RIVERSGOLD LIMITED
ACN 617 614 598
ADDENDUM TO NOTICE OF ANNUAL GENERAL MEETING

Riversgold Limited (ACN 617 614 598) (**Company**) gives notice to Shareholders that, in relation to the Notice of Annual General Meeting dated 20 October 2026 (**Notice**) in respect of the Company's annual general meeting of members to be held at 2:00 pm (WST) on 27 November 2026 (**Meeting**), the Directors have resolved to include new Resolutions 12 to 18 within the Notice (**Additional Resolutions**), additional Sections 10 to 16 within the Explanatory Statement, an additional Schedule 4 and additional defined terms within the Glossary as set out in this Addendum.

Capitalised terms in this Addendum have the same meaning as given in the Notice except as otherwise defined.

This Addendum is supplemental to the Notice and should be read in conjunction with the Notice. Apart from the amendments set out below, all Resolutions and the Explanatory Statement in the original Notice remain unchanged.

Replacement Proxy Form

Annexed to this Addendum to the Notice is a replacement Proxy Form (**Replacement Proxy Form**). To ensure clarity of voting instructions by Shareholders on the Resolutions to be considered at the Meeting, Shareholders are to consider the following options.

(a) If you have already completed and returned the Proxy Form annexed with the Notice (**Original Proxy Form**) and you wish to cast votes for the Additional Resolutions, **you must complete and return the Replacement Proxy Form**.

(b) If you have already completed and returned the Original Proxy Form and **you do not wish to vote on the Additional Resolutions, you do not need to take any action** as the earlier submitted Original Proxy Form will be accepted by the Company for Resolutions 1 to 11 unless you submit a Replacement Proxy Form. For the sake of clarity, the Company notes that if you do not lodge a Replacement Proxy Form, **you will not have cast a vote on the Additional Resolutions.**

(c) If you have not yet completed and returned a Proxy Form and you wish to vote on the Resolutions in the Notice as supplemented by the Addendum, **please complete and return the Replacement Proxy Form.**

Enquiries

Should you wish to discuss the matters in this Notice please do not hesitate to contact the Company Secretary on +61 8 6143 6747.

SUPPLEMENTARY BUSINESS OF THE MEETING

The agenda of the Notice is amended by including the following Resolutions:

12. RESOLUTION 12 – RATIFICATION OF AGREEMENT TO ISSUE CONSIDERATION SHARES TO THE VENDOR

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, Shareholders ratify the agreement to issue 111,111,111 Shares to Black Cat (Kal East) Pty Ltd (or its nominee(s)) on the terms and conditions set out in the Explanatory Statement."*

13. RESOLUTION 13 – RATIFICATION OF AGREEMENT TO ISSUE TRANCHE 1 PLACEMENT SHARES – LISTING RULE 7.1

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, Shareholders ratify the agreement to issue 204,164,527 Shares to the November Placement Participants (or their nominee(s)) on the terms and conditions set out in the Explanatory Statement."*

14. RESOLUTION 14 – RATIFICATION OF AGREEMENT TO ISSUE TRANCHE 1 PLACEMENT SHARES – LISTING RULE 7.1A

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, Shareholders ratify the agreement to issue 10,183,759 Shares to the November Placement Participants (or their nominee(s)) on the terms and conditions set out in the Explanatory Statement."*

15. RESOLUTION 15 – APPROVAL TO ISSUE SHARES UNDER TRANCHE 2 OF THE NOVEMBER 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, approval is given for the Company to issue up to 35,651,714 Shares to the November Placement Participants (or their nominee(s)) on the terms and conditions set out in the Explanatory Statement."*

16. RESOLUTION 16 – APPROVAL FOR MR DAVID LENIGAS TO PARTICIPATE IN TRANCHE 2 OF THE NOVEMBER 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 10.11 and for all other purposes, approval is given for the Company to issue up to 8,333,333 Shares to Mr David Lenigas (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement."*

17. RESOLUTION 17 – APPROVAL TO ISSUE LEAD MANAGER OPTIONS

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, approval is given for the Company to issue up to 30,000,000 Options to 708 Capital Pty Ltd (or its nominee(s)) on the terms and conditions set out in the Explanatory Statement."*

