



Quarterly Activities and Cash Flow Report for the period ending 30 June 2015

Australian zinc developer Red River Resources Limited (ASX:RVR) ("Red River" or "the Company") is pleased to report its activities and corporate developments for the June 2015 Quarter.

Highlights

Thalanga Zinc Project

- The Re-Start Study ("Study") in respect of the Thalanga Zinc Project ("Project") was materially advanced during the June quarter. The Study is now expected to be completed in Q3 2015. The Study scope has materially expanded to include assessments for the Thalanga Far West and Waterloo deposits.

Thalanga Zinc Project Exploration and Project Development

- Exploration drilling commenced with an initial 2,250m program targeting induced polarisation ("IP") anomalies that were identified at Thalanga earlier in 2015.
- Red River executed a joint venture agreement with privately held Natural Resources Exploration Group ("NRE") to farm into its Mt Windsor Project.
- JORC 2012 resource estimates were completed for the Lioneville and Waterloo deposits.

Corporate

- During the quarter, the Red River Board was materially strengthened with the appointment of Mr Brett Fletcher as Non-Executive Chairman and Mr Jim Black as Non-Executive Director.
- Red River's interests in the Miaree Joint Venture and the Blythe Joint Venture were acquired by Iron Mountain Mining Ltd. for a nominal payment.

Plans for Q3 2015

- Completion and announcement of Thalanga Zinc Project Re-Start Study.
- Further progression of discussions in respect to offtake for the Thalanga Zinc Project.
- High impact exploration program to continue to test high priority targets.
- Far West Upper resource definition drilling program to commence.

1. Safety & Environmental Performance

A total of 6,027 manhours were worked for the period 1 April 2015 to 30 June 2015, and there were no reportable accidents or incidents during the quarter. The Queensland Government Department of Natural Resources and Mines (Mines Inspectorate) also completed a site visit during the quarter.

No major environmental exceedances were recorded during the wet season. Also, as part of Red River's environmental compliance, under the Thalanga Receiving Environmental Monitoring Program ("REMP"), Red River conducted an aquatic ecology study which established the overall health of the watercourses in the receiving environment, and the report was also finalised.

Ongoing maintenance of pumping infrastructure, site and process plant clean up were also one of the major focus areas during the quarter.

