February 2011, The Company acquired 99 of the 100 shares in RVR Tanzania from a company associated with the Chairman for US\$820 being the cost of setting up RVR Tanzania.

The directors received no remuneration during the period from incorporation to 28 February 2011. The company proposes the following terms of employment per annum effective from the date it is listed on ASX, with the exception of Mr McKeveitt's employment which became effective on 14 February 2011:

Didier Murcia (Non-Executive Chairman)  
\$100,000pa inclusive of superannuation

Mike McKeveitt (Managing Director)  
\$250,000pa inclusive of superannuation

Gosbert Kaguruki (Non-Executive Director)  
\$50,000pa inclusive of superannuation

Keith McKay (Non-Executive Director)  
\$50,000pa inclusive of superannuation



The aggregate ordinary shares and options of the Company held by Directors and their related entities at the date of this prospectus are detailed in the table below:

	SHARES		OPTIONS	
	Direct	Indirect	Direct	Indirect
Didier Murcia <sup>1</sup>	-	1,750,000	-	3,500,000
Mike McKeivitt <sup>2</sup>	1,000,000	-	2,000,000	-
Gosbert Kagaruki <sup>2</sup>	1,500,000	-	1,500,000	-
Keith McKay <sup>2</sup>	-	1,000,000	1,000,000	-
Evan Hillard <sup>3</sup>	-	2,050,000	-	-
Grant Pestell <sup>3</sup>	-	2,400,000	-	-
	2,500,000	7,200,000	4,500,000	3,500,000

<sup>1</sup> Appointed 22 November 2010

<sup>2</sup> Appointed 18 February 2011

<sup>3</sup> Appointed 22 November 2010, resigned 18 February 2011

The options were valued using a Black-Scholes option pricing model applying the following inputs:

Exercise price	20 cents	25 cents
Life of the options from 15 February 2011	3 years	3 years
Underlying share price	7.5 cents	7.5 cents
Expected share price volatility	100%	100%
Risk free interest rate	5.07%	5.07%
Value per option	\$0.023	\$0.021
Discount factor	30%	30%

#### 6.4.16 Tenement Acquisition Agreements

The Company has entered into agreements to acquire the Tenements, subject to the Tenements being granted in the case of the applications (designated HQ). The initial cost of acquisition represents the cost of reimbursing all costs incurred by the licensee with the Ministry and the first instalment of the purchase price. The balance of the purchase price is payable in instalments over a period of 3 years. An additional contingent payment is to be made upon a decision to mine on the Tenement and a royalty will also apply. The Company considers the amounts of these payments to be non-material and commercially confidential.

Licence Name	Licence Number	Initial Acquisition Cost (US\$)
Miyabi	PL 5048	\$8,852.57
Chibango	PL5737	\$8,853.52
Kasabuya	PL6023	\$6,353.77
Nyasiri	PL6077	\$7,266.40
Mambari	PL6105	\$6,149.60
Buhemba South East	PL6217	\$5,164.80
Kanegele	PL6623	\$9,780.80
Golden Pride North	PL6701	\$6,341.60
Sungwa	HQ-P17001*	\$11,955.60
Sarama	HQ-P19437	\$4,893.28
Suguti	HQ-P21677	\$7,623.60
Golden Pride South	HQ-P22762	\$6,010.00
Nyamagoma	PL6389	\$10,520.80
Kabanga West	HQ-P20249	\$4,712.20
Mwenene	HQ-P22518	\$10,312.20
Mwenene South East	HQ-P23114	\$5,320.00
		<b>\$120,110.74</b>

\*Acquisition from GL Josue & JB Joel, refer 6.4.15.

#### 6.4.17 Commitments

In order to maintain an interest in the exploration tenements in which the Company is involved, the Company is committed to meet the conditions under which the tenements were granted. The Company is subject to the minimum expenditure commitments required as per the Tanzanian Mining Act of 2010.

Upon exercise of the options as noted in 6.4.16, the Company will have minimum expenditure commitments of \$309,000. These commitments exclude any commitments on tenements that are yet to be granted.

#### 6.4.18 Contingent assets and liabilities

There are no contingent assets or liabilities other than the contingent consideration as outlined in 6.4.16.

#### 6.4.19 Subsequent Events

There has not been any matter or circumstance not otherwise dealt with in the Pro forma transactions in 6.4.11 which would significantly affect the Company and the Financial Information.



# SECTION 7

## SOLICITOR'S REPORT ON TENEMENTS

Ref. No IMMMA-DLA/MURCIA/RVR/2/11

March 11, 2011

The Directors  
Rift Valley Resources Ltd  
Level 3  
23 Barrack Street  
Perth WA 6000

Dear Sirs,

**RE: SOLICITORS REPORT ON PROSPECTING LICENCES**

### **1.0 Introduction**

Kindly refer to the above captioned matter and various email correspondence in which you instructed our Firm to conduct official searches and review records at various registries and prepare a report in respect of the legal status of various Prospecting Licences (PLs) and Rift Valley Resources (Tanzania) Limited.

This Report is prepared for inclusion in a prospectus for an initial public offering of 50,000,000 shares in the capital of Rift Valley Resources Ltd (ACN 147 483 341) at an issue price of AU\$0.20 per share to raise a total of AU\$10,000,000, with an option to accept over-subscriptions of up to an additional AU\$2,500,000 (Prospectus).



## 2.0 Sources of Information, Documents and Law

In rendering this report and opinion therein we have relied upon the below documents, information and law:

- i) A copy of official Company Search Results dated February 18, 2011 (the "Companies Search Results");
- ii) A copy of official Mining Search Results dated February 24, 2011 (the "Mining Search Results");
- iii) A copy of the Mining Search Results dated March 4, 2011 (the "Mining Search Results");
- iv) The Mining Act, 2010 (the "Mining Act");
- v) The Companies Act, Cap. 12 R.E. 2002 (the "Companies Act");
- vi) Our general knowledge on the subject matter and research conducted in relation thereto.

## 3.0 The Report and Opinion

Based on the foregoing information, and subject to the qualifications set forth herein, we **IMMMA ADVOCATES**, a firm of Advocates licensed to practice law in the United Republic of Tanzania, part of the DLA Piper Group, an alliance of legal practices worldwide and a member of Juris East Africa hereby instructed by Murcia Pestell Hillard do report on this matter as herein contained below: -

### 3.1 Scope

We have been requested to compile a report on mining Prospecting Licences (**Prospecting Licences**) and mining Prospecting Licence applications (**Applications**) located in Tanzania in which **Rift Valley Resources (Tanzania) Ltd (RVR Tanzania)** has contractual rights.

The locations of the Prospecting Licences and Applications Tanzania are:

- i) Geita, Kasabuya – PL6023/2009;
- ii) Nzega, Nzega – PL 6701/2010
- iii) Shinyanga, Kahama – PL 6623/2010;
- iv) Sarama-HQ P19437
- v) Musoma, Kiabakari (“Suguti”) – HQ P21677;
- vi) Miyabi-PL 5048
- vii) Geita, Chibango – PL5737/2009;
- viii) Bunda, Buhemba – PL6217/2009;
- ix) Tabora, Nzega (“Golden Pride South”) – HQ P22762;
- x) Musoma , Mara River (“Nyasari”) – PL6077/2009;
- xi) Ngara Nyamagoma - PL6389/2010;
- xii) Ngara, Kabanga – HQP20249;
- xiii) Kigoma, Kasulu – HQ P22518;
- xiv) Tabora, Urambo, Uyowa – HQ P17001;
- xv) Kigoma, Kasulu – HQ P23114; and
- xvi) Tabora,Urambo – PL6105/2009

Details of the Prospecting Licences and Applications are set out in the schedule attached to this Report as Schedule 1 which forms part of this Report.

Details of any material contracts which affect the Prospecting Licences and Applications are set out in Section 3.5 of this Report.

### **3.2 Our Opinion**

In summary, as a result of the searches and enquiries we have conducted in relation to the Prospecting Licences and Applications, subject to the assumptions and qualifications set out in this Report, as at the date of the relevant searches: -

- (a) the registered Title Holders of the various Prospecting Licences listed in item 3.5 of this Report have good title to the various Prospecting Licences cited thereunder. RVR Tanzania has valid right to acquire the Prospecting Licences and the Applications through the various Purchase Agreements, under which RVR Tanzania has an exclusivity period of two months within which to undertake due diligence and purchase the Prospecting Licences. With respect to each Prospecting Licence, RVR Tanzania has confirmed in writing to all of the vendors that it is satisfied with its due diligence, and transfer forms have been executed by the parties in respect of five prospecting licences namely PL 5737/2009 granted on 12<sup>th</sup> June 2009, PL 6105/2009 granted on 10<sup>th</sup> November 2009, PL 6217/2009 granted on 31<sup>st</sup> December 2009, PL 6389/2010 granted on 5<sup>th</sup> May 2010 and PL 5048/2008 granted on June 2008. The details of the said Agreements are shown in Section 3.5 below;

- (b) the holders of the Prospecting Licences have valid title thereto and have the right to assign the Prospecting Licences;
- (c) RVR Tanzania has 100 ordinary shares on issue of which as at the date of this opinion 99 are held by MPH Resources Pty Ltd and 1 share is held by Didier Murcia. A transfer form has been executed between Rift Valley Resources Ltd (ACN 147 483 341) (RVR) and MPH Resources Pty Ltd pursuant to which the 99 shares held by MPH Resources Pty Ltd are transferred to RVR Tanzania. This transfer form has been lodged with the Companies Registry and registration should occur as a matter of course. Tanzanian law requires that a company has at least 2 shareholders. As a result Mr Murcia holds a share on trust for Rift Valley Resources Ltd (ACN 147 483 341);
- (d) the Prospecting Licences are in good standing;
- (e) we are not aware of any reason why the Applications should not be granted; and
- (f) RVR Tanzania and the Company have complied with all material laws relating to the Prospecting Licences and Applications.

In addition, this Report provides an accurate:

- (a) Description of the shareholdings in, and status of, RVR Tanzania; and
- (b) Description of the status, validity and good standing of the Prospecting Licences and where applicable, the Applications.



### **3.3 Searches and Enquiries**

#### **3.1 Prospecting Licences**

We have made the following searches and enquiries in respect of the Prospecting Licences and Applications:

- (a) a search of the Register maintained by the Office of the commissioner for Minerals by virtue of section 106 of the Mining Act; and
- (b) a search of the Companies Register maintained by the Registrar of Companies Registrar by virtue of section 451 of the Companies Act.

#### **3.2 Tanzanian Mining Law**

A general overview of Tanzanian mining law is contained at clause 3.7 of this Report.

### **3.4 Results of Searches**

#### **3.4.1 Results from the Companies Registry**

##### **3.4.1.1 Incorporation**

RVR Tanzania is a body corporate incorporated under the Companies Act. It was incorporated in April 22, 2008 under Certificate of Incorporation No.65212 as a private company limited by shares.

