



ACN 100 796 754

13 November 2015

SHARE PURCHASE PLAN

CHAIRMAN'S LETTER

Dear Shareholder,

On 2 November 2015, Red River Resources Limited (ASX: **RVR**) (**Red River** or the **Company**), announced the placement of 36.8 million Shares at A\$0.105 with one option granted for every two shares subscribed for at an exercise price of A\$0.15 per share with an expiry of two years from the date of issue (**Placement**). The Placement was made to institutional, strategic, professional and sophisticated investors (as defined by section 708 of the *Corporations Act 2001 (Cth)* (**Corporations Act**)) to raise approximately A\$3.9m before costs.

The directors of Red River are pleased to offer you the opportunity to participate in a share purchase plan (**Share Purchase Plan** or **SPP**) allowing you to apply to purchase up to A\$15,000 worth of fully paid ordinary shares in RVR (**New Shares**) at the same issue price of A\$0.105 per share as paid by investors under the Placement.

All RVR shareholders with a registered address in Australia and New Zealand who are holders of shares in the Company (**Shares**) on the Record Date, being 5:00pm (AEDT) on 2 November 2015 will be eligible to participate in the Share Purchase Plan (**Eligible Shareholders**). Eligible Shareholders who subscribe for New Shares under the Share Purchase Plan will also be eligible to participate in a separate offer of one option (**New Option**) for every two New Shares subscribed for under a prospectus issued on the same day as this Share Purchase Plan. The issue of any New Options will be subject to shareholder approval being obtained. Details of the New Options offered under the prospectus will be set out in that prospectus.

The maximum number of New Shares that may be issued under the Share Purchase Plan is capped at 14,285,715 at a total value of A\$1,500,000. The amount that each Eligible Shareholder can apply for under the Share Purchase Plan is capped at A\$15,000.

The Share Purchase Plan provides all Eligible Shareholders with an opportunity to buy a parcel of New Shares and invest at the same price at which the Placement was conducted. Participation in the SPP is entirely voluntary. The SPP is not underwritten.

The Company will use the proceeds under the Placement and Share Purchase Plan for the following purposes:

- Complete a Scoping Study for Liontown;
- Complete a Environmental Background Study on Waterloo;
- Continue exploration of the Jasper Flats, Truncheon and Liontown East prospects;
- Meet costs associated with renewal of tenements and across the Company's portfolio;
- Continue the care and maintenance program of the Thalanga site; and
- General working capital.

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www.redriverresources.com.au



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Details of the Company's current activities and projects are set out in the announcements made by RVR to ASX and are available from ASX, or the Company's website at www.redriverresources.com.au.

How to apply

If you are an Eligible Shareholder and wish to participate in the Share Purchase Plan, you may apply to purchase a parcel of New Shares valued at A\$1,000, A\$2,000, A\$5,000, A\$7,500, A\$10,000 or A\$15,000 all at an issue price of A\$0.105 per share, which represents a 18.6% discount to the 5 day volume weighted average price (**VWAP**) of Shares to 28 October 2015 (the last trading day before the Placement).

You can apply by either:

- Completing the enclosed Entitlement and Acceptance Form in accordance with the instructions on that form and returning it to the address indicated on the form, together with your payment; or
- Making payment directly by BPAY using the personalised Billing Code and Reference Number shown on your Entitlement and Acceptance Form,

and ensuring that the Share Registry receives your application and payment by 5:00pm (AEDT) on 11 December 2015 (**Closing Date**). If you make your application by BPAY, you do not need to return the Entitlement and Acceptance Form but you will be taken to have made the statements and certifications and agreed to the terms and conditions that are set out in this document and in the Entitlement and Acceptance Form.

The Share Purchase Plan will open on (and the SPP documents will be despatched to Eligible Shareholders by) 13 November 2015 and will remain open until 5pm (AEDT) on 11 December 2015. As soon as practicable after the close of the Share Purchase Plan, the Company will make an announcement as to the outcome of the Share Purchase Plan and the number of New Shares to be issued.

The offer of New Shares under the Share Purchase Plan is made under the following documents (which are enclosed):

- SPP Booklet; and
- Entitlement and Acceptance application form for New Shares.

As discussed above, the New Options are offered separately under a separate prospectus that will be issued on the same day as this Share Purchase Plan.

These documents are important and should be read thoroughly and in their entirety in conjunction with the publically available information relating to the Company before deciding whether to participate in the SPP. If you are in any doubt about the course of action you should follow, you should consult your financial, taxation or other professional adviser before participating in the SPP.

