

RED RIVER RESOURCES LIMITED

ACN 100 796 754

Notice of General Meeting and Explanatory Memorandum

Date of Meeting: **Friday 2 September 2016**

Time of Meeting: **10:00 am AEST**

Place of Meeting: **Institute of Chartered Accountants Australia
Level 3 Bourke Place
600 Bourke Street
MELBOURNE VICTORIA 3000**

Notice of General Meeting

Notice is given that a General Meeting of Shareholders of Red River Resources Limited ACN 100 796 754 (**Company**) will be held at the Institute of Chartered Accountants Australia on Level 3 600 Bourke Street Melbourne Victoria on Friday 2 September 2016 at 10:00am (AEST).

Capitalised terms used in this Notice of Meeting and the Explanatory Memorandum have the meaning ascribed to them in the Explanatory Memorandum.

This Notice of Meeting should be read in its entirety, together with the Explanatory Memorandum and the enclosed proxy form.

Ordinary business

1. Resolution 1 - Ratification of Unconditional Placement

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

*"That, for the purposes of Listing Rule 7.4 and for all other purposes, the issue of 55,295,985 Shares (**Unconditional Shares**) by way of private placement to institutional, sophisticated and professional investors at an issue price of \$0.12 per Share (**Unconditional Placement**), in accordance with the terms set out in the Explanatory Memorandum, be ratified."*

Voting exclusion: The Company will disregard any votes cast on Resolution 1 by a person who received Shares pursuant to the Unconditional Placement and any Associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form, or it is cast by the person chairing the General Meeting as proxy for a person who is entitled to vote, in accordance with the direction on the proxy form to vote as the proxy decides.

2. Resolution 2 - Approval of Conditional Placement

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

*"That, for the purposes of Listing Rule 7.1 and for all other purposes, the issue of 19,679,015 Shares (**Conditional Shares**) by way of private placement to institutional, sophisticated and professional investors at an issue price of \$0.12 per Share (**Conditional Placement**), in accordance with the terms set out in the Explanatory Memorandum, be approved."*

Voting exclusion: The Company will disregard any votes cast on Resolution 2 by a person who is intended to be issued Shares pursuant to the Conditional Placement and any other person who might obtain a benefit, except a benefit arising solely from their capacity as a holder of Shares, if the resolution is passed, together with any of their respective Associates. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form, or it is cast by the person chairing the General Meeting as proxy for a person who is entitled to vote, in accordance with the direction on the proxy form to vote as the proxy decides.

By order of the Board

Cameron Bodley
Company Secretary
Red River Resources Limited
28 July 2016

Explanatory Memorandum

The following notes and the Explanatory Memorandum form part of the Notice of Meeting.

Voting and Attendance Entitlement

The Board has determined that those persons who are registered as holding Shares as at 7:00pm (AEST time) on Wednesday 31 August 2016, will be entitled to attend and vote at the Meeting.

Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

If more than one joint holder of a Share is present at the Meeting (whether personally, by proxy, by attorney or by representative) and tenders a vote, only the vote of the joint holder whose name appears first on the register will be counted.

Action to be Taken by Shareholders

A Shareholder who is entitled to attend and vote at the Meeting may appoint a person, who need not be a Shareholder of the Company, as the Shareholder's proxy to attend and vote on behalf of the Shareholder.

A Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise.

If you wish to indicate how your proxy should vote, please mark the appropriate boxes on the proxy form. If in respect of any of the items of business you do not direct your proxy how to vote, you are directing your proxy to vote as he or she decides.

If you mark the abstain box for a particular item you are directing your proxy to not vote on your behalf and your Shares will not be counted in computing the required majority in the event of a poll.

For proxies without voting instructions that are exercisable by the Chair of the Meeting, the Chair of the Meeting intends to vote those proxies in favour of the Resolutions. The Chair of the Meeting will be deemed to be appointed where a signed proxy form is returned that does not contain the name of the proxy or where the person appointed on the form is absent from the Meeting.