18. RESOLUTION 18 – APPROVAL TO ISSUE LEAD MANAGER SHARES

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, approval is given for the Company to issue up to 15,500,000 Shares to 708 Capital Pty Ltd (or its nominee(s)) on the terms and conditions set out in the Explanatory Statement."*

Voting Exclusion Statements

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of the Resolutions set out below by or on behalf of the following persons:

Resolution 12 – Ratification of agreement to issue Consideration Shares to the Vendor	Black Cat (Kal East) Pty Ltd (or its nominee(s)) or any other person who participated in the issue or is a counterparty to the agreement being approved or an associate of that person or those persons.
Resolution 13 – Ratification of agreement to issue Tranche 1 Placement Shares – Listing Rule 7.1	The November Placement Participants (or their nominee(s)) or any other person who participated in the issue or is a counterparty to the agreement being approved or an associate of that person or those persons.
Resolution 14 – Ratification of agreement to issue Tranche 1 Placement Shares – Listing Rule 7.1A	The November Placement Participants (or their nominee(s)) or any other person who participated in the issue or is a counterparty to the agreement being approved or an associate of that person or those persons.
Resolution 15 – Approval to issue Shares under Tranche 2 of the November Placement	The November Placement Participants (or their nominee(s)) or any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).
Resolution 16 – Approval for Mr David Lenigas to participate in Tranche 2 of the November Placement	Mr David Lenigas (or his nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
Resolution 17 – Approval to issue Lead Manager Options	708 Capital Pty Ltd (or its nominee(s)) or any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).
Resolution 18 – Approval to issue Lead Manager Shares	708 Capital Pty Ltd (or its nominee(s)) or any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).

However, this does not apply to a vote cast in favour of the Resolutions by:

(a) a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or

(b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or

(c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

(i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and

(ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

SUPPLEMENTARY EXPLANATORY STATEMENT

The Explanatory Statement is supplemented by including the following Section:

10. BACKGROUND TO RESOLUTIONS 12 TO 18

10.1 The Acquisition

As announced on 4 November 2026, the Company and its wholly owned subsidiary, Riversgold (Australia) Pty Ltd (ACN 619 424 592) (**Purchaser**), have entered into a tenement sale agreement dated 3 November 2026 (**Tenement Sale Agreement**) with Black Cat (Kal East) Pty Ltd (ACN 620 898 044) (**Vendor**), a wholly owned subsidiary of Black Cat Syndicate Limited (ACN 620 896 282) (**Black Cat**). Pursuant to the Tenement Sale Agreement, the Purchaser will acquire a 100% interest in granted exploration licence E25/594 (**Tenement**) and the associated mining information (**Acquisition**).

The Tenement covers an area of approximately 12km² and is located approximately 23km east of Kalgoorlie, Western Australia. The Tenement surrounds the Company's Northern Zone Gold Project (M25/389, in which the Company holds an 80% interest) on its western, northern and southern sides, increasing the Company's immediate project area at Northern Zone from approximately 0.82km² to 12.82km².

Completion of the Acquisition (**Completion**) is conditional on the Purchaser obtaining the written consent of Mining Equities Pty Ltd to the registration of the transfer of the Tenement and the royalty security deed referred to below (or a withdrawal of the caveat lodged by Mining Equities Pty Ltd over the Tenement).

Completion is to occur on a date agreed between the parties, being no later than 3 February 2027 (**End Date**). If Completion has not occurred by the End Date, the End Date is automatically extended once by one month, after which any party may terminate the Tenement Sale Agreement.

10.2 Consideration

The consideration payable for the Acquisition comprises:

(a) $1,000,000 cash, payable by the Purchaser at Completion (**Cash Consideration**);

(b) 111,111,111 Shares at a deemed issue price of $0.009 per Share (being the number of Shares equal to $1,000,000 divided by the deemed issue price), to be issued by the Company to the Vendor at Completion (**Consideration Shares**); and

(c) a 1% net smelter return royalty in respect of all minerals produced from the area within the boundaries of the Tenement, to be granted by the Purchaser at Completion, guaranteed by the Company and secured by a deed of charge over the Tenement (**Royalty**).