#### 3.4.1.2 Share Capital

According to the Companies Registry Search Results, the authorized share capital of the RVR Tanzania is Tanzania Shillings Ten Million (Tshs. 10,000,000).

#### 3.4.1.3 Register of Members

Based on information received from results of the official search conducted with the Registrar of Companies the current shareholders of RVR Tanzania are Mph Resources PTY Ltd holding 99 shares and Didier Murcia holding one share. Please refer to section 3.2 (c), above, for further details.

#### 3.4.1.4 Register of Directors

Based on the information received from results of the official search conducted in the Companies' Registry, the current list of directors of RVR Tanzania stands as including Didier Murcia, Isaya Bakari Chialo and Gosbert Kagaruki.

### 3.4.2 Results from the Mining Registry

Official search was conducted in respect of 7 Applications and 9 Prospecting Licences. The search results are summarized below:

- i) all the Prospecting Licences are wholly owned by the various companies and individuals as shown in Schedule 1 attached hereto;
- ii) the owners of the Prospecting Licences and the Applicants of the Applications have good title to the Prospecting Licences and the Applications;
- iii) there are no assignments or transfers to the mentioned licences at the date of receipt of the Official Search results from the Commissioner other than described in this report;
- iv) there are no encumbrances or any other third party registered royalties in respect of any of the prospecting licences;
- v) the Prospecting Licences were granted under the Mining Act of 1998, and are all valid and subsisting. The expiry date for each of the licences are shown in the schedule attached herewith; and
- vi) Fees/rental payments with respect to the Prospecting Licences have been paid and are current up to year 2011, except for PL6077/2009 whose annual rent has been paid for up to year 2010. A financial penalty will be incurred for this unpaid rent amounting to 5% of the arrears but this penalty does not result in forfeiture of the prospecting licence.

### 3.5 Interest in Prospecting Licences and Applications in Tanzania

RVR Tanzania has or is in the process of gaining interest in the Prospecting Licences pursuant to various Agreements for Purchasing the said Prospecting Licences from the existing owners thereof as shown herein below: -

i) Prospecting Licence Number PL 6023/2009

RVR Tanzania has an Agreement in place (known as the Kasabuya Agreement) with EB-Hance Company Limited dated February 5, 2011. Note that according to the Mining Search Results the registered owner of this Prospecting Licence is Zari Exploration Limited. However there is copy of a letter from Zari Exploration Limited communicating an agreement to sell various Prospecting Licences to EB-Hance Company Limited including PL 6023/2009. On completion of sale of the licence from Zari Exploration Limited to EB-Hance Company Limited, RVR Tanzania will have an interest through the Purchase Agreement dated February 5, 2011 as stated above. The Agreement provides RVR Tanzania with an exclusivity period of two months to undertake due diligence and geological evaluation and also the right to purchase the licence.

ii) Prospecting Licence Number 6701/2010

RVR Tanzania has an Agreement in place (known as the Golden Pride North Agreement) with EB-Hance Company Limited dated February, 2011. Note that according to the Mining Search Results the registered owner of this Prospecting Licence is Zari Exploration Limited. However there is copy of a letter from Zari Exploration Limited dated October 12,



2010 communicating an agreement to sell various Prospecting Licences to EB-Hance Company Limited including PL 6701/2009. On completion of the sale of the licence from Zari Exploration Limited to EB-Hance Company Limited, RVR Tanzania will have an interest through the Purchase Agreement dated February, 2011 as stated above. The Agreement provides RVR Tanzania with an exclusivity period of two months to undertake due diligence and geological evaluation and also the right to purchase the licence.

iii) Prospecting Licence Number 6623/2010

RVR Tanzania Limited has an Agreement in place (known as the Kanegele Agreement) with EB-Hance Company Limited dated February 5, 2011. Note that according to the Mining Search Results the registered owner of this Prospecting Licence is Zari Exploration Limited. However there is copy of a letter from Zari Exploration Limited communicating an agreement to sell various Prospecting Licences to EB-Hance Company Limited including PL 6023/2009. On completion of sale of the licence from Zari Exploration Limited to EB-Hance Company Limited, RVR Tanzania will have an interest through the Purchase Agreement dated February 5, 2011 as stated above. The Agreement provides RVR Tanzania with an exclusivity period of two months to undertake due diligence and geological evaluation and also the right to purchase the licence.

iv) Prospecting Licence under application number HQ – P19437

This is an application for prospecting licence lodged by Jaha Investments Limited on October 31, 2008. The Mining Search Results reveal the

holder as Jaha Investment Limited and further that the application fee has already been paid and the application is still being processed. RVR Tanzania Limited has an Agreement in place (known as the Buhemba South Agreement) with Jaha Investments Limited dated January 7, 2011. Once the Prospecting Licence is granted to Jaha Investments Ltd it can be transferred to RVR Tanzania. The Agreement provides RVR Tanzania with an exclusivity period of two months to undertake due diligence and geological evaluation and also the right to purchase the licence.

v) Prospecting Licence under application number HQ – P21677

This is an application for prospecting licence lodged by Trustmark Investment Limited on May 3, 2010. The Mining Search Results reveal the holder as Trustmark Investment Limited and further that the application fee has already been paid and the application is still being processed. RVR Tanzania has an Agreement in place (known as the Suguti Agreement) with Trustmark Investment Limited dated January 7, 2011. The Agreement provides RVR Tanzania with an exclusivity period of two months to undertake due diligence and geological evaluation and also the right to purchase the licence. Once the Prospecting Licence is granted to Trustmark Investments Limited it can be transferred to RVR Tanzania.

vi) Prospecting Licence Number PL 5048/2010

RVR Tanzania has an Agreement in place with Emmanuel Mwakabuku to purchase this Prospecting Licence. According to the Mining Search Results, Emmanuel Mwakabuku is the owner of the Prospecting Licence.

The Agreement provides RVR Tanzania with an exclusivity period of two months to undertake due diligence and geological evaluation.

vii) Prospecting Licence Number PL 5737/2009

Rift Valley Resources (Tanzania) Limited has an Agreement in place with Jaha Investments Limited to purchase this Prospecting Licence. According to the Mining Search Results, Jaha Investments Limited is the owner of the Prospecting Licence. The Agreement provides RVR Tanzania with an exclusivity period of two months to undertake due diligence and geological evaluation.

viii) Prospecting Licence Number 6217/2009

RVR Tanzania has an Agreement in place with Jaha Investments Limited to purchase this Prospecting Licence. According to the Mining Search Results, Jaha Investments Limited is the owner of the Prospecting Licence. The Agreement provides RVR Tanzania with an exclusivity period of two months to undertake due diligence and geological evaluation.

ix) Prospecting Licence under application number HQ – P22762

This is an application for prospecting licence lodged by Jaha Investments Limited on November 1, 2010. The Mining Search Results reveal the holder as Jaha Investment Limited and further that the application fee has already been paid and the application is still being processed. RVR Tanzania has an Agreement in place (known as the Golden Pride South

Agreement) with Jaha Investments Limited dated February 1, 2011. The Agreement provides RVR Tanzania with an exclusivity period of two months to undertake due diligence and geological evaluation and also the right to purchase the licence once it is granted to Jaha Investments Limited.

x) Prospecting Licence Number 6077/2009

RVR Tanzania has an Agreement in place (known as the Nyasiri Agreement) with EB-Hance Company Limited dated February 1, 2011. Note that according to the Mining Search Results the registered owner of this Prospecting Licence is Zari Exploration Limited. However there is copy of a letter from Zari Exploration Limited communicating an agreement to sell various Prospecting Licences to EB-Hance Company Limited including PL 6077/2009. On completion of sale of the licence from Zari Exploration Limited to EB-Hance Company Limited, RVR Tanzania will have an interest through the Purchase Agreement dated February 1, 2011 as stated above. The Agreement provides RVR Tanzania with an exclusivity period of two months to undertake due diligence and geological evaluation and also the right to purchase the licence.

xi) Prospecting Licence 6389/2010

RVR Tanzania has an Agreement in place with Trustmark Investment Limited (known as the Nyamagoma Agreement), to purchase this Prospecting Licence. According to the Mining Search Results, Trustmark Investment Limited is the owner of the Prospecting Licence. The Agreement provides RVR Tanzania with an exclusivity period of two



months to undertake due diligence and geological evaluation.

xii) Prospecting Licence under application number HQ – P 20249

This is an application for prospecting licence lodged by Jaha Investments Limited on April 21, 2009. The Mining Search Results reveal the holder as Jaha Investment Limited and further that the application fee has already been paid and the application is still being processed. RVR Tanzania has an Agreement in place (known as the Kabanga Agreement) with Jaha Investments Limited dated January 7, 2011. The Agreement provides RVR Tanzania with an exclusivity period of two months to undertake due diligence and geological evaluation and also the right to purchase the licence once it is granted to Jaha Investments Limited.

xiii) Prospecting Licence under application number HQ – P22518

This is an application for prospecting licence lodged by Mpodo Minerals Tanzania Limited on October 1, 2010. The Mining Search Results reveal the holder as Mpodo Minerals Tanzania Limited and further that the application fee has already been paid and the application is still being processed. RVR Tanzania has an Agreement in place (known as the Mwenene Agreement) with Mpodo Minerals Tanzania Limited dated January 29, 2011. The Agreement provides RVR Tanzania with an exclusivity period of two months to undertake due diligence and geological evaluation and also the right to purchase the licence once it is granted to Mpodo Minerals Tanzania Ltd.

xiv) Prospecting Licence under application number HQ – P17001

This is an application for prospecting licence lodged by Jonathan Joel and Gosbert Josue on October 30, 2007. The Mining Search Results reveal the holder as Jonathan Joel and Gosbert Josue and further that the application fee has already been paid and the application is still being processed. RVR Tanzania has an Agreement in place (known as the Sungwa Agreement) with GL Josue and JB Joel Limited dated March, 2011. The Agreement provides RVR Tanzania with an exclusivity period of two months to undertake due diligence and geological evaluation and also the right to purchase the licence once it is granted to Gosbert Josue and Jonathan Joel Ltd.

xv) Prospecting Licence under application number HQ – P23114

This is an application for prospecting licence lodged by Mpodo Minerals Tanzania Limited on February 9, 2011. The Mining Search Results reveal the holder as Mpodo Minerals Tanzania Limited and further that the application fee has already been paid and the application is still being processed. RVR Tanzania has an Agreement in place (known as the Mwenene South East Agreement) with Mpodo Minerals Tanzania Limited dated February 17, 2011. The Agreement provides RVR Tanzania with an exclusivity period of two months to undertake due diligence and geological evaluation and also the right to purchase the licence once it is granted to Mpodo Minerals Tanzania Ltd.

xvi) Prospecting Licence Number 6105/2009

RVR Tanzania has an Agreement in place (known as the Urambo Agreement) with Jaha Investment Limited to purchase this Prospecting Licence. According to the Mining Search Results, Jaha Investment Limited is the owner of the Prospecting Licence. The Agreement provides RVR Tanzania with an exclusivity period of two months to undertake due diligence and geological evaluation.