A proxy form accompanies this Notice of Meeting. Should you wish to appoint a proxy, please complete the proxy form and return it at least 48 hours before the Meeting, being no later than 10:00 AEST on Wednesday 31 August 2016 to:

- (a) if by fax: on + 61 3 9473 2555 or 1800 783 447; or
- (b) if by mail:

Computershare Investor Services Pty Ltd
GPO Box 242
MELBOURNE VIC 3001

If the appointment is signed by an attorney, the power of attorney or a certified copy of it must be sent with the proxy form.

Attorney

A Shareholder may appoint an attorney to act on their behalf. Such appointment must be made by a duly executed power of attorney, a copy of which must be provided by the attorney at the point of entry to the Meeting (original or certified copy), together with satisfactory evidence of their identity (name and address etc.).

Corporate Representatives

A Shareholder which is a corporation may appoint an individual to act as its representative to attend and vote at the Meeting. The appointment must comply with section 250D of the Corporations Act, meaning that Company will require a Certificate of Appointment of Corporate Representative executed in accordance with section 250D of the Corporations Act. The completed certificate should be lodged with Company's share registry before the Meeting or at the registration desk on the day of the Meeting.

Polls

In the event that a poll is demanded, every Shareholder shall have one vote for every Share registered in their name as at 7:00pm (AEST time) on Wednesday 31 August 2016.

Required Majority

Each of the Resolutions are Ordinary Resolutions, requiring a simple majority of the votes cast by Shareholders entitled to vote on them.

General

All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, to sign and return the proxy form to the Company in accordance with the instructions set out on the proxy form.

Shareholders, their proxy or Corporate Representatives who plan on attending the Meeting are asked to arrive at the venue at least 30 minutes prior to the time the Meeting is scheduled to commence, so that Shareholders can be checked against the Company's share register, or appointment as proxy, attorney or Corporate Representative can be verified and their attendance noted.

Explanatory Memorandum

This Explanatory Memorandum contains an explanation of, and information about, the Resolutions to be considered at the General Meeting. Shareholders should read this Explanatory Memorandum in full. This Explanatory Memorandum forms part of the accompanying Notice of Meeting and should be read with the Notice of Meeting.

This Explanatory Memorandum does not take into account the individual investment objectives, financial situation and needs of individual Shareholders or any other person. If you are in any doubt about what to do in relation to the Resolutions, you should consult your financial or other professional adviser.

Capitalised words used in the Notice of Meeting and in this Explanatory Memorandum are defined in the Glossary section at the end of this Explanatory Memorandum. Unless otherwise stated, all references to sums of money, '\$' and 'dollars' are references to Australian currency.

Capital Raising Background

On the 20th July 2016, the Company announced an oversubscribed private share placement of new Shares to raise approximately \$8.9m (before expenses), which will be completed in two Tranches:

- (a) the initial issue of 55,295,985 Shares by way of a private placement to institutional, sophisticated and professional investors at an issue price of \$0.12 per Share, raising approximately \$6,636,000 (**Unconditional Placement**); and
- (b) an agreement to subsequently issue up to a further 19,679,015 Shares by way of private placement to institutional, sophisticated and professional investors at an issue price of \$0.12 per Share, raising approximately \$2,361,000, which was conditional on Shareholder approval being obtained for that issue (**Conditional Placement**),

(together, the **Capital Raising**).

The funds raised from the Capital Raising will be applied to:

- (a) ongoing exploration on the Company's tenements;
- (b) pre-production activities at the Company's Thalanga Project; and
- (c) general working capital purposes.

The table below illustrates the effect of the Capital Raising on the Company's share capital, assuming that Resolution 2 is passed:

| | Securities currently on issue | Securities issued under Unconditional Placement | Securities proposed to be issued under Conditional Placement |
|--------------------|-------------------------------|---|--|
| Shares | 221,183,938 | 55,295,985 | 19,679,015 |
| Options (Unlisted) | 37,361,854 | - | - |

The total dilutionary effect of the Unconditional Placement was 25%, and the total dilutionary effect of the Conditional Placement will, if Resolution 2 is passed, be 7%.

