



FORM 1A
APPLICATION LETTER

May 31, 2021

Canadian Securities Exchange (“CSE”)
100 King Street West
Suite 7210
Toronto, Ontario
M5X 1E1

Dear Sirs/Mesdames:

Re: Qualification for Listing of RIV Capital Inc. (the “Issuer”)

The Issuer hereby applies to have the Class A common shares in the capital of the Issuer (“**Common Shares**”) qualified for listing on the CSE. There are currently 142,481,199 Common Shares issued and outstanding and 9,862,693 shares reserved for issuance.

As at the date of this letter, the Issuer is listed on the Toronto Stock Exchange (“**TSX**”), and seeks to voluntarily de-list from the TSX and subsequently list on the CSE. The Issuer has not proposed a fundamental change transaction or change of business as defined in CSE Policy 8.

Please find enclosed, in duplicate, Form 1B Listing Application, Form 2B Listing Summary, executed Listing Agreement, and the supporting documents set out in Appendix A to the Listing Application.

As per our prior discussions with representatives from the CSE, given the existing continuous disclosure record of the Issuer, the Issuer will be requesting an exemption to provide a completed Form 2A Listing Statement, and will instead provide any additional references or statements as requested by the CSE.

Yours very truly,

RIV CAPITAL INC.

by (signed) “Matthew Mundy”
Name: Matthew Mundy
Title: Chief Strategy Officer and
General Counsel