

Report of Organizational Actions Affecting Basis of Securities

OMB No. 1545-0123

► See separate instructions.

Part I Reporting Issuer

1 Issuer's name RIO2 LIMITED		2 Issuer's employer identification number (EIN)	
3 Name of contact for additional information KATHRYN JOHNSON	4 Telephone No. of contact 1 416 432-0622	5 Email address of contact kathryn.johnson@rio2.com	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact 161 Bay Street, 27th Floor		7 City, town, or post office, state, and ZIP code of contact Toronto, ON M5J 2S1	
8 Date of action July 24, 2018		9 Classification and description	
10 CUSIP number 767217102	11 Serial number(s)	12 Ticker symbol RIO	13 Account number(s)

Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ►

Effective as of July 24, 2018, Rio2 Limited, a corporation incorporated under the laws of the Province of Ontario ("Rio2") and Atacama Pacific Gold Corporation, a corporation incorporated under the laws of Canada ("Atacama") completed a court approved plan of arrangement (the "Arrangement"), pursuant to which Rio2 and Atacama amalgamated and continued as a single corporation under the laws of the Province of Ontario, which was named Rio2 Limited ("New Rio2"). Pursuant to the Arrangement, (i) each Rio2 shareholder received 0.6667 shares of New Rio2 ("New Rio2 Shares") for each Rio2 common share held, and (ii) each Atacama shareholder received 0.6601 New Rio2 Shares for each Atacama common share held.

The foregoing is a summary of the Arrangement and does not purport to contain all details. Additional information about the Arrangement is contained in the Joint Management Information Circular for the Special Meeting of Shareholders of Atacama Pacific Gold Corporation and the Special Meeting of Shareholders of Rio2 Limited with respect to a Proposed Plan of Arrangement Involving Atacama Pacific Gold Corporation and Rio2 Limited and Related Matters, dated June 14, 2018 (the "Information Circular"), which is available at www.sedar.com.

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ►

The aggregate tax basis of a U.S. holder in the New Rio2 Shares received pursuant to the Arrangement will be equal to such U.S. holder's aggregate tax basis in the Rio2 Shares or the Atacama Shares, as the case may be, surrendered in exchange therefor. For additional information, see "Certain United States Federal Income Tax Considerations" in the Information Circular

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ►

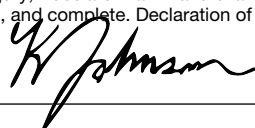
As described above under Item 15, there should be no basis adjustment as a result of the exchange of shares pursuant to the Arrangement.

Part II **Organizational Action** (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ►
 Section 354, Section 358 and Section 368 of the Internal Revenue Code of 1986, as amended (the "Code"). The Arrangement is intended to be treated as a "reorganization" within the meaning of Section 368(a) of the Code. In addition, if Rio2 or Atacama were treated as a passive foreign investment company, as defined in Section 1297 of the Code (a "PFIC"), immediately before the Arrangement, and New Rio2 will qualify as a PFIC for its current taxable year, Sections 1291 through 1298 of the Code would apply. For additional information, see "Certain United States Federal Income Tax Considerations" in the Information Circular.

18 Can any resulting loss be recognized? ►
 No. For additional information, see "Certain United States Federal Income Tax Considerations" in the Information Circular

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ►
 The Arrangement was effective as of July 24, 2018. Therefore, the reportable tax year for the Arrangement for each U.S. holder is the taxable year of such U.S. holder that includes July 24, 2018.

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.				
	Signature ► 		Date ► September 13, 2018		
Paid Preparer Use Only	Print your name ► Kathryn Johnson		Title ► Chief Financial Officer		
	Print/Type preparer's name		Preparer's signature		Date
	Firm's name ►		Firm's EIN ►		Check <input type="checkbox"/> if self-employed PTIN
	Firm's address ►		Phone no.		