



29 January 2009

Company Announcements Office
Australian Stock Exchange Limited
20 Bridge Street
SYDNEY NSW 2000

RED RIVER RESOURCES LIMITED (RVR)

QUARTERLY REPORT (Second Quarter) OCTOBER-DECEMBER 2008

HIGHLIGHTS

MIAREE

- 58 Reverse circulation (RC) drill holes totalling 5,800 metres drilled over 13 drill hole profiles on the Miaree Magnetite Trend
- Abundant magnetite observed in drill cuttings and confirmed by magnetic susceptibility readings
- Over 2,600 samples submitted for analysis, results expected during February 2009.
- Strong correlation between field observations and magnetic profile data.
- Analytical results expected during February

BLYTHE

- Substantial skarn-hosted magnetite iron ore and tin mineralisation intersected at the Kara North Prospect
- Further investigation of the tin potential at this Prospect currently underway

MIAREE (KANINDA WELL) PROJECT, E08/1350, E47/1309 and E47/1707, PILBARA REGION, WESTERN AUSTRALIA.

The Miaree Project (see Figure 1) is held under a joint venture with Iron Mountain Mining Limited ("Iron Mountain", IRM). Under the terms of the Joint Venture Iron Mountain has the right to earn 25% of the project for the expenditure of \$1.25 million. Figure 1 shows that the Miaree Magnetite Trend is located between 25-50 kilometres away from the Cape Preston iron ore port currently under construction by Citic Pacific and that it parallels the North West Coastal Highway. Proximity to the regional

logistical centre of Karratha/Dampier is also displayed by Figure 1 so, in terms of infrastructure, the Miaree Magnetite Trend is excellently situated.

The Miaree Magnetite Trend occurs in the Cleaverville Formation, the same geological unit that hosts the large, ca 1.6 billion tonne, Cape Lambert magnetite deposit, immediately east of Roebourne and Wickham, held by China Metallurgical and Mining Company. Aeromagnetic data clearly confirms the large magnetite resource at the Cape Lambert deposit, as it does also for the Balmoral Deposit, a 2 billion tonne deposit 20 kilometres south of Cape Preston. **Aeromagnetic field strengths over the Miaree Magnetite Trend are similar to those over the Cape Lambert and Balmoral Deposits.** Geophysical data thus indicates that the Miaree Magnetite Trend has the potential to hold a similarly large magnetite resource (e.g. see Figure 2).

As a test of this geophysically indicated potential, 58 reverse circulation drillholes, totalling 5,800 metres, were drilled into the Miaree Magnetite Trend during the period mid October to early December 2008. In all 13 drill hole profiles were drilled over this regional magnetic feature (see Figure 2). **Abundant magnetite was observed in the drill cuttings and this was verified by magnetic susceptibility readings of the cuttings.** Over 2,600 samples have been submitted for chemical analysis and the results of these are expected to be received during February 2009. On receipt of the analyses, these will be compiled and matched with the geological logging carried out during the drilling, and will also be matched with magnetic profiles derived from the aeromagnetic data. This data will then be subjected to detailed geophysical modelling preparatory to the compilation of a JORC compliant Mineralised Resource calculation. Completion of this phase of evaluation is expected during March 2009. At this current stage, strong correlation is seen between the magnetic profiles and field observation of magnetite abundance.

BLYTHE PROJECT AREA, EL 6/2005, EL 15/2006, EL 35/2006, EL 36/2006, EL 37/2006 and EL 18/2007, NORTHERN TASMANIA

The Blythe Project (see Figure 3) is held under a joint venture with Iron Mountain Mining Limited (IRM). RVR have 50% of the Blythe project and are contributing equally with IRM to exploration costs. Reverse circulation (RC) drilling was carried out over the Hampshire, Sea Slug, Nolan's Hill, Kara North, Kara East, Kara South, and Kiwi's Prospects during the June and September Quarters of 2008 and the final analyses were received during the December quarter.

Significant skarn type magnetite and tin mineralisation has been encountered in the Kara North and Hampshire Prospects and details of mineralised intersections from these prospects are detailed in Tables 1 and 2.

Kara North drill hole layout and significant intersections are shown in Figure 4 and two of the drill hole profiles are shown in Figures 5 and 6. Since receipt of the analytical results, the Joint Venture has had Niton XRF screening carried out over the unsampled intervals. This survey has indicated that extensive tin mineralisation at the Prospect has yet to be analysed. As a consequence, further sampling will be carried and these samples will be submitted for tin analysis. Resource calculations for Kara North will be made on receipt of these analytical results.

Hampshire Prospect drill hole layout is shown in Figure 7 and a cross section through the mineralised zone is shown in Figure 8. The drilling has delineated a westerly dipping sheet of massive to semi-massive magnetite 270 metres long and 5 to 12 metres thick, carrying grades of up to 64.8% Fe.

FERAL PROSPECT, E70/2227, MID WEST REGION, WESTERN AUSTRALIA

Red River Resources withdrew from this project during the December Quarter.

HOOLEY WELL/IMAGI WELL, E09/1272 & E09/1273, MID WEST REGION, WESTERN AUSTRALIA

Heads of Agreement (HOA) entered into between Red River and Eagle Nickel Limited (ASX:ENL, "Eagle Nickel") during the December Quarter.

- Agreement for Red River Resources Limited to earn up to 50% equity at two Eagle Nickel Limited nickel prospects in Western Australia, Hooley Well and Imagi Well.
- The Hooley Well Prospect is an underexplored ultramafic intrusive 3 km long by 2 km wide, that has returned drillhole intersections of up to 22m at 0.9% nickel, including 4m at 1.4% nickel, 2% chromium, and 0.11% cobalt.
- The Imagi well Prospect is a large layered ultramafic to mafic igneous intrusive that has yielded up to 4m at 13.5% chromium in drilling as well as up to 10m at 11.8% chromium and 15m at 0.3% nickel, 0.3% chromium and 0.028% cobalt in trenching
- Both tenements are prospective for the discovery of economic nickel deposits with further exploration.