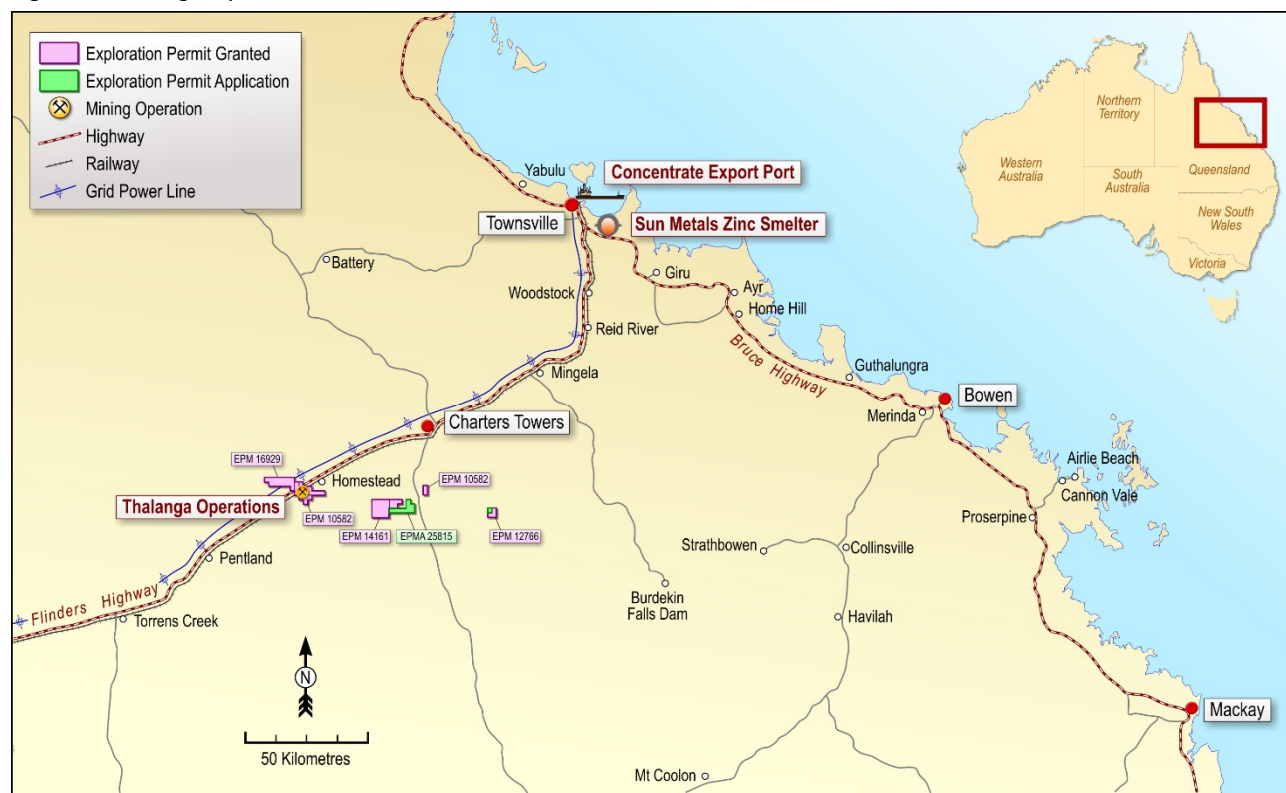
2. Thalanga Operations

The Thalanga Operations are located 60km SW of Charters Towers in Central Queensland (Figure 1) and consist of the following key assets:

- 600ktpa capacity polymetallic processing facility capable of producing separate copper, lead and zinc concentrates;
- Tailings storage facility; and
- Site offices, workshops and change facilities.

Site access is by sealed road, and historically, Thalanga was run as a residential operation, with the workforce predominately living in Charters Towers. The site has been kept on active care & maintenance since it was last operated in early 2012. Red River is aiming to restart production at Thalanga by the end of 2015.

Figure 1 Thalanga Operations Location



3. Thalanga Exploration

An initial 2,250m program targeting IP anomalies that were defined by the Company's recently completed IP survey was commenced during the quarter. The diamond drilling program will first test the Thalanga East Hanging Wall target (IP Line 9) and then the Wattle Tree target (IP Line 3 and 4) – refer to Figure 2 below.

Figure 2 Thalanga Drilling Targets

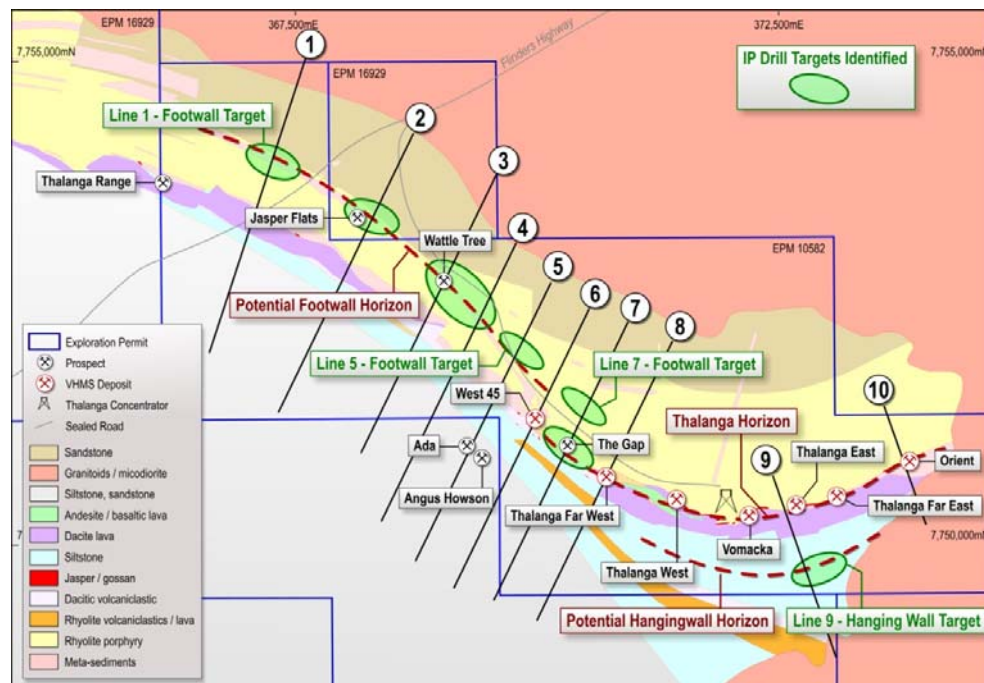


Figure 3 Drilling at Thalanga



4. Liontown-Waterloo Deposits

4.1. Waterloo Resource Estimate

Red River engaged independent mining consultants Mining One to conduct a review of the previous mineral resource estimate for the Waterloo deposit and to restate the resource estimate in compliance with the JORC Code (JORC 2012). The estimate has been classified as Indicated and Inferred Mineral Resources in accordance with the JORC Code (JORC 2012) and supersedes the previously published JORC 2004 resource estimate for the Waterloo deposit (30 June 2011).

