

RIVA RESOURCES LIMITED
ACN 119 992 175

OFFER DOCUMENT
NON-RENOUNCEABLE ENTITLEMENT ISSUE

For a pro rata non-renounceable entitlement issue to Eligible Shareholders on the basis of three (3) Shares for every four (4) Shares held by Eligible Shareholders on the Record Date at an issue price of \$0.004 per Share to raise approximately \$2,213,783 (before costs) (**Offer**).

The Offer opens on 22 December 2017 and closes at 5:00pm (WST) on 18 January 2018 (unless it is lawfully extended). Valid acceptances must be received before that time.

The Offer is fully underwritten by Neon Capital Ltd (ACN 002 796 974).

This document is not a prospectus and does not contain all of the information that an investor may require in order to make an informed investment decision regarding the Shares offered by this document.

This document and the accompanying Entitlement and Acceptance Form are important and require your immediate attention. They should be read in their entirety. If you do not understand their content or are in doubt as to the course you should follow or have any questions about the Shares being offered by this document, you should consult your stockbroker or other professional adviser.

The Shares offered by this Offer Document should be considered as speculative.

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1. IMPORTANT INFORMATION

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

1.1 This document is not a prospectus

This Offer Document is dated 15 December 2017, has been prepared by Riva Resources Limited and is for an entitlement issue of continuously quoted securities (as defined in the Corporations Act) of the Company. This Offer Document is not a prospectus under the Corporations Act and has not been lodged with the ASIC. It does not contain all of the information that an investor would find in a prospectus or which may be required in order to make an informed investment decision regarding, or about the rights attaching to, the Shares offered by this document.

This Offer Document including each of the documents attached to it and which form part of this Offer Document are important and should be read in their entirety prior to making an investment decision. In particular, Shareholders should refer to the risk factors set out in Section 5 of this Offer Document. If you do not fully understand this Offer Document or are in any doubt as to how to deal with it, you should consult your professional adviser.

1.2 Section 708AA of the Corporations Act

This Offer Document has been prepared in accordance with section 708AA of the Corporations Act and applicable ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84 (**Instrument**). In general terms, section 708AA permits certain companies to undertake rights issues without being required to use or provide to shareholders a prospectus or other disclosure document. Accordingly, the level of disclosure in this Offer Document is significantly less than the level of disclosure required in, and what you would expect in, a prospectus. Eligible Shareholders should rely on their own knowledge of the Company, refer to disclosures made by the Company to ASX and consult their professional advisers before deciding to accept the Offer.

1.3 Eligibility

Applications for Shares by Eligible Shareholders can only be made on an original Entitlement and Acceptance Form, as sent with this Offer Document. The Entitlement and Acceptance Form sets out an Eligible Shareholder's Entitlement to participate in the Offer.

1.4 Overseas Shareholders

This Offer Document does not, and is not intended to, constitute an offer in any place or jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer or to issue this Offer Document.

The Offer is not being extended and Shares will not be issued to Shareholders with a registered address which is outside Australia, New Zealand and Hong Kong. It is not practicable for the Company to comply with the securities laws of overseas jurisdictions (other than those mentioned above) having regard to the number of overseas Shareholders, the number and value of Shares these Shareholders would be offered and the cost of complying with regulatory requirements in each relevant jurisdiction.

New Zealand Shareholders

The Offer is not being made to the public in New Zealand other than to existing Shareholders with registered addresses in New Zealand to whom the Offer is being made in reliance on the Financial Markets Conduct Act 2013 and the Financial Markets Conduct (Incidental Offers) Exemption Notice 2016.

This document has been prepared in compliance with Australian law and has not been registered, filed with or approved by any New Zealand regulatory authority. This document is not a product disclosure statement under New Zealand law and is not required to, and may not, contain all the information that a product disclosure statement under New Zealand law is required to contain.

Hong Kong

The Offer is being made to less than 50 Shareholders who are resident in Hong Kong and is exempt from the prospectus registration requirement under the Companies (Winding Up and Miscellaneous Provisions) Ordinance, and restrictions under the Securities and Futures Ordinance.

WARNING: The contents of this document have not been reviewed by any Hong Kong regulatory authority. You are advised to exercise caution in relation to the Offer. If you are in doubt about any contents of this document, you should obtain independent professional advice.

1.5 Notice to nominees and custodians

Shareholders resident in Australia, New Zealand and Hong Kong holding Shares on behalf of persons who are resident overseas are responsible for ensuring that taking up an Entitlement under the Offer does not breach regulations in the relevant overseas jurisdiction. Return of a duly completed Entitlement and Acceptance Form will be taken by the Company to constitute a representation that there has been no breach of those regulations.

1.6 Forward-looking statements

This Offer Document contains forward-looking statements which are identified by words such as 'may', 'could', 'believes', 'estimates', 'targets', 'expects', or 'intends' and other similar words that involve risks and uncertainties.

These statements are based on an assessment of present economic and operating conditions, and on a number of assumptions regarding future events and actions that, as at the date of this Offer Document, are expected to take place.

Such forward-looking statements are not guarantees of future performance and involve known and unknown risks, uncertainties, assumptions and other important factors, many of which are beyond the control of our Company, the Directors and our management.

We cannot and do not give any assurance that the results, performance or achievements expressed or implied by the forward-looking statements contained in this Offer Document will actually occur and investors are cautioned not to place undue reliance on these forward-looking statements.

We have no intention to update or revise forward-looking statements, or to publish prospective financial information in the future, regardless of whether new

information, future events or any other factors affect the information contained in this Offer Document, except where required by law.

These forward looking statements are subject to various risk factors that could cause our actual results to differ materially from the results expressed or anticipated in these statements. These risk factors are set out in Section 5 of this Offer Document.

1.7 Privacy Act

If you complete an Entitlement and Acceptance Form, you will be providing personal information to the Company (directly or by the Company's share registry). The Company collects, holds and uses that information to assess your application, service your needs as a Shareholder, facilitate distribution payments and corporate communications to you as a Shareholder and carry out administration.

The information may also be used from time to time and disclosed to persons inspecting the register, 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 Company's share registry.

You can access, correct and update the personal information that we hold about you. Please contact the Company or its share registry if you wish to do so at the relevant contact numbers set out in this Offer Document.

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

2. CORPORATE DIRECTORY

Directors

Mr Gang Xu (*Managing Director*)
Mr Keong Chan (*Non-Executive Director*)
Mr Tim Kestell (*Non-Executive Director*)

Company Secretary

Mr Keong Chan

Registered Office

Suite 8, 1297 Hay Street
West Perth WA 6005

Telephone: + 61 8 9322 6009
Facsimile: +61 8 9322 6128

Website: www.rivaresources.com.au

ASX Code

RIR

Share Registry*

Computershare Investor Services Pty
Ltd
Level 2, Reserve Bank Building
45 St Georges Terrace
Perth WA 6000

Legal Advisers

Steinepreis Paganin
Level 4, The Read Buildings
16 Milligan Street
Perth WA 6000

Auditor*

RSM Australia Partners
Level 32, Exchange Tower
2 The Esplanade
Perth WA 6000

*These parties have been included for information purposes only. They have not been involved in the preparation of this Offer Document.

3. DETAILS OF THE OFFER

3.1 Background

As announced on 6 December 2017, the Company has executed a binding terms sheet (**Acquisition Agreement**) pursuant to which the Company has agreed to acquire 100% of the issued share capital of Providence Metals Pty Ltd (ACN 612 933 981) (**Providence**) free from encumbrances, from the shareholder of Providence (**Providence Shareholder**) (**Acquisition**).