Under the terms of the HOA between the two companies, Red River Resources can carry out exploration at Eagle Nickel's tenements at:

- Hooley Well, 320 km east of the township of Carnarvon, in the central west of Western Australia
- Imagi Well, 240 km ESE of Carnarvon.

Exploration will be focused on the discovery of nickel and related mineralization.

Red River Resources can earn up to 50% equity in the mineral tenements holding these prospects for a total expenditure of \$500,000 over a period of four years.

TERMS OF THE HOA

The HOA between Red River Resources and Eagle Nickel applies to the two following tenements:

- Hooley Well E09/1272 of approximately 84 sq km.
- Imagi Well E09/1273 of approximately 120 sq km.

As Mr David Zohar is a substantial shareholder and Director of both companies, this is a “related party transaction” and therefore requires ratification by shareholder approval at Extraordinary General Meetings of both companies, subject to receipt of an independent expert’s report stating that the proposed transaction is “fair and reasonable”. The cost for any independent expert report to shareholders of both companies is to be shared equally between the two companies.

Under the terms of agreement, Red River Resources may earn a 50% interest in the exploration licences by expending \$500,000 on exploration over a period of four years commencing on the date of the execution of the HOA.

Red River Resources may withdraw from the agreement at any time provided that it has expended not less than \$100,000 on exploration.

Red River Resources may earn an interest of 30% on the expenditure of \$300,000 and the company can earn a further 20% interest in the tenements on the expenditure of a further \$200,000.

All tenements applied for by either Red River Resources or Eagle Nickel within 10 km of either of the exploration licences shall become assets of the Joint Venture.

Red River Resources will be the Manager of the Joint Venture during the earning period.

FINANCIALS – APPENDIX 5B

At 31 December 2008, the company had available funds of approximately \$2,932,839. The Appendix 5B highlights the quarter’s cash activities and other relevant financial information.



J. Karajas
Managing Director

29 January 2009.

The information within this report as it relates to geology and mineral resources was compiled by the Managing Director Mr John Karajas. Mr Karajas is a Member of the Australian Institute of Geoscientists. Mr. Karajas has sufficient experience which is relevant to the style of mineralization and the type of deposit under consideration to qualify as a Competent Person as defined in the 2004 Edition of the “Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves, the JORC Code”. Mr Karajas consents to the inclusion in the report of the matters based on information in the form and context which it appears.