For further details on the Waterloo resource estimate please refer to the ASX release “Waterloo Deposit – Updated Mineral Resource Estimate” dated 24 April 2015.

Table 1 Waterloo Mineral Resource Estimate

Resource Category	Tonnage (kt)	Cu (%)	Pb (%)	Zn (%)	Au (g/t)	Ag (g/t)	Zn Eq. (%)
Transition							
Indicated	97	3.2	2.4	14.5	1.6	78	21.7
Inferred	69	0.8	1.1	6.4	0.4	24	7.8
<i>Subtotal</i>	<i>166</i>	<i>2.2</i>	<i>1.9</i>	<i>11.1</i>	<i>1.1</i>	<i>55</i>	<i>15.9</i>
Fresh							
Indicated	309	2.5	2.0	13.0	1.3	65	25.5
Inferred	232	0.9	0.8	8.3	0.4	28	13.0
<i>Subtotal</i>	<i>541</i>	<i>1.8</i>	<i>1.5</i>	<i>11.0</i>	<i>0.9</i>	<i>49</i>	<i>20.1</i>
Total	707	1.9	1.6	11.0	0.9	50	19.1
Oxide							
Inferred	55	0.2	2.3	0.1	3.7	15	-

Source: Mining One Consultants, 7 Feb 2015

Tonnages and grades are rounded. Discrepancies in totals may exist due to rounding.

Zinc equivalent (Zn Eq) has been calculated using the metal selling prices, recoveries and other assumptions contained in Table 2 of the announcement “Waterloo Deposit – Updated Mineral Resource Estimate” dated 24 April 2015. It is Red River’s opinion that all elements included in the metal equivalent calculation have a reasonable potential to be recovered and sold. Zinc equivalent grade was not calculated for the oxide resource

4.2. Liontown Resource Estimate

Red River engaged independent mining consultants Mining One to conduct a review of the previous mineral resource estimate for the Liontown deposit and to restate the resource estimate in compliance with the JORC Code (JORC 2012). The estimate has been classified as Indicated and Inferred Mineral Resources in accordance with the JORC Code (JORC 2012) and supersedes the JORC 2004 resource estimates for Liontown released by Liontown Resources Limited (ASX:LTR) (2 April 2008, Upgraded Resource Statement for the Liontown Deposit).

For further details on the Liontown resource estimate please refer to the ASX release “Liontown Deposit JORC 2012 Resource Estimate” dated 24 June 2015.

Table 2 Lontown Project Resources (>5% Zn Eq.)

Resource Category	Type	Tonnage (kt)	Cu (%)	Pb (%)	Zn (%)	Au (g/t)	Ag (g/t)	Zn Eq. (%)
Indicated	Fresh	334	0.4	1.9	4.6	1.2	20	8.3
	Transition	34	0.5	1.3	4.0	1.4	29	7.6
	Oxide	36	0.7	1.5	4.4	1.7	31	9.0
	<i>Sub Total</i>	<i>403</i>	<i>0.5</i>	<i>1.8</i>	<i>4.6</i>	<i>1.3</i>	<i>21</i>	<i>8.3</i>
Inferred	Fresh	1,586	0.5	1.5	4.6	0.8	28	8.2
	Transition	85	0.7	1.7	5.4	0.4	15	9.4
	Oxide	184	1.0	1.3	4.7	0.8	12	9.3
	<i>Sub Total</i>	<i>1,855</i>	<i>0.5</i>	<i>1.5</i>	<i>4.6</i>	<i>0.8</i>	<i>26</i>	<i>8.4</i>
Total	All	2,258	0.5	1.6	4.6	0.8	25	8.4
Total	Fresh/Trans	2,038	0.5	1.6	4.6	0.8	26	8.3

