

*Rule 2.7, 3.10.3, 3.10.4, 3.10.5*

# Appendix 3B

## New issue announcement, application for quotation of additional securities and agreement

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003

Name of entity     RESOURCE AND INVESTMENT NL
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ABN     77 085 806 284
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We (the entity) give ASX the following information.

### Part 1 - All issues

*You must complete the relevant sections (attach sheets if there is not enough space).*

- |   |  |   |
|---|--|---|
| 1 | +Class of +securities issued or to be issued   | Ord Shares and Options  |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued  | 114,857,143 shares<br>22,971,435 options  |
| 3 | Principal terms of the +securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion).  | Shares same as existing shares.<br><br>Options – terms and conditions attached as Annexure A. |
| 4 | Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?<br><br>If the additional securities do not rank equally, please state:<br><ul style="list-style-type: none"> <li>· the date from which they do</li> <li>· the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>· the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul> | Shares, yes.<br><br>Options from date of exercise.  |

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+ See chapter 19 for defined terms.

5	Issue price or consideration	72,000,000 Shares at \$0.35 42,857,143 Shares deemed price of \$15,000 Options nil	
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	Placement and Consideration securities approved by shareholders in general meeting on 6 March 2012	
7	Dates of entering +securities into uncertificated holdings or despatch of certificates	7 and 8 March 2012	
8	Number and +class of all +securities quoted on ASX ( <i>including</i> the securities in clause 2 if applicable)	Number	+Class
		239,841,451 22,971,435	Ordinary fully paid shares Options exercisable at \$0.60 expiring 31 May 2013.
9	Number and +class of all +securities not quoted on ASX ( <i>including</i> the securities in clause 2 if applicable)	Number	+Class
		520,000 4,000,000 3,300,000	Options expiring 7/8/2012 exercisable at \$0.40 Options expiring 25/11/2013 exercisable at \$1.00 Options expiring 17/5/2014 exercisable at \$1.00
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	The Company does not have a dividend policy.	

## Part 2 - Bonus issue or pro rata issue

11	Is security holder approval required?	
12	Is the issue renounceable or non-renounceable?	
13	Ratio in which the +securities will be offered	
14	+Class of +securities to which the offer relates	
15	+Record date to determine entitlements	
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	
17	Policy for deciding entitlements in relation to fractions	

+ See chapter 19 for defined terms.

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|----|---|--|
| 18 | Names of countries in which the entity has <sup>+</sup> security holders who will not be sent new issue documents<br><small>Note: Security holders must be told how their entitlements are to be dealt with.<br/>Cross reference: rule 7.7.</small> |  |
| 19 | Closing date for receipt of acceptances or renunciations  |  |
| 20 | Names of any underwriters   |  |
| 21 | Amount of any underwriting fee or commission  |  |
| 22 | Names of any brokers to the issue   |  |
| 23 | Fee or commission payable to the broker to the issue  |  |
| 24 | Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of <sup>+</sup> security holders   |  |
| 25 | If the issue is contingent on <sup>+</sup> security holders' approval, the date of the meeting  |  |
| 26 | Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled  |  |
| 27 | If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders   |  |
| 28 | Date rights trading will begin (if applicable)  |  |
| 29 | Date rights trading will end (if applicable)  |  |
| 30 | How do <sup>+</sup> security holders sell their entitlements <i>in full</i> through a broker?   |  |
| 31 | How do <sup>+</sup> security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?  |  |
| 32 | How do <sup>+</sup> security holders dispose of their entitlements (except by sale through a broker)?   |  |
| 33 | <sup>+</sup> Despatch date  |  |

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+ See chapter 19 for defined terms.

### Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

34 Type of securities  
(tick one)

(a)  Securities described in Part 1

(b)  All other securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

#### Entities that have ticked box 34(a)

##### Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

35  If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders

36  If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories  
1 - 1,000  
1,001 - 5,000  
5,001 - 10,000  
10,001 - 100,000  
100,001 and over

37  A copy of any trust deed for the additional +securities

#### Entities that have ticked box 34(b)

38 Number of securities for which +quotation is sought

39 Class of +securities for which quotation is sought

40 Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?  
If the additional securities do not rank equally, please state:  
· the date from which they do  
· the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment  
· the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

+ See chapter 19 for defined terms.

41	Reason for request for quotation now Example: In the case of restricted securities, end of restriction period (if issued upon conversion of another security, clearly identify that other security)		
42	Number and +class of all +securities quoted on ASX (including the securities in clause 38)		

**Quotation agreement**

- 1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.
- 2 We warrant the following to ASX.
  - The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
  - There is no reason why those +securities should not be granted +quotation.
  - An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.  
Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty
  - Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
  - We warrant that if confirmation is required under section 1017F of the Corporations Act in relation to the +securities to be quoted, it has been provided at the time that we request that the +securities be quoted.
  - If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.
- 3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
- 4 We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here: ..... Date: 8/3/2012  
(company secretary)

Print name: Jean Mathie

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+ See chapter 19 for defined terms.