Providence is a proprietary exploration company and is the legal and beneficial owner of:

- (a) EL8520 and EL8641 located in New South Wales (**Tenements**); and
- (b) all mining information in the possession or control of the Providence and the Providence Shareholder as at settlement of the Acquisition which relates to the Tenements (**Mining Information**), including:
 - (i) all surveys, maps, plans, geophysical plots (including magnetics and EM) and diagrams of the Tenements and adjacent areas;
 - (ii) all drill samples and ores, drilling locations and logs from drilling conducted on the Tenements or adjacent areas;
 - (iii) all assays, reports, microprobe data, sample and visible grain count listings, geological, geochemical and petrographic samples and reports of or with respect to ores extracted from or located upon the Tenements or adjacent areas; and
 - (iv) copies of or rights to (as applicable) all papers, notes, advices and reports extracted or compiled from or based upon the documents and items referred to above and all other data, specification records (in whatever form), reports, accounts and other documents or things and knowledge (whether reduced to writing or not) relating to the Tenements or adjacent areas, including, for the avoidance of doubt, all electronic formats of the same,

(together the **Assets**).

The Assets comprise the "Hylea Project" and are principally prospective for cobalt, nickel, platinum and scandium, however other minerals may be explored for by the Company on the Tenements.

Providence and the Providence Shareholder have not been involved in the preparation of this Offer Document.

3.2 Acquisition Agreement

A summary of the terms of the Acquisition Agreement is set out below:

- (a) **Conditions Precedent:** The Acquisition is conditional upon, amongst other things:
 - (i) the Company completing the Capital Raising (defined below);

- (ii) the Company and Neon Capital Ltd (ACN 002 796 974) (**NEN**) entering into the Underwriting Agreement (defined below);
- (iii) the Company obtaining Shareholder approval pursuant to:
 - (A) ASX Listing Rule 11.1.2 for the change in nature and scale of the Company which will occur as a result of the Acquisition; and
 - (B) ASX Listing Rule 7.1 for the issue of the Consideration Shares (defined below):
- (iv) the parties obtaining all approvals necessary from ASIC and the ASX under the ASX Listing Rules and Corporations Act to allow the parties to lawfully complete the matters set out in the Acquisition Agreement;
- (v) none of the Company's representations and warranties becoming materially untrue, incorrect or misleading prior to completion of the Acquisition;
- (vi) none of Providences representations and warranties becoming materially untrue, incorrect or misleading prior to completion of the Acquisition; and
- (vii) the Company replacing, to the Providence Shareholder's reasonable satisfaction, the environmental bonds (including two environmental bonds of \$10,000 each) provided for Providence to the Department of Planning and Environment (or its equivalent from time to time) in accordance with the Mining Act (**Performance Bonds**), including the repayment of the amount of the Performance Bonds by the Company to the Providence Shareholder in immediately available funds free of set-off and any other right or claim;

(together the **Conditions Precedent**).

- (b) **Consideration:** In consideration for the Acquisition the Company has agreed to pay the Providence Shareholder \$8,000,000, comprising:
 - (i) a cash payment of \$4,000,000 (**Cash Consideration**);
 - (ii) the issue of 1,000,000,000 fully paid ordinary shares in the capital of the Company (**Shares**) at a deemed issue price of \$0.004 per share (**Consideration Shares**); and
 - (iii) a 1.5% gross sales royalty on Group 1 Minerals (as defined in Schedule 2 of the *Mining Regulation 2016* (NSW)) sold by the Company from the Tenements.
- (c) **Capital Raising:** The Company proposes to concurrently with the Acquisition, raise approximately \$4,000,000 after costs by way of:
 - (i) a placement of 450,000,000 Shares to NEN (or its nominee) and Prenzler Group Pty Ltd (ACN 621 100 730) (or its nominee) (**Prenzler**) at an issue price of \$0.004 per Share to raise \$1.8 million (**Placement**); and

(ii) the Offer to raise up to approximately \$2,213,783,

(together the **Capital Raising**).

- (d) **Underwriting:** NEN has agreed to fully underwrite the Capital Raising. Accordingly, the Company and NEN have entered into an underwriting agreement which sets out the terms and conditions upon which NEN must underwrite the Capital Raising (**Underwriting Agreement**). Further details of the Underwriting Agreement are set out in Section 3.14 of this Offer Document.

In consideration for NEN underwriting the Capital Raising, the Company will grant NEN (or its nominee) 200,000,000 options to acquire Shares (**Underwriter Options**) each with an exercise price of \$0.01 expiring on or before the date which is two (2) years from their date of issue.

- (e) **Introduction Fee:** The Company has agreed to issue 62,500,000 Shares at an issue price of \$0.004 per Share to Henconnor Pty Ltd (ACN 090 975 947) (or its nominee) (**Henconnor**), in consideration for the introduction of the Acquisition (**Introduction Shares**).
- (f) **Board Composition:** The Company will appoint one (1) director nominated by Providence to the board of directors of the Company (**Board**) and one (1) existing director will resign. Accordingly, upon completion of the Acquisition the Board will comprise two (2) existing directors and one (1) newly appointed director.
- (g) **End Date / Best Endeavours:** If the Conditions Precedent are not satisfied (or waived) (or become incapable of being satisfied and are not waived) on or before 5:00pm (Perth time) on 31 January 2018 (**End Date**), then either the Company or the Providence Shareholder may terminate the Acquisition Agreement by written notice to the other parties.
- (h) **Termination:** A party to the Acquisition Agreement may terminate the Acquisition Agreement if there has been a material breach of a provision of the Acquisition Agreement by another party and that material breach is incapable of remedy, or if capable of remedy, has not been remedied within 10 business days.

Shareholder approval is being sought at a general meeting of Shareholders scheduled for 23 January 2018 (**General Meeting**) for:

- (i) the issue of 450,000,000 Shares under the Placement;
- (j) the issue of the 1,000,000,000 Consideration Shares;
- (k) the issue of the 200,000,000 Underwriter Options; and
- (l) the issue of the 62,500,000 Introductions Shares.

The Company intends to issue the Shares the subject of the Placement, the Consideration Shares, the Underwriter Options and the Introduction Shares at the same time as Shares offered under this Offer Document. Shareholder approval is not being sought for the issue of Shares pursuant to the Offer.

3.3 The Offer

The Offer is being made as a non-renounceable entitlement offer of three (3) Shares for every four (4) Shares held by Eligible Shareholders registered at the Record Date at an issue price of \$0.004 per Share. Fractional entitlements will be rounded up to the nearest whole number.

Based on the capital structure of the Company as set out in Section 3.8 of this Offer Document, a maximum of approximately 553,445,811 Shares will be issued pursuant to the Offer to raise up to approximately \$2,213,783.

As at the date of this Offer Document, the Company has 15,000,000 Options on issue which must be exercised prior to the Record Date in order to participate in the Offer. Please refer to Section 3.8 of this Offer Document for information on the exercise price and expiry date of the Options on issue.

The Shares offered under this Offer Document will rank equally with the Shares on issue at the date of this Offer Document. Full details of the rights and liabilities attaching to Shares are set out in the Company's Constitution, a copy of which is available for inspection at the Company's registered office during normal business hours.

