

RGL's deal to sell its nickel and cobalt rights over Kurnalpi with UK's New Generation Minerals

Highlights:

- **MoU signed with UK's New Generation Minerals ("NGM") to sell RGL's nickel and cobalt rights over its Kurnalpi Tenements**
- **Located over the Randall Shear about 50km east of Kalgoorlie**
- **Leverages Riversgold's strategic tenement holding over the Randall Shear greenstones to add value for Riversgold shareholders at no cost to Riversgold**
- **Our partnership with emerging nickel developer, New Generation Minerals Limited, gives RGL direct exposure to the booming critical battery metals sector**

Riversgold Limited (ASX: RGL, Riversgold or the Company) announces it has signed a Memorandum of Understanding (**MoU**) with UK based New Generation Minerals Limited (**NGM**) whereby the parties have agreed to negotiate and use best endeavours to execute one or more formal agreements pursuant to which NGM will have the right to acquire the nickel and cobalt rights over a package of RGL's Kurnalpi tenements in exchange for cash and shares in NGM or a related body corporate which is proposed to be listed on the ASX (**IPO**) (**Proposed Transaction**).

These tenements are highly prospective nickel tenements proximal to, or contiguous with, NGM's Lake Yindarloada nickel-cobalt project east of Kalgoorlie.

Under the MOU, the parties have agreed that between the date of the MOU and 31 December 2023 to exclusively negotiate the binding formal documentation to effect the Proposed Transaction. NGM must within five business days of the date of the MOU, pay to Riversgold a A\$25,000 non-refundable deposit.

Under the terms of the proposed agreements, NGM will acquire the rights to explore for nickel and cobalt mineralisation within a 364 km² package of tenements owned by Riversgold. Refer to Figure 1 for location and tenements.

The parties will now look to exclusively negotiate and execute the formal agreements to effect the Proposed Transaction. Under the MOU, the parties have agreed certain indicative terms which are summarised as follows:

- **Sale and Purchase Agreement:** NGM will, conditional upon listing, acquire E28/3034 (the Hampton Nickel Project) (subject to a reservation of other mineral rights including gold rights to Riversgold) and a two-year licence to explore for nickel and cobalt over various other 100% Riversgold owned Kurnalpi tenements.

In consideration, NGM will issue Riversgold A\$1 million worth of shares in NGM which plans to IPO in early 2024. On executing the binding agreement, NGM will pay Riversgold A\$25,000 cash. The two year licence period will commence on the date of listing. The details for the Sale and Purchase Agreement are shown in Tables 1 and 2 below.

- **Option Agreement:** Riversgold will grant NGM a licence to explore for nickel and cobalt, and an option to acquire the nickel and cobalt rights, over E28/2580, E25/538, and E25/540 for consideration of A\$3.7 million. The details for the Option Agreement are shown in Table 3 below.

In addition to the transactions contemplated above, Riversgold will use reasonable endeavours to facilitate NGM acquiring the nickel and cobalt rights over the tenements the subject of the Alloy Joint Venture. The Alloy Joint Venture between Riversgold and Stricklands Metals Ltd (ASX: STK) covers E28/2665 and E25/2599 – shown in grey in Figure 1. Riversgold is earning a 70% interest in the Alloy Joint Venture which was entered into in 2018.