### 3.6 Assumptions and Qualifications

We have made the following assumptions and qualifications in producing this Report:

- i) We have relied upon information provided by third parties including the Registrar of Companies in Tanzania and the Office of Commissioner for Minerals in response to searches made or caused to be made by us and have relied upon that information being accurate, complete and up to date. We are unable to comment on whether any changes have occurred to either the Prospecting Licences or Applications between the date of our searches and the date of issue of the Prospectus;
- ii) We have relied upon information provided by third parties including the Company, its representatives, employees and agents in response to investigations made or caused to be made by us and have relied upon that information as being complete, accurate and up to date. We are unable to comment on whether any changes have occurred to either the

Prospecting Licences or Applications between the date of our searches and the date of issue of the Prospectus;

- iii) All signatures, seals, duty stamps and other markings on any documents provided to us by the Company are authentic and properly attached;
- iv) All documents provided to us by the Company are accurate, have been duly and properly executed, are unamended, entire in nature and in full force and effect and all signatories have the required authority to execute those documents;
- v) All material on which we have relied are factually correct, continues to be factually correct and no material fact or information has been withheld;
- vi) All legislation and other statutory instruments are constitutionally valid and legal;
- vii) All searches obtained from the relevant government departments are factually correct and accurate and the details contained in those
- viii) searches have been accurately recorded and maintained by those government departments;
- ix) All of the relevant documents have been provided to us by the Company and there are no other relevant or material documents which would alter the findings in this Report;



- x) The registered holder of a Prospecting Licence or Application has or in the case of an Application, will have, valid legal title to the Prospecting Licence or Application;
- xi) There are no other third party interests or encumbrances attaching to a Prospecting Licence or Application other than those recorded in the Schedule to this report;
- xii) The information in the Schedules is correct as at the date of the searches. We are unable to confirm if anything has changed from the date of the searches to the date of issue of the prospectus;
- xiii) With respect to any Application, we express no opinion as to whether any Application will ultimately be granted in whole or in part and what conditions, if any, will attach to the Prospecting Licence, once granted;
- xiv) Where agreements have not been registered in relation to any Prospecting Licence or Application we express no opinion as to whether any such registration is able to be effected or the effect of any agreement not being registered;
- xv) Where ministerial consent is required for anything we express no opinion as to whether such consent will be granted or the consequences of such consent being refused, although we are not aware of any specific matter or thing which would cause such consent to be refused; and
- xvi) Where compliance with the terms and conditions of any Prospecting Licence or Application including requirements necessary to maintain the

Prospecting Licences in good standing or a possible claim in relation to the Prospecting Licences, or the Applications by third parties, is not disclosed by the searches referred to above, we express no opinion as to any such compliance or claim.

### 3.7 Tanzanian Mining Law and the Licences

The Mining Licences issued under the Mining Act comprise of Prospecting Licences, Special Mining Licences, Mining Licences and Primary Mining Licences.

#### 3.7.1 Prospecting Licences

- i) A prospecting licence allows a person to enter the prospecting area, prospect for minerals to which the licence applies and carry out operations and such works as are necessary for that purpose. A person may hold more than one prospecting licence up to a maximum of 20 prospecting licences provided the cumulative prospecting areas of those prospecting licences do not exceed 2,000 square kilometers.
- ii) Part IV, Division A of the Mining Act deals with the grant of a prospecting licence. A prospecting licence when granted remains in force for 4 years and may be extended by the Minister, at his discretion, for a further two terms of 3 years each. If at the end of the second renewal period a further period is required for completion of a feasibility study, the prospecting licence may be

- extended for a period reasonably required for completing the feasibility study but not exceeding 2 years.
- iii) A holder of a prospecting licence may apply for and, subject to the Mining Act, be granted a Special Mining Licence in accordance with sections 39, 40 and 42 of the Mining Act or a Mining Licence under the provisions of sections 49, 50 and 51 of the Mining Act.
  - iv) The Company has/will have an interest in 16 Prospecting Licences and applications for Prospecting Licences. Prospecting Licences allow a holder to explore for minerals and carry out operations and works as are necessary for that purpose including the removal and excavation of soil and earth.
  - v) Prospecting Licences may be transferred or dealt with at any time without the consent of the Minister. In addition, applications for prospecting licences cannot be transferred or dealt with until they are granted.
  - vi) In Tanzanian laws Rift Valley Resources (Tanzania) Ltd will have an interest in the Prospecting Licences (9) and the Applications (7) through the Purchase Agreements discussed in Section 3.5 above.

### 3.7.2 Special Mining Licence

- i) A Special Mining Licence is granted to a large scale mining operation whose capital investment is not less than US\$ 100,000,000.
- ii) A Special Mining Licence confers on the holder the exclusive right to carry on mining operations in the mining area for minerals specified in the licence.
- iii) Part IV Division A (ii) of the Mining Act deals with Special Mining Licences.
- iv) If a Special Mining Licence is granted over a piece of land no other mining licence or prospecting licence will be granted in respect of that land.
- v) A Special Mining Licence is granted for the estimated life of the ore body indicated in the feasibility study or such other period as the licensee may request, whichever is shorter.

### 3.7.3 Mining Licence

- i) A Mining Licence is granted to a medium scale mining operation whose capital investment is between US\$ 100,000 and US\$ 100,000,000.



- ii) A Mining Licence confers on the holder the exclusive right to carry on mining operations in the mining area for minerals specified in the licence.
- iii) Part IV Division A (iii) of the Mining Act deals with Mining Licences.
- iv) If a Mining Licence is granted over a piece of land no other mining licence or prospecting licence will be granted in respect of that land.
- v) A Mining Licence is granted for a maximum initial period of 10 years and may be renewed for a period not exceeding 10 years.

#### 3.7.4 Primary Mining Licences

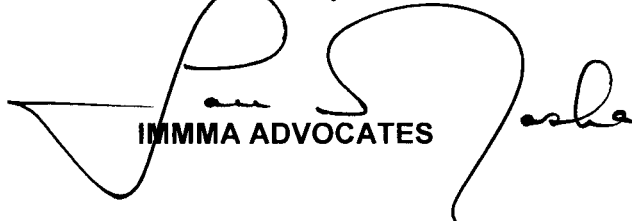
- i) Primary Mining Licences are dealt with under Division C of the Mining Act.
- ii) Primary Mining Licences are granted to citizens of Tanzania only or to companies which are exclusively composed of Tanzanians, its directors are Tanzanians and control of the company is exercised from within Tanzania by persons all of whom are citizens of Tanzania. It is not allowed for non-citizens to enter into dealings involving Primary Mining Licences.
- iii) A Primary Mining Licence is granted for a period of 7 years and may be renewed. It is also possible for a holder of a Primary

Mining Licence to convert the Primary Mining Licence to a Mining Licence.

3.7.5 General Conditions

- i) Prospecting Licences are generally granted subject to standard conditions such as the requirement to pay rent, compliance with minimum expenditure requirements, reporting requirements and compliance with environmental conditions. These are specified in various Regulations made under the Mining Act.
- ii) When granting a Prospecting Licence, the Minister may impose conditions which are specific to that Prospecting Licence such as with regards to access to a natural water source or airstrip.
- iii) Failure to comply with general conditions such as compliance with minimum expenditure requirements may render the Prospecting Licence liable to cancellation. However cancellation will be not be done unless the licence holder has been served with a notice of default and required to rectify it.