The total number of New Shares that will be issued under this SPP and the New options to which Eligible Shareholders who subscribe under the SPP may be entitled to under the

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separate prospectus offering New Options (subject to Shareholder approval) pursuant to each of the various subscription amounts are set out below:

Amount payable for parcel (issue price of A\$0.105 per New Share)	Number of New Shares applied for	Number of New Options entitled under the prospectus
A\$1,000	9,524	4,762
A\$2,000	19,048	9,524
A\$5,000	47,620	23,810
A\$7,500	71,429	35,715
A\$10,000	95,239	47,620
A\$15,000	142,858	71,429

Acceptance of risk factors

The VWAP of Shares traded on the ASX to 28 October 2015 is \$0.129. The issue price is A\$0.105 cents per New Share which represents a 18.6% discount to the VWAP. The New Shares are a speculative investment and the market price of shares in the Company may change (rise or fall) between the date of the offer under this Share Purchase Plan and the date that New Shares are issued to you as a result of your subscription under this Share Purchase Plan, and the price or value of the New Shares received under this Share Purchase Plan may change accordingly.

You should obtain your own financial advice in relation to the Share Purchase Plan and consider price movements of shares in the Company and the New Shares prior to making an application under this Share Purchase Plan.

Foreign offer restrictions

This document may not be released or distributed in any country other than Australia or New Zealand. This document does not constitute or contain an offer to sell, or a solicitation of an offer to buy, securities in any country other than Australia and New Zealand. In particular, any securities described in this document have not been, and will not be, registered under the US Securities Act of 1933 (as amended) and may not be offered or sold in the United States except in transactions exempt from, or not subject to, registration under the US Securities Act and applicable US state securities law.

New Zealand shareholders

The New Shares offered under this Share Purchase Plan are not being offered or sold to the public within New Zealand other than to existing Eligible Shareholders of the Company with a registered address in New Zealand and to whom the Share Purchase Plan Offer is being made in reliance on the *Securities Act (Overseas Companies) Exemption Notice 2013* (New Zealand).

This document has not been registered, filed with or approved by any New Zealand regulatory authority under the Securities Act 1978 (NZ). This document is not an investment statement or prospectus under New Zealand law and is not required to, and may not, contain all information that an investment statement or prospectus under New Zealand law is required to contact.

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Indicative timetable

Event	Date
Record Date (5:00pm AEDT)	2 November 2015
Announcement Date of Share Purchase Plan	13 November 2015
Opening Date of Offer	13 November 2015
Closing Date of Offer	11 December 2015
Issues of Shares under the Share Purchase Plan	16 December 2015
Quotation of Shares on ASX	17 December 2015

These dates are indicative only. The Company may vary the dates and times of the Share Purchase Plan without notice to you. As valid applications will be accepted on a first-come first-served basis, Eligible Shareholders are encouraged to submit their application Forms as early as possible.

If you have any enquiries in relation to the Entitlement and Acceptance Form or your entitlement under this Share Purchase Plan, please contact the Company Secretary by telephone on +61 3 9095 7775 or consult your professional advisor.

On behalf of the Board, I thank you for your continued support of Red River.

Yours sincerely,

A handwritten signature in black ink, appearing to read 'Brett Fletcher'.

BRETT FLETCHER
Chairman
Red River Resources Limited

Share Purchase Plan Terms and Conditions



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Share Purchase Plan Booklet (Booklet)

Red River Resources Limited

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These materials have been prepared for publication in Australia and New Zealand only and may not be sent or disseminated in, distributed or released, directly or indirectly, in any other country or to any person in any other country. The New Shares have not been, and will not be, registered under the securities legislation in any country other than Australia and New Zealand, and may not be offered, sold or otherwise transferred in any country other than Australia and New Zealand or to, or for the account of any person in any country other than Australia and New Zealand.

Important Notice: The offer to purchase New Shares under this SPP is not a recommendation to purchase shares in the Company. If you are in any doubt about whether or not, or the extent that, you participate in this SPP, you should obtain professional financial, taxation and/or legal advice to assist you (taking into account your own financial situation, needs and objectives). Nothing in this letter, Booklet, application form or any other accompanying documents constitutes investment or financial product advice and nothing is intended to influence your decision whether or not to participate in the SPP.

NOT FOR DISTRIBUTION OR RELEASE OUTSIDE OF AUSTRALIA
AND NEW ZEALAND

Share Purchase Plan Terms and Conditions

The terms and conditions of the share purchase plan (**Share Purchase Plan** or **SPP**) are set out below. These terms and conditions are binding on any Eligible Shareholder who subscribes for New Shares under this SPP. The application form for New Shares under the SPP (**Application Form**) submitted by the Eligible Shareholder forms part of this document.