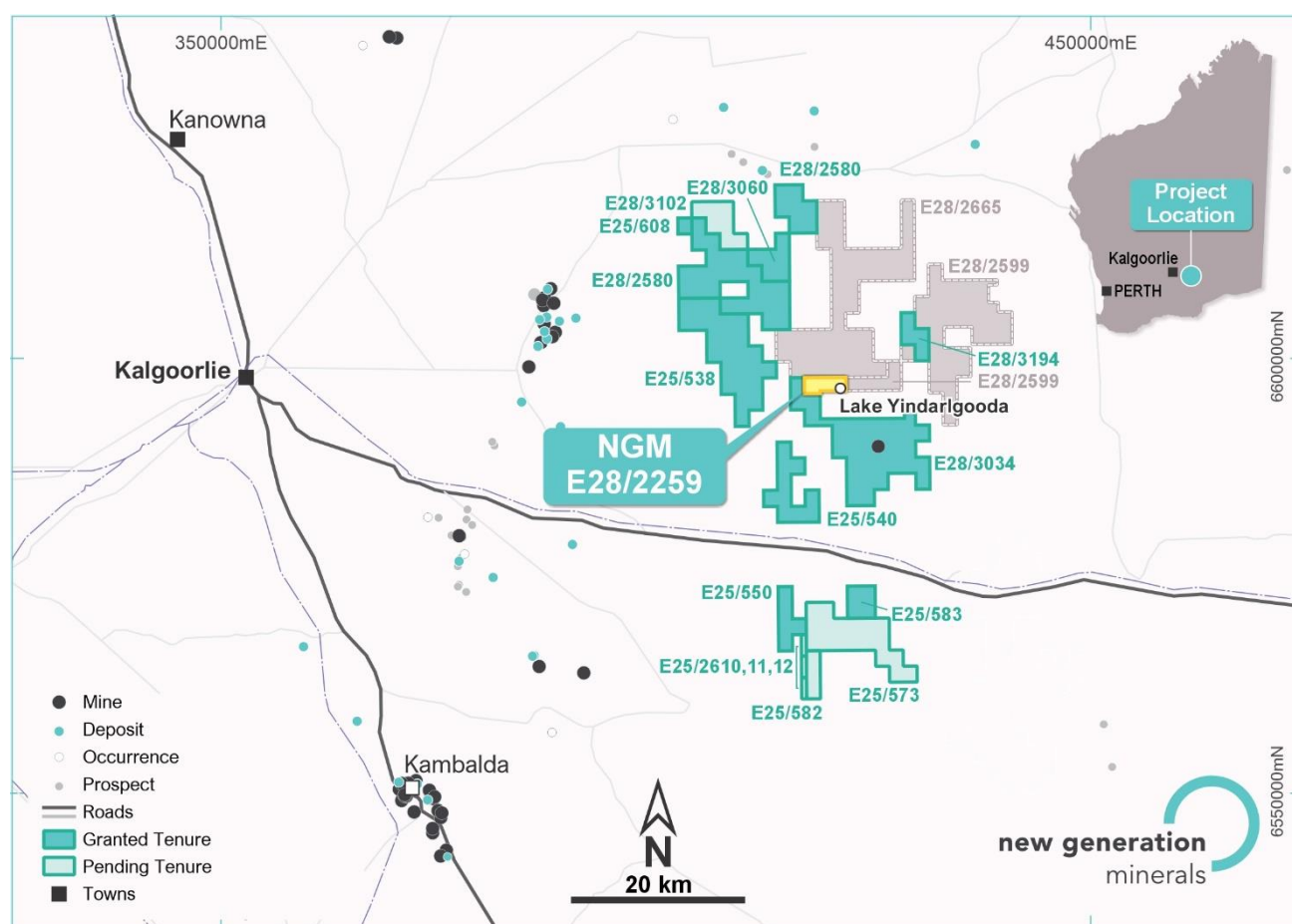


Figure 1: Kurnalpi Project and details of NGM’s planned joint venture with Riversgold for nickel and cobalt.

Riversgold’s Kurnalpi Gold Project covers 880 km² and is underlain by Archean greenstones. The Project located 50km east of Kalgoorlie, in the Eastern Goldfields region of Western Australia, represents one of the largest single landholdings in the region which has been relatively under explored due to a large portion of the tenements being covered by transported overburden including extensive shallow salt lakes.

The Company's key prospect, the Queen Lapage Prospect, is a large geophysical and geochemistry anomaly, near the Randall Shear, a significant gold bearing shear zone. The Project was drilled in 2020/21 by Riversgold, where an innovative seismic technique over the salt lakes successfully targeted alteration below the salt lakes. However, due to a number of complaints by the Company's former CEO, Mr Allan Kelly, Riversgold suspended exploration over the Project in 2022. In the year ending June 2022, the Company impaired the Kurnalpi Project by A\$3.66 million as a result of the complaints and is aggressively defending its ownership over these tenements.

Arthur Darivas, Chief Executive Officer of NGM, commented: *"The MOU with Riversgold is another important step in NGM's journey to unlock the value of otherwise stranded low-grade nickel and cobalt laterite ores in the heart of one of the best nickel regions in the world. With highly promising additional tenements secured, as well as the backing of a key investor ahead of our ASX listing, NGM is well placed to capitalise on the rapidly growing battery metals markets with an exciting venture utilising patent-protected, sustainable processing technology at its core. I look forward to formally welcoming Riversgold as a major shareholder in due course."*

Julian Ford, Chief Executive Officer of Riversgold, added: *"We are delighted to have entered into this partnership with NGM, which enables Riversgold to create further value for its shareholders through an exciting new nickel-cobalt project. The quality of NGM's assets, combined with their exclusive access to ground-breaking processing techniques, make for a compelling investment opportunity and we are pleased to be a part of spearheading the ethical, sustainable supply of these highly sought-after battery metals."*

Table 1: NGM to acquire tenement including nickel and cobalt mineral rights.

Tenement Number	Status (Granted/Pending)	Grant / Application Date	Expiry Date	Riversgold	New Generation Metals
E28/3034	Granted	20-Dec-21	19-Dec-25	RGL retains rights to all other minerals	NGM acquires tenement including rights to nickel and cobalt subject reservation of other mineral rights

Table 2: NGM have licence to explore for nickel and cobalt and acquire nickel and cobalt rights.