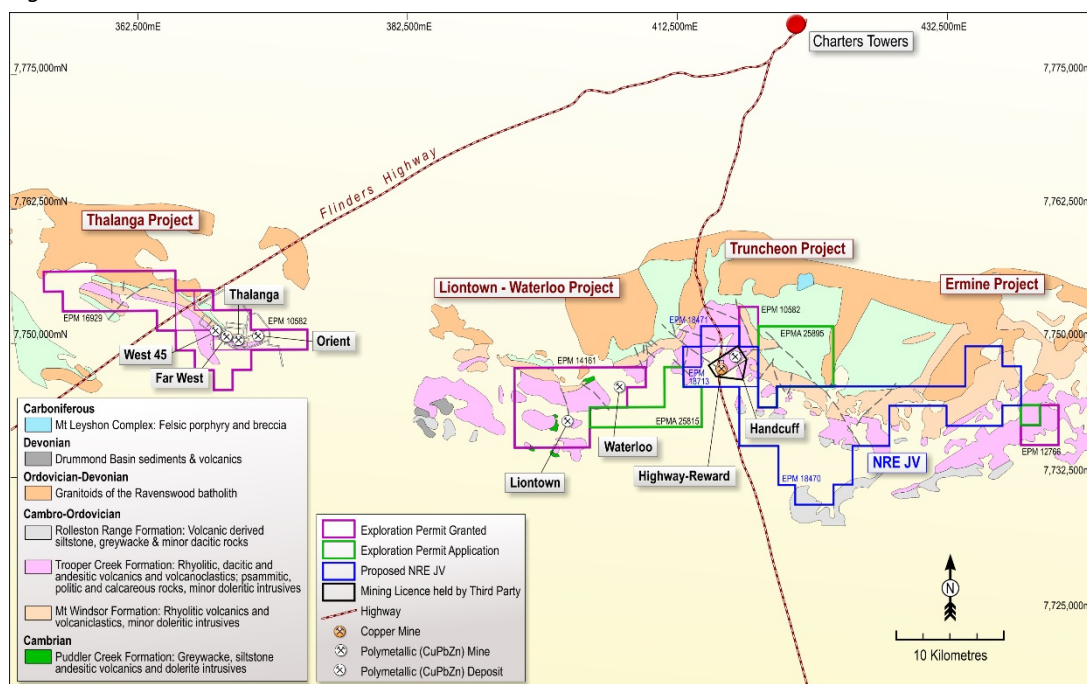
Tonnages and grades are rounded. Discrepancies in totals may exist due to rounding.

Zinc equivalent (Zn Eq.) has been calculated using the metal selling prices, recoveries and other assumptions contained in Table 2 of the announcement "Lontown Deposit JORC 2012 Resource Estimate" dated 24 June 2015. It is Red River's opinion that all elements included in the metal equivalent calculation have a reasonable potential to be recovered and sold.

5. NRE JV

During the quarter, Red River reached an agreement with privately held Natural Resources Exploration Group (NRE) to farm into its Mt Windsor Project. The Mt Windsor Project is contiguous with Red River's Lontown-Waterloo, Truncheon and Ermine Projects and consists of EPM 18470, EPM 18471 and EPM 18713 (the NRE JV) (see Figure 4 below). This transaction consolidates Red River's position in this highly prospective area of the Mt Windsor Belt.

Figure 4 NRE JV



The agreement with NRE provides Red River the opportunity to commence exploration activities in an area of the Belt that hosts known high grade base metal deposits such as Highway-Reward and Handcuff.

Historical production from Highway-Reward was 3.8Mt @ 6.2% Cu and 1g/t Au⁽¹⁾ from open pit and underground mining operations between 1998 and 2005, and the ore produced from Highway-Reward was treated at Red River's Thalanga processing plant. The primary copper mineralisation at Highway-Reward was hosted in two main pyrite (FeS₂) - chalcopyrite (CuFeS₂) pipes (Highway and Reward) and overlaying the primary mineralisation was a high grade supergene chalcocite (Cu₂S) – covellite (CuS) rich zone which had a historical non-JORC compliant resource 0.75Mt @ 8.7% Cu⁽²⁾

Handcuff has a historical non-JORC compliant resource of 1Mt @ 0.4% Cu, 0.2% Pb and 7.4% Zn⁽³⁾ and has seen little or no exploration activity since the mid-1990s.

- (1) Grange Resources Limited Public Disclosure
- (2) Beams S.D., Dronseika V. and Doyle M.G. (1998) The exploration history, geology and geochemistry of the polymetallic Highway-Reward deposit, Mt Windsor Subprovince, pp.189-205 Economic Geology of Northeast Queensland, the 1998 Perspective
- (3) Hutton L. and Withnall I. (2007) Depositional systems, crustal structure and mineralisation in the Thalanga Province, North Queensland, pp 79-86 Mineral Exploration in the Tasmanides, AIG Bulletin 46

Key Agreement Terms

NRE Exploration Pty Ltd (EPM 18713)

Stage One	Earn a 51% interest by expending A\$540,000 by July 2017
Stage Two	Earn an additional 39% interest (total of 90%) by expending A\$250,000 from July 2017 to July 2019

NRE Base Metals Pty Ltd (EPM 18470)

Stage One	Earn a 51% interest by expending A\$270,000 by May 2016
Stage Two	Earn an additional 39% interest (total of 90%) by expending A\$250,000 from May 2016 to May 2018

NRE Base Metals Pty Ltd (EPM 18471)

Stage One	Earn a 51% interest by expending A\$85,000 by May 2016
Stage Two	Earn an additional 39% interest (total of 90%) by expending A\$250,000 from May 2016 to May 2018

6. Truncheon Prospect

Red River was awarded \$75,000 in funding from Round 9 of the Queensland Government's Future Resources Program – Collaborative Drilling Initiative towards drilling Red River's Truncheon Prospect.