The Purchaser's obligation to pay the Cash Consideration is not conditional on the Company completing any capital raising. The Company intends to fund the Cash Consideration from the proceeds of the November Placement (as defined in Section 10.3 below).

10.3 November Placement

In conjunction with the Acquisition, the Company is undertaking a placement to raise approximately $1,550,000 (before costs) through the issue of 258,333,333 Shares at an issue price of $0.006 per Share (**November Placement**). The November Placement will be completed in two tranches, comprising:

(a) **Tranche 1:** 214,348,286 Shares are expected to be issued on 12 November 2026 to unrelated professional and sophisticated investors (**November Placement Participants**) under the Company's existing placement capacity pursuant to Listing Rules 7.1 and 7.1A, comprising 204,164,527 Shares under Listing Rule 7.1 and 10,183,759 Shares under Listing Rule 7.1A (together, the **Tranche 1 Placement Shares**) (ratification of which is sought under Resolutions 13 and 14); and

(b) **Tranche 2:** subject to Shareholder approval:

(i) up to a further 35,651,714 Shares to the November Placement Participants (or their nominee(s)), approval of which is sought under Resolution 15; and

(ii) up to 8,333,333 Shares to Mr David Lenigas (being a Director) (or his nominee(s)), who will participate in the November Placement on the same terms as the November Placement Participants, approval of which is sought under Resolution 16.

Completion of the November Placement is not conditional on the completion of the Acquisition.

10.4 Use of funds

The funds raised under the November Placement (less costs) will be applied towards:

(a) payment of the Cash Consideration and costs associated with the Acquisition;

(b) exploration at the Company's Australian projects, including the planned air core drilling program on the Tenement; and

(c) general working capital.

10.5 Lead Manager

The Company has engaged 708 Capital Pty Ltd (ACN 142 319 202) (**708 Capital**) to act as lead manager to the November Placement pursuant to a lead manager mandate dated 4 November 2026 (**Lead Manager Mandate**).

In consideration for providing lead manager services, the Company has agreed to pay/issue 708 Capital:

(a) 30,000,000 Options at an issue price of $0.00001 per Option, each exercisable at $0.012 and expiring two years from the date of issue (**Lead Manager Options**) (being the subject of Resolution 17); and

(a) a management fee equal to 6% of the total funds raised under the November Placement (**Management Fee**).

The Management Fee is payable in cash or, at the election of 708 Capital, in Shares on the same terms as the November Placement. Any such Shares will be issued at a deemed issue price of $0.006 per Share, being up to 15,500,000 Shares (**Lead Manager Shares**). The issue of the Lead Manager Shares is subject to Shareholder approval (being the subject of Resolution 18).

11. RESOLUTION 12 – RATIFICATION OF AGREEMENT TO ISSUE CONSIDERATION SHARES TO THE VENDOR

11.1 General

This Resolution seeks Shareholder ratification for the purposes of Listing Rule 7.4 for the proposed issue of 111,111,111 Consideration Shares to the Vendor (or its nominee(s)) at a deemed issue price of $0.009 per Share, in part consideration for the Acquisition (as set out in Section 10.1 above).

11.2 Listing Rule 7.1

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that 12 month period.

The proposed issue does not fit within any of the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the date of the issue.

11.3 Listing Rule 7.4

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the company's capacity to issue further equity securities without shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the proposed issue.

11.4 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the proposed issue will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of the issue.

If this Resolution is not passed, or if the Resolution is passed but the Shares are not issued within 3 months of the Meeting, the proposed issue will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities that the Company can issue without Shareholder approval over the 12 month period following the date of the issue.

11.5 Technical information required by Listing Rules 7.4 and 7.5

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities were issued or the basis on which those persons were identified/selected	Black Cat (Kal East) Pty Ltd (or its nominee(s)).
Number and class of Securities issued	111,111,111 Shares will be issued.
Terms of Securities	The Consideration Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
Date(s) on or by which the Securities were issued.	The Consideration Shares will be issued on Completion, which is expected to occur prior to the Meeting. In any event, the Company will not issue any Shares later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Price or other consideration the Company received for the Securities	The Consideration Shares will be issued at a nil issue price (at a deemed issue price of $0.009 per Share), in part consideration for the Acquisition.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue is to satisfy part of the Company's obligations under the Tenement Sale Agreement.
Summary of material terms of agreement to issue	The Consideration Shares will be issued under the Tenement Sale Agreement, a summary of the material terms of which is set out in Sections 10.1 and 10.2.
Voting Exclusion Statement	A voting exclusion statement applies to this Resolution.
Compliance	The proposed issue did not breach Listing Rule 7.1.

