



SUPPLEMENTARY PROSPECTUS

The Directors of Red River Resources Limited (ASX: RVR) (**Company**) announce that the attached Supplementary Prospectus dated 8 January 2016 (**Supplementary Prospectus**) is supplementary to the prospectus dated 13 November 2015 in relation to the Company's offer to acquire Options (**Original Prospectus**).

Share Purchase Plan Participants that wish to receive their allotment of unquoted SPP Options are **not** required to do anything further.

The SPP Options are expected to be allotted on or about 9 February 2016.

On behalf of the Board

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

CAMERON BODLEY
Company Secretary
Red River Resources Limited

End.

For further information please visit Red River's website or contact us:

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RED RIVER RESOURCES LIMITED
ACN 100 796 754
SUPPLEMENTARY PROSPECTUS

1. IMPORTANT NOTICE

This supplementary prospectus is dated 8 January 2016 (**Supplementary Prospectus**) and is supplementary to the prospectus dated 13 November 2015 issued by Red River Resources Limited ACN 100 796 754 (**Company**) in relation to the Company's offer to acquire Options (**Original Prospectus**).

This Supplementary Prospectus was lodged with ASIC on 8 January 2016. ASIC does not take any responsibility for the contents of this Supplementary Prospectus.

This Supplementary Prospectus must be read together with the Original Prospectus. If there is any inconsistency between the Original Prospectus and this Supplementary Prospectus, this Supplementary Prospectus will prevail. Capitalised terms used, but not defined, in this Supplementary Prospectus have the same meaning as ascribed to them in the Original Prospectus.

This is an important document that should be read, together with the Original Prospectus, in its entirety. If you do not understand it, you should consult your professional advisor.

This Supplementary Prospectus will be issued to Applicants who successfully subscribed for Options pursuant to the Original Prospectus and will be accessible online at www.redriverresources.com.au. Copies of the Original Prospectus and this Supplementary Prospectus can also be inspected at the Company's registered office during normal office hours, free of charge.

2. WHY HAS THE COMPANY ISSUED THIS SUPPLEMENTARY PROSPECTUS?

Section 1.8 of the Original Prospectus stated that the Company would make an application to the ASX for Quotation of the Options offered pursuant to the Original Prospectus.

While the Company applied for Quotation of the Options, it is a condition for Quotation of an entity's securities (other than its main class) that, among other things, the relevant securities are held by at least 50 persons who hold a marketable parcel (as that term is defined in the Listing Rules).

As there were only 28 Applicants who applied for Options pursuant to the Option Offer, this condition has not been satisfied and, accordingly, the Options do not satisfy the ASX's requirements for Quotation of the Options.

Accordingly, the Options to be issued pursuant to Option Offer will not be Quoted and, as a result, the purpose of this Supplementary Prospectus is to advise successful Applicants of this and provide them with an opportunity to withdraw their Applications for Options should they choose to do so, in accordance with the Corporations Act.

Applicants who wish to withdraw their Applications may do so in accordance with the instructions contained in Section 9 of this Supplementary Prospectus within one month of it being lodged with ASX (i.e. before 5:00pm ACDT 8 February 2016 (**Withdrawal Date**)).

Applicants who do not wish to withdraw their Application are not required to do anything further and, after the Withdrawal Date, will be issued with unQuoted Options on the same terms as set out in the Original Prospectus.

For the sake of completeness, any withdrawal of Applications made pursuant to the Option Offer will not affect any application for Shares pursuant to the Share Purchase Plan, which Shares were allotted on 23 December 2015.

3. EFFECT ON OPTION OFFER TIMETABLE

As a result of Applicants having a right to withdraw their Applications for Options, the anticipated Allotment Date and several other key events outlined in the timetable contained in Section 1 of the Original Prospectus have been delayed.

