



**NOTICE OF 2012 ANNUAL GENERAL MEETING  
AND EXPLANATORY STATEMENT AND PROXY FORM**

DATE OF MEETING  
THURSDAY, 22 NOVEMBER 2012

TIME OF MEETING  
10AM (WST)

PLACE OF MEETING  
LEVEL 1, 34 BAGOT ROAD  
SUBIACO 6008

Please read the Notice carefully and if you are unable to attend the Annual General Meeting of Shareholders please complete and return the enclosed Proxy Form in accordance with the specified directions.

This is an important document. It should be read in its entirety. If you are in doubt as to the course you should follow, consult your financial or other professional adviser.

**RESOURCE AND INVESTMENT NL**

ABN 77 085 806 284

34 Bagot Road

Subiaco, Western Australia 6008

PO Box 298 West Perth, Western Australia 6872

Email: [general@rninl.com.au](mailto:general@rninl.com.au) Web: [www.rninl.com.au](http://www.rninl.com.au)

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## TIME AND PLACE OF MEETING AND HOW TO VOTE

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### VENUE

The 2012 Annual General Meeting of the Shareholders of Resource and Investment NL will be held at:

LEVEL 1, 34 BAGOT ROAD  
SUBIACO 6008 WESTERN AUSTRALIA  
Commencing 10am (WST) on Thursday 22 November 2012

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### VOTING ENTITLEMENTS

For the purposes of the Corporations Act, all securities of the Company that are quoted securities at 5pm (WST) on Tuesday 20 November 2012 will be taken, for the purposes of the Meeting, to be held by the persons who held them at the time and such persons are eligible to vote at the Meeting.

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### HOW TO VOTE

The business of the Meeting affects your shareholding and your vote is important. Please take action by voting in person (or authorised representative) or by proxy.

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### VOTING IN PERSON

To vote in person, attend the Meeting on the date and at the place set out above. The Meeting will commence at 10am (WST).

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### PROXIES

A Proxy Form accompanies this Notice of Annual General Meeting. To be effective the Proxy Form must be completed and received at either the Company's registered office or its share registry, Security Transfer Registrars, no later than 48 hours before commencement of the Meeting.

#### **Registered Office**

Company Secretary  
Resource and Investment NL  
34 Bagot Road  
Subiaco WA 6008  
PO Box 298, West Perth WA 6872  
Or by facsimile to: +61-8 9489 9201  
Or by electronic mail: [general@rninl.com.au](mailto:general@rninl.com.au)

#### **Share Registry**

Security Transfer Registrars  
770 Canning Highway  
Applecross WA 6153  
PO Box 535, Applecross WA 6953

If any Shareholder wishes to lodge a proxy electronically, it will be necessary to scan the signed Proxy Form and e-mail that image of the Proxy Form with the signature affixed to be received no later than 48 hours before commencement of the Meeting. This is needed to comply with the requirements of section 250A of the Corporations Act that a valid proxy be in writing and be signed by the Shareholder appointing the proxy.

If you are entitled to attend and cast a vote at the Meeting you may appoint up to two proxies. A proxy may be an individual or a corporation but need not be a shareholder. If you appoint two proxies each proxy may exercise half of the Shareholder's votes if no proportion or number of votes is specified.

If you appoint a proxy but attend the Meeting yourself, the rights of the proxy to speak and vote on your behalf at the Meeting will be suspended while you are present.

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### **CORPORATE REPRESENTATIVES**

A corporation may appoint an individual as a representative to exercise its powers as Shareholder or as a Shareholder's proxy. The representative should bring to the Meeting evidence of his or her appointment, including any authority under which it is signed, unless it has been previously given to the Company's share registry.

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### **POWERS OF ATTORNEY**

A person appearing as an Attorney for a Shareholder should produce a properly executed original (or certified copy) of an appropriate Power of Attorney for admission to the Annual General Meeting.

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## AGENDA

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### 1. 2012 Annual Report

To receive the Annual Report for Resource and Investment NL for the year ended 30 June 2012.

