
RIVERSGOLD LIMITED
ACN 617 614 598
NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 2:00 pm (WST)
DATE: Thursday, 28 November 2024
PLACE: Suite 23, 513 Hay Street
Subiaco WA 6008

The business of the Meeting affects your shareholding and your vote is important.

This Notice should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 4:00 pm (WST) on Tuesday, 26 November 2024.

BUSINESS OF THE MEETING

AGENDA

1. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2024 together with the declaration of the Directors, the Director's report, the Remuneration Report and the auditor's report.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **non-binding resolution**:

"That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's annual financial report for the financial year ended 30 June 2024."

Note: the vote on this Resolution is advisory only and does not bind the Directors or the Company.

3. RESOLUTION 2 – RE-ELECTION OF A DIRECTOR – DAVID LENIGAS

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purpose of clause 15.2 of the Constitution, Listing Rule 14.5 and for all other purposes, David Lenigas, a Director, retires by rotation, and being eligible, is re-elected as a Director."

4. RESOLUTION 3 – APPROVAL OF 7.1A MANDATE

To consider and, if thought fit, to pass the following resolution as a **special resolution**:

"That, for the purposes of Listing Rule 7.1A and for all other purposes, approval is given for the Company to issue up to that number of Equity Securities equal to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and otherwise on the terms and conditions set out in the Explanatory Statement."

5. RESOLUTION 4 – RATIFICATION OF PRIOR ISSUE OF PLACEMENT SHARES UNDER LISTING RULE 7.1

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 169,597,491 Shares on the terms and conditions set out in the Explanatory Statement."

6. RESOLUTION 5 – RATIFICATION OF PRIOR ISSUE OF PLACEMENT SHARES UNDER LISTING RULE 7.1A

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 130,402,509 Shares on the terms and conditions set out in the Explanatory Statement."

7. RESOLUTION 6 – APPROVAL TO ISSUE PLACEMENT OPTIONS

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 300,000,000 free attaching Options to Placement Participants on the terms and conditions set out in the Explanatory Statement."

8. RESOLUTION 7 – APPROVAL TO ISSUE BROKER OPTIONS TO ELI CAPITAL PTY LTD

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 15,000,000 Options to Eli Capital Pty Ltd (or its nominee(s)) on the terms and conditions set out in the Explanatory Statement."

9. RESOLUTION 8 – APPROVAL TO ISSUE SHARES TO DIRECTOR - DAVID LENIGAS

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 12,500,000 Shares and 12,500,000 Options to David Lenigas (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement."

10. RESOLUTION 9 – APPROVAL TO ISSUE SHARES TO DIRECTOR - EDWARD MEAD

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 12,500,000 Shares and 12,500,000 Options to Edward Mead (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement."

11. RESOLUTION 10 – APPROVAL TO ISSUE SHARES TO DIRECTOR - SIMON ANDREW

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 5,000,000 Shares and 5,000,000 Options to Simon Andrew (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement."

12. RESOLUTION 11 – APPROVAL TO ISSUE SHARES TO OONAGH MALONE

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 10,000,000 Shares, together with 1 free attaching Option for every 1 Share subscribed for and issued to Oonagh Malone (or her nominee(s)), on the terms and conditions set out in the Explanatory Statement."

13. RESOLUTION 12 – APPROVAL TO ISSUE FACILITATOR SHARES AND OPTIONS TO ARCADIA CORPORATE PTY LTD

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 18,750,000 Shares, together with one (1) free attaching Option for every two (2) Shares issued to Arcadia Corporate Pty Ltd, on the terms and conditions set out in the Explanatory Statement."

Voting Prohibition Statement

Resolution 1 – Adoption of Remuneration Report	<p>A vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons:</p> <p>(a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or</p> <p>(b) a Closely Related Party of such a member.</p> <p>However, a person (the voter) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:</p> <p>(a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or</p> <p>(b) the voter is the Chair and the appointment of the Chair as proxy:</p> <p style="margin-left: 20px;">(i) does not specify the way the proxy is to vote on this Resolution; and</p> <p style="margin-left: 20px;">(ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.</p>
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Voting Exclusion Statements

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of the Resolution set out below by or on behalf of the following persons:

Resolution 4 - Ratification of prior issue of Placement Shares under listing rule 7.1	Placement Participants or any other person who participated in the issue or an associate of that person or those persons.
Resolution 5- Ratification of prior issue of Placement Shares under listing rule 7.1a	Placement Participants or any other person who participated in the issue or an associate of that person or those persons.
Resolution 6 - Approval to issue Placement Options	Placement Participants or any other person who participated in the issue or an associate of that person or those persons.
Resolution 7 – Approval to issue Broker Options to Eli Capital Pty Ltd	The Lead Manager or any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).
Resolution 8 – Issue of Shares to Director - David Lenigas	Mr David Lenigas (or his nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
Resolution 9 – Issue of shares to Director - Edward Mead	Mr Edward Mead (or his nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
Resolution 10– Issue of Shares to Director – Simon Andrew	Mr Simon Andrew (or their nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
Resolution 11 – Issue of Shares to Oonagh Malone	Ms Oonagh Malone or any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) (namely Ms Oonagh Malone) or an associate of that person (or those persons).
Resolution 12– Approval to issue Facilitator Shares and Options to Arcadia Corporate Pty Ltd	Arcadia Corporate Pty Ltd or any other entity that is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).

However, this does not apply to a vote cast in favour of the Resolution by:

- (a) a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

- (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
- (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting by proxy

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the Shareholder appoints two proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Voting in person

To vote in person, attend the Meeting at the time, date and place set out above.

Should you wish to discuss the matters in this Notice please do not hesitate to contact the Company Secretary on +61 8 6143 6747.