The Directors may at any time decide to withdraw this Offer Document and the offer of Shares made under this Offer Document in which case the Company will return all Application monies (without interest) within 28 days of giving such notice of withdrawal.

3.4 Use of Funds

Completion of the Capital Raising (comprising both the Offer and the Placement) will result in an increase in cash in hand of up to approximately \$4,013,783 (before the payment of costs associated with the Acquisition and Capital Raising).

The Company intends to apply the funds raised under the Capital Raising upon completion of the Acquisition as follows:

Items	Amount (\$)
Cash as at 13 December 2017	1,856,673
Current outstanding creditors	(35,000)
Sub-Total	1,821,673
Funds to be raised under the Offer	2,213,783
Funds to be raised under the Placement	1,800,000
Total	5,835,456
Cash Consideration ¹	3,700,000
Estimated costs of the Acquisition and Capital Raising	100,000
Expenditure on Hylea Project ²	1,000,000
Expenditure on Existing Assets ³	300,000
Corporate administration	500,000
Working capital	235,456
Total	5,835,456

Notes:

1. The Company has paid the Providence Shareholder \$300,000 as an initial deposit pursuant to the terms of the Acquisition Agreement. Upon completion of the Acquisition the \$300,000 deposit will be deemed to be a pre-payment of that amount of the Cash Consideration.
2. Approximately \$150,000 will be allocated toward conducting further aeromagnetic surveying and interpretation, \$50,000 will be allocated towards drill preparation and \$800,000 will be allocated towards drilling and assaying and analysis.
3. Approximately \$300,00 will be allocated toward conducting further aeromagnetic surveying and interpretation.

If Shareholder approval for the Acquisition is not obtained at the General Meeting, the Company intend to allocate funds raised under the Offer to expenditure on the Existing Assets.

The above table is a statement of the Board's current intentions as at the date of this Offer Document. However, Shareholders should note that, as with any budget, the allocation of funds set out in the above table may change depending on a number of factors, including the outcome of operational and development activities, regulatory developments, market and general economic conditions and environmental factors. In light of this, the Board reserves the right to alter the way the funds are applied.

3.5 Indicative Timetable**

Company Announces the Offer	Wednesday, 6 December 2017
Lodgement of Offer Document, Appendix 3B and s708AA Cleansing Notice with ASX	(Pre-market open) Friday, 15 December 2017
Notice sent to security holders	Monday, 18 December 2017
Ex date	Tuesday, 19 December 2017
Record Date for determining Entitlements (5:00 pm WST)	Wednesday, 20 December 2017
Offer Document sent out to Eligible Shareholders & Company announces this has been completed & Offer Opening Date	Friday, 22 December 2017
Last day to extend the Closing Date	Monday, 15 January 2018
Closing Date	Thursday, 18 January 2018
Shares quoted on a deferred settlement basis	Friday, 19 January 2018
ASX notified of under subscriptions	Tuesday, 23 January 2018
Issue date/Shares entered into Shareholders' security holdings	Thursday, 25 January 2018
Quotation of Shares issued under the Offer	Monday, 29 January 2018

Subject to the Listing Rules and the Corporations Act, the Directors reserve the right to extend the Closing Date for the Offer at their discretion. Should this occur, the extension will have a consequential effect on the anticipated date of issue for the Shares offered under this Offer Document.

** These dates are indicative only and are subject to change.

3.6 Entitlements and acceptance

Details of how to apply under the Offer are set out in Section 4 of this Offer Document.

The Entitlement of Eligible Shareholders to participate in the Offer will be determined on the Record Date. Your Entitlement is shown on the Entitlement and Acceptance form accompanying this Offer Document.

You can also apply for Additional Shares under the Shortfall Offer in addition to your Entitlement by following the instructions set out in Section 4. The Shortfall Offer is described in Section 3.15 of this Offer Document.

3.7 No rights trading

The rights to Shares under the Offer are non-renounceable. Accordingly, there will be no trading of rights on the ASX and you may not dispose of your rights to subscribe for Shares under the Offer to any other party. If you do not take up

your Entitlement to Shares under the Offer by the Closing Date, the Offer to you will lapse.

3.8 Capital structure

The effect of the Capital Raising (comprising the Offer and the Placement) and the issue of securities pursuant to the terms of the Acquisition Agreement on the capital structure of the Company, is set out below.

Shares	Number
Shares currently on issue	737,927,748
Shares offered pursuant to the Offer ¹	553,445,811
Total Shares on issue after completion of the Offer	1,291,373,559
Shares offered pursuant to the Placement ²	450,000,000
Consideration Shares ³	1,000,000,000
Introduction Shares ⁴	62,500,000
Total Shares on issue after completion of the Acquisition¹	2,803,873,559

Notes:

1. This number may vary due to rounding of Entitlements and may increase as a result of the rounding up of Shares offered under the Offer.
2. Shareholder approval for the Placement is being sought at a General Meeting. The Company intends to issue the Shares the subject of the Placement at the same time as Shares offered under this Offer Document.
3. Shareholder approval for the issue of the Consideration Shares is being sought at the General Meeting. The Company intends to issue the Consideration Shares at the same time as Shares offered under this Offer Document. The Company has received unconditional written confirmation from the ASX that it will impose mandatory escrow on the Consideration Shares for a period of 12 months from their date of issue.
4. Shareholder approval for the issue of the Introduction Shares is being sought at the General Meeting. The Company intends to issue the Introduction Shares at the same time as Shares offered under this Offer Document.

Options	Number
Options currently on issue ¹	15,000,000
Options offered pursuant to the Offer	Nil.
Total Options on issue after completion of the Offer	15,000,000
Underwriter Options ²	200,000,000
Total Options on issue after completion of the Acquisition	215,000,000

Notes:

1. Comprising:
 - a. 10,000,000 Option exercisable at \$0.03 on or before 31 December 2019; and
 - b. 5,000,000 Options exercisable at \$0.03 on or before 31 December 2019
2. Shareholder approval for the issue of Underwriter Options is being sought at the General Meeting. The Company intends to issue the Underwriter Options at the same time as Shares offered under this Offer Document. The Underwriter Options are exercisable at \$0.01 on or before 2 years from their date of issue.

Performance Shares	Number
Performance Shares currently on issue	62,500,000
Performance Shares offered pursuant to the Offer	Nil
Total Performance Shares on issue after completion of the Offer	62,500,000
Total Performance Shares on issue after completion of the Acquisition	62,500,000

Notes:

1. Comprising:

- a. 31,250,000 Class A Performance Shares which convert into shares on the achievement of an Inferred Mineral Resource in accordance with the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves (2012 Edition) (JORC Code) (including cumulative production of not less than 50,000 tonnes contained Cobalt at a minimum grade of 0.3% Cobalt within the tenement which comprise the Tabac Project; and
- b. 31,250,000 Class B Performance Shares which convert on the achievement of an Inferred Mineral Resource in accordance with the JORC Code (including cumulative production) of not less than 100,000 tonnes contained Cobalt at a minimum grade of 0.3% Cobalt within the tenements comprising the Tabac Project.

The capital structure on a fully diluted basis as at the date of this Offer Document would be 815,427,748 Shares.

The capital structure on a fully diluted basis on completion of the Offer (assuming all Entitlements are accepted and no Options are exercised prior to the Record Date) would be 1,368,873,559.