12. RESOLUTIONS 13 AND 14 – RATIFICATION OF AGREEMENT TO ISSUE TRANCHE 1 PLACEMENT SHARES – LISTING RULES 7.1 AND 7.1A

12.1 General

These Resolutions seek Shareholder ratification for the purposes of Listing Rule 7.4 for the proposed issue of an aggregate of 214,348,286 Tranche 1 Placement Shares at an issue price of $0.006 per Share to raise approximately $1,286,090. These Shares are expected to be issued on or about 12 November 2026.

Of the Tranche 1 Placement Shares, 204,164,527 Shares will be issued pursuant to the Company's capacity under Listing Rule 7.1 (being the subject of Resolution 13) and 10,183,759 Shares will be issued pursuant to the Company's capacity under Listing Rule 7.1A (being the subject of Resolution 14).

12.2 Listing Rules 7.1 and 7.1A

A summary of Listing Rule 7.1 is set out in Section 11.2 above.

Under Listing Rule 7.1A however, an Eligible Entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25%. The Company obtained this approval at its annual general meeting held on 26 November 2025.

The Company's ability to utilise the additional 10% capacity is conditional on Resolution 3 being passed at this Meeting.

The proposed issue does not fit within any of the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 25% limit in Listing Rules 7.1 and 7.1A, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 and 7.1A for the 12 month period following the date of the issue.

12.3 Listing Rule 7.4

A summary of Listing Rule 7.4 is set out in Section 11.3 above.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue.

12.4 Technical information required by Listing Rule 14.1A

If these Resolutions are passed, the issue will be excluded in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of the issue.

If these Resolutions are not passed, or if the Resolutions are passed but the Shares are not issued within 3 months of the Meeting, the issue will be included in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively decreasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of the issue.

The Company's ability to utilise the additional 10% capacity provided for in Listing Rule 7.1A remains conditional on Resolution 3 being passed at this Meeting.

12.5 Technical information required by Listing Rules 7.4 and 7.5

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities were issued or the basis on which those persons were identified/selected	Professional and sophisticated investors who were identified through a bookbuild process, which involved 708 Capital seeking expressions of interest to participate in the November Placement from non-related parties of the Company. The Company confirms that no Material Persons will be issued more than 1% of the issued capital of the Company.
Number and class of Securities issued	214,348,286 Tranche 1 Placement Shares will be issued on the following basis: (a) 204,164,527 Shares will be issued under Listing Rule 7.1 (ratification of which is sought under Resolution 13); and (b) 10,183,759 Shares will be issued under Listing Rule 7.1A (ratification of which is sought under Resolution 14).
Terms of Securities	The Tranche 1 Placement Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
Date(s) on or by which the Securities were issued	The Tranche 1 Placement Shares are expected to be issued on or about 12 November 2026. In any event, the Company will not issue any Shares later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Price or other consideration the Company received for the Securities	$0.006 per Tranche 1 Placement Share.
Purpose of the issue, including the intended use of any funds raised by the issue	Refer to Section 10.4 for details of the proposed use of funds.
Summary of material terms of agreement to issue	The Tranche 1 Placement Shares will be issued under customary placement agreements between the Company and the November Placement Participants who subscribed for and will be issued Shares under Tranche 1 of the November Placement.
Voting Exclusion Statement	A voting exclusion statement applies to this Resolution.
Compliance	The proposed issue did not breach Listing Rules 7.1 and 7.1A.

13. RESOLUTION 15 – APPROVAL TO ISSUE SHARES UNDER TRANCHE 2 OF THE NOVEMBER PLACEMENT

13.1 General

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of up to 35,651,714 Shares to the November Placement Participants (or their nominee(s)) under Tranche 2 of the November Placement at an issue price of $0.006 per Share to raise up to $213,910.