Accordingly, in addition to the Withdrawal Date, the revised dates for the Option Offer are as follows:

EVENT	DATE
<p>Withdrawal Date</p> <p>The date by which Applicants may withdraw their Applications for Options.</p>	8 February, 2016
<p>Allotment Date</p> <p>The date on which the Options are expected to be allotted.</p>	9 February, 2016
<p>Dispatch Date</p> <p>Transaction confirmation / holding statements will be sent to shareholders on or around this date.</p>	11 February, 2016

4. OPTIONS WILL NOT BE QUOTED

Section 1.13(i) of the Original Prospectus, entitled “*Quotation of Options*” stated that the Company would apply to the ASX for Quotation of the Options. While the Company has made an application for Quotation of the Options on the ASX, as outlined in Section 2 above one of the conditions to Quotation has not been satisfied.

Accordingly, the sentence contained in Section 1.13(i) of the Original Prospectus is deleted and replaced with the following new sentence:

“The Options will not be Quoted.”

5. EFFECT OF THE OPTION OFFER ON THE COMPANY

The information contained in the Original Prospectus was based on the information available to the Company as at the date of the Original Prospectus.

Specifically, at the time of preparing the Original Prospectus it was not known how many Shares would be issued pursuant to the Share Purchase Plan and how many Options would be issued pursuant to the Option Offer and, accordingly, the information contained in sections 3.2 and 3.3 of the Original Prospectus regarding the effect of the Option Offer on the Company was based on the maximum possible number of Shares and Options that could be issued pursuant to the Share Purchase Plan and Option Offer.

As the Closing Date for the Option Offer and the closing date for the Share Purchase Plan have now passed, the Company advises that:

- (a) 1,347,633 Shares were issued in accordance with the Share Purchase Plan; and
- (b) 673,815 Options may be issued pursuant to the Option Offer (if no Applicants exercise their right to withdraw Applications pursuant to this Supplementary Prospectus).

Accordingly, assuming that no Applications are withdrawn pursuant to this Supplementary Prospectus, the principal effect of the Option Offer will be to:

- (a) increase the number of Options on issue as at the date of this Supplementary Prospectus from 40,497,563 to 41,171,378 Options; and
- (b) assuming that all of the 673,815 Options are exercised:
 - (1) raise approximately \$101,072 (before costs), as a result of Options being exercised and the relevant exercise price being paid to the Company; and
 - (2) the issue of 673,815 new Shares to Option holders (on the exercise of their Options).

Further, assuming that no Applications are withdrawn pursuant to this Supplementary Prospectus and no other Shares are issued or Options exercised), the principal effect of the Option Offer will be to:

SHARES	NUMBER
Shares currently on issue	217,374,414
Maximum Shares to be issued upon exercise of all Options to be issued pursuant to Option Offer	673,815
Total Shares on issue after exercise of all Options to be issued pursuant to Option Offer	218,048,229
Maximum Shares to be issued upon exercise of all other Options other than the Options to be issued pursuant to Option Offer	40,497,563
Total Shares on issue after exercise of all Options (including Options to be issued pursuant to the Option Offer)	258,545,792

6. LIQUIDITY RISK

Section 2 of the Original Prospectus outlined various risks associated with an investment in the Company and participation in the Option Offer. As a result of the Options not satisfying the requirements for Quotation, Applicants should be aware of the following additional risk arising from the Options not being Quoted, which supplements the risks disclosed in Section 2 and is inserted as a new Section 2.3(f) to the Original Prospectus.

“2.3(f) – Liquidity risk.

As the Options will not be Quoted, the Options will not have the same liquidity as the Company’s Shares or options that are issued by other entity’s that are Quoted. Accordingly, Applicants should be aware that it may not be possible to sell their Options as and when they wish to do so or that they will be able to do so on favourable terms.”

7. DIRECTORS’ INTERESTS

As outlined in Section 4.4 of the Original Prospectus, the Company had sought Shareholder approval at the Meeting held on 14 December 2015 for Messrs Fletcher, Palancian and Hanlon to participate in the recent Placement.