As set out in Sections 3.2 and 3.8 of this Offer Document, the Company has agreed to issue additional securities pursuant to the terms of the Acquisition Agreement, subject to obtaining Shareholder approval at the General Meeting. The capital structure on a fully diluted basis on completion of the Acquisition (assuming all Entitlements are accepted and no Options are exercised prior to the Record Date) would be 3,081,373,559 Shares.

No Shares or Options currently on issue are subject to escrow restrictions, either voluntary or ASX imposed.

3.9 Dilution

Shareholders should note that if they do not participate in the Offer, their holdings are likely to be diluted by approximately 42.86% upon completion of the Offer (as compared to their holdings and number of Shares on issue as at the date of this Offer Document).

As set out in sections 3.2 and 3.8 of this Offer Document, the Company has agreed to issue additional securities pursuant to the terms of the Acquisition Agreement, subject to obtaining Shareholder approval at the General Meeting. Shareholders should note that if they do not participate in the Offer, their holdings are likely to be diluted by approximately 73.68% upon completion of the Acquisition (as compared to their holdings and number of Shares on issue as at the date of this Offer Document).

3.10 Directors Interests and Participation

Each Director's relevant interest in the securities of the Company at the date of this Offer Document and their Entitlement is set out in the table below.

Director	Shares	Voting Power (%)	Entitlement	\$
Gang Xu	31,192,413 ¹	4.23	23,394,310	93,577
Keong Chan	Nil ²	Nil	Nil	Nil
Tim Kestell	50,939,657 ³	6.90	38,204,743	152,819

Notes:

1. Comprising:
 - a. 16,020,000 Shares held by Mr Gang Xu and Mrs Qiong Liu ATF <Xu & Liu Family A/C>;
 - b. 11,172,411 Shares held by Chen & Xing Pty Ltd <Super Fund A/C>; and
 - c. 4,000,000 Shares held by Chen & Xing Pty Ltd <Gang Xu Super Fund>.

Mr Xu also holds 5,000,000 options exercisable at \$0.03 on or before 31 December 2019 which will provide an additional Entitlement should they be exercised prior to the Record Date.
2. Mr Chan holds 5,000,000 Option exercisable at \$0.03 on or before 31 December 2019, which will provide an Entitlement should they be exercised prior to the Record Date.
3. Shares are held by Blue Capital Limited. Director, Mr Kestell is a director and substantial shareholder of Blue Capital Limited.

Each of Messrs Xu and Kestell have agreed to take up their Entitlements in full. Directors are not entitled to subscribe for additional Shares under the Shortfall Offer.

Blue Capital Limited, an entity controlled by Director, Mr Tim Kestell has agreed to sub-underwrite the Offer up to a maximum of 100,000,000 Shares, which may increase Blue Capital Limited's total shareholding up to 189,144,400 Shares, subsequently increasing its voting power in the Company up to a maximum of 14.65% upon completion of the Offer. Blue Capital Limited's voting power in the Company will be up to a maximum of 6.75% upon completion of the Acquisition. Further details of the Underwriting Agreement are set out in Section 3.14 of this Offer Document.

3.11 Effect of the Offer on control and voting power in the Company

The Company's substantial holders and their Entitlement prior to the Offer are set out in the table below.

Substantial Holder	Shares	Voting Power (%) ¹	Entitlement	\$
New Age Group Co Limited	116,770,384	15.82	87,577,788	350,311
Neon Capital Limited ²	91,939,658	12.46	68,954,744	275,819
Blue Capital Limited ³	50,939,657	6.90	38,204,743	152,819

Notes:

1. The voting power in the table is prior to completion of the Offer.
2. NEN has indicated that it will take up its full Entitlement. Further, pursuant to the terms of the Acquisition Agreement, NEN has agreed to subscribe for 375,000,000 Shares under the Placement increasing its voting power in the Company up to a maximum of 19.11% upon

completion of the Acquisition. Further, NEN has agreed to underwrite the Offer (refer to Section 15 for further details). Pursuant to the terms of the Underwriting Agreement, NEN may increase its voting power in the Company up to a maximum of 20%.

3. Director, Mr Kestell is a director and substantial shareholder of Blue Capital Limited. Blue Capital Limited has indicated that it will take up its full Entitlement. Further Blue Capital Limited has agreed to sub-underwrite the Offer up to a maximum 100,000,000 Shares increasing its voting power in the Company up to a maximum of 14.65% upon completion of the Offer. Blue Capital Limited's voting power in the Company will be up to a maximum of 6.75% upon completion of the Acquisition.

The potential effect that the issue of the Shares under the Offer will have on the control of the Company is as follows:

- (a) if all Eligible Shareholders take up their Entitlement under the Offer, the issue of Shares under the Offer will have no effect on the control of the Company and all Shareholders will hold the same percentage interest in the Company, subject only to changes resulting from Ineligible Shareholders being unable to participate in the Offer; and
- (b) in the even that there is a Shortfall, Eligible Shareholders who do not subscribe for their full Entitlement of Shares under the Offer and Ineligible Shareholders unable to participate in the Offer will be diluted relative to those Shareholders who subscribe for some or all of their Entitlement.

In respect of any Shortfall and the Placement, the Company will only issue such Shares pursuant to an application received where the Directors are satisfied, in their discretion, that the issue of the Shares will not increase the applicant's voting power above 20%.

3.12 Effect of the Acquisition on control and voting power in the Company

As set out in sections 3.2 and 3.8 of this Offer Document, the Company has agreed to issue additional securities pursuant to the terms of the Acquisition Agreement, subject to obtaining Shareholder approval at the General Meeting. Shareholders should note that if they do not participate in the Offer, their holdings are likely to be diluted by approximately 73.68% upon completion of the Acquisition (as compared to their holdings and number of Shares on issue as at the date of this Offer Document).

On completion of the Acquisition (assuming no Options are exercised and existing Shareholders do not subscribe for their Entitlement under the Offer), existing Shareholders will be significantly diluted. A summary of the shareholdings of the Company upon completion of the Acquisition (assuming no Options are exercised and existing Shareholders do not subscribe for their Entitlement under the Offer) are set out in the table below.

Name	Shares	%
Existing Shareholders	737,927,748	26.32
Providence Shareholder (Consideration Shares)	1,000,000,000	35.66
Investors under the Capital Raising (comprising the Offer and the Placement)	1,003,445,811	35.79
Henconnor Pty Ltd (Introduction Shares)	62,500,000	2.23
Total Shares on issue after completion of the Acquisition	2,803,873,559	100%

3.13 Market Price of Shares

The Company is a disclosing entity for the purposes of the Corporations Act and its Shares are enhanced disclosure securities quoted on ASX.

The highest, lowest and last market sale prices of the Shares on ASX during the three months immediately preceding the date of release of this Offer Document and the respective dates of those sales were:

	(\$)	Date
Highest	0.018	17/11/2017 and 21/11/2017
Lowest	0.005	28/09/2017 and 06/10/2017
Last	0.007	14/12/2017

3.14 Underwriting

NEN has agreed to fully underwrite the Capital Raising (comprising both the Offer and the Placement) in accordance with terms of the Underwriting Agreement entered into between the Company and NEN on 1 December 2017.

In consideration for NEN underwriting the Capital Raising, the Company has agreed to grant NEN (or its nominee) the 200,000,000 Underwriting Options subject to obtaining Shareholder approval at the General Meeting. The Underwriting Options have an exercise price of \$0.01 expiring on or before the date which is two (2) years from their date of issue.