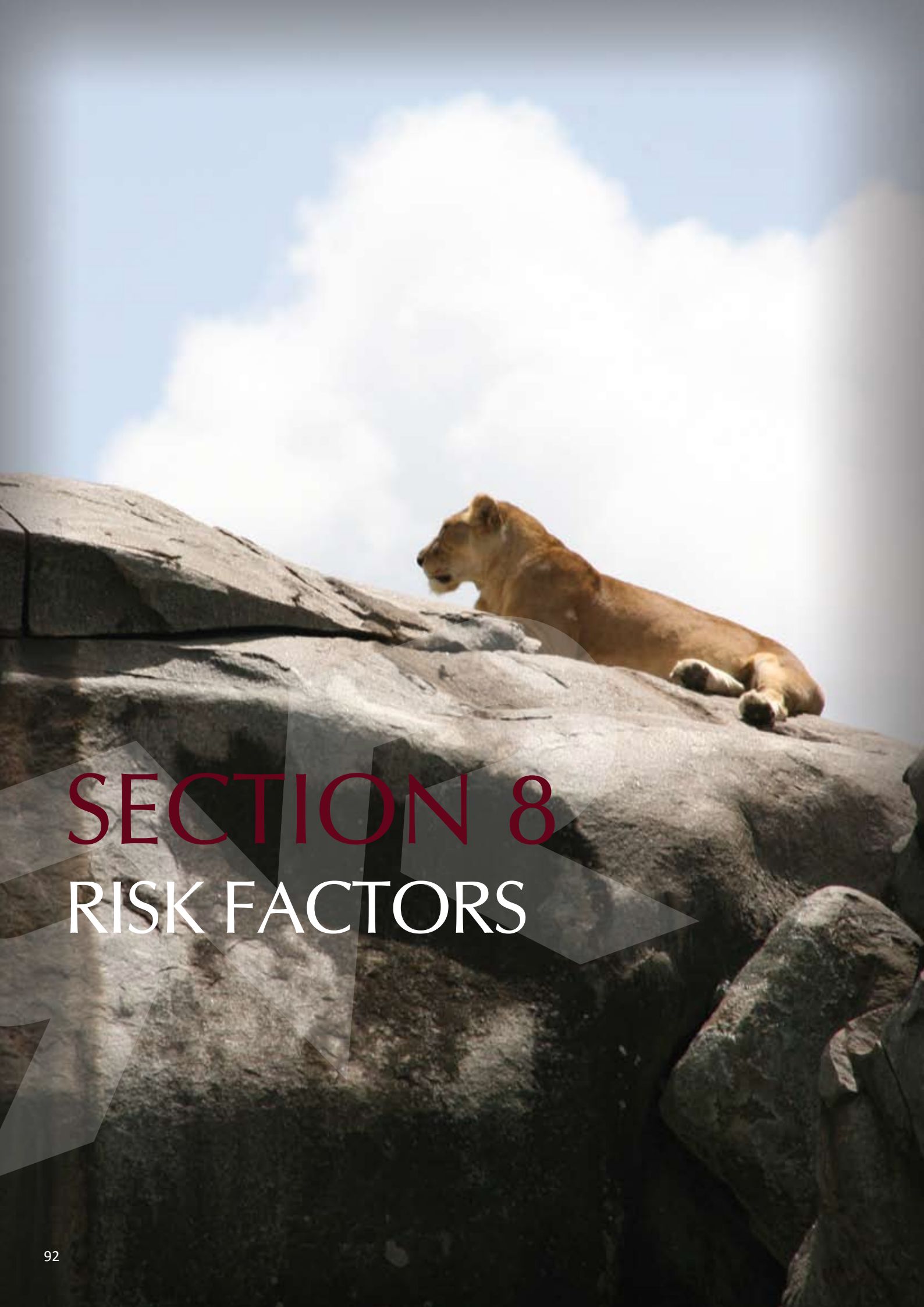
Yours Sincerely,

  
IMMMA ADVOCATES

Contact Partner: L.K. Masha  
Associate: T.M. Sipemba

**SCHEDULE 1  
(MINING REGISTER SEARCH RESULTS)**

S/N	Licence number	Holder	Status	Date Applied	Date Granted	Expiry Date	Area	Location
1	HQ-P19437	Jaha Investment Limited	Still in process	31/10/2008	-	-	17.8 km <sup>2</sup>	Bunda; Buhemba
2	HQ-P20249	Jaha Investment Limited	Still in process	21/04/2009	-	-	8.08 km <sup>2</sup>	Ngara, Kabanga
3	HQ-P22518	Jaha Investment Limited	Still in process	01/10/2010	-	-	297.40 km <sup>2</sup>	Kigoma, Kasulu
4	HQ-P22762	Jaha Investment Limited	Still in process	01/11/2010	-	-	13.63 km <sup>2</sup>	Tabora, Nzega
5	HQ-P21677	Jaha Investment Limited	Still in process	03/05/2010	-	-	76.85 km <sup>2</sup>	Musoma, Kiabakari
6	PL 5048/2008	Jaha Investment Limited	Active	19/07/2005	18/06/2008	17/06/2011	51.14 km <sup>2</sup>	Shinyanga, Kahama
7	PL 5737/2009	Jaha Investment Limited	Active	21/05/2007	12/06/2009	11/06/2012	68.54 km <sup>2</sup>	Geita, Chibango
8	PL 6023/2009	Jaha Investment Limited	Active	04/12/2006	04/12/2009	03/12/2012	27.29 km <sup>2</sup>	Geita, Kasubuya
9	PL 6077/2009	Zari Exploration Limited	Active	31/08/2007	22/09/2009	21/09/2012	64.16 km <sup>2</sup>	Musoma, Mara River
10	PL 6217/2009	Jaha Investment Limited	Active	02/05/2008	31/12/2009	30/12/2012	11.62 km <sup>2</sup>	Musoma, Buhemba
11	PL 6389/2010	Trustmark Investment Limited	Active	22/01/2009	06/05/2010	05/05/2013	145.52 km <sup>2</sup>	Ngara, Nyamagoma
12	PL 6623/2010	Zari Exploration Limited	Active	25/03/2008	21/09/2010	20/09/2013	127.02 km <sup>2</sup>	Shinyanga, Kahama
13	PL 6701/2010	Zari Exploration Limited	Active	22/04/2008	21/09/2010	20/09/2013	41.04 km <sup>2</sup>	Nzega, Nzega
14	PL 6105/2009	Jaha Investment Limited	Active	17/01/2008	10/11/2009	09/11/2012	36.24 km <sup>2</sup>	Tabora,Urambo
15	HQ-P17001	Jonathan Joel and Gosbert Josue	Still in Process	-	-	-	170.34 km <sup>2</sup>	Urambo Uyowa
16	HQ-P23114	Mpodo Minerals Tanzania Limited	Still in Process	-	-	-	26.71 km <sup>2</sup>	Kigoma Kasulu



# SECTION 8

## RISK FACTORS



# RISK FACTORS

An investment in the Company is not risk free and prospective new investors should consider the risk factors described below, together with information contained elsewhere in this Prospectus, before deciding whether to apply for Shares.

The following is not intended to be an exhaustive list of the risk factors to which the Company is exposed.

## 8.1 ECONOMIC RISKS

General economic conditions, movements in interest and inflation rates and currency exchange rates may have an adverse effect on the Company's exploration, development and production activities, as well as on its ability to fund those activities.

Further, share market conditions may affect the value of the Company's quoted securities regardless of the Company's operating performance. Share market conditions are affected by many factors such as:

- (a) general economic outlook;
- (b) interest rates and inflation rates;
- (c) currency fluctuations;
- (d) changes in investor sentiment toward particular market sectors;
- (e) the demand for, and supply of, capital; and
- (f) terrorism or other hostilities.

The Company will appropriately monitor and assess such risks and may from time to time implement measures, such as foreign exchange currency hedging, to assist manage these risks. However, the implementation of such measures cannot be assured of eliminating all such risks and the measures themselves may expose the Company to related risks.

## 8.2 MARKET CONDITIONS

The market price of the Shares can fall as well as rise and may be subject to varied and unpredictable influences on the market for equities in general and resource exploration stocks in particular. Neither the Company nor the Directors warrant the future performance of the Company or any return on an investment in the Company.

## 8.3 TENEMENT RISKS

The Company cannot guarantee that those Tenements in which it has an interest and which are still in the application stage or require transfer will ultimately be granted or transferred in whole or in part pursuant to the applicable legislation. There is also no guarantee that the Tenements will be granted or transferred without undue delay or that the Company can economically comply with any conditions imposed on any granted exploration permits.

The Company has an interest in applications for Tenements that have been applied for but not granted. In order for these Tenements to be granted the Company must satisfy the mining legislation. There is no guarantee that the Tenements will be granted to the relevant parties, that they will be granted without undue delay, that the Tenements will be transferred to the Company (when applicable) and the holder can comply with any conditions imposed on any granted exploration permits.

The Company's mining exploration activities are dependent upon the maintenance (including renewal) of its Tenements. Although the Company has no reason to think that these Tenements will not be renewed, there is no assurance that such renewals will be given as a matter of course and there is no assurance that new conditions will not be imposed.

Artisanal miners may be active on the Tenements which may have many material adverse affects including delays and/or impediments to the Company's exploration activities and schedule, and exposure to safety, security, environmental and social liabilities and losses.

## 8.4 CONTRACTUAL RISKS

The Company's interests in some of its Tenements arise by virtue of the Company having a contractual right to acquire rights to that Tenement. As in any contractual relationship, the ability of the Company to ultimately be registered as a holder of the interests in the Tenements is dependent upon the Company's ability to comply with its obligations, and the relevant counterparty complying with its contractual obligations to deliver title, such title being granted pursuant to applicable legislation and such title being transferred to the Company.

## 8.5 EXPLORATION SUCCESS

The Tenements are at various stages of exploration, and potential investors should understand that mineral exploration and development are high-risk undertakings.

There can be no assurance that exploration of the Tenements, or any other tenements that may be acquired in the future, will result in the discovery of an economic ore deposit. Even if an apparently viable deposit is identified, there is no guarantee that it can be economically exploited.

The future exploration activities of the Company may be affected by a range of factors including geological conditions, limitations on activities due to seasonal weather patterns, unanticipated operational and technical difficulties, industrial and environmental accidents, native title process, changing government regulations and many other factors beyond the control of the Company.

The success of the Company will also depend upon the Company having access to sufficient development capital, being able to maintain title to its Tenements and obtaining all required approvals for its activities. In the event that exploration programmes prove to be unsuccessful this could lead to a diminution in the value of the Tenements, a reduction in the cash reserves of the Company and possible relinquishment of the Tenements.

The exploration costs of the Company described in the Independent Geologist's Report are based on certain assumptions with respect to the method and timing of exploration. By their nature, these estimates and assumptions are subject to significant uncertainties and, accordingly, the actual costs may materially differ from these estimates and assumptions. Accordingly, no assurance can be given that the cost estimates and the underlying assumptions will be realised in practice, which may materially and adversely affect the Company's viability.

## 8.6 OPERATING RISKS

The operations of the Company may be affected by various factors, including failure to locate or identify mineral deposits; failure to achieve predicted grades in exploration and mining; operational and technical difficulties encountered in mining; difficulties in commissioning and operating plant and equipment; mechanical failure or plant breakdown; unanticipated metallurgical problems which may affect extraction costs; adverse weather conditions; industrial and environmental accidents; industrial disputes; and unexpected shortages or increases in the costs of consumables, spare parts, plant and equipment.

Having been incorporated on 22 November 2010, the Company does not have any operating history, although it should be noted that the Directors have between them significant operational experience. No assurances can be given that the Company will achieve commercial viability through the successful exploration and/or mining of its Tenements. Until the Company is able to realise value from its projects, it is likely to incur ongoing operating losses.

## 8.7 COMMODITY PRICE VOLATILITY AND EXCHANGE RATE RISKS

If the Company achieves success leading to mineral production, the revenue it will derive through the sale of commodities exposes the potential income of the Company to commodity price and exchange rate risks. Commodity prices fluctuate and are affected by many factors beyond the control of the Company. Such factors include supply and demand fluctuations for precious and base metals, technological advancements, forward selling activities and other macro-economic factors.

Furthermore, international prices of various commodities are denominated in United States dollars, whereas the income and expenditure of the Company are and will be taken into account in Australian currency, exposing the Company to the fluctuations and volatility of the rate of exchange between the United States dollar and the Australian dollar as determined in international markets.

## 8.8 ENVIRONMENTAL RISKS

The Company's exploration programs will, in general, be subject to approval by governmental authorities. Although the Company believes that it is in compliance in all material respects with all applicable environmental laws and regulations, there are certain risks inherent to its activities, such as accidents or other unforeseen circumstances, which could subject the Company to substantial liability. Further, the Company may require approval from the relevant authorities before it can undertake activities which are likely to impact the environment. Failure to obtain such approvals will prevent the Company from undertaking its desired activities.

The Company is unable to predict the effect of additional environmental laws and regulations which may be adopted in the future, including whether any such laws or regulations would materially increase the Company's cost of doing business or affect its operations in any area. The Company believes that it is in material compliance with all applicable laws relating to the protection of the environment. However, there can be no assurances that new environmental laws, regulations or stricter enforcement policies, once

implemented, will not oblige the Company to incur significant expenses and undertake significant investments in such respect which could have a material adverse effect on the Company's business, financial condition and results of operations.

## 8.9 CHANGES IN THE REGULATORY ENVIRONMENT

The Company's operations in Tanzania are subject to the risks associated in operating in a foreign country. These risks may include economic, social or political instability or change, hyperinflation, currency conversion or instability and changes of law affecting foreign ownership, government participation, taxation, working conditions, rates of exchange, exchange control, exploration licensing, export duties, repatriation of income or return of capital, environmental protection, mine safety, labour relations as well as government control over mineral properties or government regulations that require the employment of local staff or contractors or require other benefits to be provided to local residents.

The Company may also be hindered or prevented from enforcing its rights with respect to a governmental instrumentality because of the doctrine of sovereign immunity.