Explanatory Memorandum

Resolution 1 - Ratification of Unconditional Placement

Resolution 1 seeks to ratify the issue of 55,295,985 Shares issued pursuant to the Unconditional Placement.

Broadly, Listing Rules 7.1 and 7.1A (together) provide that, unless an exception applies, the prior approval of shareholders is required for an issue of Equity Securities if the Equity Securities will, subject to certain exceptions, together with the number of all other Equity Securities issued by the company during the previous 12 months, exceed 25% of the number of Equity Securities on issue at the commencement of that 12 month period.

Listing Rule 7.4 provides that an issue of Equity Securities made without prior shareholder approval is treated as having been made with shareholder approval for the purpose of Listing Rule 7.1 and/ or 7.1A if the issue did not breach the Listing Rules at the time of issue and the company's shareholders subsequently ratify that issue.

The Unconditional Shares were initially issued within the Company's 25% placement capacity contained in Listing Rules 7.1 and 7.1A. Accordingly, Resolution 1 seeks Shareholder ratification of the issue of Unconditional Shares for the purpose of Listing Rule 7.4.

If Resolution 1 is passed, the Company will be able to raise further funds by issuing up to the maximum of the 25% placement capacity set out in Listing Rules 7.1 and/or 7.1A, without the need to obtain the prior approval of Shareholders.

If Resolution 1 is not passed, the Shares issued pursuant to the Unconditional Placement will be deducted from the Company's placement capacity in accordance with the Listing Rules, reducing the Company's ability to raise further funds through the issue of equity securities in the future, without first obtaining Shareholder approval.

For the purposes of Listing Rule 7.5, the following information is provided in respect of Resolution 1:

| | |
|------------------------------------|--|
| Number of securities issued | The Company has issued 55,295,985 Unconditional Shares. |
| Issue Price | The issue price for the Unconditional Shares was \$0.12 per Unconditional Share, raising approximately \$6,636,000 (before expenses). |
| Terms of the securities | All Unconditional Shares rank equally with all other Shares on issue. |
| Names of allottees | The allottees were determined on the basis of applications received by the Lead Manager of the Capital Raising. No Director or any of their Associates have participated in, or will receive any Unconditional Shares pursuant to, the Unconditional Placement. |
| Use of funds | The funds raised by the Unconditional Placement will be used for the purposes outlined in the section of this Explanatory Memorandum entitled " Capital Raising Background ". |

The Directors unanimously recommend that Shareholders vote in favour of Resolution 1 and advise that they intend to vote any Shares that they own or control in favour of Resolution 1.

Explanatory Memorandum

Resolution 2 - Approval of Conditional Placement

As mentioned in the section of this Explanatory Memorandum entitled "**Capital Raising Background**" on page 4, the Capital Raising included a Conditional Placement whereby the Company has agreed to issue a further 19,679,015 Shares to institutional, sophisticated and professional investors at an issue price of \$0.12, subject to first obtaining Shareholder approval.

As the Company does not have sufficient capacity to issue the Conditional Shares in reliance on Listing Rules 7.1 and 7.1A, prior Shareholder approval is required under Listing Rule 7.1 in order to proceed with the Conditional Placement. Resolution 2 seeks this approval.

If Resolution 2 is passed, the Company will issue the Conditional Shares to those institutional, sophisticated and professional investors who have applied for Conditional Shares in accordance with the Conditional Placement.

Shareholders should also be aware that, if Resolution 2 is passed, any Shares issued pursuant to the Conditional Placement will not be counted when calculating how many Equity Securities have been issued in the absence of Shareholder approval for the purpose of Listing Rules 7.1 and 7.1A.

If Resolution 2 is not passed, no Conditional Shares will be issued and all application money received from applicants under the Conditional Placement will be returned to those applicants.