A summary of Listing Rule 7.1 is set out in Section 11.2 above.

The proposed issue falls within exception 17 of Listing Rule 7.2 which excludes from the restrictions in Listing Rules 7.1 and 7.1A an agreement to issue equity securities that is

conditional on the holders of its ordinary securities approving the issue under Listing Rule 7.1 before the issue is made. The proposed issue therefore requires the approval of Shareholders under Listing Rule 7.1.

13.2 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue. In addition, the issue will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If this Resolution is not passed, the Company will not be able to proceed with the issue and will not receive the funds of up to $213,910 that would have been raised by the issue of Shares under Tranche 2 of the November Placement.

13.3 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected	Professional and sophisticated investors who were identified through a bookbuild process, which involved 708 Capital seeking expressions of interest to participate in the November Placement from non-related parties of the Company. The Company confirms that no Material Persons will be issued more than 1% of the issued capital of the Company.
Number of Securities and class to be issued	Up to 35,651,714 Shares will be issued.
Terms of Securities	The Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Shares within 5 Business Days of the Meeting. In any event, the Company will not issue any Shares later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Price or other consideration the Company will receive for the Securities	$0.006 per Share.
Purpose of the issue, including the intended use of any funds raised by the issue	Refer to Section 10.4 for details of the proposed use of funds.
Summary of material terms of agreement to issue	The Shares will be issued under customary placement agreements between the Company and the November Placement Participants who subscribed for and will be issued Shares under Tranche 2 of the November Placement, subject to Shareholder approval.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

14. RESOLUTION 16 – APPROVAL FOR MR DAVID LENIGAS TO PARTICIPATE IN TRANCHE 2 OF THE NOVEMBER PLACEMENT

14.1 General

This Resolution seeks Shareholder approval for the purposes of Listing Rule 10.11 for the issue of up to 8,333,333 Shares to Mr David Lenigas (or his nominee(s)) under Tranche 2 of the November Placement, to enable his participation in the November Placement on the same terms as the November Placement Participants.

14.2 Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act requires that for a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

(a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and

(b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The issue constitutes giving a financial benefit and Mr Lenigas is a related party of the Company by virtue of being a Director.

The Directors (other than Mr Lenigas who has a material personal interest in the Resolution) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue because the Shares will be issued to Mr Lenigas (or his nominee(s)) on the same terms as Shares issued to non-related party participants in the November Placement and as such the giving of the financial benefit is on arm's length terms.

14.3 Listing Rule 10.11

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue equity securities to:

10.11.1 a related party;

10.11.2 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the company;

10.11.3 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so;

10.11.4 an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or

10.11.5 a person whose relationship with the company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders,

unless it obtains the approval of its shareholders.

The issue falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of Shareholders under Listing Rule 10.11.

14.4 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules) and will raise additional funds which will be used in the manner set out in Section 10.4. As approval pursuant to Listing Rule 7.1 is not required for the issue (because approval is being obtained under Listing Rule 10.11), the issue will not use up any of the Company's 15% annual placement capacity.

If this Resolution is not passed, the Company will not be able to proceed with the issue and no further funds will be raised.

14.5 Technical Information required by Listing Rule 10.13

REQUIRED INFORMATION	DETAILS
Name of the person to whom Securities will be issued	Mr David Lenigas (or his nominee(s)).

REQUIRED INFORMATION	DETAILS
Categorisation under Listing Rule 10.11	Mr Lenigas falls within the category set out in Listing Rule 10.11.1 as he is a related party of the Company by virtue of being a Director. Any nominee(s) of Mr Lenigas who receive Securities may constitute 'associates' for the purposes of Listing Rule 10.11.4.
Number of Securities and class to be issued	Up to 8,333,333 Shares will be issued.
Terms of Securities	The Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Shares within 5 Business Days of the Meeting. In any event, the Company will not issue any Shares later than one month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Price or other consideration the Company will receive for the Securities	$0.006 per Share, being the same issue price as the Shares issued to the November Placement Participants.
Purpose of the issue, including the intended use of any funds raised by the issue	Refer to Section 10.4 for details of the proposed use of funds.
Summary of material terms of agreement to issue	The Shares are not being issued under an agreement.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

15. RESOLUTION 17 – APPROVAL TO ISSUE LEAD MANAGER OPTIONS

15.1 General

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of up to 30,000,000 Lead Manager Options to 708 Capital (or its nominee(s)) in part consideration for lead manager services provided to the Company in connection with the November Placement.