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

1. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Corporations Act, the business of the Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2024 together with the declaration of the Directors, the Directors' report, the Remuneration Report and the auditor's report.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on its website at <https://www.riversgold.com.au/>.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

2.1 General

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report to be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the company or the directors of the company.

The remuneration report sets out the company's remuneration arrangements for the directors and senior management of the company. The remuneration report is part of the directors' report contained in the annual financial report of the company for a financial year.

The chair of the meeting must allow a reasonable opportunity for its shareholders to ask questions about or make comments on the remuneration report at the annual general meeting.

2.2 Voting consequences

A company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company (**Spill Resolution**) if, at consecutive annual general meetings, at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report and at the first of those annual general meetings a Spill Resolution was not put to vote. If required, the Spill Resolution must be put to vote at the second of those annual general meetings.

If more than 50% of votes cast are in favour of the Spill Resolution, the company must convene a shareholder meeting (**Spill Meeting**) within 90 days of the second annual general meeting.

All of the directors of the company who were in office when the directors' report (as included in the company's annual financial report for the most recent financial year) was approved, other than the managing director of the company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting those persons whose election or re-election as directors of the company is approved will be the directors of the company.

2.3 Previous voting results

At the Company's previous annual general meeting the votes cast against the remuneration report considered at that annual general meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for this Meeting.

3. RESOLUTION 2 – RE-ELECTION OF A DIRECTOR – DAVID LENIGAS

3.1 General

Listing Rule 14.5 provides that an entity which has directors must hold an election of directors at each annual general meeting.

The Constitution sets out the requirements for determining which Directors are to retire by rotation at an annual general meeting.

Mr David Lenigas, who has held office without re-election since 10 March 2022 and being eligible retires by rotation and seeks re-election.

Further information in relation to Mr David Lenigas is set out below.

Qualifications, experience and other material directorships	<p>Mr Lenigas is a qualified mining engineer with a Western Australian First Class Mine Managers Certificate. He has extensive corporate experience at chairman and chief executive officer level on many of the world's leading stock exchanges overseeing multiple business sectors.</p> <p>His specific knowledge of the lithium industry will benefit the Company as it moves towards lithium exploration in the Pilbara as announced this morning, having been an early influential funder and shareholder in corporate entities of both the Cinovec Lithium Project in the Czech Republic and the Sonora Lithium Project in Mexico, where he served as a director of Bacanora Minerals in its formative growth years and was key in negotiating a lithium supply contract with a major US electric car manufacturer.</p>
Term of office	Mr Lenigas has served as a Director since 10 March 2022.
Independence	If re-elected, the Board considers that Mr Lenigas will not be an independent Director.
Board recommendation	Having received an acknowledgement from Mr Lenigas that they will have sufficient time to fulfil their responsibilities as a Director and having reviewed the performance of Mr Lenigas since their appointment to the Board and the skills, knowledge, experience and capabilities required by the Board, the Directors (other than Mr Lenigas) recommend that Shareholders vote in favour of this Resolution.

3.2 Technical information required by Listing Rule 14.1A

If this Resolution is passed, Mr Lenigas will be re-elected to the Board as an independent Director.

If this Resolution is not passed, Mr Lenigas will not continue in their role as an independent Director. The Company may seek nominations or otherwise identify suitably qualified candidates to join the Company. As an additional consequence, this may detract from the Board and Company's ability to execute on its strategic vision.

4. RESOLUTION 3 – APPROVAL OF 7.1A MANDATE

4.1 General

This Resolution seeks Shareholder approval by way of special resolution for the Company to have the additional 10% placement capacity provided for in Listing Rule 7.1A to issue Equity Securities without Shareholder approval.

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

Under Listing Rule 7.1A, an Eligible Entity may seek shareholder approval by way of a special resolution passed at its annual general meeting to increase this 15% limit by an extra 10% to 25% (**7.1A Mandate**). The Company is an Eligible Entity.

4.2 Technical information required by Listing Rule 14.1A

For this Resolution to be passed, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be cast in favour of the Resolution.

If this Resolution is passed, the Company will be able to issue Equity Securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further Shareholder approval.

If this Resolution is not passed, the Company will not be able to access the additional 10% capacity to issue Equity Securities without Shareholder approval under Listing Rule 7.1A and will remain subject to the 15% limit on issuing Equity Securities without Shareholder approval set out in Listing Rule 7.1.

4.3 Technical information required by Listing Rule 7.3A

REQUIRED INFORMATION	DETAILS
Period for which the 7.1A Mandate is valid	<p>The 7.1A Mandate will commence on the date of the Meeting and expire on the first to occur of the following:</p> <ul style="list-style-type: none"> (a) the date that is 12 months after the date of this Meeting; (b) the time and date of the Company's next annual general meeting; and (c) the time and date of approval by Shareholders of any transaction under Listing Rule 11.1.2 (a significant change in the nature or scale of activities) or Listing Rule 11.2 (disposal of the main undertaking).
Minimum price	<p>Any Equity Securities issued under the 7.1A Mandate must be in an existing quoted class of Equity Securities and be issued for cash consideration at a minimum price of 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 trading days on which trades in that class were recorded immediately before:</p> <ul style="list-style-type: none"> (a) the date on which the price at which the Equity Securities are to be issued is agreed by the entity and the recipient of the Equity Securities; or (b) if the Equity Securities are not issued within 10 trading days of the date in paragraph (a) above, the date on which the Equity Securities are issued.
Use of funds	<p>The Company intends to use funds raised from issues of Equity Securities under the 7.1A Mandate for funding exploration and development of the Company's existing assets, including the Northern Zone Gold Project, as well as the newly acquired Saint John Project and for general working capital.</p>
Risk of economic and voting dilution	<p>Any issue of Equity Securities under the 7.1A Mandate will dilute the interests of Shareholders who do not receive any Shares under the issue.</p> <p>If this Resolution is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 7.1A Mandate, the economic and voting dilution of existing Shares would be as shown in the table below.</p> <p>The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in Listing Rule 7.1A.2, on the basis of the closing market price of Shares</p>