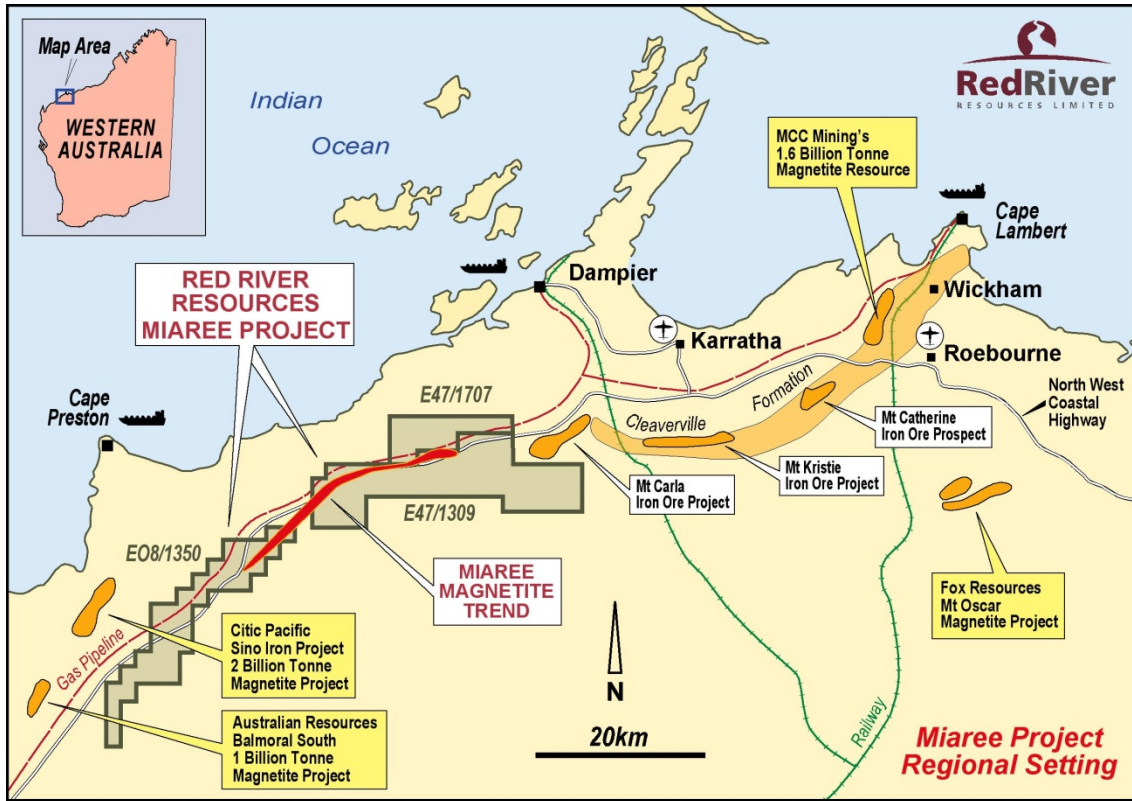


Figure 1: Miaree Project Regional Setting

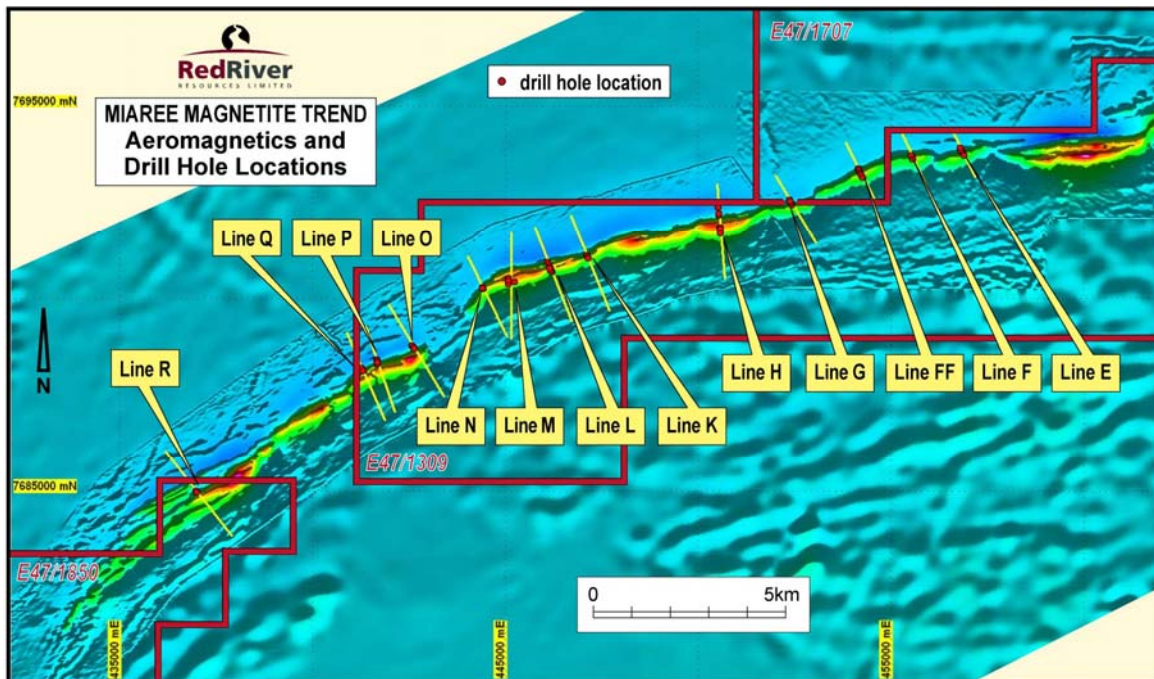


Figure 2: Miaree Drillhole Locations

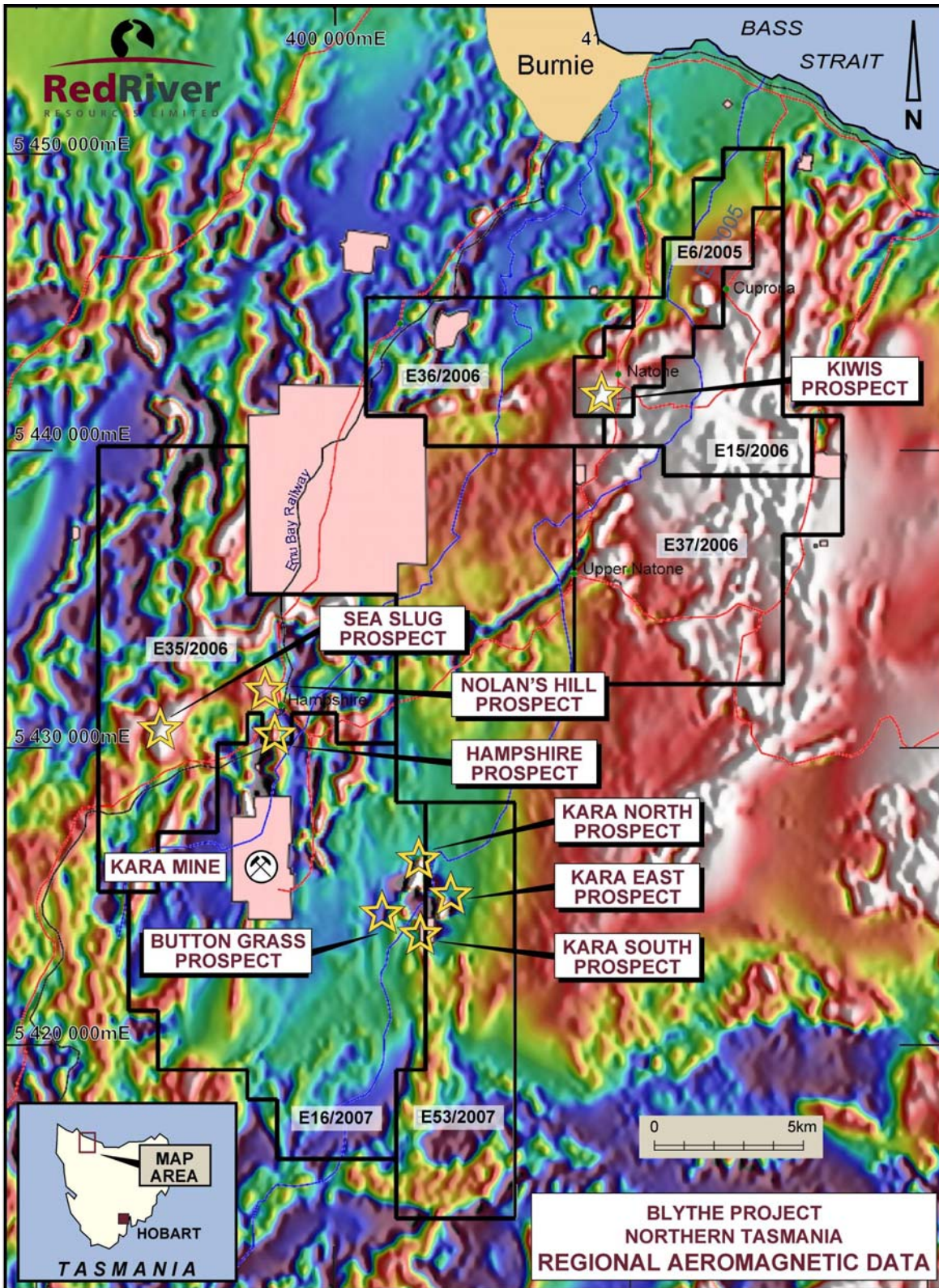


Figure 3: Blythe Project Regional Setting and Prospect Locations

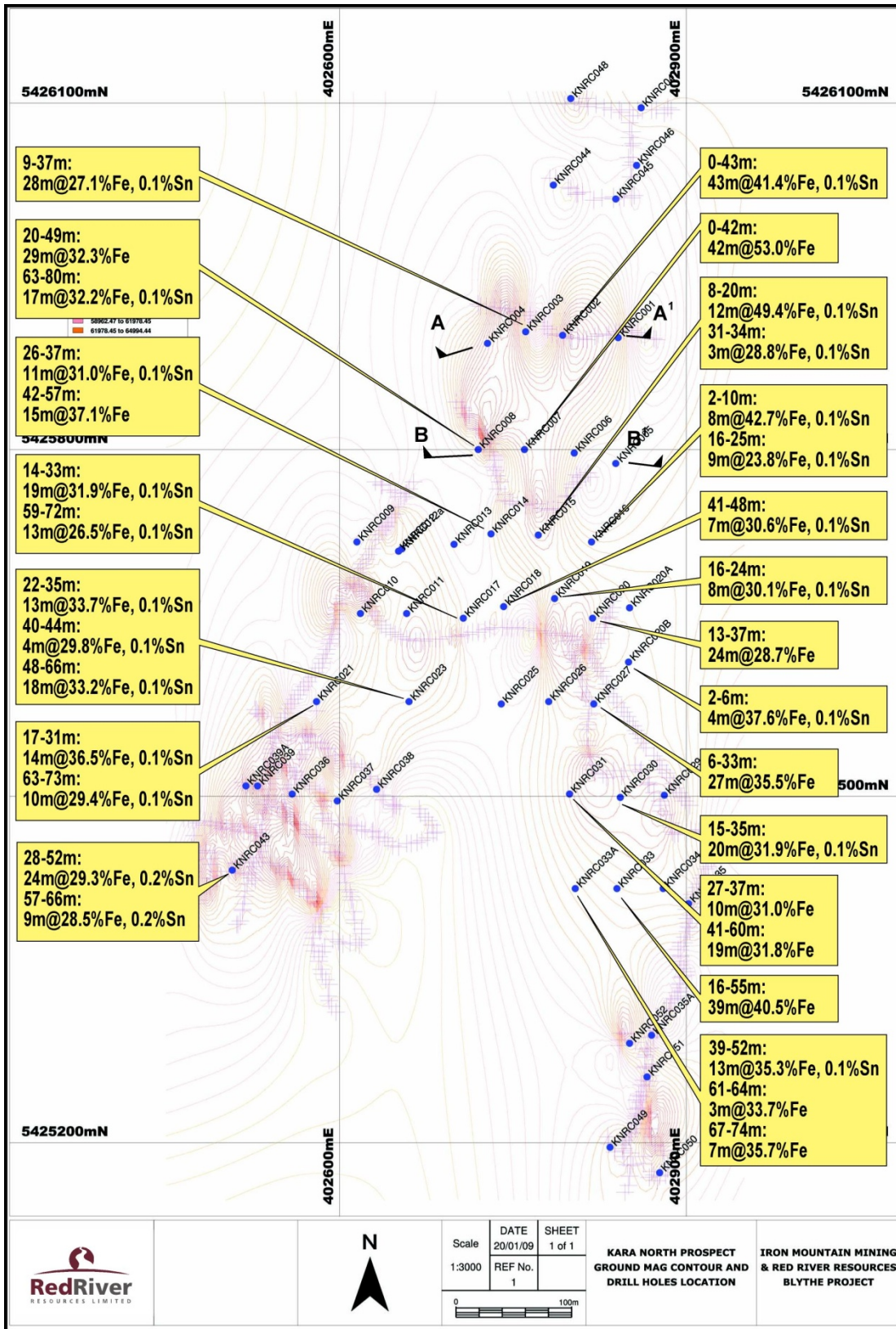


Figure 4: Kara North Prospect Drill Layout and Intersections

Table 1: Kara North Prospect-Significant Intersections

HOLE NO.	From (m)	To (m)	Thickness (m)	Fe %	Al %	P %	Si %	S %	Sn %	East MGA	North MGA	AZIM	DIP
KNRC002	0	43	43	41.4	3.8	0.04	20.3	0.02	0.07	402793	5425899	0	-90
KNRC003	7	37	30	27.3	5.2	0.06	30.3	1.58	0.09	402761	5425902	0	-90
KNRC003	44	45	5	30.9	4.24	0.01	28.1	0.6	0.08	402761	5425902	0	-90
KNRC007	0	42	42	53	3	0.03	11.5	0.03	0.04	402760	5425798	0	-90
KNRC008	20	49	29	32.3	5.6	0.05	22.8	3.16	0.04	402720	5425798	0	-90
KNRC008	63	90	27	32	4.9	0.05	26.8	0.3	0.09	402720	5425798	0	-90
KNRC014	26	37	11	31	5.5	0.03	29	<0.01	0.09	402731	5425727	0	-90
KNRC014	42	58	16	36	3.9	0.04	22.4	0.05	0.03	402731	5425727	0	-90
KNRC015	8	20	12	49.4	4.4	0.01	13.7	0.03	0.09	402772	5425726	0	-90
KNRC015	31	34	3	28	9.4	0.01	33.1	0.76	0.06	402772	5425726	0	-90