A summary of Listing Rule 7.1 is set out in Section 11.2 above.

The proposed issue falls within exception 17 of Listing Rule 7.2 which excludes from the restrictions in Listing Rules 7.1 and 7.1A an agreement to issue equity securities that is conditional on the holders of its ordinary securities approving the issue under Listing Rule 7.1 before the issue is made. The proposed issue therefore requires the approval of Shareholders under Listing Rule 7.1.

15.2 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue. In addition, the issue will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If this Resolution is not passed, the Company will not be able to proceed with the issue of the Lead Manager Options. In that case, the Company must provide 708 Capital with equivalent consideration in accordance with the Lead Manager Mandate.

15.3 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected	708 Capital (or its nominee(s)).
Number of Securities and class to be issued	Up to 30,000,000 Lead Manager Options will be issued.
Terms of Securities	The Lead Manager Options will be issued on the terms and conditions set out in Schedule 4.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Securities within 5 Business Days of the Meeting. In any event, the Company will not issue any Securities later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Price or other consideration the Company will receive for the Securities	$0.00001 per Lead Manager Option (equivalent to $300 in total).
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue is to satisfy the Company's obligations under the Lead Manager Mandate.
Summary of material terms of agreement to issue	The Lead Manager Options are being issued under the Lead Manager Mandate, a summary of the material terms of which is set out in Section 10.5.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

16. RESOLUTION 18 – APPROVAL TO ISSUE LEAD MANAGER SHARES

16.1 General

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of up to 15,500,000 Lead Manager Shares to 708 Capital (or its nominee(s)) in satisfaction of the Management Fee, if 708 Capital elects to receive the Management Fee in Shares.

A summary of Listing Rule 7.1 is set out in Section 11.2 above.

The proposed issue falls within exception 17 of Listing Rule 7.2 which excludes from the restrictions in Listing Rules 7.1 and 7.1A an agreement to issue equity securities that is conditional on the holders of its ordinary securities approving the issue under Listing Rule 7.1 before the issue is made. The proposed issue therefore requires the approval of Shareholders under Listing Rule 7.1.

16.2 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue. In addition, the issue will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If this Resolution is not passed, the Company will not be able to proceed with the issue and, under the Lead Manager Mandate, will be required to pay the Management Fee to 708 Capital in cash.

16.3 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected	708 Capital (or its nominee(s)).
Number of Securities and class to be issued	Up to 15,500,000 Lead Manager Shares will be issued.
Terms of Securities	The Lead Manager Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Securities within 5 Business Days of the Meeting. In any event, the Company will not issue any Securities later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Price or other consideration the Company will receive for the Securities	The Lead Manager Shares will be issued at a nil issue price, at a deemed issue price of $0.006 per Share, in satisfaction of the Management Fee.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue is to satisfy the Company's obligations under the Lead Manager Mandate to pay the Management Fee, if 708 Capital elects to receive the Management Fee in Shares.
Summary of material terms of agreement to issue	The Lead Manager Shares are being issued under the Lead Manager Mandate, a summary of the material terms of which is set out in Section 10.5.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

SUPPLEMENTARY GLOSSARY

The Glossary in the Notice is supplemented by including the following defined terms (and, where a term set out below is already defined in the Notice, the definition below replaces that definition):

708 Capital means 708 Capital Pty Ltd (ACN 142 319 202).

Acquisition has the meaning given in Section 10.1.

Addendum means this addendum to the Notice.

Additional Resolutions means Resolutions 12 to 18 set out in this Addendum.

Black Cat means Black Cat Syndicate Limited (ACN 620 896 282).

Cash Consideration has the meaning given in Section 10.2.

Completion has the meaning given in Section 10.1.

