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## SHARE ISSUE

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**RESOURCE AND INVESTMENT NL** (ASX: **RNI**) (Company) wishes to advise that following ministerial consent of the Horseshoe Lights East Joint Venture, the Company has issued 572,458 fully paid ordinary shares (Shares) to the holders of the Horseshoe Lights East Project (M52/600) (Project) as consideration for an option to earn a 51 per cent interest in the Project as announced on 20 August 2012.

### **Cleansing Statement**

Pursuant to Section 708A(5)(e) of the Corporations Act;

- (a) The Shares were issued without disclosure under Part 6D.2 of the Act.
- (b) This notice is being given under paragraph 5(e) of section 708A of the Act.
- (c) As at the date of this notice, the Company has complied with the provisions of the Chapter 2M of the Act (as they apply to the Company), and section 674 of the Act.
- (d) As at the date of this notice, there is no excluded information with respect to the Company for the purposes of sections 708A(7) and (8) of the Act other than as disclosed below;

As previously announced, the Company continues to pursue a strategy to unlock stranded resources in the area surrounding its Grosvenor Gold Project. In line with this strategy, the Company is in negotiations with a third party to secure an option to acquire interests in the area.

An Appendix 3B reflecting the revised capital structure following the issue of the shares has been released with this announcement.

For further information, please contact;

**MARK CLEMENTS**  
**COMPANY SECRETARY**

T +61 8 9489 9200

# 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

ABN      77 085 806 284

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  | Fully Paid Ordinary Shares        |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued   | 572,458                           |
| 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).   | As for existing fully paid shares |
| 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: <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> | Yes                               |

+ See chapter 19 for defined terms.

5	Issue price or consideration	\$0.3057 per share								
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	As consideration payable of \$175,000 in accordance with the terms of the Horseshoe Lights East Joint Venture as announced to ASX on 20 August 2012.								
7	Dates of entering <sup>+</sup> securities into uncertificated holdings or despatch of certificates	14 September 2012								
8	Number and <sup>+</sup> class of all <sup>+</sup> securities quoted on ASX ( <i>including</i> the securities in clause 2 if applicable)	<table border="1" style="width: 100%;"> <thead> <tr> <th style="width: 50%;">Number</th> <th style="width: 50%;"><sup>+</sup>Class</th> </tr> </thead> <tbody> <tr> <td>271,659,988</td> <td>Ordinary fully paid shares (RNI)</td> </tr> <tr> <td>29,220,663</td> <td>Options exercisable at \$0.60 expiring 31 May 2013 (RNIO)</td> </tr> </tbody> </table>	Number	<sup>+</sup> Class	271,659,988	Ordinary fully paid shares (RNI)	29,220,663	Options exercisable at \$0.60 expiring 31 May 2013 (RNIO)		
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9	Number and <sup>+</sup> class of all <sup>+</sup> securities not quoted on ASX ( <i>including</i> the securities in clause 2 if applicable)	<table border="1" style="width: 100%;"> <thead> <tr> <th style="width: 50%;">Number</th> <th style="width: 50%;"><sup>+</sup>Class</th> </tr> </thead> <tbody> <tr> <td>6,000,000</td> <td>Options expiring 25/11/2013 exercisable at \$1.00 (RNIAQ)</td> </tr> <tr> <td>3,300,000</td> <td>Options expiring 17/5/2014 exercisable at \$1.00 (RNIAI)</td> </tr> <tr> <td>3,597,621</td> <td>Options expiring 27/3/2015 exercisable at \$0.4374</td> </tr> </tbody> </table>	Number	<sup>+</sup> Class	6,000,000	Options expiring 25/11/2013 exercisable at \$1.00 (RNIAQ)	3,300,000	Options expiring 17/5/2014 exercisable at \$1.00 (RNIAI)	3,597,621	Options expiring 27/3/2015 exercisable at \$0.4374
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3,597,621	Options expiring 27/3/2015 exercisable at \$0.4374									
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	As for existing fully paid ordinary shares								

## 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 <sup>+</sup> securities will be offered	
14	<sup>+</sup> Class of <sup>+</sup> securities to which the offer relates	
15	<sup>+</sup> 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	
18	Names of countries in which the entity has <sup>+</sup> security holders who will not be sent new issue documents <small>Note: Security holders must be told how their entitlements are to be dealt with. 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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<sup>+</sup> 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

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

**Quotation agreement**

- 1 <sup>+</sup>Quotation of our additional <sup>+</sup>securities is in ASX's absolute discretion. ASX may quote the <sup>+</sup>securities on any conditions it decides.
- 2 We warrant the following to ASX.
  - The issue of the <sup>+</sup>securities to be quoted complies with the law and is not for an illegal purpose.
  - There is no reason why those <sup>+</sup>securities should not be granted <sup>+</sup>quotation.
  - An offer of the <sup>+</sup>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 <sup>+</sup>securities to be quoted and that no-one has any right to return any <sup>+</sup>securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the <sup>+</sup>securities be quoted.
  - We warrant that if confirmation is required under section 1017F of the Corporations Act in relation to the <sup>+</sup>securities to be quoted, it has been provided at the time that we request that the <sup>+</sup>securities be quoted.
  - If we are a trust, we warrant that no person has the right to return the <sup>+</sup>securities to be quoted under section 1019B of the Corporations Act at the time that we request that the <sup>+</sup>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 <sup>+</sup>quotation of the <sup>+</sup>securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Mark Clements  
Company Secretary  
21 September 2012

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<sup>+</sup> See chapter 19 for defined terms.