As Shareholder was obtained at the Meeting, Messrs Fletcher, Palancian and Hanlon each participated in the Placement and, as a result, their respective interests in the Company’s Securities (whether held directly or indirectly), and their voting power, increased such that as at the date of this Supplementary Prospectus, is as follows:

Director	Shares	Voting Power	Options	Unlisted Options
Brett Fletcher	328,096	0.15%	-	119,048
Mel Palancian	375,000	0.17%	-	50,000
Mark Hanlon	2,216,170	1.02%	-	500,000

8. PRO FORMA FINANCIAL INFORMATION

The pro forma statement of financial position set out in Section 3.4 of the Original Prospectus reflected the maximum number of Shares and Options that could be issued under the Share Purchase Plan and Option Offer.

As the Closing Date for the Option Offer and the closing date for the Share Purchase Plan have now passed, the Company has certainty over the number of Shares issued pursuant to the Share Purchase Plan and the number of Options that may be issued pursuant to the Option Offer (assuming no Applicants exercise their right of withdrawal in accordance with this Supplementary Prospectus).

Set out below is an updated pro forma statement of financial position for the Company as at 30 September 2015, which has been prepared on the basis of the issue of 1,347,633 Shares pursuant to the Share Purchase Plan at \$0.105 per Share and the issue of 673,815 Options pursuant to the Option Offer. This pro forma statement of financial position has also been prepared on the assumption that the Placement has been completed under which \$3,884,488 was raised via the issue of 36,995,126 Shares and on the assumption that the Placement and Share Purchase Plan raised \$3,729,965 after costs.

Unaudited Pro Forma Consolidated Statement of Financial Position as at 30 September 2015

	Audited Consolidated 31 June 2015 Actual \$	Unaudited Consolidated 30 September 2015 Actual \$	Unaudited Consolidated 30 September 2015 Pro-Forma \$
Current assets			
Cash and cash equivalents	1,678,166	642,400	4,372,365
Trade and other receivables	155,267	1,234	1,234
Other assets	49,954	49,954	49,954
Total current assets	1,883,387	693,588	4,423,553
Non-current liabilities			
Contingent assets	9,067,135	9,067,135	9,067,135
Property, plant and equipment	7,864,047	8,122,049	8,122,049
Intangibles	18,610	18,610	18,610
Exploration assets	789,242	1,147,200	1,147,200
Other assets	385,259	387,759	387,759
Total non-current assets	18,124,293	18,742,753	18,742,753
Current liabilities			
Trade and other payables	503,943	318,181	318,181
Provisions	18,612	18,612	18,612
Deferred purchase consideration	1,500,000	1,500,000	1,500,000
Total current liabilities	2,022,555	1,836,793	1,836,793
Non-current liabilities			
Contingent liabilities	9,067,135	9,067,135	9,067,135
Total non-current liabilities	9,067,135	9,067,135	9,067,135
Net assets	8,917,990	8,532,413	12,262,378
Equity			
Issues capital	17,414,493	17,444,493	21,126,968
Reserves	4,127,020	4,127,020	4,174,510
Accumulated losses	(12,623,523)	(13,039,100)	(13,039,100)
Total equity	8,917,990	8,532,413	12,262,378

Notes to the Unaudited Consolidated Statement of Financial Position Actual and Proposed Transaction to arrive at Pro-Forma Unaudited Consolidated Statement of Financial Position.

Completed transactions adjusting the 30 September 2015 unaudited consolidated statement of financial position for Red River Resources Limited and the 30 September 2015 pro-forma consolidated statement of financial position are as follows;

- (a) Issue of 1,347,633 Shares pursuant to the SPP at \$0.105 per share to raise \$141,500;

This is a supplementary prospectus that should be read with the prospectus issued by Red River Resources Limited on 13 November 2015 for the offer of options to acquire fully paid ordinary shares in Red River Resources Limited

- (b) Issue of 36,995,126 Shares pursuant to the private placement at \$0.105 per Share to raise \$3,884,488;
- (c) Payment of cash expenses of the Placement and SPP totaling an estimated \$272,833 and a further non-cash expense of \$70,630 relating to Broker Options. The expensing of such costs charged against issued capital; and
- (d) Payment of cash expenses of the Prospectus and Supplementary Prospectus totaling an estimated \$23,140 and the expensing of such costs charged against options reserves.

