



15 December 2017

NON-RENOUNCEABLE ENTITLEMENT ISSUE – CLEANSING NOTICE PURSUANT TO SECTION 708AA(2)(f) OF THE CORPORATIONS ACT 2001

This notice is given by Riva Resources Limited (ASX: RIR) (**Company**) under section 708AA(2)(f) of the *Corporations Act 2001* (Cth) (**Act**), as notionally modified by ASIC Corporations (Non-Traditional Entitlement Issue) Instrument 2016/84 (**ASIC Instrument**).

On 6 December 2017, the Company announced that it would be offering eligible shareholders the opportunity to acquire additional fully paid ordinary shares in the capital of the Company (**Shares**) via a non-renounceable pro-rata entitlement issue (**Entitlement Issue**) on the basis of three (3) Shares for every four (4) Shares held at 5:00pm (WST) on the record date of 20 December 2017.

Shares under the Entitlement Issue will be offered at \$0.004 per Share. The maximum number of Shares which may be issued under the Entitlement Issue is 553,445,811 (subject to rounding of fractional entitlements) to raise up to approximately \$2,213,783 (before costs).

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

An offer document for the Entitlement Issue (**Offer Document**) will be mailed to eligible shareholders on 22 December 2017, together with a personalised Entitlement and Acceptance Form. For informational purposes, a sample copy of the Offer Document has been attached to this notice.

The Company hereby gives notice under section 708AA(2)(f) of the Act that:

- (a) the Company will offer the Shares under the Entitlement Issue for issue without disclosure to investors under Part 6D.2 of the Act, as notionally modified by the ASIC Instrument;
- (b) the Company is providing this notice under section 708AA(2)(f) of the Act, as notionally modified by the ASIC Instrument;
- (c) at the date of this notice, the Company has complied with:
 - (i) the provisions of Chapter 2M of the Act as they apply to the Company; and
 - (ii) section 674 of the Act;
- (d) at the date of this notice, there is no information that is “excluded information” within the meaning of section 708AA(8) and section 708AA(9) of the Act; and
- (e) the potential effect that the issue of the Shares under the Entitlement Issue will have on the control of the Company is as follows:
 - (i) if all eligible shareholders take up their entitlements under the Entitlement Issue, the issue of Shares under the Entitlement Issue 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 Entitlement Issue;

- (ii) in the event that there is a shortfall to the Entitlement Issue, shareholders who do not subscribe for their full entitlement of Shares under the Entitlement Issue will be diluted relative to those shareholders who subscribe for some or all of their entitlement of Shares.

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

Signed for and on behalf of the Company:

TIM KESTELL
NON-EXECUTIVE DIRECTOR
RIVA RESOURCES LIMITED