



Announcement Summary

---

**Entity name**

RIVERSGOLD LIMITED

**Announcement Type**

New announcement

**Date of this announcement**

13/12/2024

**The Proposed issue is:**

A non pro rata offer of securities under a disclosure document or product disclosure statement (PDS)

**Total number of +securities proposed to be issued for a non pro rata offer of securities under a disclosure document or product disclosure statement (PDS)**

<b>ASX +security code</b>	<b>+Security description</b>	<b>Maximum Number of +securities to be issued</b>
New class-code to be confirmed	Options exercisable at \$0.01	355000000

**Closing date for receipt of acceptances**

18/12/2024

**Proposed +issue date**

20/12/2024

Refer to next page for full details of the announcement



Part 1 - Entity and announcement details

---

**1.1 Name of +Entity**

RIVERSGOLD LIMITED

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

If the +securities are being offered under a +disclosure document or +PDS and are intended to be quoted on ASX, we also apply for quotation of all of the +securities that may be issued under the +disclosure document or +PDS on the terms set out in Appendix 2A of the ASX Listing Rules (on the understanding that once the final number of +securities issued under the +disclosure document or +PDS is known, in accordance with Listing Rule 3.10.3C, we will complete and lodge with ASX an Appendix 2A online form notifying ASX of their issue and applying for their quotation).

**1.2 Registered Number Type**

ABN

**Registration Number**

64617614598

**1.3 ASX issuer code**

RGL

**1.4 The announcement is**

New announcement

**1.5 Date of this announcement**

13/12/2024

**1.6 The Proposed issue is:**

A non-+pro rata offer of +securities under a +disclosure document or +PDS



Part 5 - Details of proposed non-pro rata offer under a +disclosure document or +PDS

Part 5A - Conditions

**5A.1 Do any external approvals need to be obtained or other conditions satisfied before the non-pro rata offer of +securities under a +disclosure document or + PDS can proceed on an unconditional basis?**

No

Part 5B - Offer details

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

New class

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

No

Details of +securities proposed to be issued

**ISIN Code (if Issuer is a foreign company and +securities do not have +CDIs issued over them)**

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

No

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

Yes

**ASX +security code**

New class-code to be confirmed

**+Security description**

Options exercisable at \$0.01

**+Security type**

Options

**The number of +securities to be offered under the +disclosure document or +PDS**

355,000,000

**Will the offer be conditional on applications for a minimum number of +securities being received or a minimum amount being raised (i.e. a minimum subscription condition)?**

No

**Will individual security holders be required to accept the offer for a minimum number or value of +securities (i.e. a minimum acceptance condition)?**

No



**Will individual security holders be limited to accepting the offer for a maximum number or value of +securities (i.e. a maximum acceptance condition)?**

No

**Offer price details**

**Has the offer price been determined?**

No

**How and when will the offer price be determined?**

Offer price is nil

**Will the offer price be determined by way of a bookbuild?**

No

**Oversubscription & Scale back details**

**Will the entity be entitled to accept over-subscriptions?**

No

**Will a scale back be applied if the offer is over-subscribed?**

No

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

Yes

Options details

<b>+Security currency</b>	<b>Exercise price</b>	<b>Expiry date</b>
AUD - Australian Dollar	AUD 0.0100	

**Details of the type of +security that will be issued if the option is exercised**

RGL : ORDINARY FULLY PAID

**Number of securities that will be issued if the option is exercised**

One fully paid ordinary share (ASX:RGL)

**Please provide a URL link for a document lodged with ASX setting out the material terms of the +securities proposed to be issued or provide the information by separate announcement.**

<https://announcements.asx.com.au/asxpdf/20241213/pdf/06cmtlcsj5f9vy.pdf>

Part 5C - Timetable

**5C.1 Lodgement date of +disclosure document or +PDS with ASIC**

13/12/2024

**5C.2 Date when +disclosure document or +PDS and acceptance forms will**



**be made available to investors**

16/12/2024

**5C.3 Offer open date**

16/12/2024

**5C.4 Closing date for receipt of acceptances**

18/12/2024

**5C.6 Proposed +issue date**

20/12/2024

Part 5D - Listing Rule requirements

---

**5D.1 Has the entity obtained, or is it obtaining, +security holder approval for the entire issue under listing rule 7.1?**

Yes

**5D.1a Date of meeting or proposed meeting to approve the issue under listing rule 7.1**

28/11/2024

**5D.2 Is a party referred to in listing rule 10.11 participating in the proposed issue?**

Yes

Part 5E - Fees and expenses

---

**5E.1 Will there be a lead manager or broker to the proposed offer?**

Yes

**5E.1a Who is the lead manager/broker?**

Eli Capital Pty Ltd acted as lead manager to the placement

**5E.1b What fee, commission or other consideration is payable to them for acting as lead manager/broker?**

1% management fee, 5% placement fee and 15,000,000 options exercisable at \$0.01 expiring 3 years after issue for acting as lead manager to the placement

**5E.2 Is the proposed offer to be underwritten?**

No

**5E.3 Will brokers who lodge acceptances or renunciations on behalf of eligible +security holders be paid a handling fee or commission?**

No

**5E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed offer**

Part 5F - Further Information

---

**5F.01 The purpose(s) for which the entity intends to use the cash raised by the proposed issue**

No cash raised from issue of options

**5F.1 Will the entity be changing its dividend/distribution policy if the proposed offer is successful?**

No



**5F.2 Please explain the entity's allocation policy for the offer, including whether or not acceptances from existing +security holders will be given priority**

One (1) free New Option for every Share subscribed for and allocated under the Placement plus 15,000,000 broker options.

**5F.3 URL on the entity's website where investors can download the +disclosure document or +PDS**

<https://announcements.asx.com.au/asxpdf/20241213/pdf/06cmtlcsj5f9vy.pdf>

**5F.4 Any other information the entity wishes to provide about the proposed offer**