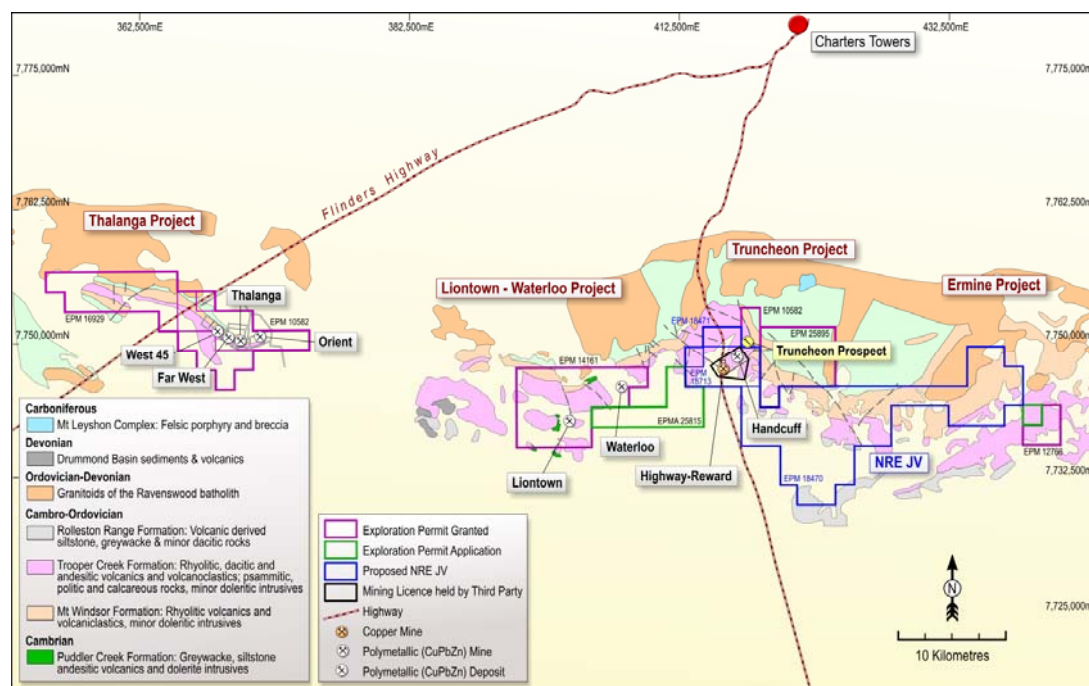
Red River has undertaken reprocessing of historical geophysical data (gravity and induced polarisation chargeability) at Truncheon which has indicated that the Truncheon Prospect anomaly (combined gravity, induced polarisation chargeability and geochemistry) is of similar size and scale to the historical anomaly at the Highway-Reward deposit.

Historical production from Highway-Reward was 3.8Mt @ 6.2% Cu and 1g/t Au⁽¹⁾ from open pit and underground mining operations between 1998 and 2005, and the ore produced from Highway-Reward was treated at Red River's Thalanga processing plant.

Red River proposes to drill 4 drill holes of approximately 500m depth each for a total of 2,000m to test the Truncheon Prospect for high grade copper mineralisation. The drill holes will consist of 150m reverse circulation pre-collars with diamond core tails. Drilling is planned to take place in the second half of 2015