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### 2. Resolution 1 – Re-Election of John Hutton as a Director

To consider and, if thought fit, to pass with or without amendment, the following resolution as an ordinary resolution:

*"That, Mr John Hutton, who retires in accordance with Article 73.1 of the Constitution, being eligible and offering himself for re-election, be re-elected as a Director."*

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### 3. Resolution 2 – Re-election of Albert Thamm as a Director

To consider and, if thought fit, to pass with or without amendment, the following resolution as an ordinary resolution:

*"That, Mr Albert Thamm, who retires in accordance with Article 69.2 of the Constitution, being eligible and offering himself for re-election, be re-elected as a Director."*

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### 4. Resolution 3 – Adoption of Remuneration Report

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **non-binding resolution**:

*"That, for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's Annual Report for the year ended 30 June 2012."*

**Note: the vote on this Resolution is advisory only and does not bind the Directors or the Company.**

#### **Voting exclusion:**

A vote on this Resolution must not be cast (in any capacity) by or on behalf of any of the following persons:

- (i) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- (ii) a Closely Related Party of such a member.

However, a person (the voter) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the Resolution; or

- (b) the voter is the Chair and the appointment of the Chair as proxy:
- (i) does not specify the way the proxy is to vote on this Resolution; and
  - (ii) expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company, or if the Company is part of a consolidated entity, for the entity.

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## 5. Resolution 4 – Ratification of Issue of Shares under Listing Rule 7.4

To consider and, if thought fit, to pass as an **ordinary resolution**:

*"That, for the purposes of Listing Rule 7.4 and for all other purposes, the Shareholders hereby approve and ratify the issue of 572,458 Shares to the holders of the Horseshoe Lights East Project as announced to ASX on 21 September 2012 and as more fully described in the Explanatory Statement accompanying this Notice."*

### **Voting exclusion:**

The Company will disregard any votes cast on this Resolution by any person who participated in the issue and a person who might obtain a benefit, except a benefit solely in their capacity as a security holder, and any of their associates, unless:

- (a) it is cast by a person as proxy for a person who is entitled to vote (in accordance with the directions on the Proxy Form); or
- (b) the person chairing the meeting as proxy for a person who is entitled to vote (in accordance with a direction on the Proxy Form to vote as the proxy decides).

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## 6. Resolution 5 – Issue of Shares under Listing Rule 7.1A

To consider and, if thought fit, to pass as a **special resolution**:

*"That, pursuant to and in accordance with Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions in the Explanatory Statement."*

### **Voting exclusion:**

The Company will disregard any votes cast on this Resolution by any person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in their capacity as a security holder, and any of their associates, unless:

- (a) it is cast by a person as proxy for a person who is entitled to vote (in accordance with the directions on the Proxy Form); or
- (b) the person chairing the meeting as proxy for a person who is entitled to vote (in accordance with a direction on the Proxy Form to vote as the proxy decides).

## **BY ORDER OF THE BOARD**

**Mr Mark Clements**  
**COMPANY SECRETARY**  
**19 October 2012**

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## EXPLANATORY STATEMENT

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### 1. Introduction

This Explanatory Statement has been prepared for the information of Shareholders of the Company in connection with the business to be conducted at the Annual General Meeting to be held at 34 Bagot Road, Subiaco, Western Australia on Thursday 22 November at 10.00am (WST).

This Explanatory Statement has been prepared to provide Shareholders with material information to enable them to make an informed decision on the business to be conducted at the Annual General Meeting of the Company, and provides Shareholders with the information required to be provided to Shareholders by the Corporations Act and the Listing Rules.

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### 2. Action to be taken by Shareholders

Shareholders should read the Notice and this Explanatory Statement carefully before deciding how to vote on the Resolutions.

A Proxy Form is attached to the Notice. This is to be used by Shareholders if they wish to appoint a representative (a "proxy") to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, sign and return the Proxy Form to the Company in accordance with the instructions thereon. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

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### 3. Annual Report

The Corporations Act requires the Annual Report to be laid before the Company's Annual General Meeting. There is no requirement in either in the Corporations Act or the Constitution for Shareholders to approve the Annual Report.

Shareholders will be offered the following opportunities:

- (a) discuss the Financial Report (which includes the financial statements and Directors declaration), the Directors' Report and Auditor's Report;
- (b) ask questions or make comment on the management of the Company; and
- (c) ask the auditor questions about the conduct of the audit and the preparation and content of the Auditor's Report.

In addition to taking questions at the Meeting, written questions to the Chairman of the Meeting about the management of the Company, or to the Company's auditor about:

- (d) the preparation and content of the Auditor's Report;
- (e) the conduct of the audit;
- (f) accounting policies adopted by the Company in relation to the preparation of the financial statements; and

(g) the independence of the auditor in relation to the conduct of the audit,

maybe submitted no later than 5 business days before the Meeting to the Company Secretary at the Company's registered office.

