



EXERCISE OF OPTION - PEAK HILL GOLD PROJECT

Resource and Investment NL (ASX: RNI) (RNI or the Company) wishes to advise the following in relation to the 8,400,000 ordinary fully-paid RNI shares (Shares) issued to Montezuma Mining Company Limited as consideration for RNI's wholly owned subsidiary, Grosvenor Gold Pty Ltd, acquiring 100% of the issued capital of Peak Hill Metals Pty Ltd, as announced on 31 January 2014;

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.

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 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12

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 | i) Fully paid ordinary shares
ii) Unlisted \$0.35 options expiring 31 January 2017 |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | i) 8,400,000 fully paid ordinary shares
ii) 2,100,000 unlisted \$0.35 options expiring 31 January 2017 |
| 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) | i) 8,400,000 fully paid ordinary shares issued at a deemed issue price of \$0.50 each
ii) Unlisted but transferable \$0.35 options expiring 5.00pm (WST) on 31 January 2017 |

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

<p>4 Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?</p> <p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • 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 	<p>i) Yes ii) Yes, upon exercise of the options, the shares will rank equally with the ordinary shares currently on issue.</p>
<p>5 Issue price or consideration</p>	<p>i) Issued at a deemed issue price of \$0.50 per share ii) Issued as part consideration for exercise of an option under a Sale and Purchase Agreement</p>
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>Payment of the consideration due on exercise of an option to acquire 100% of the issued capital of Peak Hill Metals Pty Ltd.</p>
<p>6a Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i</p>	<p>Yes</p>
<p>6b The date the security holder resolution under rule 7.1A was passed</p>	<p>21 November 2013</p>

+ See chapter 19 for defined terms.

6c	Number of +securities issued without security holder approval under rule 7.1	i) 8,400,000 fully paid ordinary shares ii) 2,100,000 unlisted \$0.35 options expiring 31 January 2017	
6d	Number of +securities issued with security holder approval under rule 7.1A	Nil	
6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	N/A	
6f	Number of securities issued under an exception in rule 7.2	N/A	
6g	If securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the issue date and both values. Include the source of the VWAP calculation.	N/A	
6h	If securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	N/A	
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	See Annexure	
7	Dates of entering +securities into uncertificated holdings or despatch of certificates	31 January 2014	
8	Number and +class of all +securities quoted on ASX (including the securities in section 2 if applicable)	Number	+Class
		306,896,893	Fully paid ordinary shares

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New issue announcement

	Number	+Class
9 Number and +class of all +securities not quoted on ASX (including the securities in section 2 if applicable)	3,300,000	Options expiring 17 May 2014 exercisable at \$1.00
	3,597,621	Options expiring 27 March 2015 exercisable at \$0.4374
	2,100,000	Options expiring 31 January 2017 exercisable at \$0.35
	4,000,000	Options expiring 13 March 2017 exercisable at \$0.35
	1,500,000	Options expiring 9 November 2017 exercisable at \$0.60
	7,400,000	Options expiring 3 October 2018 exercisable at \$0.12
	2,100,000	Options expiring 11 November 2016 exercisable at \$0.20
	7,000,000	Options expiring 21 November 2016 exercisable at \$0.12

10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	The Company does not have a dividend policy
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Part 2 - Bonus issue or pro rata issue

11 Is security holder approval required?	N/A
12 Is the issue renounceable or non-renounceable?	N/A

+ See chapter 19 for defined terms.

13	Ratio in which the +securities will be offered	N/A
14	+Class of +securities to which the offer relates	N/A
15	+Record date to determine entitlements	N/A
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	N/A
17	Policy for deciding entitlements in relation to fractions	N/A
18	Names of countries in which the entity has +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>	N/A
19	Closing date for receipt of acceptances or renunciations	N/A
20	Names of any underwriters	N/A
21	Amount of any underwriting fee or commission	N/A
22	Names of any brokers to the issue	N/A
23	Fee or commission payable to the broker to the issue	N/A
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of +security holders	N/A
25	If the issue is contingent on +security holders' approval, the date of the meeting	N/A

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26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	N/A
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	N/A
28	Date rights trading will begin (if applicable)	N/A
29	Date rights trading will end (if applicable)	N/A
30	How do ⁺ security holders sell their entitlements <i>in full</i> through a broker?	N/A
31	How do ⁺ security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	N/A
32	How do ⁺ security holders dispose of their entitlements (except by sale through a broker)?	N/A
33	⁺ Despatch date	N/A

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

+ See chapter 19 for defined terms.

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 N/A
- 39 Class of +securities for which quotation is sought N/A
- 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
- N/A

+ See chapter 19 for defined terms.

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New issue announcement

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

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.
- 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.

⁺ See chapter 19 for defined terms.

- 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.

Mark Clements
Company Secretary
3 February 2014

+ See chapter 19 for defined terms.