For the purposes of Listing Rule 7.3, the following information is provided in respect of Resolution 2:

| | |
|---|--|
| Maximum number of securities proposed to be issued | Subject to Resolution 2 being passed, the maximum number of Conditional Shares that the Company will issue will be 19,679,015 Conditional Shares. |
| Issue Price | The issue price of the Conditional Shares is \$0.12 per Conditional Share, raising approximately \$2,361,000 (before expenses). |
| Terms of the securities | All Conditional Shares will, from their date of issue, rank equally with all other Shares on issue. The Company will apply for the Conditional Shares to be quoted on the ASX. |
| Names of allottees | If Resolution 2 is passed the Conditional Shares will be issued to: Allottees determined on the basis of applications received by the Lead Manager of the Capital Raising. No Director or any of their Associates have participated in, or will receive any Conditional Shares pursuant to, the Conditional Placement. |
| Use of funds | It is proposed that the funds raised by the Conditional Placement will be used for the purposes outlined in the section of this Explanatory Memorandum entitled " Capital Raising Background ". |
| Date of issue | The Conditional Shares will be issued as soon as practicable following the Meeting, and in any event, will be issued no later than 3 months after the Meeting. |

The Directors unanimously recommend that Shareholders vote in favour of Resolution 2.

Explanatory Memorandum

Any inquiries in relation to the Resolutions or the Explanatory Memorandum should be directed to:

Cameron Bodley
Company Secretary
Red River Resources Limited
Level 6 350 Collins Street
MELBOURNE VIC 3000
Ph: +61 3 9095 7775

Explanatory Memorandum

Glossary

Associate has the meaning given to that term in the Corporations Act.

ASX means ASX Limited (ABN 98 008 624 691).

Board means the board of Directors of the Company.

Capital Raising means the private placement undertaken to institutional, sophisticated and professional investors as detailed in the section of this Explanatory Memorandum entitled

Company means Red River Resources Limited ACN 100 796 754.

Conditional Placement means the private placement undertaken to institutional, sophisticated and professional investors which was conditional on shareholder approval.

Conditional Shares means the shares issued pursuant to the Conditional Placement.

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

Director means a director of the Company as at the date of this Explanatory Memorandum.

Equity Securities has the meaning given to that term in the Listing Rules.

Explanatory Memorandum means this explanatory memorandum that accompanies, and forms part of, the Notice of Meeting.

General Meeting or **Meeting** means the general meeting of the Company to be convened by the Notice of Meeting.

Lead Manager means Hartley's Limited ACN 104 195 057

Listing Rules means the listing rules of the ASX.

Notice of Meeting means the notice convening the general meeting of shareholders that accompanies this Explanatory Memorandum.

Ordinary Resolution means a resolution passed by more than 50% of the votes at a general meeting of Shareholder.

Resolution means a resolution referred to in this Notice.

Shareholder means a holder of a Share.

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

Unconditional Placement means the private placement of 19,679,015 of Shares institutional, sophisticated and professional investors as detailed in the section of this Explanatory Memorandum.

Unconditional Shares means the 55,295,985 of Shares issued pursuant to the Unconditional Placement.

RVR
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Lodge your vote:



By Mail:

Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:

(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

Proxy Form

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For your vote to be effective it must be received by 10:00am (AEST) Wednesday, 31 August 2016

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions

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

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

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

Turn over to complete the form →



View your securityholder information, 24 hours a day, 7 days a week:

www.investorcentre.com

- Review your securityholding
- Update your securityholding

Your secure access information is:

SRN/HIN: I9999999999



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

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I/We being a member/s of Red River Resources Limited hereby appoint

the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the General Meeting of Red River Resources Limited to be held at the Institute of Chartered Accountants Australia, Level 3 Bourke Place, 600 Bourke Street, Melbourne, Victoria on Friday, 2 September 2016 at 10:00am (AEST) and at any adjournment or postponement of that meeting.

STEP 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

| | For | Against | Abstain |
|--|--------------------------|--------------------------|--------------------------|
| Resolution 1 Ratification of Unconditional Placement | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 2 Approval of Conditional Placement | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name _____

Contact Daytime Telephone _____

Date / /

RVR

999999A

Computershare +