



Announcement Summary

Entity name

RIVERSGOLD LIMITED

Announcement Type

New announcement

Date of this announcement

Wednesday June 24, 2020

The Proposed issue is:

A placement or other type of issue

Total number of +securities proposed to be issued for a placement or other type of issue

ASX +Security Code	+Security Description	Maximum Number of +securities to be issued
n/a	RGL AK :Options Exp 10/08/2023	12,000,000
n/a	RGL PA :Performance Rights Class A	25,000,000
n/a	RGL PB: Performance rights Class B	25,000,000

Proposed +issue date

Monday August 10, 2020

Refer to next page for full details of the announcement



Part 1 - Entity and announcement details

1.1 Name of +Entity

RIVERSGOLD LIMITED

We (the entity named above) give ASX the following information about a proposed issue of +securities and, if ASX agrees to +quote any of the +securities (including any rights) on a +deferred settlement basis, we agree to the matters set out in Appendix 3B of the ASX Listing Rules.

1.2 Registered Number Type

ABN

Registration Number

64617614598

1.3 ASX issuer code

RGL

1.4 The announcement is

New announcement

1.5 Date of this announcement

Wednesday June 24, 2020

1.6 The Proposed issue is:

A placement or other type of issue



Part 7 - Details of proposed placement or other issue

Part 7A - Conditions

7A.1 - Are any of the following approvals required for the placement or other type of issue?

- **+Security holder approval**
- **Court approval**
- **Lodgement of court order with +ASIC**
- **ACCC approval**
- **FIRB approval**
- **Another approval/condition external to the entity**

Yes

7A.1a Conditions

Approval/Condition	Date for determination	Is the date estimated or actual?	** Approval received/condition met?
+Security holder approval	Monday August 10, 2020	<input checked="" type="checkbox"/> Estimated	No

Comments

Part 7B - Issue details

Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?

New class

Will the proposed issue of this +security include an offer of attaching +securities?

No

Details of +securities proposed to be issued

ISIN Code (if Issuer is a foreign company and +securities are non CDIs)

Have you received confirmation from ASX that the terms of the proposed +securities are appropriate and equitable under listing rule 6.1?

No

Will the entity be seeking quotation of the 'new' class of +securities on ASX?

No

ASX +Security Code

New class-code to be confirmed

+Security Description

RGL AK :Options Exp 10/08/2023



+Security Type

Options

Maximum Number of +securities proposed to be issued

12,000,000

Purpose of the issue

Options issued to Director

Offer price details for retail security holders

In what currency is the cash consideration being paid?

AUD - Australian Dollar

What is the issue price per +security?

AUD

Will all the +securities issued in this class rank equally in all respects from their issue date?

Yes

Oversubscription & Scale back details

May a scale back be applied to this event?

No

Options details

+Security Currency

AUD - Australian Dollar

Exercise Price

AUD

Expiry date

Thursday August 10, 2023

Details of the existing class of +security that will be issued upon exercise or conversion of this new class of company option

Other

Description

RGL AK : Options Exp 10/08/2023

Please provide any further information relating to the principal terms of the +securities

date of expiry subject to shareholder approval

Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?

New class

Will the proposed issue of this +security include an offer of attaching +securities?

No



Details of +securities proposed to be issued

ISIN Code (if Issuer is a foreign company and +securities are non CDIs)

Have you received confirmation from ASX that the terms of the proposed +securities are appropriate and equitable under listing rule 6.1?
 No

Will the entity be seeking quotation of the 'new' class of +securities on ASX?
 No

ASX +Security Code

New class-code to be confirmed

+Security Description

RGL PA :Performance Rights Class A

+Security Type

Performance options/rights

Maximum Number of +securities proposed to be issued

25,000,000

Purpose of the issue

Remuneration for Exploration Success

Offer price details for retail security holders

In what currency is the cash consideration being paid?

AUD - Australian Dollar

What is the issue price per +security?

AUD

Will all the +securities issued in this class rank equally in all respects from their issue date?

 Yes**Oversubscription & Scale back details**

May a scale back be applied to this event?

 No

Performance options/rights details

+Security Currency

AUD - Australian Dollar

Exercise Price

AUD

Expiry date

Sunday August 10, 2025

Details of the existing class of +security that will be issued upon exercise or conversion of this new class of company option

Other

**Description**

RGL PA : Performance Rights Class A

Please provide any further information relating to the principal terms of the +securities

The Principal announces a JORC inferred resource of 250koz of gold or gold equivalent on the ASX announcements platform on or before 5 years of the date of issue

Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?

 New class

Will the proposed issue of this +security include an offer of attaching +securities?

 No

Details of +securities proposed to be issued

ISIN Code (if Issuer is a foreign company and +securities are non CDIs)

Have you received confirmation from ASX that the terms of the proposed +securities are appropriate and equitable under listing rule 6.1?

 No

Will the entity be seeking quotation of the 'new' class of +securities on ASX?

 No**ASX +Security Code**

New class-code to be confirmed

+Security Description

RGL PB: Performance rights Class B

+Security Type

Performance options/rights

Maximum Number of +securities proposed to be issued

25,000,000

Purpose of the issue

Remuneration for exploration Success

Offer price details for retail security holders

In what currency is the cash consideration being paid?

AUD - Australian Dollar

What is the issue price per +security?

AUD

Will all the +securities issued in this class rank equally in all respects from their issue date?

 Yes**Oversubscription & Scale back details**



May a scale back be applied to this event?

No

Performance options/rights details

+Security Currency

AUD - Australian Dollar

Exercise Price

AUD

Expiry date

Sunday August 10, 2025

Details of the existing class of +security that will be issued upon exercise or conversion of this new class of company option

Other

Description

RGL PB: Performance Rights Class B

Please provide any further information relating to the principal terms of the +securities

The Principal announces a JORC inferred resource of 500koz of gold or gold equivalent on the ASX announcements platform on or before 5 years of the date of issue.

Part 7C - Timetable

7C.1 Proposed +issue date

Monday August 10, 2020

Part 7D - Listing Rule requirements

7D.1 Has the entity obtained, or is it obtaining, +security holder approval for the issue under listing rule 7.1?

Yes

7D.1a Date of meeting or proposed meeting to approve the issue under listing rule 7.1

Monday August 10, 2020

7D.2 Is a party referred to in listing rule 10.11.1 participating in the proposed issue?

Yes

7D.3 Will any of the +securities to be issued be +restricted securities for the purposes of the listing rules?

No

7D.4 Will any of the +securities to be issued be subject to +voluntary escrow?

No



Part 7E - Fees and expenses

7E.1 Will there be a lead manager or broker to the proposed issue?

No

7E.2 Is the proposed issue to be underwritten?

No

7E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed issue

Part 7F - Further Information

7F.1 Will the entity be changing its dividend/distribution policy if the proposed issue proceeds?

No

7F.2 Any other information the entity wishes to provide about the proposed issue