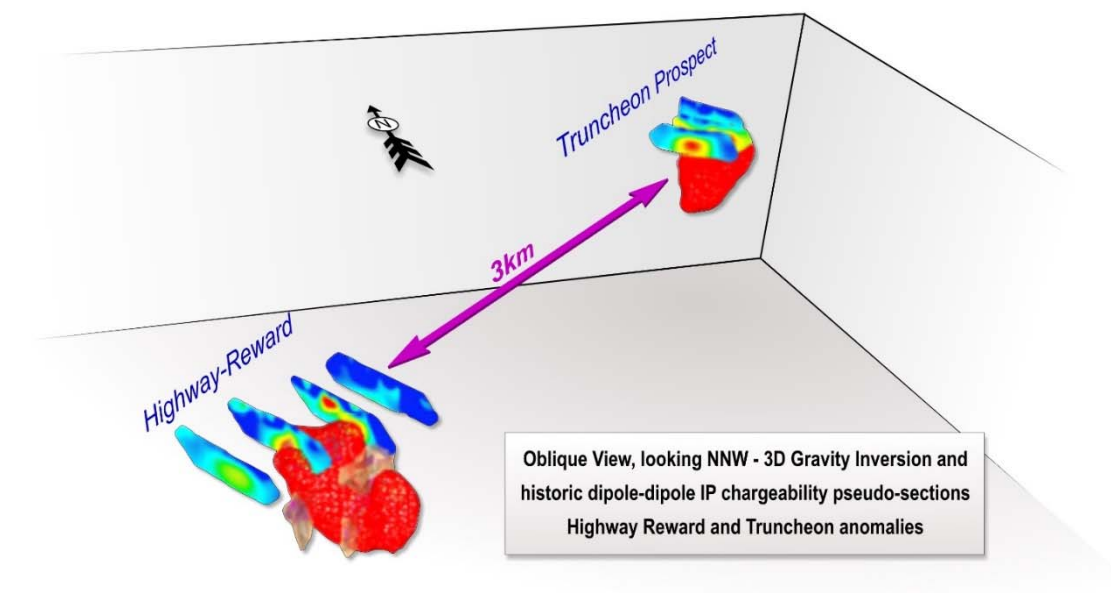
(1) Grange Resources Limited Public Disclosure

Figure 5 Truncheon Prospect Location



A 3D inversion of the re-processed gravity data has determined that the Truncheon anomaly reaches to within ~200m of surface and as such is poorly tested by sparse historic drilling. Re-processing of historic dipole-dipole IP surveys has confirmed that both the Highway Reward and Truncheon Prospects present as coincident gravity and chargeability anomalies.

Figure 6 Oblique View, looking NNW – 3D Gravity Inversion and historic dipole-dipole IP chargeability pseudo sections, Highway Reward and Truncheon anomalies



7. Other Exploration and Project Development Activities

7.1. Stella Range Project (Western Australia)

No activity took place on the Stella Range Project during the quarter.

7.2. Miaree Joint Venture (Western Australia)

Red River's interests in the Miaree Joint Venture and the Blythe Joint Venture were acquired by Iron Mountain Mining Ltd. for a nominal payment. The sale and transfer of these residual non-core interests will allow Red River to focus on its core assets.

8. Corporate

8.1. Board Appointments

Red River was pleased to announce the appointment of Mr Brett Fletcher as Non-Executive Chairman and Mr Jim Black as a Non-Executive Director to the Board of Red River effective from 1 May 2015.

Brett Fletcher

Mr Fletcher, a qualified Mining Engineer (University of NSW, 1989), brings over 25 years experience in the metals and mining industry to Red River. His experience within the Australian base metal mining and smelting sector is without equal, where he has held multiple senior management and executive roles including Manager UG Operations Broken Hill Zinc Lead Mine, General Manager Rosebery Copper Lead Zinc Mine, General Manager Century Zinc Mine and General Manager Hobart Zinc Smelter, and from 2007 to 2011 was the Chief Operating Officer of Zinifex/OZ Minerals and then MMG. His most recent role (from 2011 to 2014) was Executive General Manager PNG Operations at Newcrest where he was responsible for the Morobe Mining JV, Gosowong and Lihir.

Jim Black

Mr Black, a qualified Chemical Engineer (University of London, 1969) brings over 40 years experience in project management and procurement to Red River. He started work for BP in 1969 as a Chemical Engineer, and has held a number of senior project management and procurement roles in BP's Exploration and Production, Australian, Group Technology and International Corporate Groups and was seconded to the TNK-BP (Moscow) Joint Venture to act as Procurement and Supply Chain Project Director. He worked for Zinifex/OZ Minerals as Group General Manager (Studies) from 2007 to 2009, and then as Business Director (Project Management Group) for Hyder Consulting from 2009 to 2011. Since 2011, he has acted as a consultant in project management, leadership coaching, supply chain and procurement coaching.

The Board of Red River is pleased that Brett Fletcher and Jim Black have agreed to join the Company, who will both provide significant contributions to the progression of the Company.

8.2. Receipt of S249D Notice

During the quarter, Red River was served with a notice under section 249D of the Corporations Act 2001 by shareholders who together owned a 7.74% stake in the Company. After taking appropriate advice, Red River came to a view that the notice was invalid. The notice was withdrawn and the issue has subsequently been resolved.

Disclosure Statement

Red River confirms that it is not aware of any new information or data that materially affects the information contained within this release and, in the case of the mineral resource estimates contained within this release, and that all material assumptions and technical parameters underpinning the estimates in the relevant market announcements continue to apply and have not materially changed.