Consideration Shares has the meaning given in Section 10.2.

End Date has the meaning given in Section 10.1.

Lead Manager Mandate has the meaning given in Section 10.5.

Lead Manager Options has the meaning given in Section 10.5.

Lead Manager Shares has the meaning given in Section 10.5.

Management Fee has the meaning given in Section 10.5.

November Placement has the meaning given in Section 10.3.

November Placement Participants has the meaning given in Section 10.3.

Original Proxy Form has the meaning given on page 1 of this Addendum.

Purchaser means Riversgold (Australia) Pty Ltd (ACN 619 424 592).

Replacement Proxy Form has the meaning given on page 1 of this Addendum.

Royalty has the meaning given in Section 10.2.

Tenement has the meaning given in Section 10.1.

Tenement Sale Agreement has the meaning given in Section 10.1.

Tranche 1 Placement Shares has the meaning given in Section 10.3.

Vendor means Black Cat (Kal East) Pty Ltd (ACN 620 898 044).

SCHEDULE 4 – TERMS AND CONDITIONS OF LEAD MANAGER OPTIONS

1.	**Entitlement**	Each Lead Manager Option entitles the holder to subscribe for one Share upon exercise of the Lead Manager Option.
2.	**Exercise Price**	Subject to paragraph 9, the amount payable upon exercise of each Lead Manager Option will be $0.012 (**Exercise Price**).
3.	**Expiry Date**	Each Lead Manager Option will expire at 5:00 pm WST on the date that is two years from the date of issue of the Lead Manager Options (**Expiry Date**). A Lead Manager Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
4.	**Exercise Period**	The Lead Manager Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).
5.	**Exercise Notice**	The Lead Manager Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Exercise Notice**) and payment of the Exercise Price for each Lead Manager Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.
6.	**Exercise Date**	An Exercise Notice is only effective on and from the later of the date of receipt of the Exercise Notice and the date of receipt of the payment of the Exercise Price for each Lead Manager Option being exercised in cleared funds (**Exercise Date**).
7.	**Timing of issue of Shares on exercise**	Within five Business Days after the Exercise Date, the Company will: (a) issue the number of Shares required under these terms and conditions in respect of the number of Lead Manager Options specified in the Exercise Notice and for which cleared funds have been received by the Company; (b) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and (c) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Lead Manager Options. If a notice delivered under 7(b) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.
8.	**Shares issued on exercise**	Shares issued on exercise of the Lead Manager Options rank equally with the then issued shares of the Company.
9.	**Reorganisation**	If there is a reorganisation of the issued share capital of the Company (including any subdivision, consolidation, reduction, return or cancellation of such issued capital of the Company), the rights of the holder will be changed to the extent necessary to comply with the ASX Listing Rules applicable to a reorganisation of capital at the time of the reorganisation.

10.	**Participation in new issues**	There are no participation rights or entitlements inherent in the Lead Manager Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Lead Manager Options without exercising the Lead Manager Options.
11.	**Change in exercise price/Adjustment for rights issue**	A Lead Manager Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Lead Manager Option can be exercised.
12.	**Transferability**	The Lead Manager Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

Proxy Voting Form

If you are attending the Meeting in person, please bring this with you for Securityholder registration.

Riversgold Ltd | ABN 64 617 614 598

Your proxy voting instruction must be received by **2:00pm (AWST) on Wednesday, 25 November 2026**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS
The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: **https://investor.automic.com.au/#/home** Shareholders sponsored by a broker should advise their broker of any changes.

STEP 1 - APPOINT A PROXY
If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING
Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of Key Management Personnel.

STEP 2 - VOTES ON ITEMS OF BUSINESS
You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF SECOND PROXY
You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS
Individual: Where the holding is in one name, the Shareholder must sign.
Joint holding: Where the holding is in more than one name, all Shareholders 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 Proxy Voting Form when you return it.
Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.
Email Address: Please provide your email address in the space provided.
By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES
If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at https://automicgroup.com.au.

Lodging your Proxy Voting Form:

Online
Use your computer or smartphone to appoint a proxy at https://portal.automic.com.au/investor/home or scan the QR code below using your smartphone
Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.

