



RIO2 PROVIDES FENIX GOLD AND CORPORATE UPDATE

For Immediate Release

November 28, 2022

Vancouver, BC - Rio2 Limited ("Rio2" or "the Company") (TSXV: RIO; OTCQX: RIOFF; BVL: RIO) is providing an update of its activities and a corporate update following the decision to file an administrative appeal before the Ministries Committee on August 31, 2022, to appeal the Atacama Regional Evaluation Commission's decision not to approve the Environmental Impact Assessment ("EIA") for its Fenix Gold Project ("the Project") in Chile.

Since August 31, 2022, several positive events have occurred in Chile.

CHILE'S CONSTITUTIONAL REFORM PROCESS

Chilean voters resoundingly rejected a new, progressive constitution in a referendum held on Sunday September 4, 2022, following a nearly two-year process that aimed to reflect a broad array of voices in the nation's proposed new constitution.

With the ballots counted, 62% of voters rejected the proposal with 38% voting in favor, according to the Chile Electoral Service. The proposed constitution was rejected in all of Chile's provinces, with 60% of voters rejecting the proposal and 40% voting in favor in the Atacama Region, where the Fenix Gold Project is located.

As a result of the vote, all political parties have vowed to work with the current government to develop a new constitution that better reflects the wishes of the Chilean people. There is currently no publicly announced timeframe for the preparation of a new constitution.

PRESIDENT BORIC RESHUFFLES CABINET MINISTERS

On September 6, 2022, less than six months into his Presidency, President Boric announced a major overhaul of his cabinet after voters overwhelmingly rejected the proposed new constitution that was key to his government's agenda.

President Boric announced replacements to his ministers of mining, energy and the interior. He also replaced the minister secretary-general, who oversees the President's legislative agenda.

THE CHILEAN GOVERNMENT LAUNCHES NEW PLAN TO STIMULATE INVESTMENT IN CHILE

On September 12, 2022, InvestChile reported that Chile's government presented the "Let's Invest in Chile" plan, a package of measures that aims to increase investment by five percentage points in 2023. The plan, which came into effect in September 2022, consists of 28 measures divided into six areas of action: providing tax incentives for private investment; improving access to financing; improving public investment; promoting foreign investment; enhancing the effectiveness of regulation and permit procedures; and promoting public/private partnerships for investment.

InvestChile is a government agency responsible for promoting Chile in the global market as a destination for foreign direct investment, serving as a bridge between the interests of overseas investors and the business opportunities the country offers.

President Gabriel Boric stated at the launch of the plan, "I am happy to see representatives from the private sector, from workers' organizations and from the government working together to move forward with this pro-investment agenda, due to the difficult external and internal conditions that we are experiencing in Chile and throughout the world. We must proactively take on the task of facing up to the challenges before us and to turn the current financial forecasts on their heads. For this, we require the collaboration of the public and private sectors."

Treasury Minister Mario Marcel stated that, "In order to recover the path of growth and a better quality of life for all Chilean people in a sustainable way, it is fundamental to create the conditions for investment to grow. President Boric has therefore tasked us with pushing forward an ambitious agenda, which would allow us to stimulate investment, generating employment, but which at the same time allows us to speed up the transition to a green economy."

Economy Minister Nicolás Grau added that both the global and domestic scenarios make it essential to reduce information asymmetries and risk perception among potential foreign investors through more direct dialogue. "We therefore want to strengthen the international presence and capabilities of the InvestChile team, so that they can better develop and promote foreign direct investment," he stressed.

Of the 28 measures being implemented, the following 6 measures are pertinent to Rio2 and its Fenix Gold Project.

- InvestChile investment attaché offices will be reopened abroad. Investment attaché offices will reopen in Europe and North America during the fourth quarter of 2022. These markets account for 60% of foreign direct investment (FDI) stock in Chile. This measure is expected to result in the materialization of projects worth more than US\$1.5 billion in 2023.
- Strengthening of the InvestChile investment promotion team. The institutional structure and main functions of the agency will be ready during September 2022. This initiative is expected to significantly increase the number of investment projects and facilitate projects that are already under evaluation, attracting additional investment of more than US\$2 billion in 2023.