Any future material adverse changes in government policies or legislation in Tanzania that affect foreign ownership, mineral exploration, development or mining activities, may affect the viability and profitability of the Company and its projects.

The legal system operating in Tanzania is different from Australia, which may result in risks such as:

- political difficulties in obtaining effective legal redress in the courts whether in respect of a breach of law or regulation, or in an ownership dispute;
- a higher degree of discretion on the part of governmental agencies;
- the lack of political or administrative guidance on implementing applicable rules and regulations including, in particular, as regards local taxation and property rights;
- inconsistencies or conflicts between and within various laws, regulations, decrees, orders and resolutions; or
- relative inexperience of the judiciary and court in such matters.

The commitment of local business people, government officials and agencies and the judicial system to abide by legal requirements and negotiated agreements may be more uncertain, creating particular concerns with respect to licences and agreements for business. These may be susceptible to revision or cancellation and legal redress may be uncertain or delayed. There can be no assurance that joint ventures, licences, license applications or other legal arrangements will not be adversely affected by the actions of government authorities or others, and the effectiveness of and enforcement of such arrangements cannot be assured.

## 8.10 INSURANCE RISKS

The Company intends to insure its operations in accordance with industry practice. However, in certain circumstances, the Company's insurance may not be of a nature or level to provide adequate insurance cover. The occurrence of an event that is not covered or fully covered by insurance could have a material adverse effect on the business, financial condition and results of the Company.

Insurance against all risks associated with mining exploration and production is not always available and where available the costs can be prohibitive.

## 8.11 COMPETITION RISK

The industry in which the Company will be involved is subject to domestic and global competition. Although the Company will undertake all reasonable due diligence in its business decisions and operations, the Company will have no influence or control over the activities or actions of its competitors, which activities or actions may, positively or negatively, affect the operating and financial performance of the Company's projects and business.

## 8.12 CAPITAL REQUIREMENTS

While Rift Valley believes it will have sufficient funds after completion of the Offer to meet its capital requirements for its proposed exploration program and other expenses, it may need additional capital from equity or debt sources. The Company's capital requirements depend on numerous factors. Depending on the Company's ability to generate income from its operations, the Company may require further financing in addition to amounts raised under the capital raising. Any additional equity financing may dilute shareholdings, and debt financing, if available, may involve restrictions on financing and operating activities. If the Company is unable to obtain additional financing as needed, it may be required to reduce the scope of its anticipated activities, which could adversely affect its business, financial condition and the value of the assets.

### 8.13 RELIANCE ON KEY MANAGEMENT

The responsibility of overseeing the day-to-day operations and the strategic management of the Company depends substantially on its senior management and its key personnel. There can be no assurance given that there will be no detrimental impact on the Company if one or more of these employees cease their employment.

The Company's success could be influenced by the core competencies of its directors and management, their familiarisation with, and ability to operate in East Africa, the metals and mining industry and the Company's projects. The loss (or restricted access to availability) of the company's directors could have a materially adverse affect on the Company.

### 8.14 THE COMPANY MAY NOT REALISE VALUE

The operations of the Company may be affected by various factors, including failure to locate or identify mineral deposits; if mineral deposits are identified and developed, failure to achieve predicted grades in mining; operational and technical difficulties encountered in mining; difficulties in commissioning and operating plant and equipment; mechanical failure or plant breakdown; unanticipated metallurgical problems which may affect extraction costs; adverse weather conditions; industrial and environmental accidents; industrial disputes; and unexpected shortages or increases in the costs of consumables, spare parts, plant and equipment.

No assurances can be given that Rift Valley will achieve commercial viability through the successful exploration and/or mining of its Tenement interests. Unless Rift Valley is able to realise value from its projects, it is likely to incur ongoing operating losses.

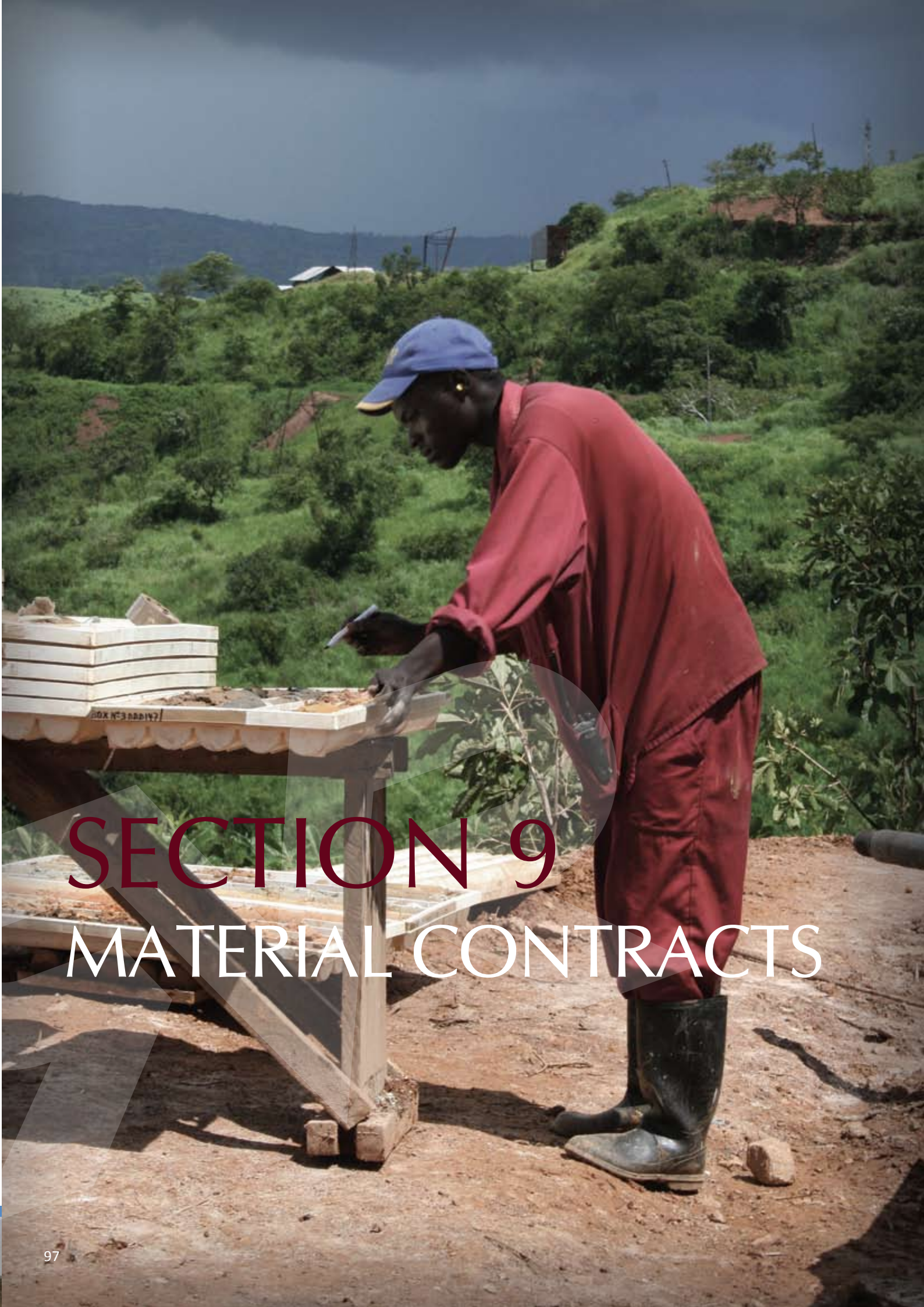
Even if the Company discovers substantial quantities of minerals, there is a risk that the Company will not achieve a commercial return. The Company may not be able to transport the minerals at a reasonable cost or may not be able to sell the minerals to customers at a price which would cover its operating and capital costs. The Company has to receive regulatory and environmental approval to convert its exploration licenses into mining leases. There is a risk that these approvals may not be obtained.

### 8.15 INVESTMENT SPECULATIVE

The above list of risk factors ought not to be taken as exhaustive of the risks faced by the Company or by investors in the Company. The above factors, and others not specifically referred to above, may in the future materially affect the financial performance of the Company and the value of the Shares offered under this Prospectus. Therefore, the Shares to be issued pursuant to this Prospectus carry no guarantee with respect to the payment of dividends, returns of capital or the market value of those securities.

Potential investors should consider that an investment in the Company is speculative and should consult their professional advisers before deciding whether to apply for Shares pursuant to this Prospectus.





# SECTION 9

## MATERIAL CONTRACTS

# MATERIAL CONTRACTS

## 9.1 PURCHASE OF TENEMENTS

RVR Tanzania has entered into agreements to purchase 9 existing Prospecting Licences and 7 Prospecting Licences once they are granted pursuant to existing applications (“Tenement Purchase Contracts”). The Tenement Purchase Contracts are all structured in the following manner:

- (a) The licensee grants to RVR Tanzania an initial exclusivity period during which RVR Tanzania has exclusive rights to access the Tenement and all data relating to the Tenement to undertake due diligence.
- (b) Subject to RVR Tanzania satisfying itself that the Tenement is held by the licensee and is in good standing with the Ministry of Energy and Minerals (“Ministry”), RVR will purchase the Tenement and all Tenement mining information in consideration for:
  - i) reimbursing, at the end of the exclusivity period, the licensee all costs incurred by the licensee with the Ministry;
  - ii) a purchase price payable in instalments over a period of 3 years. An additional payment is to be made upon a decision to mine on the Tenement and a royalty will also apply. The Company considers the amounts of these payments to be non-material and commercially confidential. To the extent that it is possible these payments have been factored into the budgets in this prospectus.
- (c) The licensee warrants that:
  - i) the Tenement is in good standing and not liable to cancellation, revocation or forfeiture;
  - ii) no third party has any interest in the Tenement;
  - iii) it is not prohibited from entering into and performing its obligations and duties under the purchase contract.
- (d) The licensee is obliged to transfer the Tenement to RVR Tanzania upon receiving the payment in 9.1 (b) i) and part of the payment in 9.1(b) ii) above.
- (e) RVR Tanzania may at any time end the arrangement and return the Tenement to the licensee, at which point RVR Tanzania will cease to be liable for further instalments of the price or the royalty. The licensee may retain all instalments of the purchase price received prior to termination.

RVR Tanzania has confirmed in writing to each of the vendors that it is satisfied by its due diligence on the Tenements and wishes to proceed with the acquisition of the relevant prospecting licences.

RVR Tanzania has also entered into contracts to purchase prospecting licences from vendors who have applied for but not yet been granted a prospecting licence over certain Tenements. The terms of these contracts are substantially the same as the terms of the purchase contracts to acquire prospecting licences except that completion of the purchase under these contracts is also conditional upon the vendor obtaining the grant of the prospecting licence.

