

RIVA RESOURCES LIMITED
ACN 119 992 175

SUPPLEMENTARY PROSPECTUS

IMPORTANT INFORMATION

This is a supplementary prospectus (**Supplementary Prospectus**) intended to be read with the Prospectus dated 2 March 2017 (**Prospectus**) issued by Riva Resources Limited (ACN 119 992 175) (**Company**).

This Supplementary Prospectus is dated 8 March 2017 and was lodged with ASIC on that date. The ASIC and its officers take no responsibility for the contents of this Supplementary Prospectus.

This Supplementary Prospectus should be read together with the Prospectus. Other than as set out below, all details in relation to the Prospectus remain unchanged. Terms and abbreviations defined in the Prospectus have the same meaning in this Supplementary Prospectus. If there is a conflict between the Prospectus and this Supplementary Prospectus, this Supplementary Prospectus will prevail.

This Supplementary Prospectus will be available with the Prospectus as an electronic prospectus, copies of which can be downloaded from the website of the Company at <https://rivaresources.com.au/>.

This is an important document and should be read in its entirety. If you do not understand it you should consult your professional advisers without delay.

RIVA RESOURCES LIMITED
ACN 119 992 175
SUPPLEMENTARY PROSPECTUS

1. REASON FOR SUPPLEMENTARY PROSPECTUS

On Friday, 3 March 2017 the ASIC contacted the Company with queries regarding disclosures contained in the Prospectus. The Company resolved to extend the Closing Date until 5:00pm (WST) on Wednesday, 8 March 2017 in order to provide the Company with time to prepare this Supplementary Prospectus to address ASIC's queries.

This Supplementary Prospectus has been prepared to provide investors with up-to-date details of:

- (a) the indicative timetable for the Offer;
- (b) the Company's capital structure following the completed issue of 91,700,000 Shares pursuant to the Placement;
- (c) the risk factors set out in section 6 of the Prospectus;
- (d) the documents recently lodged with ASX;
- (e) the highest, lowest and last market sale prices of the Shares on ASX during the three months immediately preceding the date of lodgement of this Supplementary Prospectus with the ASIC; and
- (f) those persons which (together with their associates) have a relevant interest in 5% or more of the Shares on issue.

2. INDICATIVE TIMETABLE

The Indicative Timetable in Section 2.1 of the Prospectus is amended as follows to reflect the extension of the Closing Date:

2.1 Timetable

Action	Date
Lodgement of the Prospectus with the ASIC and ASX	Thursday, 2 March 2017
Opening Date	Thursday, 2 March 2017
Lodgement of this Supplementary Prospectus with the ASIC and ASX	Wednesday, 8 March 2017
Closing Date*	5:00pm WST on Wednesday, 8 March 2017

* The Directors reserve the right to bring forward or extend the Closing Date at any time after the Opening Date without notice. As such, the date the Shares are expected to commence trading on ASX may vary with any change in the Closing Date.

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3. CAPITAL STRUCTURE

Section 4.2 of the Prospectus is amended as follows to reflect the completed issue of 91,700,000 Shares pursuant to the Placement:

Effect of the Offer on capital structure

The effect of the Offer on the Company's capital structure is set out below.

Shares ¹	Number
Shares on issue as at the date of the Prospectus	646,186,081
Share issued under the Placement ²	91,700,000
Shares offered under the Prospectus ³	41,667
Total Shares on issue on completion of the Offer³	737,927,748

Notes:

1. The rights and liabilities attaching to the Shares are summarised in Section 5 of the Prospectus.
2. Shares were issued pre-market open on Friday, 3 March 2017 pursuant to the Placement.
3. This assumes the Offer is fully subscribed and no Options are exercised.

Options	Number
Unlisted Incentive Options exercisable at \$0.03 each on or before 31 December 2019	20,000,000
Unlisted Options exercisable at \$0.03 each on or before 31 December 2019	5,000,000
Options offered under the Prospectus	Nil
Total Options on issue on completion of the Offer	25,000,000

Performance Shares	Number
Class A Performance Shares	31,250,000
Class B Performance Shares	31,250,000
Performance Shares offered under the Prospectus	Nil
Total Options on issue on completion of the Offer	62,500,000

4. RISK FACTORS

4.1 Section 6.2(b)

Section 6.2(b) of the Prospectus is deleted in its entirety to reflect the grant of exploration licence E53/1895 on 3 March 2017.

4.2 Section 6.2(d)

Section 6.2(d) is amended as follows:

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Tenement applications and license renewal

The Company cannot guarantee additional applications for tenements made by the Company will ultimately be granted, in whole or in part. Further the Company cannot guarantee that renewals of valid tenements will be granted on a timely basis, or at all. The Company has yet to receive regulatory and environmental approval to convert its exploration licences into production concessions. There is a risk that these approvals may not be obtained. Two of the Company's mining properties are subject to applications for extension, being E08/2209 and E08/2210.