Tenement Number	Status (Granted/Pending)	Grant / Application Date	Expiry Date	Riversgold	New Generation Metals
E25/550	Granted	16-Nov-16	15-Nov-26	RGL retains tenement and rights to all minerals except for nickel and cobalt.	NGM obtains licence to explore for nickel and cobalt, commencing on date of IPO.
E25/573	Pending	23-Feb-18	-		
E25/582	Pending	19-Dec-18	-		
E25/583	Granted	12-Mar-20	11-Mar-25		
E25/608	Granted	4-Jul-22	3-Jul-27		NGM acquires rights to nickel and cobalt in a
E25/612	Pending	30-Aug-22	-		
E28/3060	Granted	16-Sep-22	15-Sep-27		

Tenement Number	Status (Granted/Pending)	Grant / Application Date	Expiry Date	Riversgold	New Generation Metals
E28/3102	Pending	10-Mar-21	-		tenement is subject to delineation of a nickel or cobalt target on that tenement during the licence period.
E28/3194	Granted	12-Dec-22	11-Dec-27		
E28/3249	Pending	30-Aug-22	-		
P25/2610	Pending	20-Dec-18	-		
P25/2611	Pending	20-Dec-18	-		
P25/2612	Pending	20-Dec-18	-		

Table 3: Tenements subject to plaint⁽¹⁾, NGM have an option to purchase nickel and cobalt rights.

Tenement Number	Status (Granted/Pending)	Grant / Application Date	Expiry Date	Tenement Status	New Generation Metals licence and option
E25/538	Granted	21-Sep-16	20-Sep-26	Application for forfeiture 591363 by Miramar (Goldfields) Pty Ltd	NGM obtains licence to explore for nickel and cobalt, commencing on the later of the date of IPO or resolution of complaints. NGM acquires rights to nickel and cobalt in these tenements subject to payment of \$3.7 million exercise price during the licence period.
E25/540	Granted	21-Sep-16	20-Sep-26	Application for forfeiture 591364 by Miramar (Goldfields) Pty Ltd	
E28/2580	Granted	21-Sep-16	20-Sep-26	Application for forfeiture 591366 by Miramar (Goldfields) Pty Ltd	

Note 1: These tenements are subject to forfeiture applications which are before the Warden.

Table 4: RGL to facilitate discussions for NGM to earn nickel and cobalt rights in respect of Alloy JV tenements.

Tenement Number	Status (Granted/Pending)	Grant / Application Date	Expiry Date	Ownership
E28/2599	Granted	5-Oct-16	4-Oct-26	RGL earning a 70% interest in the tenements. Strickland Metals Limited current owns tenement 100%.
E28/2665	Granted	8-Sep-17	7-Sep-27	

The Company also advises that it incorrectly reported the Jaws tenement (E25/539) at Kurnalpi as not being renewed in its most recent quarterly report (ASX: 31 July 2023). The Company notes that at this stage, the tenement (which is subject to plaint) is pending renewal and Riversgold retains a 100% interest.

This announcement has been authorised for release by the Board of Riversgold Ltd.

-ENDS-

For further information, please contact:

Julian Ford
Chief Executive Officer
P: (08) 6143 6747
E: jford@riversgold.com.au

David Lenigas
Executive Chairman
P: +44 (0) 7881825378
E: dlenigas@riversgold.com.au

Ed Mead
Director
P: 0407 445351
E: emead@riversgold.com.au

Cautionary Statement about Forward-Looking Statements

This announcement contains certain “forward-looking statements” including statements regarding our intent, belief or current expectations with respect to Riversgold’s business and operations, market conditions, results of operations and financial condition, and risk management practices. The words “likely”, “expect”, “aim”, “should”, “could”, “may”, “anticipate”, “predict”, “believe”, “plan”, “forecast” and other similar expressions are intended to identify forward-looking statements. Indications of, and guidance on, future earnings, anticipated production, life of mine and financial position and performance are also forward-looking statements. These forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause Riversgold’s actual results, performance and achievements or industry results to differ materially from any future results, performance or achievements, or industry results, expressed or implied by these forward-looking statements. Relevant factors may include (but are not limited to) changes in commodity prices, foreign exchange fluctuations and general economic conditions, increased costs and demand for production inputs, the speculative nature of exploration and project development, including the risks of obtaining necessary licences and permits and diminishing quantities or grades of reserves, political and social risks, changes to the regulatory framework within which Riversgold operates or may in the future operate, environmental conditions including extreme weather conditions, recruitment and retention of personnel, industrial relations issues and litigation.

Forward-looking statements are based on Riversgold’s good faith assumptions as to the financial, market, regulatory and other relevant environments that will exist and affect Riversgold’s business and operations in the future. Riversgold does not give any assurance that the assumptions will prove to be correct. There may be other factors that could cause actual results or events not to be as anticipated, and many events are beyond the reasonable control of Riversgold. Readers are cautioned not to place undue reliance on forward-looking statements. Forward-looking statements in this document speak only at the date of issue. Except as required by applicable laws or regulations, Riversgold does not undertake any obligation to publicly update or revise any of the forward-looking statements or to advise of any change in assumptions on which any such statement is based. Except for statutory liability which cannot be excluded, each of Riversgold, its officers, employees and advisors expressly disclaim any responsibility for the accuracy or completeness of the material contained in these forward-looking statements and excludes all liability whatsoever (including in negligence) for any loss or damage which may be suffered by any person as a consequence of any information in forward looking statements or any error or omission.