REQUIRED INFORMATION		DETAILS																																																
		<p>and the number of Equity Securities on issue or proposed to be issued as at 10 October 2024.</p> <p>The table also shows the voting dilution impact where the number of Shares on issue (Variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 7.1A Mandate.</p>																																																
		<table border="1"> <thead> <tr> <th colspan="2"></th> <th colspan="4">DILUTION</th> </tr> <tr> <th colspan="2" rowspan="2">Number of Shares on Issue (Variable A in Listing Rule 7.1A.2)</th> <th rowspan="2">Shares issued – 10% voting dilution</th> <th colspan="3">Issue Price</th> </tr> <tr> <th>\$0.0030</th> <th>\$0.0050</th> <th>\$0.008</th> </tr> <tr> <th colspan="2"></th> <th></th> <th>50% decrease</th> <th>Issue Price</th> <th>50% increase</th> </tr> <tr> <th colspan="2"></th> <th></th> <th colspan="3">Funds Raised</th> </tr> </thead> <tbody> <tr> <td>Current</td> <td>1,686,212,593 Shares</td> <td>168,621,259 Shares</td> <td>\$505,863</td> <td>\$843,106</td> <td>\$1,348,970</td> </tr> <tr> <td>50% increase</td> <td>2,529,318,890 Shares</td> <td>252,931,888 Shares</td> <td>\$758,795</td> <td>\$1,264,659</td> <td>\$2,023,455</td> </tr> <tr> <td>100% increase</td> <td>3,372,425,186 Shares</td> <td>337,242,518 Shares</td> <td>\$1,011,727</td> <td>\$1,686,212</td> <td>\$2,697,940</td> </tr> </tbody> </table>						DILUTION				Number of Shares on Issue (Variable A in Listing Rule 7.1A.2)		Shares issued – 10% voting dilution	Issue Price			\$0.0030	\$0.0050	\$0.008				50% decrease	Issue Price	50% increase				Funds Raised			Current	1,686,212,593 Shares	168,621,259 Shares	\$505,863	\$843,106	\$1,348,970	50% increase	2,529,318,890 Shares	252,931,888 Shares	\$758,795	\$1,264,659	\$2,023,455	100% increase	3,372,425,186 Shares	337,242,518 Shares	\$1,011,727	\$1,686,212	\$2,697,940
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		<p>The table above uses the following assumptions:</p> <ol style="list-style-type: none"> There are currently 1,686,212,593 Shares on issue comprising: <ol style="list-style-type: none"> 1,327,462,593 existing Shares as at the date of this Notice; 40,000,000 Shares which will be issued if Resolutions 8 to 11 are passed at this Meeting 18,750,000 Shares which will be issued if Resolution 12 is passed at this Meeting; and 300,000,000 Placement Shares which are to be issued pursuant to the Placement announced on 9 October 2024. The issue price set out above is the closing market price of the Shares on the ASX on 10 October 2024 (being \$0.005) (Issue Price). The Issue Price at a 50% increase and 50% decrease are each rounded to three decimal places prior to the calculation of the funds raised. The Company issues the maximum possible number of Equity Securities under the 7.1A Mandate. The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in Listing Rule 7.2 or with approval under Listing Rule 7.1. The issue of Equity Securities under the 7.1A Mandate consists only of Shares. It is assumed that no Options are exercised into Shares before the date of issue of the Equity Securities. If the issue of Equity Securities includes quoted Options, it is assumed that those quoted Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders. The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances. This table does not set out any dilution pursuant to approvals under Listing Rule 7.1 unless otherwise disclosed. The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 7.1A 																																																

REQUIRED INFORMATION	DETAILS
	<p>Mandate, based on that Shareholder's holding at the date of the Meeting.</p> <p>Shareholders should note that there is a risk that:</p> <p>(a) the market price for the Company's Shares may be significantly lower on the issue date than on the date of the Meeting; and</p> <p>(b) the Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue.</p>
<p>Allocation policy under 7.1A Mandate</p>	<p>The recipients of the Equity Securities to be issued under the 7.1A Mandate have not yet been determined. However, the recipients of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.</p> <p>The Company will determine the recipients at the time of the issue under the 7.1A Mandate, having regard to the following factors:</p> <p>(a) the purpose of the issue;</p> <p>(b) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue, share purchase plan, placement or other offer where existing Shareholders may participate;</p> <p>(c) the effect of the issue of the Equity Securities on the control of the Company;</p> <p>(d) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;</p> <p>(e) prevailing market conditions; and</p> <p>(f) advice from corporate, financial and broking advisers (if applicable).</p>
<p>Previous approval under Listing Rule 7.1A.2</p>	<p>The Company previously obtained approval from its Shareholders pursuant to Listing Rule 7.1A at its annual general meeting held on 30 November 2023 (Previous Approval).</p> <p>During the 12-month period preceding the date of the Meeting, being on and from 28 November 2024, the Company issued 227,168,654 Shares pursuant to the Previous Approval (Previous Issue), which represent approximately 21.61% of the total diluted number of Equity Securities on issue in the Company on 28 November 2023, which was 1,051,061,457.</p> <p>Further details of the issues of Equity Securities by the Company pursuant to Listing Rule 7.1A.2 during the 12 month period preceding the date of the Meeting are set out in Schedule 1.</p>
<p>Voting exclusion statement</p>	<p>As at the date of this Notice, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A. Accordingly, a voting exclusion statement is not included in this Notice.</p>

5. BACKGROUND TO RESOLUTIONS 4 TO 11

5.1 Placement

On 9 October 2024, the Company announced it had received firm commitments from professional and sophisticated investors (**Placement Participants**) for a placement of 300,000,000 Shares at an issue price of \$0.004 per Share (**Placement Share**) to raise \$1,200,000 (before costs) (**Placement**).