Details of the Tenements subject to RVR Tanzania’s Tenement Purchase Contracts are set out in the following table:

Vendor	Prospecting Licence Number
Emanuel Mwakabuku	PL5048/2008
Jaha Investment Limited	PL5737/2009
EB-Hance Company Ltd	PL6023/2009
EB-Hance Company Ltd	PL6077/2009
Jaha Investment Limited	PL6105/2009
Jaha Investment Limited	PL6217/2009
TrustMark Investment Limited	PL6389/2010
EB-Hance Company Ltd	PL6623/2010
EB-Hance Company Ltd	PL6701/2010

Details of the applications for prospecting licences subject to RVR Tanzania’s Tenement Purchase Contracts are set out in the following table:

Vendor	Application Number
GL Josue & JB Joel	HQ-P17001
Jaha Investment Limited	HQ-P19437
Jaha Investment Limited	HQ-P20249
Trust Mark Investment Limited	HQ-P21677
Mpodo Minerals Tanzania Limited	HQ-P22518
Jaha Investment Limited	HQ-P22762
Mpodo Minerals Tanzania Limited	HQ-P23114



## 9.2 ACQUISITION OF SHARES IN RVR TANZANIA

By transfer form dated 22 February 2011, the Company acquired 99 of the 100 shares in RVR Tanzania from MPH Resources Pty Ltd (ACN 074 019 202) for the consideration of US\$820, being the cost to MPH Resources Pty Ltd of setting up RVR Tanzania. On the same date Mr Didier Murcia executed a trust deed pursuant to which he holds the other share in RVR Tanzania on trust for the Company. This structure is necessary because Tanzanian law requires that a company have at least 2 shareholders.

## 9.3 EXECUTIVE SERVICE AGREEMENT

The Company has entered into an executive services agreement with Mr Michael McKeivitt pursuant to which Mr McKeivitt acts as Managing Director of the Company. Pursuant to the agreement, Rift Valley provides to Mr McKeivitt an annual salary of \$250,000 per annum inclusive of statutory superannuation. The agreement also provides for the payment of incentive bonuses on achievement of key performance indicators.

In addition, Mr McKeivitt will be reimbursed for all reasonable expenses incurred in the performance of his duties and may participate in such share option packages as the Board of Directors determines.

The agreement may be terminated by Mr McKeivitt by providing 6 months notice in writing. Rift Valley may terminate the agreement immediately in certain circumstances, for example, in the case of serious misconduct or wilful neglect in the discharge of duties. The agreement may also be terminated by Rift Valley without cause by providing 24 months notice in writing or by paying him an amount equivalent to 24 months remuneration.

## 9.4 DEED OF INDEMNITY AND ACCESS

The Company has entered into Deeds of Indemnity, Insurance and Access with each of the Directors and company secretary. Under these deeds, the Company agrees to indemnify each officer to the extent permitted by the Corporations Act against any liability arising as a result of the officer acting as an officer of the Company. The Company is also required to maintain insurance policies for the benefit of the relevant officer and must also allow the Directors to inspect Company documents in certain circumstances.

## 9.5 EMPLOYEE SHARE OPTION PLAN (ESOP)

The Company has established an Employee Share Option Plan. Subject to the Corporations Act and the ASX Listing Rules directors and employees of the Company may be offered options over ordinary shares in the Company on terms determined by the Company's board.

The Company will offer shares to employees under the ESOP for the purpose of recognizing the abilities, efforts, and contribution of employees, to provide incentives to employees, and attract employees with ability and experience.

## 9.6 CONSULTANCY ARRANGEMENTS AND AGREEMENTS

The Company intends, where the board believes it will be beneficial to the Company, to engage Black Peak Holdings Pty Ltd (ACN 109 129 759) and/or its 2 principals, Hamish Halliday and Steven Parsons as consultants on an ad hoc basis. The Company has no contracts in place with Black Peak Holdings Pty Ltd or its principals and intends to engage these parties on arms length commercial terms when their services are required.

The Company has entered into a consultancy agreement with Westoria Capital Pty Ltd (ACN 137 223 271) ("Westoria") dated 1 February 2011, pursuant to which:

- (a) Westoria has provided various assistance and advice with respect to the establishment of the Company, the preparation of this prospectus and the Initial Public Offering represented by this prospectus. Westoria is not a promoter of the Company as a result of providing these services;
- (b) Westoria has been paid a fee of \$30,000; and
- (c) has been issued with 1,500,000 options as part of its remuneration for services. The details and terms of these options are set out in section 10.2.
- (d) The Company has indemnified Westoria and its employees and agents for any losses, costs or actions arising from the provision of the services by Westoria, subject to certain exceptions such as recklessness, wilful misconduct and gross negligence or fraud committed by Westoria or its employees and agents.

## 9.7 LEAD MANAGER AGREEMENT – SOUTHERN CROSS

The Company has signed a mandate agreement with Southern Cross dated 2 February 2011, engaging Southern Cross to act as lead manager of this offer. Under the terms of this engagement Southern Cross is primarily responsible for the project management of this offer, managing the bookbuild process, assisting with the structuring of the offer, assisting in dealings with ASIC and the ASX, and assisting with the communications strategy relating to the offer. In return the Company will pay Southern Cross:

- (a) A management fee of \$150,000; and
- (b) A placement fee of 5% of funds raised by Southern Cross from the offer in this prospectus, plus GST.

In addition, the Company must reimburse Southern Cross for all reasonable out of pocket expenses.

The Company indemnifies Southern Cross and its employees and agents for any losses, costs or actions arising from the provision of the services by Southern Cross, subject to certain exceptions such as recklessness, wilful misconduct and negligence or fraud committed by Southern Cross or its employees and agents

## 9.8 JOINT SPONSORING AGREEMENT – BLACKSWAN

The Company entered into an agreement with Blackswan, dated 15 February 2011, pursuant to which Blackswan was engaged to act as joint sponsoring broker of this offer. Under the terms of this engagement Blackswan is primarily responsible for obtaining commitments from parties to subscribe for shares pursuant to this offer, which includes preparation of marketing materials and presentations to potential investors, finalizing closing and settlement and liaising with ASX. In return the Company will pay Blackswan a capital raising fee of 5% of funds raised by Blackswan from the offer in this prospectus, plus GST.

In addition, the Company must reimburse Blackswan for all out of pocket disbursements.

The Company indemnifies Blackswan and its employees and agents for any losses, costs or actions arising from the provision of the services by Blackswan, subject to certain exceptions such as recklessness, wilful misconduct and gross negligence or fraud committed by Blackswan or its employees and agents.



# SECTION 10

## ADDITIONAL INFORMATION

**MARA MINERS CO-OPERATIVE  
SOCIETY LTD.  
(OFFICE)  
P. O. BOX 168, TARIM**



# ADDITIONAL INFORMATION

## 10.1 RIGHTS ATTACHING TO SECURITIES - ORDINARY SHARES

The rights, privileges and restrictions attaching to Shares can be summarised as follows:

### (a) General Meetings

Shareholders are entitled to be present in person, or by proxy, attorney or representative to attend and vote at general meetings of the Company.

Shareholders may requisition meetings in accordance with Section 249D of the Corporations Act and the Constitution of the Company.

### (b) Voting Rights

Subject to any rights or restrictions for the time being attached to any class or classes of shares, at general meetings of shareholders or classes of shareholders:

- (i). each shareholder entitled to vote may vote in person or by proxy, attorney or representative;
- (ii). on a show of hands, every person present who is a shareholder or a proxy, attorney or representative of a shareholder has one vote; and
- (iii). on a poll, every person present who is a shareholder or a proxy, attorney or representative of a shareholder shall, in respect of each fully paid share held by him, or in respect of which he is appointed a proxy, attorney or representative, have one vote for the share, but in respect of partly paid shares shall have such number of votes as bears the same proportion to the total of such shares registered in the shareholder's name as the amount paid (not credited) bears to the total amounts paid and payable (excluding amounts credited).

### (c) Dividend Rights

Subject to the rights of persons (if any) entitled to shares with special rights to dividend the Directors may declare a final dividend out of profits in accordance with the Corporations Act and may authorise the payment or crediting by the Company to the shareholders of such a dividend. The Directors may authorise the payment or crediting by the Company to the shareholders of such interim dividends as appear to the Directors to be justified by the profits of the Company. Subject to the rights of persons (if any) entitled

to shares with special rights as to dividend all dividends are to be declared and paid according to the amounts paid or credited as paid on the shares in respect of which the dividend is paid. Interest may not be paid by the Company in respect of any dividend, whether final or interim.

### (d) Winding-Up

If the Company is wound up, the liquidator may, with the authority of a special resolution of the Company, divide among the shareholders in kind the whole or any part of the property of the Company, and may for that purpose set such value as he considers fair upon any property to be so divided, and may determine how the division is to be carried out as between the shareholders or different classes of shareholders. The liquidator may, with the authority of a special resolution of the Company, vest the whole or any part of any such property in trustees upon such trusts for the benefit of the contributories as the liquidator thinks fit, but so that no shareholder is compelled to accept any shares or other securities in respect of which there is any liability. Where an order is made for the winding up of the Company or it is resolved by special resolution to wind up the Company, then on a distribution of assets to members, shares classified by ASX as restricted securities at the time of the commencement of the winding up shall rank in priority after all other shares.

### (f) Transfer of Shares

Generally, shares in the Company are freely transferable, subject to formal requirements, the registration of the transfer not resulting in a contravention of or failure to observe the provisions of a law of Australia and the transfer not being in breach of the Corporations Act or the Listing Rules.

### (g) Variation of Rights

Pursuant to Section 246B of the Corporations Act, the Company may, with the sanction of a special resolution passed at a meeting of shareholders vary or abrogate the rights attaching to shares.

If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class), whether or not the Company is being wound up may be varied or abrogated with the consent in writing of the holders of three-quarters of the issued shares of that class, or if authorised by a special resolution passed at a separate meeting of the holders of the shares of that class.

## 10.2 RIGHTS ATTACHING TO SECURITIES - OPTIONS

There are 11,750,000 options to subscribe for Shares on issue held directly or indirectly as follows:

Option Holder	Tranche 1 Options	Tranche 2 Options	Total Options
Directors (See section 10.3)	4,000,000	4,000,000	8,000,000
Rowan Caren	375,000	375,000	750,000
Symorgh Investments Pty Ltd	375,000	375,000	750,000
Hamish Halliday	375,000	375,000	750,000
Westoria Capital	750,000	750,000	1,500,000
Total	5,875,000	5,875,000	11,750,000

These options, which will expire 3 years from the date of issue on 14 February 2011, entitle the holder to acquire one ordinary share in the Company upon exercise of that option. The exercise price payable on exercise of the Tranche 1 Options is \$0.20 per option and on exercise of the Tranche 2 Options is \$0.25 per option.

The options do not confer on the holder any right to participate in dividends nor in any bonus share issue, rights issue or any other similar issue of rights or entitlements.

Subject to the Corporations Act, the ASX Listing Rules and the Company's Constitution, the options are transferable at the discretion of the Company's board. The options will not be listed for quotation on the ASX. All Shares issued pursuant to an exercise of options will be quoted on the ASX.