<p>1.</p>	<p>What is the Share Purchase Plan (SPP)?</p>	<p>The SPP is an invitation to eligible shareholders by Red River Resources Limited (Company) to subscribe for up to A\$15,000 worth of fully paid ordinary shares in the Company (New Shares) at an issue price of A\$0.105 cents per New Share.</p> <p>The minimum subscription amount under the SPP is A\$1,000. The maximum amount that an eligible shareholder can subscribe for will be restricted to a cumulative total of A\$15,000.</p> <p>The SPP is conducted under ASIC Class Order 09/425.</p> <p>You are not obliged to accept or otherwise participate in the SPP, and participation in the SPP is optional.</p> <p>The SPP is made to each eligible shareholder on the same terms and conditions.</p> <p>The offer under the SPP is non-renounceable, which means that you may not transfer your right to apply for New Shares under the SPP to anyone else.</p>
<p>2.</p>	<p>Am I an Eligible Shareholder?</p>	<p>You are an eligible shareholder (Eligible Shareholder) and can participate in the SPP if you are a person recorded in the register of members of the Company as a member of the Company and as the registered holder of fully paid ordinary shares in the Company (Shares) on the record date, being 5:00pm (AEDT) on 2 November 2015 (Record Date) and if your address recorded in the Company's register is in Australia or New Zealand, unless:</p> <ul style="list-style-type: none"> • you hold Shares on behalf of another person who resides outside of Australia or New Zealand and do not hold Shares in any other capacity; or • you are resident in the United States, are a "U.S. Person" (as defined in Regulation S under the U.S. Securities Act), or a person acting on the account or for the benefit of a "U.S. Person"; or

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		<ul style="list-style-type: none"> • you are not eligible to participate in the SPP because of the aggregate limit explained in clause 1.1(i). <p>The Company has reasonably determined that it is not practical for holders of Shares with addresses on the share register in other jurisdictions to participate in the SPP. Shares to be allotted under the SPP have not been and will not be registered under the U.S. Securities Act and may not be offered, sold or delivered, directly or indirectly in or to persons in, the United States.</p> <p>If you are the only registered holder of Shares but you receive more than one offer under the SPP (for example due to multiple holdings), you may only apply for one maximum parcel of New Shares up to the value of \$15,000.</p> <p>If you are a joint holder of Shares, all of the joint holders are taken to be a single registered holder of Shares for the purposes of determining whether you are an Eligible Shareholder and joint holders are entitled to participate in the SPP in respect of that single holding only. If as a joint holder, you receive more than one offer under the SPP due to multiple registered holdings, you may still only apply for New Shares up to a maximum aggregate value of A\$15,000. A certification given by any joint holder is taken to be a certification given by all of the joint holders.</p> <p>If you are a custodian or nominee, please refer to clause 3 in the 'Other Terms and Conditions' section of this Booklet for information on eligibility for custodian and nominee shareholders.</p>	
3.	What are the key dates of the Share Purchase Plan?	Record Date	2 November 2015
		Offer Opens	13 November 2015
		Closing Date	11 December 2015
		Allocation announcement and Scale-back (if any)	16 December 2015
		Issue of New Shares	16 December 2015
		Quotation of New Shares	17 December 2015

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		<p>You must ensure that your application and payment is received by 5:00pm (AEDT) on 11 December 2015.</p> <p>The Company may vary any of the above dates in its absolute discretion (even if the offer has opened, or direct credit or application forms have been received) by lodging a revised timetable with the ASX.</p>
4.	What is the issue price of the New Shares?	<p>The issue price of the New Shares on offer under this SPP is A\$0.105 cents which represents a 18.6% discount to the Company's VWAP over the 5 trading days ending on 28 October 2015 (being the last day of trading prior to the announcement of the SPP). The current Share price can be obtained from the ASX's website at www.asx.com.au.</p> <p>You should note that the Share price may rise or fall between the date of this offer and the date when the New Shares are allotted and issued to you under the SPP. This means that the price you pay per New Share pursuant to this offer may be either higher or lower than the Share price at the time of the offer or at the time the New Shares are issued and allotted to you under the SPP.</p>
5.	How much can I invest?	<p>An Eligible Shareholder may apply to purchase a parcel of New Shares with a value of either A\$1,000, A\$2,000, A\$5,000, A\$7,500, A\$10,000 or A\$15,000.</p> <p>Eligible Shareholder are not permitted to acquire more than A\$15,000 worth of New Shares under the SPP in aggregate, irrespective of the number of Shares they currently hold. This limitation applies even if you receive more than one Application Form, or if you hold Shares in more than one capacity (e.g. if you are both a sole and joint holder of Shares).</p>
6.	How do I apply?	<p>The Application Form allows you to apply for New Shares offered under this Share Purchase Plan.</p> <p>You can apply through one of the following methods:</p> <p>Option1:</p>