KNRC016	2	10	8	42.7	5.9	0.06	19.3	0.02	0.05	402818	5425720	0	-90
KNRC016	16	25	9	23.7	5	0.05	37.4	0.03	0.05	402818	5425720	0	-90
KNRC017	14	33	19	32	7.2	0.04	29	<0.01	0.05	402707	5425654	0	-90
KNRC017	58	71	13	26.3	4	0.04	29.1	<0.01	0.1	402707	5425654	0	-90
KNRC018	36	48	12	32	4	0.03	25.2	<0.01	0.07	402742	5425664	0	-90
KNRC019	16	24	8	30.1	6.6	0.07	26.4	0.06	0.08	402786	5425671	0	-90
KNRC020	12	34	22	28.1	3.1	0.04	30.8	<0.01	0.04	402819	5425654	0	-90
KNRC020B	0	6	6	38.7	6	0.05	24.8	0.04	0.09	402850	5425616	0	-90
KNRC021	17	32	15	35.3	4.7	0.06	23.2	0.02	0.09	402580	5425582	0	-90
KNRC021	63	74	11	28.4	4.9	0.07	29.3	0.01	0.21	402580	5425582	0	-90
KNRC023	22	35	12	33.7	3.9	0.04	27.1	0.06	0.07	402660	5425582	0	-90
KNRC023	40	66	24	31.3	3.4	0.02	23.3	0.05	0.06	402660	5425582	0	-90
KNRC026	20	47	27	39	3.7	0.01	19.7	0.03	0.01	402781	5425582	0	-90
KNRC026	50	60	10	30	4.3	0.02	26.6	0.02	0.04	402781	5425582	0	-90
KNRC027	5	33	28	28.2	3.3	0.053	28.9	0.05	0.07	402821	5425578	0	-90
KNRC030	15	36	20	32	3.5	0.03	23.8	0.05	0.07	402843	5425499	0	-90

HOLE NO.	From (m)	To (m)	Thickness (m)	Fe %	Al %	P %	Si %	S %	Sn %	East MGA	North MGA	AZIM	DIP
KNRC031	27	38	11	30	3.3	0.02	27.4	0.05	0.03	402799	5425502	0	-90