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#### **4. Resolution 1 – Re-Election of John Hutton as a Director**

Listing Rule 14.4 and Article 73.1 of the Constitution requires that at an annual general meeting, one-third of Directors for the time being shall retire from office. A retiring Director is eligible for re-election.

In accordance with the Constitution, Mr Hutton retires as a Director by way of rotation and being eligible, offers himself for re-election.

Mr Hutton has a background in accounting and finance and is a Member of the Australian Institute of Company Directors. Mr Hutton has over 20 years' experience in the direction and management of a diverse range of successful commercial activities including over 10 years' experience as a director of several ASX listed companies. Mr Hutton has had a long term involvement in the marine fishing, pearling and aquaculture industries and is a director of Marine Produce Australia Limited, a public company involved in the production and marketing of ocean grown Cone Bay Ocean Barramundi™ from Cone Bay in Western Australia, and is a director of Maxima Pearling Company Pty Ltd which is involved in the production of Australian South Sea Pearls. Mr Hutton currently holds a non-executive director position with ASX listed explorer Brumby Resources Ltd and was non-executive Director of Sandfire Resources NL during the copper/gold discovery at Degussa.

The Board (excluding Mr Hutton) recommends that Shareholders vote in favour of Resolution 1. The Chairman of the meeting intends to vote undirected proxies in favour of Resolution 1.

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#### **5. Resolutions 2 – Re-election of Albert Thamm as a Director**

Listing Rule 14.4 and Article 69.2 of the Constitution requires that any Director appointed as an addition to the existing directors holds office only until the next annual general meeting of the Company and is then eligible for re-election.

In accordance with the Constitution, Mr Thamm, who was appointed as a Director on 1 December 2011 will accordingly retire as a Director at this Meeting and being eligible, offers himself for re-election as a Director of the Company.

Mr Thamm has 23 years' experience in exploration and mining project development in Australia, Africa and South America. He holds Bachelors, Honors and Masters Degrees in Geology and is a fellow and chartered professional of the Australasian Institute of Mining and Metallurgy and a fellow of the Society of Economic Geologists (USA).

The Board (excluding Mr Thamm) recommends that Shareholders vote in favour of Resolution 2. The Chairman of the meeting intends to vote undirected proxies in favour of Resolution 2.



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## 6. Resolution 3 – Adoption of Remuneration Report

### 6.1 General

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the Directors or the Company.

The remuneration report sets out the Company's remuneration arrangements for the Directors and senior management of the Company. The remuneration report is part of the Directors' report contained in the Annual Report of the Company for the financial year ending 30 June 2012.

A reasonable opportunity will be provided for discussion of the remuneration report at the Annual General Meeting.

### 6.2 Voting consequences

Under recent changes to the Corporations Act which came into effect on 1 July 2011, if at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report in two consecutive annual general meetings, the Company will be required to put to Shareholders a resolution proposing the calling of an extraordinary general meeting to consider the appointment of directors of the Company (**Spill Resolution**) at the second annual general meeting.

At the Company's previous annual general meeting the votes cast against the remuneration report considered at that annual general meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for this Annual General Meeting.

### 6.3 Proxy Restrictions

Shareholders appointing a proxy for Resolution 3 should note the following:

#### ***If you appoint a member of the Key Management Personnel as your proxy***

If you elect to appoint a member of Key Management Personnel whose remuneration details are included in the Remuneration Report, or a Closely Related Party of that member, ***you must direct the proxy how they are to vote***. Undirected proxies granted to these persons will not be included in any vote on Resolution 3.

#### ***If you appoint the Chair as your proxy***

If you elect to appoint the Chair as your proxy, you ***do not*** need to direct the Chair how you wish them to exercise your vote on Resolution 3, however if you do not direct the Chair how to vote, ***you must tick the acknowledgement on the Proxy Form to acknowledge that the Chair may exercise their discretion in exercising your proxy even though Resolution 3 is connected directly or indirectly with the remuneration of Key Management Personnel***.

#### ***If you appoint any other person as your proxy***

You ***do not*** need to direct your proxy how to vote, and you ***do not*** need to tick any further acknowledgement on the Proxy Form.

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## 7. Resolution 4 – Ratification of Issue of Shares under Listing Rule 7.4

Resolution 4 has been proposed so that Shareholders may consider and if thought fit approve and ratify, for the purposes of Listing Rule 7.4, and for all other purposes, the issue by the Company of 572,458 Shares (**Consideration Shares**) which were issued by the Company on 14 September 2012 by way of a placement under Section 708A of the Corporations Act to the holders of the Horseshoe Lights East Project (**Project**) as the consideration due by the Company's wholly owned subsidiary, Grosvenor Gold Pty Ltd, for an option (**the Option**) to earn a 51% interest in the Project in terms of an agreement (**the Option Agreement**) announced to ASX on 20 August 2012.