Share Purchase Plan Terms and Conditions

		<p>Complete the enclosed Application Form as instructed and return it to the address indicated on the form, together with your payment by cheque, bank draft or money order made payable to “Red River Resources Limited”, drawn on an Australian bank account and in Australian dollars for the correct amount so that it is received by the Company by 5:00pm (AEDT) on 11 December 2015. Cash will not be accepted.</p> <p>Option 2:</p> <p>Make a payment by BPAY®. To do this, you must use the unique identifier shown on the Application Form as the customer reference number when making payment. If you make your payment with BPAY® you do not need to return your Application Form but you are taken to make the certifications and representations described in this booklet and more specifically in clause 1 in the “Other Terms and Conditions” section of this booklet. You should be aware that the electronic payment facility closes at 5:00pm (AEDT) on 11 December 2015 and your financial institution may implement earlier cut-off times with regard to electronic payment and you should therefore take this into consideration when making payment. BPAY® payments must be made from an Australian Dollar account of an Australian Financial Institution.</p> <p>In applying for New Shares by making a payment by BPAY, you are representing to the Company that the total of the application price for the following does not exceed \$15,000:</p> <ul style="list-style-type: none">• the New Shares that you are applying for;• any other New Shares applied for under the SPP or any Shares issued under a similar arrangement in the 12 months before your application under this SPP;• any other Shares which you have instructed a Custodian (as defined below) to acquire on your behalf under the SPP; and• any other Shares issued to a Custodian (as defined below) under an arrangement similar to the SPP in the 12 months before your application under this SPP as a result of an instruction given by you to the Custodian or another custodian and
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Share Purchase Plan Terms and Conditions

		<p>which resulted in your holding beneficial interests in the relevant Shares.</p> <p>You will not be able to withdraw or revoke your application or BPAY ® payment once you have submitted it or made it or change the amount of New Shares you applied for.</p> <p>Receipts will not be issued.</p> <p>If you apply for New Shares, you are applying for a certain value of New Shares, rather than a certain number of New Shares. The Company will divide the parcel value you select by the issue price of the New Shares in order to determine the number of New Shares for which you have applied (rounded down to the nearest whole number of New Shares). Any application money received in excess of the amount required for the number of New Shares that you have applied for will be refunded to you without interest by cheque to your registered address or such other payment method determined by the Company in its absolute discretion.</p> <p>The Company reserves the right to reject any application for New Shares, either in whole or in part, at its absolute discretion.</p>
7.	What is the Scale-back?	<p>If subscriptions received by the Company exceed A\$1,500,000, or such other amount determined by the Directors, the Company may at its absolute discretion, allocate to less a number of New Shares that is less than the number of New Shares that you have applied for (Scale-Back). If there is a Scale-Back, the Company may in its absolute discretion determine to apply the Scale-Back to the extent and in the manner that it sees fit. The Company may give consideration, amongst other things, to the size of the Eligible Shareholder's current shareholding when determining the amount of any potential Scale-Back and therefore the extent of the Scale-Back may differ between applications.</p> <p>If the Scale-Back produces a fractional number of New Shares, the number of New Shares issued to you will be rounded down to the nearest whole number of New Shares.</p>

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		<p>If there is a Scale-Back, your application money may be greater than the value of the New Shares you will be issued. In that event, the excess application money will be refunded to you without interest, and will be paid by cheque or such other payment method determined by Argo in its absolute discretion.</p>
8.	What rights will the New Shares have?	<p>All New Shares will rank equally in all respects with existing Shares quoted on ASX from the date of issue, with the same voting rights, dividend / distribution rights and other entitlements as existing Shares.</p>
9.	Will the New Shares be Quoted?	<p>Yes, the Company will apply for the New Shares under the SPP to be quoted on ASX.</p>
10.	Is the Share Purchase Plan underwritten?	<p>No.</p>
11.	Can I transfer my rights under the Share Purchase Plan?	<p>As the SPP is non-renounceable, your rights under the SPP are personal and cannot be transferred to another person.</p>
12.	Will there be brokerage and other transaction costs?	<p>No brokerage or other transaction costs will apply to the application for, and issue of, New Shares under the SPP.</p>
13.	ASIC Class Order 09/425	<p>The offer of New Shares under this SPP is made in accordance with and pursuant to ASIC Class Order 09/425, which grants relief from the requirement to prepare a prospectus for the offer of the New Shares under this SPP.</p> <p>A registered holder of Shares will be ineligible to participate in the SPP if their participation would be in breach of ASIC Class Order 09/425.</p>