**RESOURCE AND INVESTMENT NL**  
**TERMS AND CONDITIONS OF OPTIONS EXERCISABLE AT \$0.60 EXPIRING 31 MAY 2013**

The New Options will each be subject to the following terms and conditions.

1. **Definitions**

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

**ASX Listing Rules** means the Listing Rules of the ASX (including the ASTC Settlement Rules, ASX Market Rules and the ACH Clearing Rules).

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

**Exercise Price** means the exercise price of each New Option, being \$0.60.

**Expiry Date** means 5.00pm (WST) on 31 May 2013.

**Exercise Notice** means the form prescribed by RNI from time to time for the purpose of exercising New Options.

**Option Holder** means the person or persons registered as the holder of one or more New Options from time to time.

**Option Period** means the period from the date of issue of the New Options to the Expiry Date.

**RNI** means Resource and Investment NL ABN 77 085 806 284.

**RNI Share** means a fully paid ordinary share in the capital of RNI.

**Shareholder** means a holder of an RNI Share.

2. Each New Option is transferable and RNI will apply to ASX for the New Options to be listed for trading on ASX.
3. Subject to these Terms and Conditions, each New Option carries the right to subscribe for one RNI Share.
4. New Options may be exercised by delivering to RNI's registered office or RNI's share registry an Exercise Notice at any time prior to the Expiry Date.
5. The Exercise Notice must state the number of New Options to be exercised and be accompanied by the relevant holding statement(s) and a cheque (in Australian currency) made payable to RNI for an amount being the result of the applicable Exercise Price multiplied by the number of New Options being exercised.
6. Following receipt of a properly executed Exercise Notice and application monies in respect of the exercise of any New Options, RNI will issue the resultant RNI Shares and deliver notification of shareholdings.
7. RNI will make application to have the RNI Shares (issued pursuant to an exercise of New Options) listed for quotation by ASX within 7 days of the date of issue.
8. RNI Shares issued pursuant to an exercise of New Options shall rank, from the date of issue, pari passu with existing RNI Shares in all respects.
9. New Options carry no right to participate in pro rata issues of securities to Shareholders unless the New Options are exercised before the record date for determining entitlements to the relevant pro rata issue.
10. Each Option Holder will be notified by RNI of any proposed pro rata issue of securities to Shareholders in accordance with ASX Listing Rules.
11. Subject to Condition 12 below, the Corporations Act and ASX Listing Rules, New Options do not confer the right to a change in Exercise Price.
12. In the event of a reorganisation (including reconstruction, consolidation, subdivision, reduction, or return) of the capital of RNI, the terms of the New Options will be changed to the extent necessary to comply with the requirements of the ASX Listing Rules (in force at the time of the reorganisation).

TOP 20 HOLDERS OF OPTIONS EXPIRING 31 MAY 2013 EXERCISABLE AT \$0.60			
	NAME	NUMBER	PERCENTAGE
1	BLUECREST MERCANTILE FUND	8,571,429	37.31%
2	HSBC CUSTODY NOM AUST LTD	2,732,858	11.90%
3	NUTSVILLE PL INDUST ELECTRIC CO	800,000	3.48%
4	EQUITIES BLUE OCEAN	660,000	2.87%
5	ALL-STATES FINANCE PL	600,000	2.61%
6	CR INV PL	600,000	2.61%
7	WASHINGTON H SOUL PATTINSON	600,000	2.61%
8	UBS NOM PL	600,000	2.61%
9	WOODLANDS ASSET MGNT PL	600,000	2.61%
10	BT PORTFOLIO SVCS LTD WARRELL HLDGS S/F	600,000	2.61%
11	CITICORP NOM PL	500,000	2.18%
12	PERSHING AUST NOM PL ARGONAUT ACCOUNT	480,000	2.09%
13	TOPETE PL	400,000	1.74%
14	TAYLOR ROSS JEREMY JAMANARO A/C	400,000	1.74%
15	JONES JOHN MICHAEL	290,000	1.26%
16	FRERE & ASSOC PL DERICK FRERE S/F	281,429	1.23%
17	SKYE EQUITY PL	200,000	.87%
18	PATA NOM PL LMST MASEL A/C	200,000	.87%
19	BELLSET NOM PL	175,000	.76%
20	LASBOROUGH INV LTD	171,429	.75%

SPREAD OF 31 MAY 2013 OPTION HOLDINGS

	NUMBER OF HOLDERS	NUMBER OF OPTIONS
1 - 1,000	0	0
1,001 - 5,000	1	4,000
5,001 - 10,000	20	145,772
10,001 - 100,000	60	1,854,431
100,001	31	20,967,232
<b>TOTAL ON REGISTER</b>	<b>112</b>	<b>22,971,435</b>

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