- Funding for strengthening critical services in the processing of projects. A special fund will be created in the 2023 budget to speed up the processing of the permits required for undertaking investments.
- A coordinating agency will be created to implement a single point of contact for sectorial permits from 2023. A committee of experts will be entrusted with the design of a new institutional framework that effectively coordinates the granting of sectoral permits by the State.
- Public/private initiatives for promoting investment. Four public/private working groups will be convened in sectors such as construction, energy, transport and mining to create a set of measures that will reduce the number of stalled construction projects and create more favorable conditions for upcoming projects.
- Formation of a regional public investment operating committee under the coordination of the Economy Ministry. A permanent working group will be set up between the Energy, Mining and Economy Ministries, InvestChile and the development and investment divisions of each regional government to periodically monitor the progress of projects in each region.

Fenix Gold is working closely with InvestChile to maximize its participation and exposure to the Chilean government's new investment plan.

Since early September, the Fenix Gold team has been extremely proactive in coordinating meetings with government ministries and government authorities both regionally and nationally to present our case in preparation for the appeals process. To date, Fenix Gold has not been advised of exact timing for when the Committee of Ministers will review the Company's appeal.

MANAGEMENT CHANGES

Rio2 is pleased to announce the promotion of Andrew Cox to President & CEO, from his current role as Executive Vice President, Chief Operating Officer.

Alex Black, the Company's current President & CEO, is assuming a newly created role as Executive Chairman whilst current Non-Executive Chairman, Klaus Zeitler will assume the role of Lead Director. The Company also announces that Jose Luis Martinez, Executive Vice President, Strategy will be departing the Company to pursue other opportunities.

The creation of an Executive Chairman role is consistent with the Company's ongoing review of management effectiveness and succession planning. The new leadership structure provides a continuity in approach, builds on the strong business culture in place, while leveraging the expertise of both Alex and Andrew.



Andrew Cox has been with the Company since 2017 and, most recently, was the Executive Vice President, Chief Operating Officer of the Company, responsible for overseeing the development of Rio2's Fenix Gold Project. In his capacity as President and CEO, Andrew will be responsible for the business of the Company and will report directly to the Executive Chairman of the Company. Andrew will work closely with the Executive Chairman in the formulation of strategy and be responsible for managing the business with a focus on advancing the Fenix Gold Project through EIA approval and to production.

Alex Black commented, "Our Board of Directors sees this appointment as a natural evolution of Andrew's roles over the past several years. Andrew has shown strong leadership and his co-operative management approach has been a key to establishing the Company's strong work culture and technical development." Alex Black continued, "I look forward to continuing to work closely with Andrew and the Rio2 and Fenix Gold teams as we navigate the EIA appeal process in preparation for obtaining EIA approval and advancing the Fenix Gold Project to production. I would also like to thank Jose Luis Martinez, who was part of the founding team at Rio2, for his contributions to the company over the past six years in strategy, M&A and financings and the entire team at Rio2 wishes him well in his future endeavors."

ROYALTY SALE

Rio2 announces that it has completed the previously disclosed sale of a package of Chilean royalty interests to Osisko Gold Royalties Ltd. for aggregate consideration of US\$5,000,000. The royalty sale involved the transfer of Rio2's 1.5% royalty on the Anocarire Project and its 1.25% royalty on the Horizonte Project, both in Chile.

FENIX GOLD PROJECT

The Fenix Gold project is one of the largest undeveloped gold oxide, heap leach projects in the Americas, hosting a Measured and Indicated mineral resource (as such term is defined in National Instrument 43-101 -*Standards of Disclosure for Mineral Projects*, "**NI 43-101**") of 5 million ounces of gold which the Company believes will make a positive contribution to the Atacama Region and Chile. The Project is an example of modern gold mining where a full complement of technical, environmental, and social considerations has been consulted on and designed in from the outset. The Project represents a significant investment in the gold mining business in Chile by a junior mining company of approximately US\$210M of initial and sustaining capital and will generate employment for at least 1,200 people during the construction phase and 550 people during the 17 years operations phase. The mine being contemplated at the Project will be a run-of-mine heap leach operation, no crushing or tailings storage facilities are required thereby minimizing the overall impact and footprint of the Project.

