

Form 604

Corporations Act 2001

Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme Resource and Investment NL

ACN/ARSN 085 806 284

1. Details of substantial holder (1)

Name Peter John Newton

ACN/ARSN (if applicable) _____

There was a change in the interests of the substantial holder on 06/06/2014

The previous notice was given to the company on 14/11/2012

The previous notice was dated 14/11/2012

2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

| Class of securities (4) | Previous notice | | Present notice | |
|-------------------------|-----------------|------------------|----------------|------------------|
| | Person's votes | Voting power (5) | Person's votes | Voting power (5) |
| ORD | 19,473,503 | 6.47% | 22,922,354 | 5.43% |
| | | | | |

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

| Date of change | Person whose relevant interest changed | Nature of change (6) | Consideration given in relation to change (7) | Class and number of securities affected | Person's votes affected |
|----------------|---|--|---|---|-------------------------|
| 6 Jun 14 | All-States Finance Pty Ltd | Participation in and dilution by Share Purchase Plan | \$13,081 | ORD, 18,826,098 | 18,826,098 |
| 6 Jun 14 | All States Secretariat Pty Ltd (All-States Secretariat Superannuation Fund) | Participation in and dilution by Share Purchase Plan | \$13,081 | ORD 4,096,256 | 4,096,256 |
| | | | | | |

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

| Holder of relevant interest | Registered holder of securities | Person entitled to be registered as holder (8) | Nature of relevant interest (6) | Class and number of securities | Person's votes |
|-----------------------------|---------------------------------|--|---------------------------------|--------------------------------|----------------|
| | | | | | |

| | | | | | |
|---|---|---|-------------------|--------------------|------------|
| All-States Finance Pty Ltd | All-States Finance Pty Ltd | All-States Finance Pty Ltd | Registered Holder | ORD, 18,826,098 | 18,826,098 |
| All States Secretariat Pty Ltd (All-States Secretariat Superannuation Fund) | All States Secretariat Pty Ltd (All-States Secretariat Superannuation Fund) | All States Secretariat Pty Ltd (All-States Secretariat Superannuation Fund) | Registered Holder | ORD 4,096,256 | 4,096,256 |
| | | | | | |

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

| Name and ACN/ARSN (if applicable) | Nature of association |
|-----------------------------------|-----------------------|
| N/A | |
| | |

6. Addresses

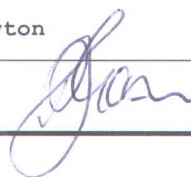
The addresses of persons named in this form are as follows:

| Name | Address |
|---|--|
| Peter John Newton | Suite 2502 Quay West Apartments, 98 Gloucester Street, Sydney 2000 NSW |
| All -States Finance Pty Ltd All States Secretariat Pty Ltd (All-States Secretariat Ltd Superannuation Fund) | Suite 2502 Quay West Apartments, 98 Gloucester Street, Sydney 2000 NSW Suite 2502 Quay West Apartments, 98 Gloucester Street, Sydney 2000 NSW |

Signature

print name **Peter Newton** capacity **Director**

sign here



date **13 / 6 / 14**

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and