NEN may at any time in its absolute discretion appoint sub-underwriters to sub-underwrite the Capital Raising. NEN will ensure that no person will acquire, through participation in sub-underwriting the Capital Raising, a holding of Shares of, or increase their holding, to an amount in excess of 19.9% of all the Shares on issue on completion of the Capital Raising or from a starting point that is above 20% to a greater percentage on completion of the Capital Raising than was held prior to the Capital Raising.

The obligation of NEN to underwrite the Capital Raising is subject to certain events of termination. NEN may terminate its obligations under the Underwriting Agreement if:

- (a) ASX does not give approval for the Shares to be issued under the Capital Raising to be listed for official quotation, or if approval is granted, the approval is subsequently withdrawn, qualified (by conditions which are not ordinary course) or withheld;
- (b) a Prescribed Occurrence occurs, other than as disclosed in this Offer Document or permitted or provided for in the Acquisition Agreement (or other further documents entered into between the parties to the Acquisition Agreement);
- (c) an Event of Insolvency occurs in respect of a Related Corporation;
- (d) a director of the Company or any Related Corporation (other than any person who is an associate of NEN) is charged with an indictable offence; or
- (e) the Company is in material default of any of the terms and conditions of the Underwriting Agreement or breaches any warranty or covenant

given or made by it under the Underwriting Agreement (in any material respect).

If an event referred to under subsection (b), (c), (d) or (e) occurs, NEN may not terminate the Underwriting Agreement unless that the event has, or would have, a materially adverse effect on the success or outcome of the Capital Raising or the ability of NEN to complete the Capital Raising.

Blue Capital Limited, an entity controlled by Director, Mr Tim Kestell has agreed to sub-underwrite up to a maximum of 100,000,000 Shares, which may increase Blue Capital Limited's total shareholding up to 189,144,400 Shares, subsequently increasing its voting power in the Company up to a maximum of 14.65% upon completion of the Offer. Blue Capital Limited's voting power in the Company will be up to a maximum of 6.75% upon completion of the Acquisition.

3.15 Shortfall Offer

If you do not wish to take up any part of your Entitlement you are not required to take any action. That part of your Entitlement not taken up will form part of the Shortfall.

The Shortfall Offer is a separate offer made pursuant to this Offer Document and will remain open for the lesser of three months following the Closing Date and the date on which the Shortfall Shares are issued in accordance with the terms of the Underwriting Agreement. The issue price for each Shortfall Share to be issued under the Shortfall Offer shall be \$0.004 being the price at which Shares have been offered under the Offer.

Eligible Shareholders and investors who are not Shareholders but are exempt from the disclosure requirements of Chapter 6D of the Act can apply for Shortfall Shares by completing a Shortfall Offer Application Form.

The Directors, in consultation with NEN, reserve the right to issue Shortfall Shares at their absolute discretion. There is no guarantee that Eligible Shareholders will receive Shares applied for under the Shortfall Offer. Any application monies received for more than your final allocation of Shortfall Shares will be refunded. No interest will be paid on any application monies received or refunded.

The Company notes that no Shares will be issued to an applicant under the Shortfall Offer if the issue of Shares would contravene the takeover prohibition in section 606 of the Corporations Act. Similarly, no Shares will be issued via the Shortfall Offer to a related party of the Company.

3.16 Issue and dispatch

Shares issued pursuant to the Offer will be issued in accordance with the ASX Listing Rules and the indicative timetable set out in Section 3.5 of this Offer Document. Shares issued pursuant to the Shortfall Offer will be issued on a progressive basis.

Shares issued pursuant to the Shortfall Offer are intended to be issued at the same time as Shares issued under the Offer and the Placement. Where the number of Shares issued is less than the number applied for, or where no issue is made, surplus application monies will be refunded without any interest to the Applicant as soon as practicable after the closing date of the Shortfall Offer.

Pending the issue of the Shares or payment of refunds pursuant to this Offer Document, all Application monies will be held by the Registry in trust for the

Applicants in a separate bank account as required by the Corporations Act. The Company, however, will be entitled to retain all interest that accrues on the bank account and each Applicant waives the right to claim interest by completing and returning the Entitlement and Acceptance Form.

The expected dates for issue of Shares offered by this Offer Document and dispatch of holding statements is expected to occur on the dates specified in the Timetable set out in Section 3.5 of this Offer Document.

It is the responsibility of Applicants to determine the allocation prior to trading in the Shares. Applicants who sell Shares before they receive their holding statements will do so at their own risk.

3.17 ASX listing

Application for official quotation by ASX of the Shares offered pursuant to this Offer Document will be made.

The fact that ASX may grant official quotation to the Shares is not to be taken in any way as an indication of the merits of the Company or the Shares now offered for subscription.

3.18 CHESS

The Company is a participant in CHESS, for those investors who have, or wish to have, a sponsoring stockbroker. Investors who do not wish to participate through CHESS will be issuer sponsored by the Company. Because the sub-registers are electronic, ownership of securities can be transferred without having to rely upon paper documentation.

Electronic registers mean that the Company will not be issuing certificates to investors. Instead, investors will be provided with a statement (similar to a bank account statement) that sets out the number of Shares allotted to them under this Offer Document. The notice will also advise holders of their Holder Identification Number or Security Holder Reference Number and explain, for future reference, the sale and purchase procedures under CHESS and issuer sponsorship.

Further monthly statements will be provided to holders if there have been any changes in their security holding in the Company during the preceding month.

3.19 Risk Factors

An investment in Shares should be regarded as speculative. In addition to the general risks applicable to all investments in listed securities, there are specific risks associated with an investment in the Company which are non-exhaustive. Please refer to Section 5 of this Offer Document for further details.

3.20 Taxation implications

The Directors do not consider it appropriate to give Shareholders advice regarding the taxation consequences of subscribing for Shares under this Offer Document. The Company, its advisers and its officers do not accept any responsibility or liability for any such taxation consequences to Shareholders.

Shareholders should consult their professional tax adviser in connection with subscribing for Shares under this Offer Document.

3.21 Continuous disclosure obligations

The Company is a “disclosing entity” (as defined in section 111AC of the Corporations Act) for the purposes of the Corporations Act and its Shares are enhanced disclosure securities quoted on ASX and, as such, the Company is subject to regular reporting and disclosure obligations under the Corporations Act and the Listing Rules.

Specifically, the Company is required to notify ASX of information about specific events and matters as they arise for the purposes of the ASX making that information available to the securities markets conducted by the ASX. In particular, the Company has an obligation under the ASX Listing Rules (subject to certain exceptions) to notify the ASX immediately of any information of which it is or becomes aware which a reasonable person would expect to have a material effect on the price of value of its securities.

This Offer Document is intended to be read in conjunction with the publicly available information in relation to the Company which has been notified to ASX and does not include information that would be included in a disclosure document or which investors ought to have regard to in deciding whether to subscribe for Shares under the Offer. Investors should therefore have regard to the other publicly available information in relation to the Company before making a decision whether or not to invest.

All announcements made by the Company are available from its website www.rivaresources.com.au or the ASX www.asx.com.au.

Additionally, the Company is also required to prepare and lodge with ASIC yearly and half-yearly financial statements accompanied by a directors' statement and report, and an audit report or review. These reports are released to ASX and published on the Company's and the ASX websites.

This Offer Document (including the Entitlement & Acceptance Form) and the contracts that arise from acceptance of the Applications are governed by the laws applicable in Western Australia and each Applicant submits to the non-exclusive jurisdiction of the courts of Western Australia.