## 10.3 DISCLOSURE OF INTERESTS

Directors are not required under the Constitution to hold any Securities. As at the date of this Prospectus, the Directors have relevant interests in Securities as follows:

Director	Shares	Options
Didier Murcia	1,750,000	3,500,000
Michael McKeivitt	1,000,000	2,000,000
Gosbert Kagaruki	1,500,000	1,500,000
Keith McKay	1,000,000	1,000,000

Mr Kagaruki is a partner in the partnership of GL Josue & JB Joel. GL Josue & JB Joel has agreed to transfer its interest in a Tenement to the Company for the considerations set out in the Material Contracts section of this prospectus.

Mr Murcia is a shareholder of Murcia Pestell Hillard Pty Ltd (MPH). MPH has provided legal services with respect to this prospectus for the fees set out below.

## 10.4 REMUNERATION

The Constitution provides that the non-executive Directors may collectively be paid as remuneration for their services a fixed sum not exceeding the aggregate maximum determined from time to time by the Company in general meeting. Until a different amount is determined, aggregate cash remuneration payable to the directors is \$400,000 per annum excluding any remuneration paid to any non-executive Director under an executive service contract with the Company or one of its related bodies corporate. Each non-executive Director is entitled to \$50,000 per annum payment including superannuation, except for the Chairman where the amount is \$100,000 per annum.

A Director may be paid fees or other amounts as the Directors determine when a Director performs special duties or otherwise performs services outside the scope of the ordinary duties of a Director. A Director may also be reimbursed for out of pocket expenses incurred as a result of their directorship or any special duties.

## 10.5 FEES AND BENEFITS

Other than as set out above or elsewhere in this Prospectus, no:

- a) Director of the Company;
- b) person named in this Prospectus as performing a function in a professional advisory or other capacity in connection with the preparation or distribution of this Prospectus;
- c) promoter of the Company.

has, or had within 2 years before lodgement of this Prospectus with ASIC, any interest in:

- (i) the formation or promotion of the Company;
- (ii) any property acquired or proposed to be acquired by the Company in connection with its formation or promotion or in connection with the offer of Shares under this Prospectus; or
- (ii) the offer of Shares under this Prospectus,



and no amounts have been paid or agreed to be paid and no benefits have been given or agreed to be given to any of those persons as an inducement to become, or to qualify as, a Director of the Company or for services rendered in connection with the formation or promotion of the Company or the offer of Shares under this Prospectus.

Mining Assets Pty Ltd has acted as the Independent Geologist and has prepared an Independent Geologist's Report which has been included in Section 5 of this Prospectus. The Company estimates that it will pay Mining Assets Pty Ltd a total of \$10,000 for these services. During the 24 months preceding lodgement of this Prospectus with ASIC, Mining Assets Pty Ltd has not received any other fees from the Company.

Maxim Hall Chadwick has acted as Independent Accountant and has prepared an independent Accountant's Report which has been included in Section 6 of this Prospectus. The Company estimates it will pay Maxim Hall Chadwick a total of \$6,800 for these services. Subsequently, fees will be charged in accordance with normal charge out rates. During the 24 months preceding lodgement of this Prospectus with ASIC, Maxim Hall Chadwick has not received any other fees from the Company.

IMMMA Advocates has acted as the solicitors to the Company in relation to the Offer, has been involved in due diligence enquiries on legal matters and has prepared a Solicitor's Report on Tenements which has been included in Section 7 of this Prospectus. The Company estimates it will pay IMMMA \$10,000 for these services. During the 24 months preceding lodgement of this Prospectus with the ASIC, IMMMA has not received any other fees for legal services.

Murcia Pestell Hillard has acted as solicitors to the Company in relation to the due diligence and preparation of this Prospectus. The Company estimates it will pay Murcia Pestell Hillard \$35,000 for these services. During the 24 months preceding lodgement of this Prospectus with ASIC Murcia Pestell Hillard has not received any other fees for legal services.

## 10.6 CONSENTS

Each of the parties referred to in this section:

- a) does not make, or purport to make, any statement in this Prospectus other than those referred to in this section; and

- b) to the maximum extent permitted by law, expressly disclaim and take no responsibility for any part of this Prospectus other than a reference to its name and a statement included in this Prospectus with the consent of that party as specified in this section.

Mining Assets Pty Ltd has given its written consent to being named as the Independent Geologist to the Company in this Prospectus and to the inclusion of the Independent Geologist's Report in Section 5 in the form and context in which the report is included. Mining Assets Pty Ltd has not withdrawn its consent prior to the lodgement of this Prospectus with ASIC.

Maxim Hall Chadwick has given its written consent to being named as Independent Accountant in this Prospectus and to the inclusion of the Independent Accountant's Report in Section 6 in the form and context in which the report is included. Maxim Hall Chadwick has not withdrawn its consent prior to lodgement of this Prospectus with ASIC.

IMMMA Advocates has given its written consent to being named as the solicitor to the Company in this Prospectus and to the inclusion of the Solicitor's Report on Tenements in Section 7 in the form and context in which the report is included. IMMMA has not withdrawn its consent prior to the lodgement of this Prospectus with ASIC.

Security Transfer Registrars has given its written consent to being named as the Company's Share Registry in this Prospectus and has not withdrawn its consent prior to lodgement of this Prospectus with ASIC.

## 10.7 RESTRICTED SECURITIES

ASX has indicated that certain existing security holders may be required to enter into agreements which restrict dealings in Securities held by them. These agreements will be entered into in accordance with the Listing Rules.

## 10.8 LITIGATION

As at the date of this Prospectus, the Company and its subsidiary Rift Valley Resources (Tanzania) Ltd are not involved in any legal proceedings and the Directors are not aware of any legal proceedings pending or threatened against the Company.



## 10.9 TAXATION

The acquisition and disposal of Shares in the Company will have tax consequences, which will differ depending on the individual financial affairs of each investor. All potential investors in the Company are urged to obtain independent financial advice about the consequences of acquiring Shares from a taxation viewpoint and generally.

To the maximum extent permitted by law, the Company, its officers and each of their respective advisors accept no liability and responsibility with respect to the taxation consequences of subscribing for Shares under this Prospectus.

## 10.10 EXPENSES OF THE OFFER

The total expenses of the Offer are estimated to be as set out in the table below:

Item of Expenditure	Full Subscription	With Over Subscriptions
ASIC fees	\$2,068	\$2,068
ASX fees	\$36,223	\$38,217
Brokerage and management fees	\$475,000	\$600,000
Advisers' fees	\$91,800	\$91,800
Printing design and postage	\$8,000	\$8,000
Miscellaneous	\$5,000	\$5,000
Total	\$618,091	\$745,085

## 10.11 FORECASTS

The Company is an exploration company with the intention to become a producer in the medium term. Given the speculative nature of exploration, mineral development and production, there are significant uncertainties associated with forecasting future revenue. On this basis, the Directors believe that reliable forecasts cannot be prepared and accordingly have not included forecasts in this Prospectus.

# SECTION 11

## DIRECTORS' AUTHORISATION



# DIRECTORS' AUTHORISATION

This Prospectus is issued by the Company and its issue has been authorised by a resolution of the Directors.

In accordance with Section 720 of the Corporations Act, each Director has consented to the lodgement of this Prospectus with ASIC.

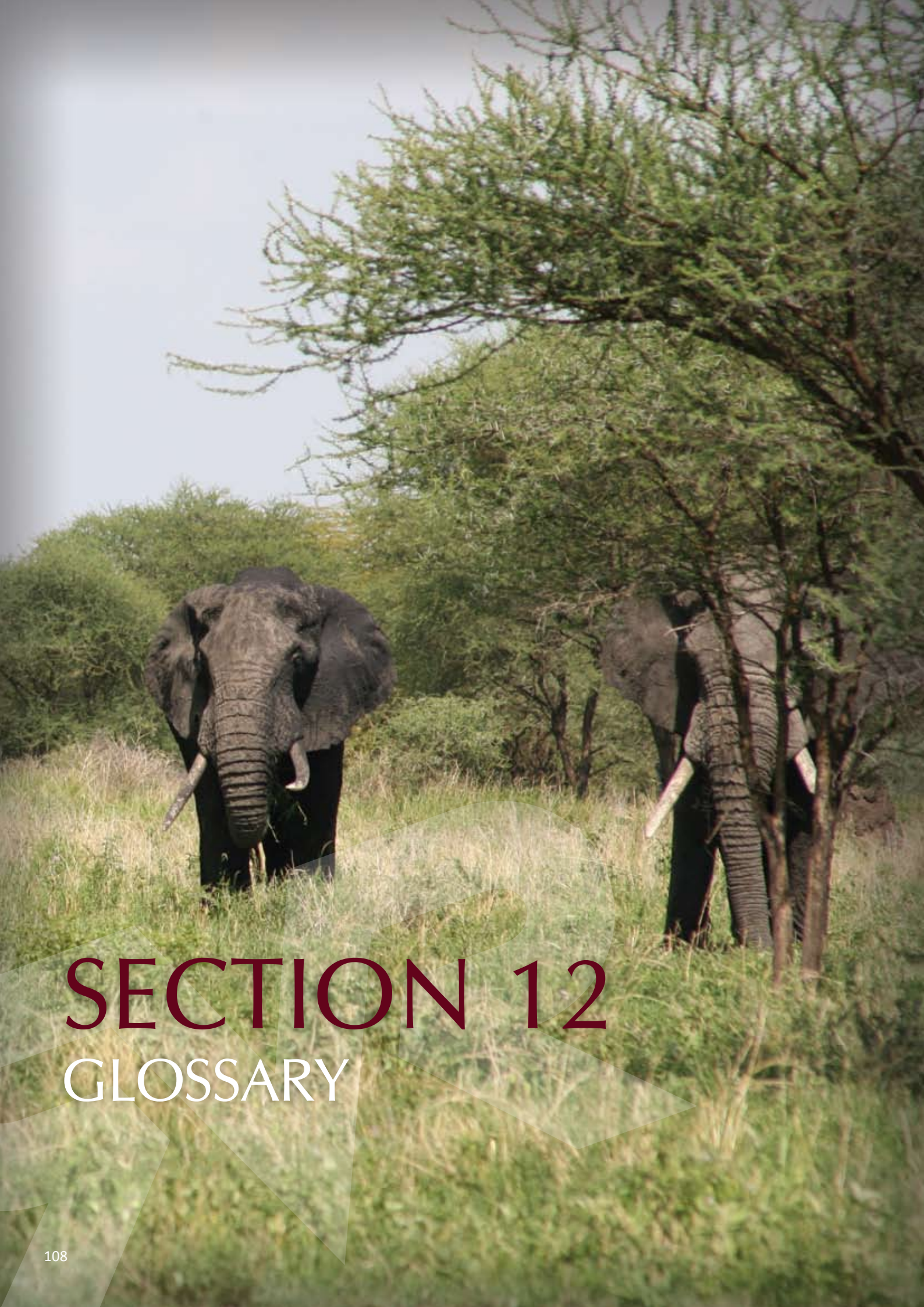


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**Didier Murcia**  
Chairman  
For and on behalf of  
Rift Valley Resources Limited







# SECTION 12

## GLOSSARY



The following definitions apply throughout this document unless the context requires otherwise.