The scientific and technical content of this news release has been reviewed, approved and verified by Enrique Garay, MSc. P. Geo (AIG Member), a consultant to Rio2 Limited, who is a QP under NI 43-101 has also reviewed, approved and verified the scientific and technical content of this news release. For



additional information regarding the Project, including key parameters, assumptions and risks associated with its development, see the independent technical report entitled “*Updated Pre-Feasibility Study for the Fenix Gold Project, Atacama, III Region, Chile*” dated August 3, 2021, with an effective date of August 15, 2019, a copy of which document is available under Rio2’s SEDAR profile at www.sedar.com

ABOUT RIO2 LIMITED

Rio2 is a mining company with a focus on development and mining operations with a team that has proven technical skills as well as successful capital markets track record. Rio2 is focused on taking its Fenix Gold Project in Chile to production in the shortest possible timeframe based on a staged development strategy. Rio2 and its wholly owned subsidiary, Fenix Gold Limitada, are companies with the highest environmental standards and responsibility with the firm conviction that it is possible to develop mining projects that respect the three axes (Social, Environment, Economics) of sustainable development. As related companies, we reaffirm our commitment to apply environmental standards beyond those that are mandated by regulators, seeking to protect and preserve the environment of the territories that we operate in.

Forward-Looking Statements

This news release contains forward-looking statements and forward-looking information (collectively “forward-looking information”) within the meaning of applicable securities laws relating to Rio2’s planned development of the Project and other aspects of Rio2’s anticipated future operations and plans. In addition, without limiting the generality of the foregoing, this news release contains forward-looking information pertaining to the following: Rio2’s decision to appeal the Atacama Regional Evaluation Commission’s decision not to approve the EIA and the timing of such appeal process; the potential benefits to Rio2 of Chile’s government “Let’s Invest in Chile” plan; the potential development of a mine at the Project and the expected capital investment required for such mine; development and operating plans; certain anticipated economic benefits of a mine at the Project to the local region and other matters ancillary or incidental to the foregoing.

All statements included herein, other than statements of historical fact, may be forward-looking information and such information involves various risks and uncertainties. Forward-looking information is often, but not always, identified by the use of words such as “seek”, “anticipate”, “plan”, “continue”, “estimate”, “expect”, “may”, “will”, “project”, “predict”, “potential”, “targeting”, “intend”, “could”, “might”, “should”, “believe”, and similar expressions. The forward-looking information is based on certain key expectations and assumptions made by Rio2’s management which may prove to be incorrect, including but not limited to: expectations concerning Rio2’s appeal and the timeline of such process; expectations concerning prevailing commodity prices, exchange rates, interest rates, applicable royalty rates and tax laws; capital efficiencies; legislative and regulatory environment of Chile; future production rates and estimates of capital and operating costs; estimates of reserves and resources; anticipated results of capital expenditures; the sufficiency of capital expenditures in carrying out planned activities; performance; the availability and cost of financing, labor and services; and Rio2’s ability to access capital on satisfactory terms.



Rio2 believes the expectations reflected in these forward-looking statements are reasonable, but no assurance can be given that these expectations will prove to be correct and such forward-looking statements in this news release should not be unduly relied upon. A description of assumptions used to develop such forward-looking information and a description of risk factors that may cause actual results to differ materially from forward-looking information can be found in Rio2's disclosure documents on the SEDAR website at www.sedar.com. These risks and uncertainties include, but are not limited to: risks and uncertainties relating to the completion of the financings as described herein, and management's ability to anticipate and manage the factors and risks referred to herein. Forward-looking statements included in this news release are made as of the date of this news release and such information should not be relied upon as representing its views as of any date after the date of this news release. Rio2 has attempted to identify important factors that could cause actual results, performance or achievements to vary from those current expectations or estimates expressed or implied by the forward-looking information. However, there may be other factors that cause results, performance or achievements not to be as expected or estimated and that could cause actual results, performance or achievements to differ materially from current expectations. Rio2 disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as expressly required by applicable securities legislation.

To learn more about Rio2 Limited, please visit: www.rio2.com or Rio2's SEDAR profile at www.sedar.com.

ON BEHALF OF THE BOARD OF RIO2 LIMITED

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