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Other Terms and Conditions

RISKS

If you apply to participate in the SPP, you should be aware, and accept the risk, that the market price of Shares may change between the date of the SPP offer and the date when New Shares are issued to you under the SPP. As such, it is possible that, up to or after the date you receive New Shares under the SPP, you may be able to buy Shares on the ASX at a lower price than under the SPP.

This document is not a prospectus and has not been lodged with ASIC. The issue of a prospectus is not required for the purposes of offering the New Shares under this SPP. This document does not contain the types of disclosure required to be contained in a prospectus.

You must rely on your own knowledge of the Company, previous disclosures made by the Company to the ASX and we encourage you to seek your own professional advice regarding participation in the SPP.

1. Acknowledgements

- 1.1. If you submit a BPAY ® payment, or you complete and return an Application Form and make payment:
- (a) you acknowledge that you have read and irrevocably and unconditionally agree to the terms and conditions in this Booklet and the terms of the Application Form in full and you agree not to do any act or thing which would be contrary to the intention or purpose of the SPP or this Booklet.
 - (b) you acknowledge that you are an Eligible Shareholder and that you are lawfully permitted to accept the offer under the SPP, and participate in the SPP.
 - (c) you acknowledge and agree that you do not reside outside of Australia and New Zealand and that you are not a resident in the United States, a U.S. Person, or a person acting on the account or benefit of a U.S. Person or any other person outside of Australia and New Zealand.
 - (d) if you are a trustee or nominee and are the registered holder of Shares (and this is expressly noted on the share register of the Company) and hold Shares on account of a Beneficiary, you acknowledge that the Beneficiary will be taken to be the registered holder of those Shares and any application, certification or issue of New Shares to you (as trustee or nominee) will be taken to be an application, certification by, or an issue to, the Beneficiary.
 - (e) if you are acting as trustee or nominee, each beneficial holder on whose behalf you are participating is resident in Australia or New Zealand and is not in the United States, a U.S. Person, or a person acting on the

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account of a U.S. Person, and you have not sent any materials relating to the SPP to any such person.

- (f) you acknowledge that the New Shares have not been, and will not be, registered under the Securities Act or the securities law of any state or other jurisdiction of the United States or outside Australia or New Zealand and accordingly, the New Shares may not be offered, sold or otherwise transferred, directly or indirectly, in the United States except in accordance with an available exemption form, or in a transaction subject to, the registration requirements of the Securities Act and any other applicable US state securities laws.
- (g) you acknowledge that no materials relating to the SPP have been sent to any person in the United States, U.S. Person, or a person acting on the account of a U.S. Person.
- (h) you have not purchased New Shares as a result of any 'direct selling efforts' (within the meaning of Rule 902(C) of Regulation S under the U.S. Securities Act).
- (i) if you are applying on your own behalf (and not as a Custodian), you certify that the total of the application price for the following does not exceed A\$15,000:
 - (i) the New Shares the subject of your application;
 - (ii) any other New Shares applied for under the SPP or any Shares issued under any similar arrangement to the SPP in the 12 months before your application;
 - (iii) any other New Shares which you have instructed a Custodian to acquire on your behalf under the SPP; and
 - (iv) any other Shares issued to a custodian under an arrangement similar to the SPP in the 12 months before the date of your application under the SPP as a result of an instruction given by you to the Custodian or another custodian and which resulted in you holding beneficial interest in such Shares,

even though you may have received more than one offer under the SPP or received offers in more than one capacity under the SPP.

- (j) if you are a Custodian and are applying on behalf of a Beneficiary, you make further acknowledgements and you certify that:
 - (i) you are a Custodian (as defined in ASIC Class Order 09/425) and you have provided a Custodian Certificate to the Company;

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(ii) on the Record Date:

- A you held Shares on behalf of one or more Beneficiaries that are not Custodians; or
- B another Custodian (**Downstream Custodian**) held beneficial interests in Shares on behalf of one or more other Beneficiaries, and you hold the Shares to which those beneficial interests relate on behalf of the Downstream Custodian or another Custodian,

each Beneficiary has subsequently instructed either you or the Downstream Custodian to apply for New Shares on their behalf under this SPP;