KNRC031	40	60	20	31.2	4.2	0.02	25.8	0.03	0.04	402799	5425502	0	-90
KNRC033	16	55	39	40.4	4.2	0.02	19.2	0.34	0.02	402840	5425420	0	-90
KNRC033A	39	57	17	32	3.8	0.04	25.4	0.4	0.05	402804	5425420	0	-90
KNRC033A	61	64	3	33.7	8.6	0.01	25	0.2	0.03	402804	5425420	0	-90
KNRC033A	67	74	7	35.7	4.7	0.08	23.6	0.05	0.03	402804	5425420	0	-90
KNRC035	8	30	22	52	4.1	0.03	14.3	0.03	0.04	402902	5425407	0	-90
KNRC036	30	44	14	39	3.5	0.05	24.7	0.05	0.22	402559	5425502	0	-90
KNRC037	2	10	8	54	2.7	0.02	10.48	0.38	0.05	402598	5425496	0	-90
KNRC037	14	27	13	47.5	2.6	0.02	15.7	0.01	0.09	402598	5425496	0	-90
KNRC037	47	62	15	36.1	3.3	0.01	22.39	0.01	0.11	402598	5425496	0	-90
KNRC037	66	100	34	45	2.4	0.03	16.26	0.02	0.09	402598	5425496	0	-90
KNRC043	28	52	24	29.2	3.9	0.02	30.2	0.12	0.19	402507	5425436	0	-90
KNRC043	57	66	9	28.5	4.4	0.02	30.7	0.05	0.17	402507	5425436	0	-90
KNRC044	3	13	10	34	7.1	0.02	25.11	0.03	0.2	402785	5426029	0	-90
KNRC045	0	10	10	45.6	4.2	0.06	17.11	0.02	0.06	402839	5426017	0	-90
KNRC046	0	4	4	48.6	4.6	0.02	17.6	0.05	0.03	402857	5426046	0	-90
KNRC047	0	8	8	35.4	3.5	0.01	22.51	<0.01	0.08	402861	5426096	0	-90
KNRC049	0	10	10	58	2.6	0.07	6.4	0.06	0.05	402834	5425196	0	-90