Appendix 3B – Annexure 1

Calculation of placement capacity under rule 7.1 and rule 7.1A for +eligible entities

Introduced 01/08/12

Part 1

Rule 7.1 – Issues exceeding 15% of capital											
<i>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</i>											
<i>Insert</i> number of fully paid ordinary securities on issue 12 months before date of issue or agreement to issue	291,691,306										
<i>Add</i> the following: <ul style="list-style-type: none"> • Number of fully paid ordinary securities issued in that 12 month period under an exception in rule 7.2; • Number of fully paid ordinary securities issued in that 12 month period with shareholder approval <table style="width: 100%; border-collapse: collapse;"> <tr> <td style="padding-left: 20px;">16 May 2013 Exercise of Listed Options</td> <td style="text-align: right; padding-right: 20px;">30</td> </tr> <tr> <td style="padding-left: 20px;">29 May 2013 Issue of Shares</td> <td style="text-align: right; padding-right: 20px;">3,805,554</td> </tr> <tr> <td style="padding-left: 20px;">31 May 2013 Exercise of Listed Options</td> <td style="text-align: right; padding-right: 20px;">2</td> </tr> <tr> <td style="padding-left: 20px;">30 July 2013 Issue of Shares</td> <td style="text-align: right; padding-right: 20px;">3,000,000</td> </tr> <tr> <td style="padding-left: 20px;">4 October 2013 Exercise of Listed Option</td> <td style="text-align: right; padding-right: 20px;">1</td> </tr> </table> <ul style="list-style-type: none"> • Number of partly paid ordinary securities that became fully paid in that 12 month period 	16 May 2013 Exercise of Listed Options	30	29 May 2013 Issue of Shares	3,805,554	31 May 2013 Exercise of Listed Options	2	30 July 2013 Issue of Shares	3,000,000	4 October 2013 Exercise of Listed Option	1	Nil
16 May 2013 Exercise of Listed Options	30										
29 May 2013 Issue of Shares	3,805,554										
31 May 2013 Exercise of Listed Options	2										
30 July 2013 Issue of Shares	3,000,000										
4 October 2013 Exercise of Listed Option	1										
<i>Note:</i>											
<ul style="list-style-type: none"> • <i>Include only ordinary securities here – other classes of equity securities cannot be added</i> • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 											
<i>Subtract</i> the number of fully paid ordinary securities cancelled during that 12 month period	Nil										
“A”	298,496,893										

+ See chapter 19 for defined terms.

Step 2: Calculate 15% of “A”							
“B”	0.15 <i>[Note: this value cannot be changed]</i>						
Multiply “A” by 0.15	44,774,534						
Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used							
<p><i>Insert</i> number of equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued:</p> <ul style="list-style-type: none"> • Under an exception in rule 7.2 • Under rule 7.1A • With security holder approval under rule 7.1 or rule 7.4 <table style="width: 100%; border-collapse: collapse;"> <tr> <td style="padding-left: 20px;">11 November 2013 Unlisted Options</td> <td style="text-align: right; padding-right: 20px;">2,100,000</td> </tr> <tr> <td style="padding-left: 20px;">31 January 2014 Unlisted Options</td> <td style="text-align: right; padding-right: 20px;">2,100,000</td> </tr> <tr> <td style="padding-left: 20px;">31 January 2014 Issue of Shares</td> <td style="text-align: right; padding-right: 20px;">8,400,000</td> </tr> </table> <p><i>Note:</i></p> <ul style="list-style-type: none"> • <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i> • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	11 November 2013 Unlisted Options	2,100,000	31 January 2014 Unlisted Options	2,100,000	31 January 2014 Issue of Shares	8,400,000	
11 November 2013 Unlisted Options	2,100,000						
31 January 2014 Unlisted Options	2,100,000						
31 January 2014 Issue of Shares	8,400,000						
“C”	12,600,000						
Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1							
“A” x 0.15 <i>Note: number must be same as shown in Step 2</i>	44,774,534						
Subtract “C” <i>Note: number must be same as shown in Step 3</i>	12,600,000						
Total [“A” x 0.15] – “C”	32,174,534 <i>[Note: this is the remaining placement capacity under rule 7.1]</i>						

+ See chapter 19 for defined terms.

Part 2

Rule 7.1A – Additional placement capacity for eligible entities	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
“A” <i>Note: number must be same as shown in Step 1 of Part 1</i>	298,496,893
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	29,849,689
Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used	
Insert number of equity securities issued or agreed to be issued in that 12 month period under rule 7.1A <i>Notes:</i> <ul style="list-style-type: none"> • <i>This applies to equity securities – not just ordinary securities</i> • <i>Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	Nil
“E”	Nil

+ See chapter 19 for defined terms.

Step 4: Subtract "E" from ["A" x "D"] to calculate remaining placement capacity under rule 7.1A	
"A" x 0.10 <i>Note: number must be same as shown in Step 2</i>	29,849,689
Subtract "E" <i>Note: number must be same as shown in Step 3</i>	Nil
Total ["A" x 0.10] – "E"	29,849,689 <i>Note: this is the remaining placement capacity under rule 7.1A</i>

+ See chapter 19 for defined terms.