(iii) the number of Beneficiaries instructing you to participate, the name and address of each Beneficiary and, in respect of each such Beneficiary:

- A the number of Shares that you hold on behalf of that Beneficiary, or the number of Shares you hold on behalf of the Downstream Custodian or another Custodian;
- B the dollar amount of New Shares that you have been instructed to accept;

is set out in the Application Form or the Custodian Certificate and is true, accurate, complete and not misleading or deceptive;

(iv) there are no Beneficiaries in respect of which the total of the application value for the New Shares applied by you under the SPP, and any other Shares issued to you in the 12 months before your application as a result of an instruction given to you to apply for Shares under an arrangement similar to the SPP, exceeds \$15,000.

(k) you acknowledge your application (and any Custodian Certificate provided) is irrevocable and unconditional, and cannot be withdrawn once submitted.

(l) you acknowledge that your application is only effective when received by the Company or Computershare Investor Services Ltd (**Registry**) and not when posted.

(m) you declare that all details and statements in your Application Form are true, accurate and complete and not misleading.

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- (n) you authorise the Company to correct minor errors in your Application Form and to complete the Application Form by inserting any missing minor details.
- (o) you acknowledge that the Company may at any time determine that your Application Form is invalid, in accordance with this Booklet, even if the Application Form is incomplete, contains errors or is otherwise defective;
- (p) you acknowledge that no interest will be paid on any applications monies held pending the issuance of the New Shares or subsequently returned to you for any reason.
- (q) you acknowledge that the Company may at its absolute discretion either accept or reject your application for New Shares.
- (r) you accept that the Company may at its absolute discretion make reductions in issuance of New Shares under a Scale-Back.
- (s) you acknowledge that the Company is not liable for any exercise of its discretions referred to in this Booklet.
- (t) you accept the risk associated with any refund that may be dispatched to you by cheque to your address or by direct credit to your nominated bank account as shown on the Company's register.
- (u) you are responsible for any dishonour fees or other costs that the Company may incur in presenting a cheque for payment which is dishonoured.
- (v) you agree to be bound by the constitution of the Company as it may be amended from time to time in the future.
- (w) you acknowledge that neither the Company nor the Registry has provided you with investment advice or financial product advice, and that neither has any obligation to provide this advice, concerning your decision to apply for an buy New Shares, and that this Booklet has been prepared without taking into account the objectives, financial situation, tax purposes or needs of individuals.
- (x) you are aware, and accept the risk, that the market price of Shares may change between the date of the SPP offer and the date when New Shares are issued to you under the SPP, and that the price of the New Shares may exceed the market price of Shares on the Issue Date.

Share Purchase Plan Terms and Conditions

2. Custodians

- 2.1. Eligible Shareholders who hold Shares as a 'custodian' (as defined in ASIC Class Order 09/425 and as set out below) (**Custodian**) may participate in the SPP on behalf of one or more persons whom the Custodian holds Shares on behalf of (**Beneficiary**).
- 2.2. An Eligible Shareholder is a Custodian under ASIC Class Order 09/425 if:
- (a) it holds an Australian financial services licence that covers the provision of a custodial or depositary service, or covers the operation of an IDPS (as defined in ASIC Class Order 13/763;
 - (b) it is exempt from the requirement to hold an Australian financial services licence for the provision of a custodial or depositary service under paragraph 7.6.01 of the Corporations Regulations 2001 or a relevant ASIC Class Order, an ASIC relief, or paragraph 911A(2)(h) of the Corporations Act 2001;
 - (c) it is a trustee of a self-managed superannuation fund or superannuation master trust;
 - (d) it is the responsible entity of an IDPS-like scheme; or
 - (e) it is the registered holder of Shares and is noted on the Company's register of members as holding the Shares on account of another person.
- 2.3. To the extent that a Custodian holds Shares on behalf of a Beneficiary that is resident outside Australia and New Zealand, it is the responsibility of the Custodian to ensure that any subscription and acceptance of New Shares comply with all relevant foreign laws.
- 2.4. If a Custodian applies for New Shares on behalf of the Beneficiary under the SPP, the Custodian must certify in writing to the Company the matters set out in ASIC Class Order 09/425 by completing a custodian certificate (**Custodian Certificate**).
- 2.5. To request a Custodian Certificate or for further information about the custodian application process, a Custodian should contact the Registry on 1800 783 447 (callers within Australia) or +61 3 9473 2555 (callers outside of Australia).
- 2.6. Applications received from Custodians must be accompanied by a duly completed and signed Custodian Certificate.
- 2.7. If you hold Shares as a custodian, trustee or nominee for another person, but are not a Custodian as defined above, you cannot participate for beneficiaries in the manner described above. In this case, the rules for multiple single holdings (see above) apply.