Subject to Shareholder approval, the Company also agreed to issue the Placement Participants one (1) free attaching Option for every one (1) Placement Share subscribed for and issued, exercisable at \$0.01 each on or before the date that is three (3) years from the date of issue (**Placement Options**) (being the subject of Resolution 6).

On 17 October 2024, 169,597,491 Shares were issued pursuant to the Company's placement capacity under Listing Rule 7.1 (being, the subject of Resolution 4) and 130,402,509 Shares were issued on pursuant to the Company's placement capacity under Listing Rule 7.1A (being, the subject of Resolution 5).

The Company seeks shareholder approval for the issue of additional securities to Directors, Mr David Lenigas, Mr Simon Andrew and Mr Edward Mead, on the same terms as the Placement, by subscribing for an aggregate of 30,000,000 Placement Shares and 30,000,000 Placement Options (on the same terms as the Placement Options) (**Director Securities**).

The Company also seeks approval for the issue of shares to the Company Secretary, Ms Oonagh Malone, on the same terms as the Placement, by subscribing for an aggregate of 10,000,000 Placement Shares and 10,000,000 Placement Options (on the same terms as the Placement Options) (**Secretary Securities**).

Accordingly, Resolutions 8, 9 and 10 seek Shareholder approval for the issue of the Director Securities to Messrs Lenigas, Mead and Andrew (or their nominee/s), and Resolution 11 seeks Shareholder approval for the issue of the Secretary Securities to Ms Malone.

5.2 Use of funds

The funds raised from the Placement are to be applied towards funding exploration and development of the Company's existing assets, including the Northern Zone Gold Project, as well as the newly acquired Saint John Project and for general working capital.

5.3 Lead Manager - Placement

The Company entered into a lead manager mandate with Eli Capital Pty Ltd (ACN 677 156 320) (AFSL 405 469) (**Lead Manager**), to act as lead manager to the Placement (**Lead Manager Mandate**). Under the Lead Manager Mandate, the Lead Manager will receive the following:

- (a) a capital raising fee equal to 5% (plus GST) of the gross proceeds raised under the Placement;
- (b) a management equal to 1% (plus GST) of the gross proceeds raised under the Placement; and
- (c) subject to Shareholder approval, 15,000,000 Options (on the same terms as the Placement Options) (**Broker Options**) (being the subject of Resolution 7).

Further details regarding the Placement are set out in the Company's announcement dated 9 October 2024.

6. RESOLUTION 4 AND 5 – RATIFICATION OF PRIOR ISSUE OF PLACEMENT SHARES - LISTING RULES 7.1 AND 7.1A

6.1 General

As set out in Section 5.1, on 17 October 2024, the Company issued 300,000,000 Placement Shares at an issue price of \$0.004 per Placement Share to raise \$1,200,000 (before costs).

169,597,491 Shares were issued pursuant to the Company's placement capacity under Listing Rule 7.1 (being, the subject of Resolution 4) and 130,402,509 Shares were issued on

17 October 2024 pursuant to the Company's placement capacity under Listing Rule 7.1A (being, the subject of Resolution 5).

These Resolutions seek Shareholder ratification for the purposes of Listing Rule 7.4 for the issue of an aggregate of 300,000,000 Shares at an issue price of \$0.004 per Share to raise \$1,200,000 (before costs).

6.2 Listing Rules 7.1 and 7.1A

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that 12 month period.

Under Listing Rule 7.1A however, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25%. The Company obtained this approval at its annual general meeting held on 30 November 2023. The Company's ability to utilise the additional 10% capacity is conditional on Resolution 3 being passed at this Meeting.

The issue does not fit within any of the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 25% limit in Listing Rules 7.1 and 7.1A, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 and 7.1A for the 12 month period following the date of the issue.

6.3 Listing Rule 7.4

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the company's capacity to issue further equity securities without shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue.

6.4 Technical information required by Listing Rule 14.1A

If these Resolutions are passed, the issue will be excluded in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of the issue.

If these Resolutions are not passed, the issue will be included in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively decreasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of the issue.

The Company's ability to utilise the additional 10% capacity provided for in Listing Rule 7.1A remains conditional on Resolution 3 being passed at this Meeting.

6.5 Technical information required by Listing Rules 7.4 and 7.5

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities were issued or the basis on which those persons were identified/selected	Professional and sophisticated investors who were identified through a bookbuild process, which involved Eli Capital Pty Ltd (ACN 677 156 320) (AFSL 405 469) seeking expressions of interest to participate in the capital raising from non-related parties of the Company. The Company confirms that no Material Persons were issued more than 1% of the issued capital of the Company.
Number and class of Securities issued	300,000,000 Shares were issued on the following basis:

REQUIRED INFORMATION	DETAILS
	(a) 169,597,491 Shares were issued under Listing Rule 7.1 (ratification of which is sought under Resolution 4); and (b) 130,402,509 Shares issued pursuant to Listing Rule 7.1A (ratification of which is sought under Resolution 5).
Terms of Securities	The Shares were fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
Date(s) on or by which the Securities were issued	17 October 2024.
Price or other consideration the Company received for the Securities	\$0.004 per Share for Shares issued pursuant to Listing Rule 7.1 and Listing Rule 7.1A.
Purpose of the issue, including the intended use of any funds raised by the issue	Refer to Section 5.2 for details of the proposed use of funds.
Summary of material terms of agreement to issue	The Shares are not being issued under an agreement.
Voting Exclusion Statement	A voting exclusion statement applies to this Resolution.
Compliance	The issue did not breach Listing Rule 7.1.