		Unaudited Consolidated 30 September 2015 Actual \$	Unaudited Consolidated 30 September 2015 Pro-Forma \$
1. Cash assets			
The movement in cash assets is as follows:			
Unaudited 30 September 2015 balance		642,400	642,400
Issue of Share pursuant to the Placement	(b)	-	3,884,488
Issue of Shares pursuant to the SPP	(a)	-	141,500
Cash Offer costs	(c),(d)	-	(296,023)
		642,400	4,372,365
2. Issued capital			
Issued capital opening balance		17,444,493	17,444,493
36,995,126 Shares pursuant to the Placement	(b)	-	3,884,488
1,347,633 Shares pursuant to the SPP	(a)	-	141,500
Estimated Placement and SPP Costs	(c)	-	(343,513)
		17,444,493	21,126,968
3. Option reserve			
Option reserve opening balance		4,127,020	4,127,020
Broker options		-	70,630
Estimated Prospectus costs	(d)	-	(23,140)
		4,127,020	4,174,510

9. WITHDRAWAL RIGHT

All Applicants who submitted successful Application(s) for Options pursuant to the Original Prospectus will be given a copy of this Supplementary Prospectus and have a period of 1 month to withdraw their Application(s), if they choose to do so.

An Applicant who wishes to withdraw their Application(s) must submit a written request to the Company at the address set out below, so that it is received within 1 month after the date of this Supplementary Prospectus (i.e., received by **8 February 2016 (5pm AEDT)**):

Computershare Investor Services Pty Ltd
Level 11, 172 St Georges Terrace
Perth WA 6000

As no consideration was payable for the issue of Options offered pursuant to the Option Offer, and the right of withdrawal pursuant to this Supplementary Prospectus does not impact upon the separate Share Purchase Plan offer, Applicants will not be entitled to any refund or reimbursement from the Company if an Application is withdrawn.

Applicants who have previously submitted an Application Form and who do **not** wish to withdraw their Application for Options **do not need to take any action**.

For the avoidance of doubt, **the withdrawal of any Application(s) for Options will not affect** any application made by an Applicant for Shares pursuant to **the Share Purchase Plan**.

10. ADDITIONAL INFORMATION

Applicants should also be aware that, between the date of lodging the Original Prospectus with ASIC and the date of this Supplementary Prospectus, various other documents have been lodged with ASX as set out in the table below:

Date	Description of Announcement
13 November 2015	Share Purchase Plan Booklet
13 November 2015	Appendix 3B
13 November 2015	Cleansing Statement
13 November 2015	Notice of Annual General Meeting
16 November 2015	Exciting New Exploration Target Identified
16 November 2015	Share Purchase Plan Record Date
18 November 2015	High Impact Drilling to Commence Shortly
23 November 2015	Red River sells gold and silver material for A\$1m cash
30 November 2015	Exceptionally High Grade Channel Sampling Results at West 45
3 December 2015	Exploration Pipeline Bolstered by Exciting New Target
7 December 2015	High Impact Exploration Drilling Underway at Thalanga
9 December 2015	Red River Resources Research Report
11 December 2015	Extension of Share Purchase Plan Closing Date
14 December 2015	Chairman's Address
14 December 2015	AGM 2015 Presentation
14 December 2015	2015 AGM Results
15 December 2015	Red River Resources Research Report
16 December 2015	Massive Sulphide Intersections in Drilling at Thalanga
23 December 2015	Cleansing Statement
23 December 2015	Share Purchase Plan Closed

23 December 2015	Appendix 3B
23 December 2015	Final Director's Interest Notice
23 December 2015	Change of Director's Interest Notice
23 December 2015	Change of Director's Interest Notice - Amended
23 December 2015	Change of Director's Interest
23 December 2015	Change of Director's Interest
4 January 2016	Lapse of Options

Copies of these announcements can be inspected at the Company's registered office during normal office hours, free of charge, and are also available from the Company's website www.redriverresources.com.au.

11. AUTHORISATION

This Supplementary Prospectus is issued by the Company.

The lodgement of this Supplementary Prospectus with ASIC was consented to by every director of the Company.



Mel Palancian
For and on behalf of
RED RIVER RESOURCES LIMITED