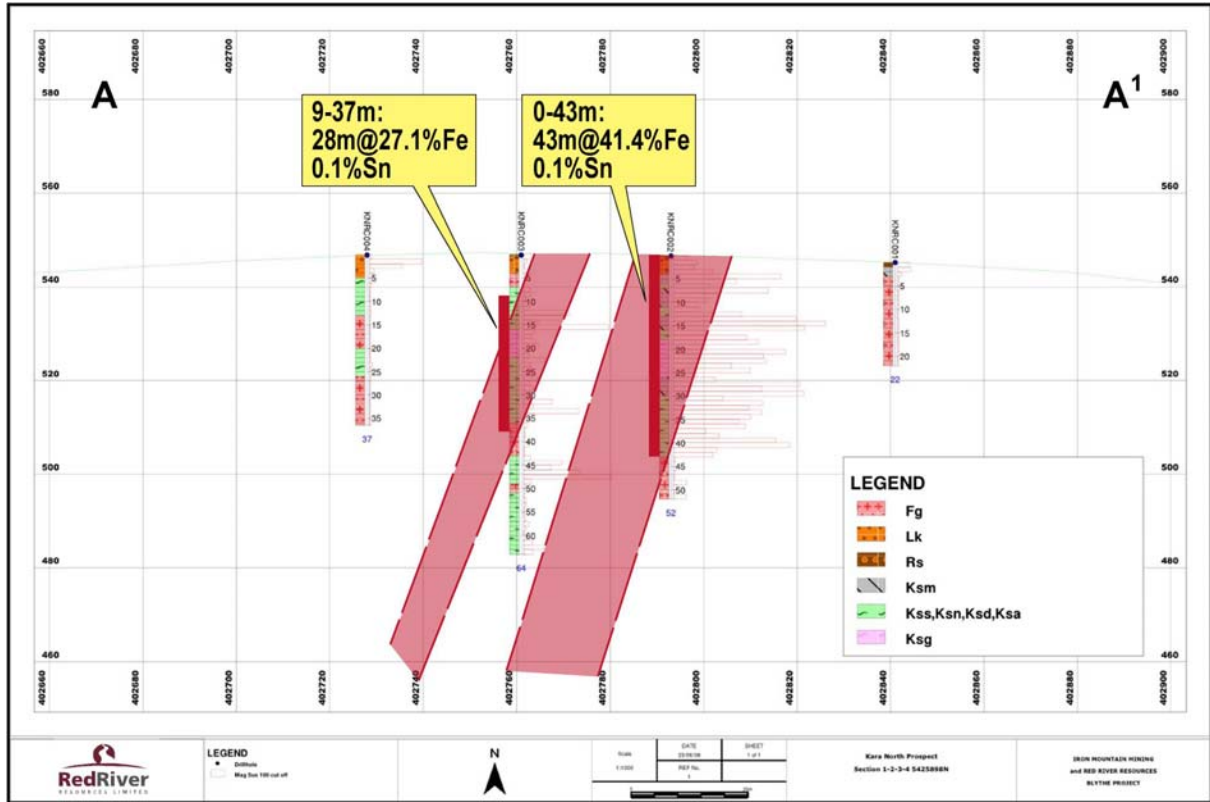


Figure 5 Kara North Drill Profile A-A

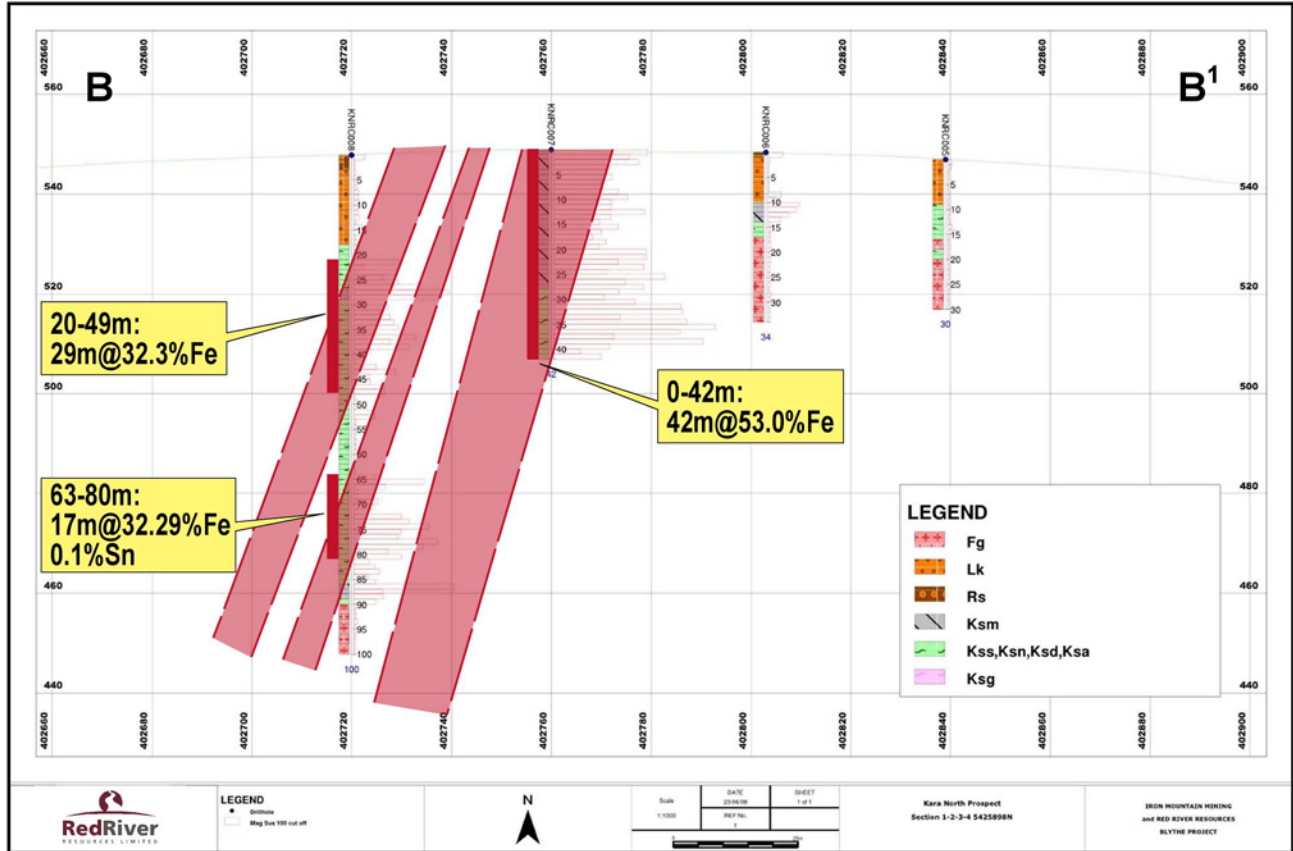


Figure 6: Kara North Drill Hole Profile B-B

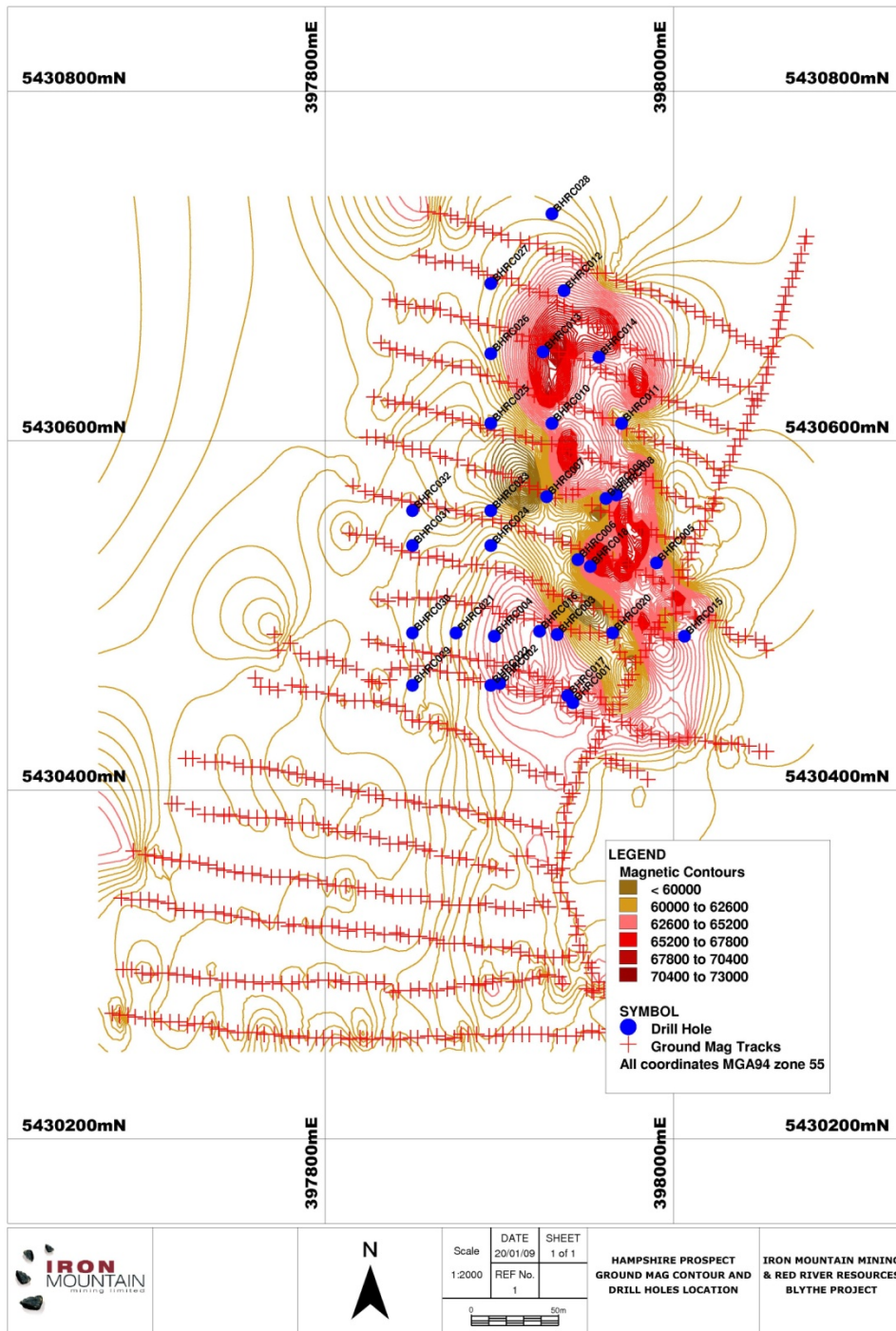


Figure 7: Hampshire Prospect Drill Hole Layout

Table2: Hampshire Prospect-Significant Intersections

HOLE NO.	From (m)	To (m)	Thickness (m)	Fe %	Al %	P %	Si %	S %	Sn %	East MGA	North MGA	AZIM	DIP
BHRC003	13	22	9	45.1	4.37	0.35	20.4	0.03	0.05	397933	5430489	0	-90
BHRC004	30	37	7	38.6	5.58	0.33	24.4	0.02	0.1	397897	5430488	0	-90
BHRC004	40	50	10	44.2	1.86	0.3	20.5	0.02	0.03	397897	5430488	0	-90
BHRC006	7	12	5	55	1.46	0.2	12.1	0.02	0.06	397943	5430541	0	-90