7. RESOLUTION 6 – APPROVAL TO ISSUE PLACEMENT OPTIONS

7.1 General

As set out in Section 5.1, the Company offered, subject to Shareholder approval, the Placement Participants the opportunity to subscribe for one (1) Placement Option for everyone (1) Placement Shares subscribed for and issued.

Therefore, this Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of 300,000,000 free attaching Placement Options to the Placement Participants.

7.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 6.2 above.

The proposed issue falls within exception 17 of Listing Rule 7.2. It therefore requires the approval of Shareholders under Listing Rule 7.1.

7.3 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue. In addition, the issue will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If this Resolution is not passed, the Company will not be able to proceed with the issue of the Placement Options and the Company may potentially consider alternate ways to incentivise the Placement Participants.

7.4 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected	Placement Participants (or their nominee/s), being professional and sophisticated investors who are clients of the Lead Manager and who participated in the Placement. The Company confirms that no Material Persons will be issued more than 1% of the issued capital of the Company.

REQUIRED INFORMATION	DETAILS
Number of Securities and class to be issued	The maximum number of Placement Options to be issued is equal to 100% of the number of Shares to be issued (being approximately 300,000,000 Placement Options) as the Placement Options will be issued free attaching with the Shares on a 1:1 basis.
Terms of Securities	The Placement Options will be issued on the terms and conditions set out in Schedule 2.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Securities within 5 Business Days of the Meeting. In any event, the Company will not issue any Securities later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Price or other consideration the Company will receive for the Securities	This issue price of the Placement Options will be nil as the Placement Options will be issued free attaching to the Placement Shares on a one for one basis.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue of the Placement Options is to incentivise the Placement Participants.
Summary of material terms of agreement to issue	The Placement Options are not being issued under an agreement.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

8. RESOLUTION 7 – APPROVAL TO ISSUE BROKER OPTIONS TO ELI CAPITAL PTY LTD

8.1 General

As set out in Section 5.3, the Company has agreed to issue, subject to Shareholder approval, 15,000,000 Broker Options to the Lead Manager pursuant to the Lead Manager Mandate.

The Company seeks Shareholder approval pursuant to Resolution 7 for the issue of the Broker Options to the Lead Manager.

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of the Broker Options to the Lead Manager.

A summary of Listing Rule 7.1 is set out in Section 6.2 above.

The proposed issue falls within exception 17 of Listing Rule 7.2. It therefore requires the approval of Shareholders under Listing Rule 7.1.

8.2 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue. In addition, the issue will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If this Resolution is not passed, the Company will not be able to proceed with the issue. In addition, the issue of the Broker Options will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

8.3 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected	The Lead Manager (or its nominee/s). The Company confirms that no Material Persons will be issued more than 1% of the issued capital of the Company.

REQUIRED INFORMATION	DETAILS
Number of Securities and class to be issued	15,000,000 Options will be issued.
Terms of Securities	The Options will be issued on the terms and conditions set out in Schedule 2.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Securities within 5 Business Days of the Meeting. In any event, the Company will not issue any Securities later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Price or other consideration the Company will receive for the Securities	The Securities will be issued at a nil issue price, in consideration for lead manager services provided by the Lead Manager in relation to the Placement.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue is to satisfy the Company's obligations under the Lead Manager Mandate
Summary of material terms of agreement to issue	The Broker Options are being issued to the Lead Manager under the Lead Manager Mandate. A summary of the material terms of the Lead Manager Mandate is set out in Section 5.3.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

9. RESOLUTIONS 8 TO 10 – ISSUE OF SHARES TO DIRECTORS

9.1 General

As set out in Section 5.1, the Company seeks approval for the issue of the following securities to Directors:

- (a) 12,500,000 Placement Shares and 12,500,000 Placement Options to Mr Lenigas (or his nominee/s) (Resolution 8);
- (b) 12,500,000 Placement Shares and 12,500,000 Placement Options to Mr Mead (or his nominee/s) (Resolution 9); and
- (c) 5,000,000 Placement Shares and 5,000,000 Placement Options to Mr Andrew (or his nominee/s) (Resolution 10).

Accordingly, Resolutions 8, 9 and 10 seek Shareholder approval for the issue of the Director Securities to Messrs Lenigas, Mead and Andrew (or their nominee/s), to enable the Directors to participate in the Company's capital raising activities on the same terms as unrelated participants in the Placement.

9.2 Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act requires that for a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The issue of the Director Securities to Messrs Lenigas, Mead and Andrew (or their nominee(s)) constitutes giving a financial benefit and Messrs Lenigas, Mead and Andrew are related parties of the Company by virtue of being Directors.

The Directors (other than Mr Lenigas who has a material personal interest in the Resolution) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue because the Director Securities will be issued to Mr Lenigas (or his nominee(s)) on the same terms as Placement Shares and Placement Options issued to the Placement Participants and as such the giving of the financial benefit is on arm's length terms and not intended to form part of Mr Lenigas's remuneration.

The Directors (other than Mr Mead who has a material personal interest in the Resolution) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue because the Director Securities will be issued to Mr Mead (or his nominee(s)) on the same terms as Placement Shares and Placement Options issued to the Placement Participants and as such the giving of the financial benefit is on arm's length terms and not intended to form part of Mr Mead's remuneration.

The Directors (other than Mr Andrew who has a material personal interest in the Resolution) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue because the Director Securities will be issued to Mr Andrew (or his nominee(s)) on the same terms as Placement Shares and Placement Options issued to the Placement Participants and as such the giving of the financial benefit is on arm's length terms and not intended to form part of Mr Andrew's remuneration.

9.3 Listing Rule 10.11

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue equity securities to:

- 10.11.1 a related party;
- 10.11.2 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the company;
- 10.11.3 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so;
- 10.11.4 an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or
- 10.11.5 a person whose relationship with the company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders,

unless it obtains the approval of its shareholders.