Share Purchase Plan Terms and Conditions

- 2.8. Custodians, trustees, nominees and other registered holders of Shares that are acting on behalf of a person in the United States or any other country outside Australia and New Zealand must not:
- (a) send this document or any other document relating to the SPP to any person in the United States or any other country outside Australia and New Zealand; or
 - (b) purport to exercise rights under the offer in this SPP on behalf of a person in the United States or any other country outside Australia and New Zealand.
- 2.9. If you are an Eligible Shareholder and you choose not to participate in the SPP offer, as your rights under this SPP are personal to you and are non-renounceable, you cannot transfer your rights to another person and your right to participate lapses on the Closing Date.

3. Dispute resolution, waiver, withdrawal, suspension, and termination

- 3.1. The Company may settle, in any manner it deems fit, any difficulties, anomalies, or disputes which may arise in connection with, or by reason of, the operation of the SPP. The Company's decision shall be conclusive and binding on all participants and other persons whom the determination relates. The Company's rights may be exercised by the Board or any delegate of the Board. The Company reserves the rights to waive strict compliance with any provisions of this Booklet, to amend or vary the terms and conditions set out in this Booklet and to suspend or terminate the SPP at any time. Any such amendment, variation, suspension or termination will be binding on all Eligible Shareholders even where the Company does not notify you of that event. However, the rights of any shareholder in connection with New Shares that have been duly allotted and issued to that shareholder prior to the occurrence of any such waiver, amendment, withdrawal, variation or suspension will not be affected as a result of any such occurrence. In the event that the SPP is terminated prior to the issue of New Shares, all application monies will be refunded to you in the same manner as all other refunds as set out above as soon as practicable. The Company is not liable for any loss, cost, expense, liability or damage arising out of the exercise of any of its discretions under the SPP or this Booklet.

4. Governing Law

- 4.1. This Booklet and offer under the SPP is governed by the laws in force in Victoria, Australia.

┌ 000001 000 RVR
MR SAM SAMPLE
123 SAMPLE STREET
SAMPLETOWN VIC 3000

For all enquiries:

Phone:
 (within Australia) 1300 850 505
(outside Australia) +61 3 415 4000

Web:
 www.investorcentre.com/contact

Make your payment:

 See overleaf for details of the Offer and how to make your payment

Share Purchase Plan Application Form

 **Your payment must be received by 5:00pm (AEDT) Friday 11 December 2015**

This is an important document that requires your immediate attention.

It can only be used in relation to the shareholding represented by the details printed overleaf. If you are in doubt about how to deal with this form, please contact your financial or other professional adviser.

By making payment you agree to be bound by the Constitution of Red River Resources Limited and that the submission of this payment constitutes an irrevocable offer by you to subscribe for Red River Resources Limited shares on the terms of the Share Purchase Plan (SPP).

In addition, by making payment you certify that the aggregate of the application price paid by you for:

- the New Shares the subject of the payment slip overleaf; and
- any other shares and interests in the class applied for by you under the SPP or any similar arrangement in the 12 months prior to the date of submission of the payment, does not exceed \$15,000.

Step 1: Registration Name & Offer Details

Details of the shareholding and the Offer are shown overleaf.

Please check the details provided and update your address via www.investorcentre.com if any of the details are incorrect.

If you have a CHESS sponsored holding, please contact your Controlling Participant to notify a change of address.

Step 2: Make Your Payment

Your payment must correspond to one of the options detailed overleaf. You may choose one option only. Note that the amount chosen may be subject to scale back in accordance with the terms of the SPP.

Red River Resources Limited may make determinations in any manner it thinks fit, in relation to any difficulties which may arise in connection with the SPP whether generally or in relation to any participant or application.

Any determinations by Red River Resources Limited will be conclusive and binding on all Eligible Shareholders and other persons to whom the determination relates. Red River Resources Limited reserves the right to waive strict compliance with any provision of the terms and conditions of the SPP, to amend or vary those terms and conditions or to suspend or terminate the SPP at any time. Any such amendment, suspension or termination will be binding on all Eligible Shareholders even where Red River Resources Limited does not notify you of that event.

Choose one of the payment methods shown below.

BPAY®: See overleaf. Do not return the payment slip with BPAY payment.

By Mail: Complete the reverse side of this payment slip and detach and return with your payment. Make your cheque, bank draft or money order payable in Australian dollars to "**Red River Resources Limited**" and cross "**Not Negotiable**". The cheque must be drawn from an Australian bank. Cash is not accepted.

