



18 December 2017

Dear Shareholder

**RIVA RESOURCES LIMITED – NON-RENOUNCEABLE ENTITLEMENT ISSUE**

On 6 December 2017, Riva Resources Limited (ACN 119 992 175) (**Company**) announced that it had 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 shareholders of Providence (**Providence Shareholders**) (**Acquisition**).

Providence is a proprietary exploration company and is the legal and beneficial owner of the Hylea Project, a cobalt, nickel, platinum and scandium project located in central NSW (**Hylea Project**).

Pursuant to the terms of the Acquisition Agreement, the Company intend to raise \$4,013,783 via:

- a) a placement of 450,000,000 fully paid ordinary shares in the capital of the Company (**Shares**) at an issue price of \$0.004 per Share to raise \$1.8 million (**Placement**); and
- b) a three (3) for four (4) pro rata non-renounceable entitlement offer of approximately 553,445,811 Shares at an offer price of \$0.004 per Share to raise approximately \$2,213,783 (**Entitlement Offer**),

(together the **Capital Raising**).

The Capital Raising is fully underwritten by Neon Capital Ltd (ACN 002 796 974) (**NEN**). Subject to shareholder approval at the general meeting scheduled for 23 January 2018 (**General Meeting**), the Company will issue to NEN (or its nominees) 200,000,000 options to acquire Shares (**Options**) exercisable at \$0.01 expiring on or before the date which is two (2) years from their date of issue (**Underwriter Options**)

The Company lodged an offer document for the Entitlement Offer (**Offer Document**) with ASX on 15 December 2017.

The Company intends to apply the funds raised from the Capital Raising upon completion of the Acquisition towards payment of the cash consideration for the Acquisition, payment of cost associated with the Acquisition and the Capital Raising, expenditure on the Hylea Project, expenditure on the Company's existing projects, corporate administration costs and working capital. If Shareholder approval for the Acquisition is not obtained at the General Meeting, the Company intend to allocate funds raised under the Entitlement Offer to expenditure on the Company's existing projects. This is a statement of the Board's current intentions as at the date of the Offer Document. However, the Board reserves the right to alter the way the funds are applied.

The Entitlement Offer is being made to all shareholders of the Company named on its register of members at 5.00pm (Western Standard Time) on 20 December 2017 (**Record Date**), whose registered address is in Australia, New Zealand or Hong Kong (**Eligible Shareholders**).

Shares issued under the Entitlement Offer will rank equally with all Shares already on issue.

Following completion of the Entitlement Offer (assuming full subscription), the Company will have issued 553,445,811 Shares resulting in total Shares on issue of approximately 1,291,373,559. Subject to shareholder approval at the General Meeting, the Company is also proposing to issue up to a further 450,000,000 Shares under the Placement, 1,000,000,000 Shares in consideration for the Acquisition (**Consideration Shares**), 62,500,000 Shares in consideration for the introduction of the Acquisition (**Introduction Shares**) and the 200,000,000 Underwriter Options. The Company intends to issue the Shares the subject of the Placement, the Consideration Shares, the Introduction Shares and the Underwriter Options at the same time as Shares offered under the Entitlement Offer.

A copy of the Offer Document is available on ASX's and the Company's website. Eligible Shareholders will be mailed an Offer Document together with a personalised Entitlement and Acceptance Form no later than 22 December 2017. Your entitlement will be set out on the personalised Entitlement and Acceptance Form accompanying the Offer Document.

### **Actions required of Eligible Shareholders**

There are a number of actions Eligible Shareholders may take:

- You may wish to accept all of your rights to subscribe for Shares pursuant to the Offer Document (**Entitlement**) or part of your Entitlement. To take up all or some of your Entitlement you will need to ensure your application money for the Entitlement you wish to take up is received by the Company by no later than 5.00pm (WST) on 18 January 2018 following the instructions set out in the Entitlement and Acceptance Form.
- You may wish to accept your full Entitlement **and** apply for additional Shortfall Shares. To take up all your Entitlement and apply for Shortfall Shares you will need to ensure your application money for the Entitlement and Shortfall Shares you wish to take up is received by the Company by no later than 5.00pm (WST) on 18 January 2018, by following the instructions set out in the Entitlement and Acceptance Form in relation to your Entitlement and on the Shortfall Offer Application Form in relation to an application for additional Shortfall Shares.
- You may do nothing. If you choose to do nothing with your Entitlement, while you will continue to hold the same number of Shares, your interest in the Company will be diluted and you will receive no value for your Entitlement.

### **Key dates for the Entitlement Offer**

Company Announces the Entitlement 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	Wednesday, 20 December 2017
Offer Document sent out to Eligible Shareholders & Company announces this has been completed & Entitlement 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

If you have any queries concerning the Entitlement Offer, or the action you are required to take to subscribe for Shares, please contact your financial adviser or the Company Secretary, Mr Keong Chan on +61 8 9322 6009.

Yours sincerely

**TIM KESTELL**  
**NON-EXECUTIVE DIRECTOR**  
**RIVA RESOURCES LIMITED**