4.3 Section 6.4(a)

Section 6.4(a) is amended as follows:

Additional requirements for capital

Additional funding may be required in the event exploration costs exceed the Company's estimates and to effectively implement its business and operations plans in the future, to take advantage of opportunities for acquisitions, joint ventures or other business opportunities, and to meet any unanticipated liabilities or expenses which the Company may incur, additional financing will be required.

The Company may seek to raise further funds through equity or debt financing, joint ventures, production sharing arrangements or other means. Failure to obtain sufficient financing for the Company's activities and future projects may result in delay and indefinite postponement of exploration, development or production on the Company's properties or even loss of a property interest. There can be no assurance that additional finance will be available when needed or, if available, the terms of the financing might not be favourable to the Company and might involve substantial dilution to Shareholders.

5. CONTINUOUS DISCLOSURE OBLIGATIONS

The table in Section 7.2 of the Prospectus is amended as follows to reflect the details of documents recently lodged with ASX:

Announcements released under ASX Code: RIR	
Date	Description of Announcement
03/03/2017	Becoming a substantial holder
03/03/2017	Cease of Substantial Holding x 4
03/03/2017	Change in substantial holding
03/03/2017	All Tabac Project Licenses Now Granted - E53/1895
03/03/2017	Prospectus
03/03/2017	Appendix 3B
24/02/2017	Heavily Oversubscribed Capital Raising
24/02/2017	Tabac Project - Investor Presentation
24/02/2017	Historical High Grade Cobalt Data - Tabac Project

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22/02/2017	Trading Halt
31/01/2017	Quarterly Activities Report
19/01/2017	Tabac Project - Key Tenement Granted & Drilling Update
23/12/2016	Appendix 3B - Issue of Unlisted Options
19/12/2016	Reinstatement to Official Quotation
19/12/2016	Cobalt Footprint Grows - MOU with Rosslyn Hill Mining
19/12/2016	Response to ASX Price and Volume Query
Announcements released under ASX Code: DLE	
Date	Description of Announcement
12/12/2016	Suspension from Official Quotation
8/12/2016	Appendix 3Y x 3 (Incentive Options)
8/12/2016	Ceasing to be Substantial Holder Notice (Dilution)
8/12/2016	Change of Substantial Holding Notices x 2 (Dilution)
8/12/2016	Initial Substantial Holding Notices x 3 (Westview)
8/12/2016	Appendix 3B
8/12/2016	Completion of Tabac Project Acquisition
7/12/2016	Trading halt
30/11/2016	Results of Meeting
24/11/2016	Response to ASX Price and Volume Query
2/11/2016	Appendix 4G - Corporate Governance
31/10/2016	Quarterly Cashflow Report
31/10/2016	Quarterly Activities Report
28/10/2016	Notice of Annual General Meeting/Proxy Form
21/10/2016	Change in substantial holding x 3 - Placement Dilution
13/10/2016	Response to ASX Appendix 3X query
10/10/2016	Final Director's Interest Notice - J Fishlock
10/10/2016	Appendix 3B
10/10/2016	DLE Closes Heavily Oversubscribed Capital Raising
6/10/2016	Trading Halt
5/10/2016	BRR Media Webcast with MD Jonathan King
29/09/2016	Annual Report to shareholders

6. MARKET PRICE OF SHARES

The table in Section 7.3 of the Prospectus is amended as follows to reflect corrections to the highest, lowest and last market sale prices of the Shares on ASX during the three months immediately preceding the date of lodgement of this Supplementary Prospectus with the ASIC:

This Supplementary Prospectus is intended to be read with the Prospectus dated 2 March 2017 issued by Riva Resources Limited (ACN 119 992 175)

	Price	Date
Highest	\$0.04	27 February 2017
Lowest	\$0.016	21 December 2016
Last	\$0.024	7 March 2017

7. DETAILS OF SUBSTANTIAL HOLDERS

Section 7.4 of the Prospectus is amended as follows to reflect recent changes to the holdings of persons which (together with their associates) have a relevant interest in 5% or more of the Shares on issue:

Details of substantial holders

As at the date of this Supplementary Prospectus, those persons which (together with their associates) have a relevant interest in 5% or more of the Shares on issue are set out below:

Shareholder	Shares	%
New Age Group Co., Limited ¹	116,770,384	15.82
Andrew Neil Taylor ²	41,597,222	5.64

Notes:

1. Mr Jian Jixue is the sole director and major shareholder of New Age Group Co., Limited (a company incorporated in Hong Kong).
2. 555,555 Shares held by Mr Andrew Taylor & Mr Michael Christopher Taylor ATF <Two Tales Superfund A/C>.

There will be no change to the substantial holders on completion of the Offer.

8. ACTION BY INVESTORS

As the content of this Supplementary Prospectus is not considered to be materially adverse to investors, no action is needed to be taken by investors.

9. DIRECTORS' AUTHORISATION

This Supplementary 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 in writing to the lodgement of this Supplementary Prospectus with the ASIC.

Keong Chan
Director
For and on behalf of
Riva Resources Limited

Note: All other details in relation to the terms of the Offer and other matters under the Prospectus remain unchanged.

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