Payment will be processed on the day of receipt and as such, sufficient cleared funds must be held in your account as cheques received may not be re-presented and may result in your Application being rejected. Paperclip (do not staple) your cheque(s) to the payment slip. Receipts will not be forwarded. Funds cannot be debited directly from your account.

Entering your contact details is not compulsory, but will assist us if we need to contact you.

Share Purchase Plan Application Form

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STEP 1 Registration Name & Offer Details

 For your security keep your SRN/
HIN confidential.

Registration Name: MR SAM SAMPLE
123 SAMPLE STREET
SAMPLETOWN VIC 3000

Entitlement No: 12345678

Offer Details: Record date: **2 November 2015**

Minimum value available to purchase: **\$1,000**

Maximum value available to purchase: **\$15,000**

STEP 2 Make Your Payment

	Bill Code: 99999 Ref No: 1234 5678 9123 4567 89
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Pay by Mail:

 Make your cheque, bank draft or money order payable to "**Red River Resources Limited**" and cross "**Not Negotiable**".

Return your cheque with the below payment slip to:
Computershare Investor Services Pty Limited
GPO BOX 505 Melbourne Victoria 3001 Australia

Contact your financial institution to make your payment from your cheque or savings account.

Lodgement of Acceptance

If you are applying for New Shares and your payment is being made by BPAY, you do not need to return the payment slip below. Your payment must be received by no later than 5:00pm (AEDT) Friday 11 December 2015. Applicants should be aware that their own financial institution may implement earlier cut off times with regards to electronic payment, and should therefore take this into consideration when making payment. Neither Computershare Investor Services Pty Limited (CIS) nor Red River Resources Limited accepts any responsibility for loss incurred through incorrectly completed BPAY payments. It is the responsibility of the applicant to ensure that funds submitted through BPAY are received by this time.

If you are paying by cheque, bank draft or money order the payment slip below must be received by CIS by no later than 5:00pm (AEDT) Friday 11 December 2015. You should allow sufficient time for this to occur. A reply paid envelope is enclosed for shareholders in Australia. Other Eligible Shareholders will need to affix the appropriate postage. Return the payment slip below with cheque attached. Neither CIS nor Red River Resources Limited accepts any responsibility if you lodge the payment slip below at any other address or by any other means.

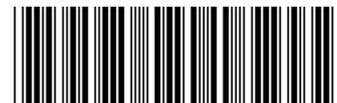
Privacy Notice

The personal information you provide on this form is collected by Computershare Investor Services Pty Limited (CIS), as registrar for the securities issuers (the issuer), for the purpose of maintaining registers of securityholders, facilitating distribution payments and other corporate actions and communications. In addition, the issuer may authorise us on their behalf to send you marketing material or include such material in a corporate communication. You may elect not to receive marketing material by contacting CIS using the details provided above or emailing privacy@computershare.com.au. We may be required to collect your personal information under the Corporations Act 2001 (Cth) and ASX Settlement Operating Rules. We may disclose your personal information to our related bodies corporate and to other individuals or companies who assist us in supplying our services or who perform functions on our behalf, to the issuer for whom we maintain securities registers or to third parties upon direction by the issuer where related to the issuer's administration of your securityholding, or as otherwise required or authorised by law. Some of these recipients may be located outside Australia, including in the following countries: Canada, India, New Zealand, the Philippines, the United Kingdom and the United States of America. For further details, including how to access and correct your personal information, and information on our privacy complaints handling procedure, please contact our Privacy Officer at privacy@computershare.com.au or see our Privacy Policy at <http://www.computershare.com/au>.

Detach here

Purchase Details for Red River Resources Limited (choose one option)

<input type="checkbox"/> \$1,000 worth of securities	OR	<input type="checkbox"/> \$2,000 worth of securities	OR	<input type="checkbox"/> \$5,000 worth of securities
<input type="checkbox"/> \$7,500 worth of securities	OR	<input type="checkbox"/> \$10,000 worth of securities	OR	<input type="checkbox"/> \$15,000 worth of securities



Entitlement No: 12345678

Payment must be received by 5:00pm (AEDT) Friday 11 December 2015

MR SAM SAMPLE
123 SAMPLE STREET
SAMPLETOWN VIC 3000

Contact Details

Contact Name _____ Daytime Telephone _____

Cheque Details

Drawer	Cheque Number	BSB Number	Account Number	Amount of Cheque
				A\$

123456789123456789+0000000001-3051+14