

Form 604Corporations Act 2001
Section 671B**Notice of change of interests of substantial holder**

To: Company Name/Scheme: RIVIERA RESOURCES LIMITED _____

ACN / ARSN: 128 806 977 _____

1. Details of substantial holder(1)

Name: Benjamin Giustiniano _____

ACN / ARSN: _____

There was a change of interests of the
substantial holder on27 /10/08
& 10/12/08
& 05/01/09
& 1/07/09
& 27/10/09
& 22/12/09

The previous notice was given to the Company on

18 /09/08

The previous notice was dated

18 /09/08

2. Previous and present voting power

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

Class of Securities	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Ordinary	3,965,000	15.25%	8,130,000	13.11%

3. Changes in relevant interests

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

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change	Class & number of securities affected	Person's votes affected
27/10/08	Ben and Chiara Giustiniano	Increase in voting power	Average price \$0.13c	Ordinary 5,000	0.019%
10/12/08	Ben and Chiara Giustiniano	Increase in voting power	Average price \$0.20	Ordinary 10,000	0.038%
05/01/09	Ben and Chiara Giustiniano	Increase in voting power	Average price \$0.12	Ordinary 5,000	0.019%
01/07/09	Auswest Investments Pty Ltd <King A/C>	Decrease in voting power	Average price \$0.20	Ordinary 10,000	0.038%
01/07/09	Auswest Investments Pty Ltd <Duke and King A/C>	Decrease in voting power	Average price \$0.20	Ordinary 10,000	0.038%
27/10/09	Chiara Giustiniano	Increase in voting power	Average price \$0.20	Ordinary 100,000	0.38%
22/12/09	Benjamin Giustiniano	Dilution due to placement	0	0	2.52%

4. Present relevant interests

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

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class & number of securities	Person's votes
Bench Growth Pty Ltd <BCG Family A/C>	Bench Growth Pty Ltd <BCG Family A/C>	N/A	Registered holder	Ordinary Shares: 2,650,000	4.27%
Faifield Capital Pty Ltd <Fairfield Capital A/C>	Faifield Capital Pty Ltd <Fairfield Capital A/C>	N/A	Registered holder	Ordinary Shares: 1,280,000	2.06%
Lakecrest Nominees Pty Ltd	Lakecrest Nominees Pty Ltd	N/A	Registered holder	Ordinary Shares: 3,400,000	5.48%
Chiara Giustiniano	Chiara Giustiniano	N/A	Registered holder	Ordinary Shares: 500,000	0.81%
Lakecrest Nominees Pty Ltd ATF <BG GG PR LL A/C>	Lakecrest Nominees Pty Ltd ATF <BG GG PR LL A/C>	N/A	Registered holder	Ordinary Shares: 200,000	0.32%
Ben & Chiara Giustiniano	Ben & Chiara Giustiniano	N/A	Registered holder	Ordinary Shares: 40,000	0.06%
Auswest Pty Ltd <Duke A/C>	Auswest Pty Ltd <Duke A/C>	N/A	Registered holder	Ordinary Shares: 20,000	0.03%
Ben Giustiniano	Ben Giustiniano	N/A	Registered holder	Ordinary Shares: 20,000	0.03%
Chiara Giustiniano <Isabel Giustiniano A/C>	Chiara Giustiniano <Isabel Giustiniano A/C>	N/A	Registered holder	Ordinary Shares: 20,000	0.03%

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5. Changes in association

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

Name & ACN / ARSN (if applicable)	Nature of Association
N/A	N/A

6. Addresses

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

Name	Address
Bench Growth Pty Ltd <BCG Family A/C>	10 Ledger Road Balcatta WA 6021
Faifield Capital Pty Ltd <Fairfield Capital A/C>	PO Box 1310 Subiaco WA 6904
Lakecrest Nominees Pty Ltd	10 Ledger Road Balcatta WA 6021
Chiara Giustiniano	184 Lawley Street Yokine WA 6060
Lakecrest Nominees Pty Ltd ATF <BG GG PR LL A/C>	10 Ledger Road Balcatta WA 6021
Ben & Chiara Giustiniano	184 Lawley Street Yokine WA 6060

Auswest Pty Ltd <Duke A/C>	82A Lawley Street Yokine WA 6060
Ben Giustiniano	184 Lawley Street Yokine WA 6060
Chiara Giustiniano <Isabel Giustiniano A/C>	184 Lawley Street Yokine WA 6060

Signature

print name BENJAMIN GIUSTINIANO capacity HOLDER
 sign here BGiustiniano date 24/12/09

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).
 See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.