On behalf of the Board

A handwritten signature in black ink, appearing to read "Bodley".

CAMERON BODLEY
Director and Company Secretary
Red River Resources Limited

End.

For further information please visit Red River's website www.redriverresources.com.au or contact us:

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Appendix A – Tenement Interests

As at 30 June 2015, Red River had an interest in the following tenements and projects

Project	Location	Licence	Status	Beneficial Interest
1. Thalanga Project				
Thalanga	Queensland	EPM 10582	Granted	100%
Thalanga	Queensland	EPM 12766	Granted	100%
Thalanga	Queensland	EPM 14161	Granted	100%
Thalanga	Queensland	EPM 16929	Granted	100%
Thalanga	Queensland	EPM 25815	Granted	100%
2. Stella Range Project				
Stella Range	Western Australia	E39/1797	Granted	100%
Stella Range	Western Australia	E38/2937	Granted	100%
Stella Range	Western Australia	P38/4128	Granted	100%
Stella Range	Western Australia	P38/4129	Granted	100%

Appendix 5B

Mining exploration entity and oil and gas exploration entity quarterly report

Introduced 01/07/96 Origin Appendix 8 Amended 01/07/97, 01/07/98, 30/09/01, 01/06/10, 17/12/10, 01/05/2013

Name of entity

Red River Resources Limited

ABN

35 100 796 754

Quarter ended ("current quarter")

June 2015

Consolidated statement of cash flows

Cash flows related to operating activities	Current quarter \$A'000	Year to date (12 Months) \$A'000
1.1 Receipts from product sales and related debtors		
1.2 Payments for (a) exploration & evaluation	(282)	(761)
(b) development	(607)	(1,349)
(c) production		
(d) administration	(314)	(979)
1.3 Dividends received		
1.4 Interest and other items of a similar nature received	9	57
1.5 Interest and other costs of finance paid		
1.6 Income taxes paid		
1.7 Other (Stamp Duty, Net GST & Exclusivity payments)	23	(878)
	(1,171)	(3,910)
Net Operating Cash Flows		
Cash flows related to investing activities		
1.8 Payment for purchases of: (a) prospects/mine		(5,000)
(b) equity investments		
(c) other fixed assets	(18)	(36)
1.9 Proceeds from sale of: (a) prospects		
(b) equity investments		
(c) other fixed assets		
1.10 Loans to other entities		
1.11 Loans repaid by other entities		
1.12 Other (Security deposits)		(387)
	(18)	(5,423)
Net investing cash flows		
1.13 Total operating and investing cash flows (carried forward)	(1,189)	(9,333)

+ See chapter 19 for defined terms.

Appendix 5B**Mining exploration entity and oil and gas exploration entity quarterly report**

1.13	Total operating and investing cash flows (brought forward)	(1,189)	(9,333)
	Cash flows related to financing activities		
1.14	Proceeds from issues of shares, options, etc.	84	11,304
1.15	Proceeds from sale of forfeited shares		
1.16	Proceeds from borrowings		120
1.17	Repayment of borrowings		(120)
1.18	Dividends paid		
1.19	Other (provide details if material)		
	Payments for raising capital		(719)
	Net financing cash flows	84	10,585
	Net increase (decrease) in cash held	(1,105)	1,252
1.20	Cash at beginning of quarter/year to date	2,783	426
1.21	Exchange rate adjustments to item 1.20		
1.22	Cash at end of quarter	1,678	1,678

Payments to directors of the entity, associates of the directors, related entities of the entity and associates of the related entities

		Current quarter \$A'000
1.23	Aggregate amount of payments to the parties included in item 1.2	108
1.24	Aggregate amount of loans to the parties included in item 1.10	-

1.25 Explanation necessary for an understanding of the transactions

1.23 Directors fees and salaries paid to directors

Non-cash financing and investing activities

2.1 Details of financing and investing transactions which have had a material effect on consolidated assets and liabilities but did not involve cash flows

N/A

2.2 Details of outlays made by other entities to establish or increase their share in projects in which the reporting entity has an interest

N/A

+ See chapter 19 for defined terms.

Financing facilities available

Add notes as necessary for an understanding of the position.