The issue falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of Shareholders under Listing Rule 10.11.

9.4 Technical information required by Listing Rule 14.1A

If this Resolutions 8 to 11 are passed, the Company will be able to proceed with the issue of the Director Securities within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules) and will raise additional funds which will be used in the manner set out in Section 5.2. As approval pursuant to Listing Rule 7.1 is not required for the Director Securities (because approval is being obtained under Listing Rule 10.11), the issue will not use up any of the Company's 15% annual placement capacity.

If Resolutions 8 to 10 are not passed, the Company will not be able to proceed with the issue of the Director Securities and no further funds will be raised.

9.5 Technical Information required by Listing Rule 10.13

REQUIRED INFORMATION	DETAILS OF RESOLUTIONS 8 TO 10
Name of the person to whom Director Securities will be issued	Messrs Lenigas, Mead and Andrew (or their nominee/s)

REQUIRED INFORMATION	DETAILS OF RESOLUTIONS 8 TO 10
Categorisation under Listing Rule 10.11	Messrs Lenigas, Mead and Andrew fall within the category set out in Listing Rule 10.11.1 as they are related parties of the Company by virtue of being Directors. Any nominee(s) of Messrs Lenigas, Mead and Andrew who receive Director Securities may constitute 'associates' for the purposes of Listing Rule 10.11.4.
Number of Securities and class to be issued	Up to 30,000,000 Placement Shares and Placement Options to be issued is 30,000,000.
Terms of Director Securities	The Placement Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares. The Placement Options will be issued on the same terms and conditions as the Placement Options, set out in Schedule 2.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Securities within 5 Business Days of the Meeting. In any event, the Company will not issue any Securities later than one month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Price or other consideration the Company will receive for the Securities	\$0.004 per Placement Share and nil per Placement Option as the Options will be issued free attaching with the Shares on a 1:1 basis.
Purpose of the issue, including the intended use of any funds raised by the issue	Refer to Section 5.2 for details of the proposed use of funds.
Summary of material terms of agreement to issue	The Director Securities are not being issued under an agreement
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

10. RESOLUTION 11 – ISSUE OF SHARES TO OONAGH MALONE

10.1 General

As set out in Section 5.1, the Company is seeking approval for the issue of securities to Ms Malone on the same terms as the Placement. This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of up to 10,00,000 Shares to Company Secretary, Ms Malone at an issue price of \$0.004 per Share, together with one (1) free attaching Option for every one (1) Share subscribed for and issued, to raise up to \$40,000. The Options will be exercisable at \$ \$0.01 each on or before three years from the date of issue and otherwise on the terms and conditions set out in Schedule 2.

A summary of Listing Rule 7.1 is set out in Section 6.2 above.

The proposed issue does not fit within any of the exceptions set out in Listing Rule 7.2. While the issue does not exceed the 15% limit in Listing Rule 7.1 and can therefore be made without breaching that rule, the Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder approval pursuant to Listing Rule 7.1 so that it does not use up any of its 15% placement capacity under Listing Rule 7.1.

10.2 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue. In addition, the issue will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If this Resolution is not passed, the issue can still proceed but it will reduce, to that extent, the Company's capacity to issue equity securities without Shareholder approval under Listing Rule 7.1 for 12 months following the issue.

10.3 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected	Ms Malone (or her nominee/s) The Company confirms that no Material Persons will be issued more than 1% of the issued capital of the Company.
Number of Securities and class to be issued	Up to 10,000,000 Placement Shares and Placement Options to be issued is 10,000,000.
Terms of Securities	The Placement Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares. The Placement Options will be issued on the terms and conditions set out in Schedule 2.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Secretary Securities within 5 Business Days of the Meeting. In any event, the Company will not issue any Securities later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Price or other consideration the Company will receive for the Securities	\$0.004 per Placement Share and nil per Placement Option as the Options will be issued free attaching with the Shares on a 1:1 basis.
Purpose of the issue, including the intended use of any funds raised by the issue	Refer to Section 5.2 for details of the proposed use of funds.
Summary of material terms of agreement to issue	The Secretary Securities are not being issued under an agreement
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

11. RESOLUTION 12 – APPROVAL TO ISSUE FACILITATOR SHARES AND OPTIONS TO ARCADIA CORPORATE

11.1 Saint John Project Transaction

As announced by the Company on 9 October 2024, the Company and Arcadia Corporate Pty Ltd (ACN 646 431 905) (**Arcadia**) have entered an introduction agreement dated 7 October 2024 pursuant to which the Company will be introduced to the Mr Robert Murray and his affiliated entity, Geosearcher Inc (**Vendor**) (**Introduction Agreement**). The Vendor owns 100% of the Saint John Project.

11.2 Consideration for the Introduction Agreement

Subject to the Company obtaining the required Shareholder approvals, in consideration for introduction and facilitation services provided in relation to the Saint John Project, the Company is proposing to issue the following consideration securities:

- (a) 18,750,000 Shares at a deemed issue price of \$0.004 per Share (**Arcadia Shares**); and

- (b) 9,375,000 Options exercisable at \$0.008 and expiring 3 years from date of issue (**Arcadia Options**),

together, the **Arcadia Securities**.

11.3 General

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of the Arcadia Shares and the Arcadia Options to Arcadia.

A summary of Listing Rule 7.1 is set out in Section 6.2 above.

The proposed issue falls within exception 17 of Listing Rule 7.2. It therefore requires the approval of Shareholders under Listing Rule 7.1.

11.4 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue. In addition, the issue will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If this Resolution and Resolution is not passed, the Company will not be able to proceed with the issue and the Company will not be able to meet its obligations under the Introduction Agreement until such time as the Company has capacity to issue the securities under Listing Rule 7.1.