3.22 Enquiries concerning Offer Document

Enquiries relating to this Offer Document should be directed to the Company on +61 8 9322 6009.

4. ACTION REQUIRED BY SHAREHOLDERS

4.1 How to Accept the Offer

Your acceptance of the Offer must be made on the Entitlement and Acceptance Form accompanying this Offer Document. You may participate in the Offer as follows:

- (a) if you wish to accept your Entitlement in full:
 - (i) make payment by BPAY® in accordance with Section 4.4 of this Offer Document and the instructions on the Entitlement and Acceptance Form for the amount indicated on your Entitlement and Acceptance Form; or
 - (ii) complete the accompanying Entitlement and Acceptance Form, filling in the details in the spaces provided and in accordance with Section 4.3 of this Offer Document attach your cheque, drawn on an Australian bank or bank draft or money order made payable in Australian currency, for the appropriate Application monies (at \$0.004 per Share); or
- (b) if you only wish to accept part of your Entitlement:
 - (i) make payment by BPAY® in accordance with Section 4.4 of this Offer Document and the instructions on the Entitlement and Acceptance Form for the amount of your Entitlement being accepted. You will be deemed to have taken up that part of your Entitlement (rounded down to the nearest whole Share) which is covered in full by your application monies; or
 - (ii) complete the accompanying Entitlement and Acceptance Form, filling in the details in the spaces provided for the amount of your Entitlement being accepted and in accordance with Section 4.3 of this Offer Document attach your cheque, drawn on an Australian bank or bank draft or money order made payable in Australian currency, for the appropriate Application monies (at \$0.004 per Share). You will be deemed to have taken up that part of your Entitlement (rounded down to the nearest whole Share) which is covered in full by your application monies; or
- (c) if you wish to accept your full Entitlement **and** apply for additional Shortfall Shares:
 - (i) refer to Section 4.1(a) of this Offer Document in respect of applying for your full Entitlement; and
 - (ii) complete the Shortfall Offer Application Form for the number of Shortfall Shares you wish to apply for and provide the Company with payment for those Shortfall Shares in accordance with the instructions on the Shortfall Offer Application Form; or
- (d) if you do not wish to accept all or part of your Entitlement, you are not obliged to do anything.

The Offer is non-renounceable. Accordingly, a holder of Shares may not sell or transfer all or part of their Entitlement.

Please read the instructions on the Entitlement and Acceptance Form carefully.

4.2 Implications of an acceptance

Returning a completed Entitlement and Acceptance Form or paying any Application monies by BPAY® will be taken to constitute a representation by you that:

- (a) you have received a copy of this Offer Document and the accompanying Entitlement and Acceptance Form, and read them both in their entirety; and
- (b) you acknowledge that once the Entitlement and Acceptance Form is returned, or a BPAY® payment instruction is given in relation to any Application monies, the Application may not be varied or withdrawn except as required by law.

4.3 Payment by cheque/bank draft

For payment by cheque, bank draft or money order please follow the instructions on your Entitlement and Acceptance Form. The Company shall not be responsible for any delivery delays in the receipt of your cheque and completed Entitlement and Acceptance Form.

4.4 Payment by BPAY®

For payment by BPAY®, please follow the instructions on the Entitlement and Acceptance Form. You can only make a payment via BPAY® if you are the holder of an account with an Australian financial institution that supports BPAY® transactions. Please note that should you choose to pay by BPAY®:

- (a) you do not need to submit the Entitlement and Acceptance Form but are taken to have made the declarations on that Entitlement and Acceptance Form; and
- (b) if you do not pay for your Entitlement in full, you are deemed to have taken up your Entitlement in respect of such whole number of Shares which is covered in full by your application monies.

If you have more than one shareholding of Shares and consequently receive more than one Entitlement and Acceptance Form, when taking up your Entitlement in respect of one of those Shareholdings only use the unique customer reference number (**CRN**) specific to that Shareholding as set out in the applicable Entitlement and Acceptance Form. Do not use the same CRN for more than one of your Shareholdings. This can result in your application monies being applied to your Entitlement in respect of only one of your Shareholdings (with the result that any application in respect of your remaining Shareholdings will not be valid).

It is your responsibility to ensure that your BPAY® payment is received by the Share Registry by no later than 5:00 pm (AEDT) on the Closing Date. You should be aware that your financial institution may implement earlier cut-off times with regards to electronic payment and you should therefore take this into consideration when making payment. The Company shall not be responsible for any delays in the receipt of the BPAY® payment. Any application monies received for more than your final allocation of Shares (only where the amount is \$1.00 or greater) will be refunded. No interest will be paid on any application monies received or refunded.

5. RISK FACTORS

5.1 Introduction

The Shares offered under this Offer Document should be considered speculative because of the nature of the Company's business.

There are numerous risk factors involved with the Company's business. Some of these risks can be mitigated by the use of safeguards and appropriate systems and controls, but some are outside the control of the Company and cannot be mitigated. Accordingly, an investment in the Company carries no guarantee with respect to the payment of dividends, return of capital or price at which securities will trade.

The following is a summary of the more material matters to be considered. However, this summary is not exhaustive and potential investors should examine the contents of this Offer Document in its entirety and consult their professional advisors before deciding whether to apply for the Shares.

5.2 Key investment risks

Potential investors should be aware that subscribing for Shares in the Company involves a number of risks. Prospective investors should read this Offer Document in its entirety before deciding whether to apply for Shares under this Offer Document.

These risks together with other general risks applicable to all investments in listed securities not specifically referred to, may affect the value of the Shares in the future. Accordingly, an investment in the Company should be considered highly speculative. Investors should consider consulting their professional advisers before deciding whether to apply for Shares pursuant to this Offer Document.

(a) Dilution Risk

On completion of the Acquisition and all issues of Shares and Options contemplated by this Offer Document (assuming no Options are exercised and no existing Shareholders participate in the Offer), existing Shareholders will be significantly diluted. In this scenario, existing Shareholders will retain approximately 26.32% of the issued capital of the Company, with the Providence Shareholder holding 35.66% of the Shares on issue, new investors under the Capital Raising holding 35.79% of the Shares on issue and Henconnor holding the remaining 2.23% of the Shares on issue.

There is also a risk that the interests of Shareholders will be further diluted as a result of future capital raisings required in order to fund the development of the Hylea Project.

(b) Tenure, access and grant of applications

The Tenements are subject to the applicable mining acts and regulations in New South Wales. The renewal of the term of a granted Tenement is also subject to the discretion of the relevant Minister. Renewal conditions may include increased expenditure and work commitments or compulsory relinquishment of areas of the Tenements comprising the Company's projects. The imposition of new conditions or

the inability to meet those conditions may adversely affect the operations, financial position and/or performance of the Company.

The Company considers the likelihood of tenure forfeiture to be low given the laws and regulations governing exploration in New South Wales and the ongoing expenditure budgeted for by the Company.

However the consequence of forfeiture or involuntary surrender of the Tenements for reasons beyond the control of the Company could be significant.

(c) **Exploration**

The Tenements which the Company proposes to acquire 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 case reserves of the Company and possible relinquishment of the Tenements.

The exploration costs of the Company 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.