A\$ or \$	an Australian dollar.
Application Form	the application form accompanying this Prospectus relating to the Offer.
ASIC	the Australian Securities & Investments Commission.
ASX	ASX Limited (ACN 008 624 691) or the Australian Securities Exchange (as the context requires).
Blackswan	Black Swan Corporate Pty Ltd (ACN 137 308 724)
Board	the board of Directors as constituted from time to time.
Business Day	a week day when trading banks are ordinarily open for business in Perth, Western Australia.
Company	Rift Valley.
Closing Date	the closing date of the Offer as set out in Section 1.
Constitution	the constitution of the Company.
Corporations Act	the Corporations Act 2001 (Cth).
Directors	the directors of the Company at the date of this Prospectus.
Exposure Period	the period of 7 days after the date of lodgement of this Prospectus, which period may be extended by ASIC by not more than 7 days pursuant to Section 727(3) of the Corporations Act.
Listing Rules	the official listing rules of ASX.
Maxim Hall Chadwick	Maxim Hall Chadwick Corporate Pty Ltd
Offer	official quotation by ASX in accordance with the Listing Rules.
Official List	the Official List of ASX.
Official Quotation	official quotation by ASX in accordance with the Listing Rules.
Prospectus	this prospectus.
Rift Valley	Rift Valley Resources Ltd (ACN 147 483 341).
RVR Tanzania	Rift Valley Resources (Tanzania) Ltd.
Securities	Shares and Options of the Company.
Share	a fully paid ordinary share in the capital of the Company.
Share Registry	Security Transfer Registrars Pty Ltd.
Shareholder	a holder of Shares.
Southern Cross	Southern Cross Equities Limited (ACN 071 935 441)
Tenements	the Prospecting licenses in which the Company has an interest, and the land subject to the Prospecting licences, as set out in the Solicitor's Report on Tenements in Section 5 of this Prospectus.
WST	Western Standard Time, Perth, Western Australia.

A close-up portrait of a young girl with dark skin and short hair, smiling broadly. She is wearing a traditional orange garment with intricate white beaded patterns. The background is a soft-focus green field. Overlaid on the top left is a large, semi-transparent number '13'.

# SECTION 13

## GENERAL OFFER APPLICATION FORM

# GENERAL OFFER APPLICATION FORM

Rift Valley Resources Limited  
ACN 147 483 341

Broker Stamp/Advisor Code
Share Registry Use Only

**THIS DOCUMENT IS IMPORTANT. IF YOU ARE IN DOUBT AS TO HOW TO DEAL WITH IT, PLEASE CONTACT YOUR STOCKBROKER OR LICENSED PROFESSIONAL ADVISER.**

Before Completing this Application Form, you should read the Prospectus dated 14 March 2011 and the instructions overleaf.

This application form accompanies an offer contained in the Prospectus dated 14 March 2011 to subscribe for ordinary shares in Rift Valley Resources Limited at a subscription price of \$0.20. The Prospectus contains information about investing in Rift Valley Resources Limited and expires on 12 April 2012. It is important that you read the Prospectus before applying for shares.

Anyone giving another person access to this application form must, at the same time and by the same means (electronic or paper) give that person access to the Prospectus.

Before the date the Prospectus expires, Rift Valley Resources Limited or the broker who provides you with an electronic copy of this application form will provide you with a paper copy of the Prospectus and the application, free of charge, on request.

No shares will be issued pursuant to this Prospectus after 12 April 2012.

**PLEASE READ CAREFULLY ALL INSTRUCTIONS ON THE REVERSE OF THIS FORM**

I/We apply for:

, Shares at \$0.20 per Share = AUD\$ in RIFT VALLEY RESOURCES LIMITED or such lesser number of Shares which may be allocated to me/us by the Directors.

I/We lodge full application of monies of:

AUD \$

Full Name or Company Name (please print using BLOCK LETTERS)

Joint Applicant #2 or <designated account>

Joint Applicant #3 or <designated account>

Postal Address (please print using BLOCK LETTERS)


Suburb/Town/City

State

Postcode

Contact Name

Contact Number – Business Hours

CHES HIN (where applicable)

Tax File Number, ABN or Exemption

TFN of Applicant #2

TFN of Applicant #3

Cheque Details

DRAWER	CHEQUE NUMBER	BSB	AMOUNT
			AUD \$
			AUD \$

## Declaration and Statements:

By lodging this Application Form:

I/We declare that all details and statements made by me/us are complete and accurate;

I/We agree to be bound by the terms and conditions set out in the Prospectus and by the Constitution of the Company;

I/We acknowledge that the Company will send me/us a paper copy of the Prospectus and any Supplementary Prospectus (if applicable) free of charge if I/we request so during the currency of the Prospectus;

I/We authorise the Company to complete and execute any documentation necessary to effect the issue of Shares to me/us; and

I/We have received personally a copy of the Prospectus (paper or electronic) accompanied by or attached to this Application Form.

I/We acknowledge that returning the Application Form with the application monies will constitute my/our offer to subscribe for Shares in RIFT VALLEY RESOURCES LIMITED and that no notice of acceptance of the application will be provided.

### TO MEET THE REQUIREMENTS OF THE CORPORATIONS ACT, THIS FORM MUST NOT BE HANDED TO ANY PERSON UNLESS IT IS ATTACHED TO OR ACCOMPANIED BY THE PROSPECTUS DATED 14 MARCH 2011 AND ANY RELEVANT SUPPLEMENTARY PROSPECTUS.

#### (See application instructions overleaf)

This Application Form relates to the Offer of Shares in RIFT VALLEY RESOURCES LIMITED pursuant to the Prospectus dated 14 March 2011.

#### APPLICATION FORMS

Please complete all parts of the Application Form using BLOCK LETTERS. Use correct forms of registrable name (see below). Applications using the wrong form of name may be rejected. Current CHESSE participants should complete their name and address in the same format as they are presently registered in the CHESSE system.

Insert the number of Shares you wish to apply for. The application must be for a minimum of 10,000 Shares and thereafter in multiples of 1,000 Shares. The applicant(s) agree(s) upon and subject to the terms of the Prospectus to take any number of Shares equal to or less than the number of Shares indicated on the Application Form that may be allotted to the applicants pursuant to the Prospectus and declare(s) that all details of statements made are complete and accurate.

No notice of acceptance of the application will be provided by the Company prior to the allotment of Shares.

Applicants agree to be bound upon acceptance by the Company of the application.

Please provide us with a telephone contact number (including the person responsible in the case of an application by a company) so that we can contact you promptly if there is a query in your Application Form. If your Application Form is not completed correctly, it may still be treated as valid. There is no requirement to sign the Application Form. The Company's decision as to whether to treat your application as valid, and how to construe, amend or complete it shall be final.

#### PAYMENT

Applications for Shares must be accompanied by the application money of \$0.20 per Share (in Australian currency).

Cheques should be made payable to Rift Valley Resources Limited – IPO Account and crossed "Not Negotiable".

Do not forward cash as receipts will not be issued.

#### LODGING OF APPLICATIONS

Completed Application Forms and cheques must be:

Posted to: Rift Valley Resources Limited C/- Security Transfer Registrars Pty Ltd PO Box 535 APPLECROSS WA 6953	Delivered to: Rift Valley Resources Limited C/- Security Transfer Registrars Pty Ltd 770 Canning Highway APPLECROSS WA 6953
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Applications must be received by no later than 5.00pm WST on the Closing Date 15 April 2012.

#### CHESSE HIN

If you are CHESSE sponsored, enter your Holder Identification Number (HIN) in the CHESSE HIN box, otherwise leave this box blank and a Shareholder Reference Number (SRN) will be allocated to you on issue.

#### TAX FILE NUMBERS

The collection of tax file number ("TFN") information is authorised and the tax laws and the Privacy Act strictly regulate its use and disclosure. Please note that it is not against the law not to provide your TFN or claim an exemption, however, if you do not provide your TFN or claim an exemption, you should be aware that tax will be taken out of any unfranked dividend distribution at the maximum tax rate.

If you are completing the application with one or more joint applicants, and you do not wish to disclose your TFN or claim an exemption, a separate form may be obtained from the Australian Taxation Office to be used by you to provide this information to the Company. Certain persons are exempt from providing a TFN. For further information, please contact your taxation adviser or any Taxation Office.

#### CORRECT FORM OF REGISTRABLE TITLE

Note that only legal entities are allowed to hold securities. Applications must be in the name(s) of a natural person(s), companies or other legal entities acceptable to RIFT VALLEY RESOURCES LIMITED. At least one full given name and the surname are required for each natural person. The name of the beneficiary or any other non-registrable name may be included by way of an account designation if completed exactly as described in the example of the correct forms of registrable names below:

#### PRIVACY

Personal Information is collected on this form by Security Transfer Registrars Pty Ltd as the registrar for the securities issuers for the purpose of maintaining registers of securityholders, facilitating distribution payment and other corporate actions and communications. Your personal details may be disclosed to related bodies corporate, to external service providers such as mail and print providers, or as otherwise required or permitted by law. If you would like details of your personal information held by Security Transfer Registrars Pty Ltd or you would like to correct information that is inaccurate please contact them on the address on this form.

TYPE OF INVESTOR	CORRECT FORM OF REGISTRATION	INCORRECT FORM OF REGISTRATION
Individual Use given names in full, not initials	Mr John Alfred Smith	J A Smith
Company Use the company's full title, not abbreviations	ABC Pty Ltd	ABC P/L or ABC Co
Joint Holdings Use full and complete names	Mr Peter Robert Williams & Ms Louise Susan Williams	Peter Robert & Louise S Williams
Trusts Use trustee(s) personal name(s), Do not use the name of the trust	Mrs Susan Jane Smith <Sue Smith Family A/C>	Sue Smith Family Trust
Deceased Estates Use the executor(s) personal name(s)	Ms Jane Mary Smith & Mr Frank William Smith <Estate John Smith A/C>	Estate of Late John Smith, or John Smith Deceased
Minor (a person under the age of 18) Use the name of a responsible adult with an appropriate designation	Mr John Alfred Smith <Peter Smith A/C>	Master Peter Smith
Partnerships Use the partners' personal names. Do not use the name of the partnership	Mr John Robert Smith & Mr Michael John Smith <John Smith and Son A/C>	John Smith and Son
Superannuation Funds Use the name of the trustee(s) of the super fund	Jane Smith Pty Ltd <Super Fund A/C>	Jane Smith Pty Ltd Superannuation Fund