	Amount available \$A'000	Amount used \$A'000
3.1 Loan facilities	-	-
3.2 Credit standby arrangements	-	-

Estimated cash outflows for next quarter

	\$A'000
4.1 Exploration and evaluation	230
4.2 Development	371
4.3 Production	-
4.4 Administration	320
Total	921

Reconciliation of cash

Reconciliation of cash at the end of the quarter (as shown in the consolidated statement of cash flows) to the related items in the accounts is as follows.	Current quarter \$A'000	Previous quarter \$A'000
5.1 Cash on hand and at bank	1,678	2,783
5.2 Deposits at call	-	-
5.3 Bank overdraft	-	-
5.4 Other (provide details)	-	-
Total: cash at end of quarter (item 1.22)	1,678	2,783

Appendix 5B

Mining exploration entity and oil and gas exploration entity quarterly report

Changes in interests in mining tenements and petroleum tenements

	Tenement reference and location	Nature of interest (note (2))	Interest at beginning of quarter	Interest at end of quarter
6.1	Interests in mining tenements and petroleum tenements relinquished, reduced or lapsed			
6.2	Interests in mining tenements and petroleum tenements acquired or increased	Thalanga EPM 10582 EPM 12766 EPM 14161 EPM 16929 EPM 25815 Kalgoorlie E38/2937 E39/1797 E39/1805 E39/1806 E39/1807 E39/1808 E39/1809 Laverton P38/4128 P38/4129 Minigwal E39/1685 E39/1686 Miaree E08/1350 E47/1309 E47/1707	 - - - - - 100% 100% 100% 100% 100% 100% 100% 100% 100% 100% 100% 100% 100% 100% 39.75% 39.75% 39.75%	 100% 100% 100% 100% 100% 100% 100% - - - - - 100% 100% - - - - - -

Issued and quoted securities at end of current quarter

Description includes rate of interest and any redemption or conversion rights together with prices and dates.

	Total number	Number quoted	Issue price per security (see note 3) (cents)	Amount paid up per security (see note 3) (cents)
7.1	Preference + securities (description)	NIL		
7.2	Changes during quarter (a) Increases through issues (b) Decreases through returns of capital, buy-backs, redemptions	NIL		

+ See chapter 19 for defined terms.

Appendix 5B

Mining exploration entity and oil and gas exploration entity quarterly report

7.3	*Ordinary securities	177,885,550	177,885,550		
7.4	Changes during quarter				
	(a) Increases through issues	1,250,000	1,250,000	\$0.05	\$0.05
	(b) Decreases through returns of capital, buy-backs	150,000	150,000	\$0.10	\$0.10
		744,934	744,934	\$0.16	\$0.16
7.5	*Convertible debt securities (description)	NIL			
7.6	Changes during quarter	NIL			
	(a) Increases through issues				
	(b) Decreases through securities matured, converted				
7.7	Options (description and conversion factor)			<i>Exercise price</i>	<i>Expiry date</i>
		2,000,000	NIL	\$0.10	28/11/2017
		4,288,639	NIL	\$0.10	31/12/2015
		2,250,000	NIL	\$0.10	31/12/2015
		4,500,000	NIL	\$0.15	31/12/2016
		7,500,000	NIL	\$0.10	10/10/2016
		1,000,000	NIL	\$0.30	17/10/2016
		1,000,000	NIL	\$0.30	10/10/2016
7.8	Issued during quarter				
7.9	Exercised during quarter	NIL			
7.10	Expired during quarter	NIL			
7.11	Debentures (totals only)	NIL			
7.12	Unsecured notes (totals only)	NIL			

Compliance statement

- 1 This statement has been prepared under accounting policies which comply with accounting standards as defined in the Corporations Act or other standards acceptable to ASX (see note 5).
- 2 This statement does /does not* (*delete one*) give a true and fair view of the matters disclosed.

+ See chapter 19 for defined terms.

Appendix 5B

Mining exploration entity and oil and gas exploration entity quarterly report



Sign here:

(Company secretary)

Date: 30 June 2015

Print name:

Cameron Bodley

Notes

- 1 The quarterly report provides a basis for informing the market how the entity's activities have been financed for the past quarter and the effect on its cash position. An entity wanting to disclose additional information is encouraged to do so, in a note or notes attached to this report.
- 2 The "Nature of interest" (items 6.1 and 6.2) includes options in respect of interests in mining tenements and petroleum tenements acquired, exercised or lapsed during the reporting period. If the entity is involved in a joint venture agreement and there are conditions precedent which will change its percentage interest in a mining tenement or petroleum tenement, it should disclose the change of percentage interest and conditions precedent in the list required for items 6.1 and 6.2.
- 3 **Issued and quoted securities** The issue price and amount paid up is not required in items 7.1 and 7.3 for fully paid securities.
- 4 The definitions in, and provisions of, *AASB 6: Exploration for and Evaluation of Mineral Resources* and *AASB 107: Statement of Cash Flows* apply to this report.
- 5 **Accounting Standards** ASX will accept, for example, the use of International Financial Reporting Standards for foreign entities. If the standards used do not address a topic, the Australian standard on that topic (if any) must be complied with.

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