(d) **Cobalt Market**

Changes in the market price of cobalt, which in the past have fluctuated widely, will affect the profitability of the Company's operations and its financial condition in the future, if and when the Company enters production. The Company's revenues, profitability and viability would depend on the market price of cobalt produced from the Company's Projects. The market price of cobalt is set in the world market and is affected by numerous industry factors beyond the Company's control including the demand, expectations with respect to the rate of inflation, interest rates, currency exchange rates, the

demand for industrial products containing metals, cobalt production levels, inventories, cost of substitutes, changes in global or regional investment or consumption patterns, and sales by central banks and other holders, speculators and procedures of cobalt and other metals in response to any of the above factors, and global and regional political and economic factors.

Should the Company eventually enter a production phase, a decline in the market price of cobalt below the Company's production costs for any sustained period would have a material adverse impact on the profit, cash flow and results of operations of the Company's projects and anticipated future operations. Such a decline also could have a material adverse impact on the ability of the Company to finance the exploration and development of its existing and future mineral projects.

(e) **Failure to satisfy Expenditure Commitments**

Interests in tenements in Western Australia and New South Wales are governed by the mining acts and regulations that are current in those states and are evidenced by the granting of licences or leases. Each licence or lease is for a specific term and carries with it annual expenditure and reporting commitments, as well as other conditions requiring compliance. Consequently, the Company could lose title to or its interest in the Tenements and the Existing Assets if licence conditions are not met or if insufficient funds are available to meet expenditure commitments.

(f) **Resource Estimates**

No JORC Code compliant mineral resources have been defined in respect of the Tenements in which the Company is proposing to acquire. In the event a resource is delineated this would be an estimate only. An estimate is an expression of judgement based on knowledge, experience and industry practice. Estimates which were valid when originally calculated may alter significantly when new information or techniques become available. In addition, by their very nature, resource estimates are imprecise and depend to some extent on interpretations, which may prove to be inaccurate. As further information becomes available through additional fieldwork and analysis, the estimates are likely to change. This may result in alterations to development and mining plans which may, in turn, adversely affect the Company's operations.

(g) **Mine development**

Possible future development of mining operations at the Hylea Project is dependent on a number of factors including, but not limited to, the acquisition and/or delineation of economically recoverable mineralisation, favourable geological conditions, receiving the necessary approvals from all relevant authorities and parties, seasonal weather patterns, unanticipated technical and operational difficulties encountered in extraction and production activities, mechanical failure of operating plant and equipment, shortages or increases in the price of consumables, spare parts and plant and equipment, cost overruns, access to the required level of funding and contracting risk from third parties providing essential services.

If the Company commences production on the Hylea Project, its operations may be disrupted by a variety of risks and hazards which are beyond the control of the Company. No assurance can be given that the Company will achieve commercial viability through the development of the Hylea Project.

The risks associated with the development of a mine will be considered in full should the Hylea Project reach that stage and will be managed with ongoing consideration of stakeholder interests.

(h) **Environmental**

The operations and proposed activities of the Company are subject to state and federal laws and regulations concerning the environment. As with most exploration projects and mining operations, the Company's activities are expected to have an impact on the environment, particularly if advanced exploration or mine development proceeds. It is the Company's intention to conduct its activities to the highest standard of environmental obligation, including compliance with all environmental laws.

Mining operations have inherent risks and liabilities associated with safety and damage to the environment and the disposal of waste products occurring as a result of mineral exploration and production. The occurrence of any such safety or environmental incident could delay production or increase production costs. Events, such as unpredictable rainfall or bushfires may impact on the Company's ongoing compliance with environmental legislation, regulations and licences. Significant liabilities could be imposed on the Company for damages, clean-up costs or penalties in the event of certain discharges into the environment, environmental damage caused by previous operations or non-compliance with environmental laws or regulations.

The disposal of mining and process waste and mine water discharge are under constant legislative scrutiny and regulation. There is a risk that environmental laws and regulations become more onerous making the Company's operations more expensive.

Approvals are required for land clearing and for ground disturbing activities. Delays in obtaining such approvals can result in the delay to anticipated exploration programmes or mining activities.

(i) **Native title and Aboriginal Heritage**

In relation to tenements which the Company has an interest in or will in the future acquire such an interest, there may be areas over which legitimate common law native title rights of Aboriginal Australians exist. If native title rights do exist, the ability of the Company to gain access to tenements (through obtaining consent of any relevant landowner), or to progress from the exploration phase to the development and mining phases of operations may be adversely affected.

The Directors will closely monitor the potential effect of native title claims involving tenements in which the Company has or may have an interest.

5.3 General Risks

(a) **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.

(b) **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.

(c) **Economic**

General economic conditions, introduction of tax reform, new legislation, 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.

(d) **Force Majeure**

The Company's projects now or in the future may be adversely affected by risks outside the control of the Company including labour unrest, civil disorder, war, subversive activities or sabotage, fires, floods, explosions or other catastrophes, epidemics or quarantine restrictions.

(e) **Government policy changes**

Adverse changes in government policies or legislation may affect ownership of mineral interests, taxation, royalties, land access, labour relations, and mining and exploration activities of the Company. It is possible that the current system of exploration and mine permitting in Western Australia and New South Wales may change, resulting in impairment of rights and possibly expropriation of the Company's properties without adequate compensation.

(f) **Litigation Risks**

The Company is exposed to possible litigation risks including native title claims, tenure disputes, environmental claims, occupational health and safety claims and employee claims. Further, the Company may be involved in disputes with other parties in the future which may result in litigation. Any such claim or dispute if proven, may impact adversely on

the Company's operations, financial performance and financial position. The Company is not currently engaged in any litigation.

(g) **Regulatory Risks**

The Company's exploration and development activities are subject to extensive laws and regulations relating to numerous matters including resource licence consent, conditions including environmental compliance and rehabilitation, taxation, employee relations, health and worker safety, waste disposal, protection of the environment, native title and heritage matters, protection of endangered and protected species and other matters. The Company requires permits from regulatory authorities to authorise the Company's operations. These permits relate to exploration, development, production and rehabilitation activities.

Obtaining necessary permits can be a time consuming process and there is a risk that Company will not obtain these permits on acceptable terms, in a timely manner or at all. The costs and delays associated with obtaining necessary permits and complying with these permits and applicable laws and regulations could materially delay or restrict the Company from proceeding with the development of a project or the operation or development of a mine. Any failure to comply with applicable laws and regulations or permits, even if inadvertent, could result in material fines, penalties or other liabilities. In extreme cases, failure could result in suspension of the Company's activities or forfeiture of one or more of the Tenements.

(h) **Market conditions**

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:

- (i) General economic outlook.
- (ii) Introduction of tax reform or other new legislation.
- (iii) Interest rates and inflation rates.
- (iv) Changes in investor sentiment toward particular market sectors.
- (v) The demand for, and supply of, capital.
- (vi) Terrorism or other hostilities.

The market price of securities 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.

Securities listed on the stock market, and in particular securities of exploration companies experience extreme price and volume fluctuations that have often been unrelated to the operating performance of such companies. These factors may materially affect the market price of the Shares regardless of the Company's performance.

(i) **Additional requirements for capital**

The funds raised under the Capital Raising are considered sufficient to meet the current proposed objectives of the Company. Additional funding may be required in the event future 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.

The Company may seek to raise further funds through equity or debt financing, joint ventures or other means. Failure to obtain sufficient financing for the Company's activities and future projects may result in delay and indefinite postponement of its research and development programmes. 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.

(j) **Reliance on key personnel**

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.