BY MAIL:
Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:
Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:
meetings@automicgroup.com.au

BY FACSIMILE:
+61 2 8583 3040

All enquiries to Automic:
WEBSITE:
https://automicgroup.com.au

PHONE:
1300 288 664 (Within Australia)
+61 2 9698 5414 (Overseas)

STEP 1 - How to vote

APPOINT A PROXY:

I/We being a Shareholder entitled to attend and vote at the Annual General Meeting of Riversgold Ltd, to be held at **2:00pm (AWST) on Friday, 27 November 2026 at Suite 23, 513 Hay Street, Subiaco WA 6008** hereby:

Appoint the Chair of the Meeting (Chair) to vote in accordance with the following directions (or if no directions have been given, and subject to the relevant laws, as the Chair sees fit) at this meeting and at any adjournment thereof.

Please note: If you are not appointing the Chair of the Meeting as your proxy, please write in the box provided below the name of the person or body corporate you are appointing as your proxy. If the person so named is absent from the meeting, or if no person is named, the Chair will act on your behalf.

The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.
Unless indicated otherwise by marking the "for", "against" or "abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention.

AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS
Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 1, 9, 10 and 11 (except where I/we have indicated a different voting intention below) even though Resolutions 1, 9, 10 and 11 are connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

STEP 2 - Your voting direction

Resolutions		For	Against	Abstain	Resolutions		For	Against	Abstain
1	ADOPTION OF REMUNERATION REPORT	☐	☐	☐	10	ISSUE OF DIRECTOR INCENTIVE PERFORMANCE RIGHTS – MR EDWARD MEAD	☐	☐	☐
2	RE-ELECTION OF DIRECTOR – MR EDWARD MEAD	☐	☐	☐	11	ISSUE OF DIRECTOR INCENTIVE PERFORMANCE RIGHTS – MR SIMON ANDREW	☐	☐	☐
3	APPROVAL OF 7.1A MANDATE	☐	☐	☐	12	RATIFICATION OF AGREEMENT TO ISSUE CONSIDERATION SHARES TO THE VENDOR	☐	☐	☐
4	RATIFICATION OF PRIOR ISSUE OF PLACEMENT SHARES – LISTING RULE 7.1A	☐	☐	☐	13	RATIFICATION OF AGREEMENT TO ISSUE TRANCHE 1 PLACEMENT SHARES – LISTING RULE 7.1	☐	☐	☐
5	APPROVAL TO ISSUE FURTHER PLACEMENT SHARES	☐	☐	☐	14	RATIFICATION OF AGREEMENT TO ISSUE TRANCHE 1 PLACEMENT SHARES – LISTING RULE 7.1A	☐	☐	☐
6	APPROVAL FOR DIRECTOR PARTICIPATION IN PLACEMENT – MR DAVID LENIGAS	☐	☐	☐	15	APPROVAL TO ISSUE SHARES UNDER TRANCHE 2 OF THE NOVEMBER PLACEMENT	☐	☐	☐
7	APPROVAL FOR DIRECTOR PARTICIPATION IN PLACEMENT – MR EDWARD MEAD	☐	☐	☐	16	APPROVAL FOR MR DAVID LENIGAS TO PARTICIPATE IN TRANCHE 2 OF THE NOVEMBER PLACEMENT	☐	☐	☐
8	APPROVAL FOR DIRECTOR PARTICIPATION IN PLACEMENT – MR SIMON ANDREW	☐	☐	☐	17	APPROVAL TO ISSUE LEAD MANAGER OPTIONS	☐	☐	☐
9	ISSUE OF DIRECTOR INCENTIVE PERFORMANCE RIGHTS – MR DAVID LENIGAS	☐	☐	☐	18	APPROVAL TO ISSUE LEAD MANAGER SHARES	☐	☐	☐

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution and your votes will not be counted in computing the required majority on a poll.

STEP 3 – Signatures and contact details

Individual or Securityholder 1	Securityholder 2	Securityholder 3
Sole Director and Sole Company Secretary	Director	Director / Company Secretary

Contact Name:

Email Address:

Contact Daytime Telephone

Date (DD/MM/YY) ☐☐ / ☐☐ / ☐☐

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible).

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