11.5 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected	Arcadia. The Company confirms that no Material Persons will be issued more than 1% of the issued capital of the Company.
Number of Securities and class to be issued	18,750,000 Shares and 9,375,000 Options.
Terms of Securities	The Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares. The Options will be issued on the terms and conditions set out in Schedule 3.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Securities within 5 Business Days of the Meeting. In any event, the Company will not issue any Securities later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Price or other consideration the Company will receive for the Securities	The Arcadia Securities will be issued to Arcadia at a nil issue price, in consideration for the introduction and facilitation services provided in relation to the Saint John transaction
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue is to will be to satisfy the Company's obligations under the Introduction Agreement
Summary of material terms of agreement to issue	The Arcadia Securities are being issued under the Introduction Agreement, a summary of the material terms of which is set out in Schedule 4.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

SCHEDULE 1 – ISSUES OF EQUITY SECURITIES UNDER LISTING RULE 7.1A SINCE 28 NOVEMBER 2023

DATE	RECIPIENTS	NUMBER AND CLASS OF EQUITY SECURITIES ISSUED	ISSUE PRICE AND DISCOUNT TO MARKET PRICE (IF APPLICABLE) ¹	TOTAL CASH CONSIDERATION AND USE OF FUNDS
Issue – 17 October 2024 Appendix 2A – 17 October 2024	Professional and sophisticated investors as part of a placement announced on 9 October 2024. The placement participants were identified through a bookbuild process, which involved the lead manager, Eli Capital Pty Ltd, seeking expressions of interest to participate in the placement from non-related parties of the Company.	130,402,509 Shares ²	\$0.004 (representing a 25% premium to Market Price of 0.003)	Amount raised or to be raised: \$521,610 Amount spent: Nil Amount remaining: \$521,610 Proposed use of remaining funds: ³ Funding exploration and development of the Company's existing assets, including the Northern Zone Gold Project, as well as the newly acquired Saint John Project and for general working capital.
Issue – 16 May 2024 Appendix 2A – 16 May 2024	Professional and sophisticated investors as part of a placement announced on 13 May 2024. The placement participants were identified through a bookbuild process, which involved the Company seeking expressions of interest to participate in the placement from non-related parties of the Company.	96,766,145 Shares ²	\$0.0055 (representing a discount to Market Price of 31.25%)	Amount raised or to be raised: \$532,213 Amount spent: \$532,213 Use of funds: General working capital purposes and on accelerating exploration drilling efforts on the Northern Zone Gold Project located 25km east of Kalgoorlie in Western Australia. Amount remaining: Nil

Notes:

1. Market Price means the closing price of Shares on ASX (excluding special crossings, overnight sales and exchange traded option exercises). For the purposes of this table the discount is calculated on the Market Price on the last trading day on which a sale was recorded prior to the date of issue of the relevant Equity Securities.
2. Fully paid ordinary shares in the capital of the Company, ASX Code: RGL (terms are set out in the Constitution).
3. This is a statement of current intentions as at the date of this Notice. As with any budget, intervening events and new circumstances have the potential to affect the manner in which the funds are ultimately applied. The Board reserves the right to alter the way the funds are applied on this basis.

SCHEDULE 2 – TERMS AND CONDITIONS OF PLACEMENT OPTIONS AND BROKER OPTIONS

(a) **Entitlement**

Each Option entitles the holder to subscribe for one Share upon exercise of the Option.

(b) **Exercise Price**

Subject to paragraph (i), the amount payable upon exercise of each Option will be \$0.01 (**Exercise Price**).

(c) **Expiry Date**

Each Option will expire at 5:00 pm (WST) on the date that is three years from the date of issue (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Exercise Period**

The Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).

(e) **Notice of Exercise**

The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

(f) **Exercise Date**

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).

(g) **Timing of issue of Shares on exercise**

Within five Business Days after the Exercise Date, the Company will:

- (i) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
- (iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

If a notice delivered under (g)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(h) **Shares issued on exercise**

Shares issued on exercise of the Options rank equally with the then issued shares of the Company.

(i) **Quotation of Shares issued on exercise**

Application will be made by the Company to ASX for quotation of the Shares issued upon exercise of the Options.

(j) **Reconstruction of capital**

If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

(k) **Participation in new issues**

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.

(l) **Change in exercise price**

An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.

(m) **Transferability**

The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

SCHEDULE 3 – TERMS AND CONDITIONS OF ARCADIA OPTIONS

(a) **Entitlement**

Each Option entitles the holder to subscribe for one Share upon exercise of the Option.

(b) **Exercise Price**

Subject to paragraph (i), the amount payable upon exercise of each Option will be \$0.008 (**Exercise Price**).

(c) **Expiry Date**

Each Option will expire at 5:00 pm (WST) on the date that is three years from the date of issue (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Exercise Period**

The Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).

(e) **Notice of Exercise**

The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

(f) **Exercise Date**

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).

(g) **Timing of issue of Shares on exercise**

Within five Business Days after the Exercise Date, the Company will:

- (i) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
- (iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

If a notice delivered under (g)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(h) **Shares issued on exercise**

Shares issued on exercise of the Options rank equally with the then issued shares of the Company.

(i) **Quotation of Shares issued on exercise**

Application will be made by the Company to ASX for quotation of the Shares issued upon exercise of the Options.

(j) **Reconstruction of capital**

If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

(k) **Participation in new issues**

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.

(l) **Change in exercise price**

An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.