BHRC007	13	20	7	40	2.01	0.2	20.4	0.04	0.05	397927	5430568	0	-90
BHRC008	0	4	4	54.2	4.55	1.14	11.1	0.05	0.02	397967	5430569	0	-90
BHRC009	0	6	6	64.8	1.94	0.13	4.22	0.03	0.02	397961	5430567	90	-60
BHRC010	10	17	7	46.4	3.5	0.2	17	0.05	0.03	397930	5430610	87	-60
BHRC011	0	4	4	48	5.37	2.16	14.4	0.05	0.03	397970	5430610	98	-60
BHRC012	8	20	12	29.1	5.3	0.27	31.6	0.06	0.08	397937	5430686	0	-90
BHRC013	15	23	8	48.3	2.26	0.47	17.4	0.02	0.03	397925	5430651	0	-90
BHRC014	3	8	5	43.5	4.9	0.76	21.9	0.08	0.07	397925	5430651	0	-90
BHRC015	0	4	4	46.2	7.02	1.74	14.3	0.06	0.03	398006	5430488	0	-90
BHRC016	37	50	13	52	2	0.17	13.8	0.02	0.03	397923	5430491	210	-60
BHRC017	20	32	12	47.2	2.9	0.4	18.1	0.02	0.07	397939	5430454	302	-60
BHRC018	3	9	9	45.2	3.7	0.7	19	0.05	0.06	397952	5430528	90	-60
BHRC020	5	12	7	53.3	3.1	0.4	12.4	0.03	0.09	397965	5430491	0	-90
BHRC021	79	86	7	26.3	2.9	0.4	34.2	0.03	0.04	397875	5430490	0	-90
BHRC022	59	66	7	37.8	1.9	0.4	23.5	0.01	0.02	397895	5430460	0	-90
BHRC023	33	41	8	48.7	1.9	0.5	16.6	0.01	0.03	397895	5430560	0	-90
BHRC024	37	42	5	54.8	1.4	0.1	11.9	0.01	0.04	397895	5430540	0	-90
BHRC025	33	42	9	35.1	3.1	0.2	24.7	0.02	0.04	397895	5430610	0	-90

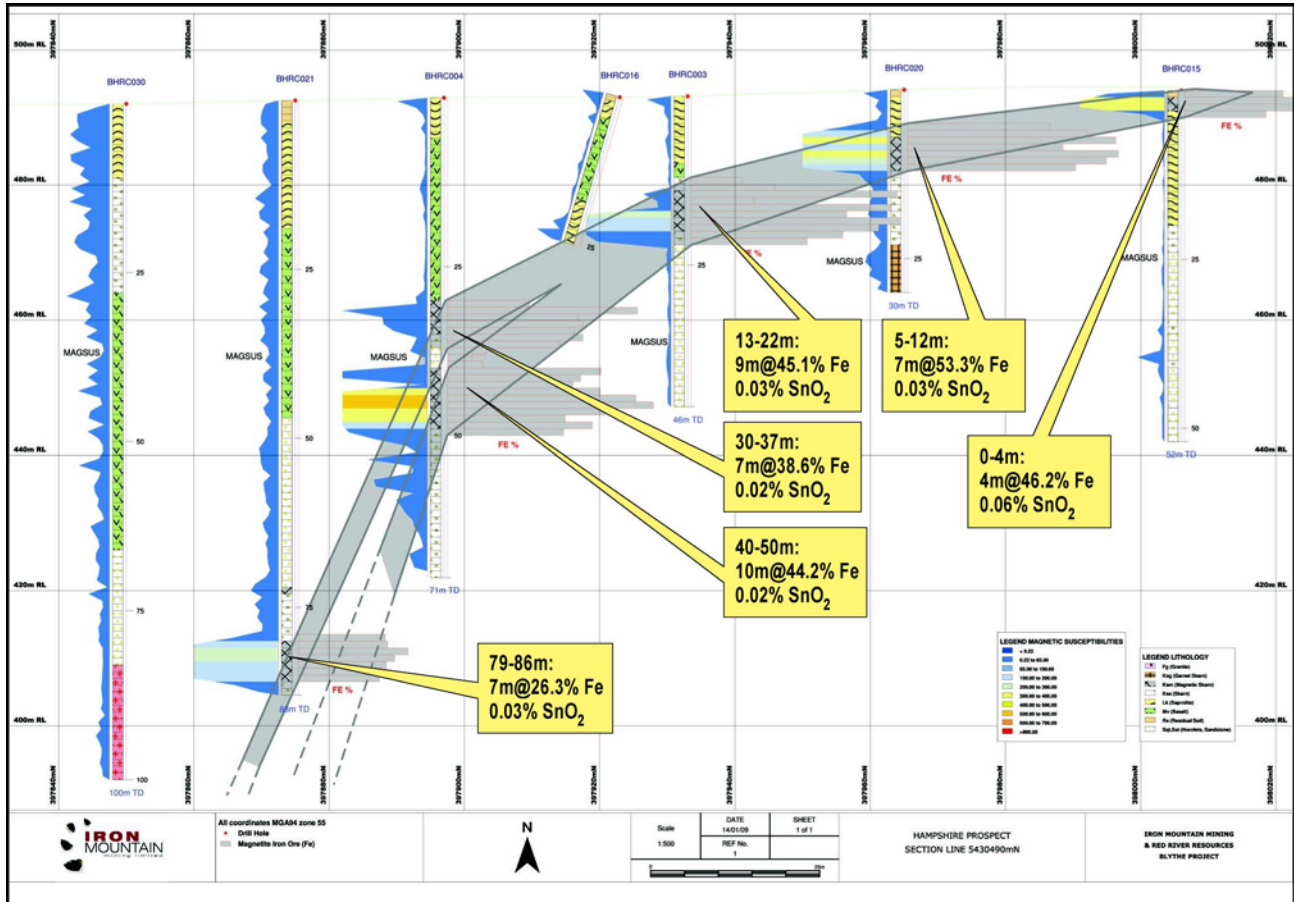


Figure 8: Hampshire Prospect Cross Section 5,430,490N