(k) **Agents and Contractors**

The Directors are unable to predict the risk of the insolvency or managerial failure by any of the contractors used (or to be used in the future) by the Company in any of its activities or the insolvency or other managerial failure by any of the other service providers used (or to be used in the future) by the Company for any activity.

5.4 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 securities offered under this Offer Document. Therefore, the securities to be issued pursuant to this Offer Document 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 the investment in the Company is speculative and should consult their professional advisers before deciding whether to apply for securities pursuant to this Offer Document.

6. DEFINED TERMS

\$ or A\$ means an Australian dollar.

Acquisition means the acquisition by the Company of the Tenements, from Providence, pursuant to the Acquisition Agreement.

Acquisition Agreement means the binding terms sheet entered into by the Company, the Providence Shareholder, Providence and NEN pursuant to which the Providence Shareholder agrees to sell, and the Company agreed to purchase 100% of the issued share capital in Providence, including the Assets.

Additional Shares means those Shares not issued under the Offer.

Applicant refers to a person who submits an Entitlement and Acceptance Form, or submits a payment of subscription monies in respect of the Offer.

Application refers to the submission of an Entitlement and Acceptance Form or Shortfall Application Form (as the case may be).

Assets means the Tenements and Mining Information.

ASX means ASX Limited (ACN 008 624 691) or, where the context permits, the Australian Securities Exchange operated by ASX Limited.

ASX Listing Rules means the Listing Rules of the ASX.

Capital Raising means the Offer and the Placement.

Closing Date means the closing date set out in Section 3.5 of this Offer Document or such other date as may be determined by the Directors.

Company means Riva Resources Limited (ACN 119 992 175).

Corporations Act means the *Corporations Act 2001* (Cth).

Directors mean the directors of the Company.

Eligible Shareholder means a Shareholder whose details appear on the Company's register of Shareholders as at the Record Date whose registered address is in Australia, New Zealand or Hong Kong.

Entitlement means the entitlement to subscribe for three (3) Shares for every four (4) Shares held by an Eligible Shareholder on the Record Date.

Entitlement and Acceptance Form means the Entitlement and Acceptance Form accompanying this Offer Document.

Existing Assets means the Company's existing Tabac Project and Ashburton Project.

Event of Insolvency means:

- a) a receiver, manager, receiver and manager, trustee, administrator, controller or similar officer is appointed in respect of a person or any asset of a person;

- b) a liquidator or provisional liquidator is appointed in respect of a corporation;
- c) any application (not being an application withdrawn or dismissed within 7 days) is made to a court for an order, or an order is made, or a meeting is convened, or a resolution is passed, for the purpose of:
 - (i) appointing a person referred to in paragraphs (a) or (b);
 - (ii) winding up a corporation; or
 - (iii) proposing or implementing a creditors' scheme of arrangement;
- d) any event or conduct occurs which would enable a court to grant a petition, or an order is made, for the bankruptcy of an individual or his estate under any insolvency provision;
- e) a moratorium of any debts of a person, or an official assignment, or a composition, or an arrangement (formal or informal) with a person's creditors, or any similar proceeding or arrangement by which the assets of a person are subjected conditionally or unconditionally to the control of that person's creditors or a trustee, is ordered, declared, or agreed to, or is applied for and the application is not withdrawn or dismissed within 7 days;
- f) a person becomes, or admits in writing that it is, is declared to be, or is deemed under any applicable Act to be, insolvent or unable to pay its debts; or
- g) any writ of execution, garnishee order, mareva injunction or similar order, attachment, distress or other process is made, levied or issued against or in relation to any asset of a person.

Henconnor means Henconnor Pty Ltd (ACN 090 975 947).

Mining Information means all mining information in the possession or control of the Providence and the Providence Shareholder as at settlement of the Acquisition which relates to the Tenements, including:

- a) all surveys, maps, plans, geophysical plots (including magnetics and EM) and diagrams of the Tenements and adjacent areas;
- b) all drill samples and ores, drilling locations and logs from drilling conducted on the Tenements or adjacent areas;
- c) all assays, reports, microprobe data, sample and visible grain count listings, geological, geochemical and petrographic samples and reports of or with respect to ores extracted from or located upon the Tenements or adjacent areas; and
- d) copies of or rights to (as applicable) all papers, notes, advices and reports extracted or compiled from or based upon the documents and items referred to above and all other data, specification records (in whatever form), reports, accounts and other documents or things and knowledge (whether reduced to writing or not) relating to the Tenements or adjacent areas, including, for the avoidance of doubt, all electronic formats of the same,

NEN means Neon Capital Ltd (ACN 002 796 974).

Offer means the pro rata non-renounceable offer of Shares at an issue price of \$0.004 each on the basis of three (3) Shares for every four (4) Shares held on the Record Date subscribed for pursuant to this Offer Document.

Offer Document means this Offer Document.

Opening Date means the opening date set out in Section 3.5 of this Offer Document.

Placement means the placement of 450,000,000 Shares to NEN (or its nominees) and Prenzler (or its nominees) at an issue price of \$0.004 to raise approximately \$1,800,000.

Prenzler means Prenzler Group Pty Ltd (ACN 621 100 730).

Prescribed Occurrence means:

- a) the Company or a Related Corporation converting all or any of its Shares into a larger or smaller number of Shares;
- b) the Company or a Related Corporation resolving to reduce its share capital in any way;
- c) the Company or a Related Corporation:
 - (iv) entering into a buy-back agreement or;
 - (v) resolving to approve the terms of a buy-back agreement under section
 - (vi) 257C or 257D of the Corporations Act;
- d) the Company or a Related Corporation making an issue of, or granting an option to subscribe for, any of its Shares, or agreeing to make such an issue or grant such an option;
- e) the Company or a Related Corporation issuing, or agreeing to issue, convertible notes;
- f) the Company or a Related Corporation disposing, or agreeing to dispose, of the whole, or a substantial part, of its business or property;
- g) the Company or a Related Corporation charging, agreeing to charge, the whole, or a substantial part, of its business or property;
- h) the Company or a Related Corporation resolving that it be wound up;
- i) the appointment of a liquidator or provisional liquidator to the Company or a Related Corporation;
- j) the making of an order by a court for the winding up of the Company or a Related Corporation;
- k) an administrator of the Company or a Related Corporation, being appointed under section 436A, 436B or 436C of the Corporations Act;
- l) the Company or a Related Corporation executing a deed of company arrangement; or

m) the appointment of a receiver, or a receiver and manager, in relation to the whole, or a substantial part, of the property of the Company or a Related Corporation.

Project or **Hylea Project** means the Hylea Project which is located within the boundaries of the Tenements.

Providence means Providence Metals Pty Ltd (ACN 612 933 981).

Providence Shareholder means the shareholder of Providence.

Record Date means the record date set out in Section 3.5 of this Offer Document.

Related Corporation has the meaning given to the term 'Related Bodies Corporate' in the Corporations Act.

Section means a section of this Offer Document.

Share means an ordinary fully paid share in the capital of the Company.

Shareholder means a holder of Shares.

Shortfall means those Shares under the Offer not applied for by Shareholders under their Entitlement.

Shortfall Offer means as defined in Section 3.15 of this Offer Document.

Shortfall Offer Application Form means the Shortfall Application Form accompanying this Offer Document.

Tenements means EL 8520 and EL 8641 located in New South Wales and set out in Schedule 1.

WST means Western Standard Time as observed in Perth, Western Australia.