(m) **Transferability**

The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

SCHEDULE 4 – MATERIAL TERMS OF THE INTRODUCTION AGREEMENT

Parties	Riversgold Ltd (“ Company ”) AND Arcadia Corporate Pty Ltd (Arcadia) (“ Arcadia ”)
Consideration	<p>The Company was introduced to Mr Robert Murray and his affiliated entity, Geosearcher Inc (Vendor) for a potential acquisition, earn-in or JV of the Projects by the Company (whether directly or indirectly) (Introduction) (Transaction). The Vendor owns 100% of the mineral claims #9106, #10655 & #10729, referred to as the “Little LePreau to Shadow Lake Projects” (Projects). The Company received the Introduction, for the following consideration:</p> <p>Introduction Fee</p> <p>(a) Subject to the successful consummation of a Transaction between the Company and the Vendor for the Projects, and subject to Shareholder approval under Resolution 12 of this Notice, the Company agrees to pay to Arcadia (or its nominees) a total of A\$150,000 plus GST (Introduction Fee).</p> <p style="padding-left: 40px;">(i) The Introduction Fee will be payable as follows:</p> <p style="padding-left: 80px;">(A) \$75,000 payable by way of fully paid ordinary shares in the capital of RGL (Shares) having a deemed issue price of \$0.004 per Share, together with one (1) free attaching option for every (2) Shares issued having an exercise price of \$0.008 per Share and expiring on that day which is three (3) years from their date of issue (Introduction Securities);</p> <p style="padding-left: 80px;">(B) \$75,000 payable in cash by way of electronic transfer into a bank account (or accounts) as directed by Arcadia; and</p> <p style="padding-left: 80px;">(C) the GST component of the Introduction Fee (being, \$15,000) to be payable by way of cash into a bank account nominated by Arcadia.</p> <p>(b) The Introduction Fee will be paid in full to Arcadia on that date on which completion occurs pursuant to the Transaction (or if such consideration is payable in tranches, that date on which the initial tranche of consideration shares is issued to the Vendor).</p>
Shareholder approval	The issue of the Introduction Securities is subject to the Company receiving Shareholder approval to issue the Introduction Securities at the Annual General Meeting dated on or about 28 November 2024 (AGM). If Shareholder approval is not obtained at the AGM, the Company agrees to then issue the Introduction Securities pursuant to its share placement capacity immediately following the AGM.
Term	1 year
Termination	This agreement may be terminated by either party at any time on 14 days written notice, subject to survival of the Introduction Fee.

Right to Introduction Fee	Such right to the Introduction Fee will continue to apply within 12 months following termination of this letter agreement if the Company (or its nominees): (a) proceed with a Transaction with the Vendor for the Projects (whether directly or indirectly) (b) attempt in any way to circumvent Arcadia and deal directly or indirectly with the Vendor in relation to the Projects for a potential transaction.
Escrow	The Company agrees that the Introduction Securities will not be subject to any voluntary escrow or holding lock restrictions.
Other Terms	Customary terms for agreements of this nature, including in relation to governing law and sole understanding.

GLOSSARY

\$ means Australian dollars.

7.1A Mandate has the meaning given in Section 4.1.

Arcadia means Arcadia Corporate Pty Ltd (ACN 646 431 905).

Arcadia Options has the meaning given in Section 10.2.

Arcadia Securities has the meaning given in Section 10.2.

Arcadia Shares has the meaning given in Section 10.2.

ASIC means the Australian Securities & Investments Commission.

ASX means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

Board means the current board of directors of the Company.

Broker Options has the meaning given to it in Section 5.3 and on the terms and conditions set out in Schedule 1.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Chair means the chair of the Meeting.

Closely Related Party of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the Corporations Regulations 2001 (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.

Company means Riversgold Limited (ACN 617 614 598).

Secretary Securities has the meaning given to it in Section 5.1.

Constitution means the Company's constitution.

Corporations Act means the *Corporations Act 2001* (Cth).

Directors means the current directors of the Company.

Director Securities has the meaning given to it in Section 5.1.

Eligible Entity means an entity which is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300,000,000 or less.

Equity Securities includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security.

Explanatory Statement means the explanatory statement accompanying the Notice.

Introduction Agreement has the meaning given in Section 10.1.

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

Lead Manager means Eli Capital Pty Ltd (ACN 677 156 320) (AFSL 405 469).

Lead Manager Mandate has the meaning given to it in Section 5.3.

Listing Rules means the Listing Rules of ASX.

Managing Director means the managing director of the Company who may, in accordance with the Listing Rules, continue to hold office indefinitely without being re-elected to the office.

Material Person means a related party of the Company, member of the Key Management Personnel, substantial holder of the Company, adviser of the Company or associate of any of these parties.

Meeting means the meeting convened by the Notice.

Notice means this notice of meeting including the Explanatory Statement and the Proxy Form.

Option means an option to acquire a Share.

Placement has the meaning given to it in Section 5.1.

Placement Options has the meaning given to it in Section 5.1 and on the terms and conditions set out in Schedule 1.

Placement Participants has the meaning given to it in Section 5.1.

Placement Shares has the meaning given to it in Section 5.1.

Proxy Form means the proxy form accompanying the Notice.

Remuneration Report means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 30 June 2024.

Resolutions means the resolutions set out in the Notice, or any one of them, as the context requires.

Section means a section of the Explanatory Statement.

Security means a Share or Option (as applicable).

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a registered holder of a Share.

Variable A means "A" as set out in the formula in Listing Rule 7.1A.2.

Vendor has the meaning given in Section 10.1.

WST means Western Standard Time as observed in Perth, Western Australia.

PROXY FORM

Your proxy voting instruction must be received by **02.00pm (AWST) on Tuesday, 26 November 2024**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of Key Management Personnel.

STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

Individual: Where the holding is in one name, the Shareholder must sign.

Joint holding: Where the holding is in more than one name, all Shareholders should sign.

Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automicgroup.com.au>.

Lodging your Proxy Voting Form:

Online

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/loginsah> or scan the QR code below using your smartphone

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.



BY MAIL:

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Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

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BY FACSIMILE:

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