Listing Rule 7.1 restricts the number of securities the Company may issue without Shareholder approval in a 12-month period to the number which is 15% of its issued capital.

Listing Rule 7.4 allows Shareholders to subsequently approve previous issues of securities for the purposes of Listing Rule 7.1. In order to replenish its capacity to issue shares in accordance with Listing Rule 7.1, the Company is seeking Shareholder approval of the above issue pursuant to Listing Rule 7.4 to give the Company the flexibility to raise further funds up to the 15% limit without the need to obtain further Shareholder approval.

If Resolution 4 is not approved, this will have no impact on the Consideration Shares issued, which are already officially quoted on ASX. It would however mean that those Consideration Shares would be included in calculating the 15% limit of additional securities, which may be issued by the Company in a 12-month period.

For the purposes of Shareholder approval of Resolution 4 and the requirements of Listing Rule 7.5, information is provided as follows:

- (a) the Consideration Shares were issued on 24 September 2012;
- (c) the Consideration Shares are fully paid ordinary Shares and rank equally in all respects with the Company's existing Shares on issue;
- (d) the Consideration Shares were allotted to D.P. Broomfield, A. N. Brosnan and Senako Marketing and Design Pty Ltd <Trustee of The O'Kane Family Trust> who are not related parties or associates of a related party of the Company;
- (e) the Consideration Shares were issued at a deemed issue price of \$0.3057 each in settlement of the sum of \$175,000 due by the Company to the allottees in consideration for the grant of the Option under the Option Agreement; and
- (f) a voting exclusion statement is included in the Notice.

The Board recommends that Shareholders vote in favour of Resolution 4. The Chairman of the meeting intends to vote undirected proxies in favour of Resolution 4.

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## 8. Resolution 5 – Issue of Shares under Listing Rule 7.1A

### 8.1 Background

ASX has recently introduced new Listing Rules to make it easier for small to medium sized companies, with a market capitalisation of \$300 million or less, to raise capital.

One of these new Listing Rules, Listing Rule 7.1A, allows companies that are not included in the S&P/ASX300 Index and have a market capitalisation of \$300 million or less to issue a further 10% of their share capital in a 12 month period (in addition to the standard 15% annual placement capacity permitted under Listing Rule 7.1) on a non pro-rata basis provided that shareholders approve the issue by passing a special resolution at the company's annual general meeting.

Resolution 5 is a special resolution. Accordingly, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be in favour of Resolution 5 for it to be passed.

## 8.2 Listing Rule 7.1A Approval

Accordingly, the Company is seeking Shareholder approval under Listing Rule 7.1A to issue an additional number of Shares which is equal to up to 10% of the Company's issued share capital in accordance with the formula in Listing Rule 7.1A.2 (**Listing Rule 7.1A Shares**).

Pursuant to and in accordance with ASX Listing Rule 7.3A, the information below is provided in relation to this Resolution 5:

### (a) Minimum price

For the purposes of Listing Rule 7.3A.1, the issue price of each Listing Rule 7.1A Share must not be less than 75% of the VWAP of Shares calculated over the 15 trading days immediately before:

- (i) the date on which the price at which the Listing Rule 7.1A Shares are to be issued is agreed; or
- (ii) if the Listing Rule 7.1A Shares are not issued within 5 trading days of the date in paragraph (a) (i) above, the date on which the Listing Rule 7.1A Shares are issued.

### (b) Date of issue

The Listing Rule 7.1A Shares must be issued before the earlier of:

- (i) 12 months after the date of the Annual General Meeting; and
- (ii) the date that Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of the Company's activities) or 11.2 (disposal of the Company's main undertaking).

### (c) Risk of voting dilution

There is a risk that existing Shareholders' interests in the Company will be diluted by the issue of the Listing Rule 7.1A Shares as not all Shareholders will be able to subscribe for Listing Rule 7.1A Shares.

The table below sets out, for illustrative purposes only, the impact that the issue of the Listing Rule 7.1A Shares would have on the Company's existing share capital structure:

Number of Shares on Issue	Dilution			
	Number of Shares issued under 10% placement capacity	Funds raised based on issue price of \$0.23 (current price)	Funds raised based on issue price of \$0.115 (50% decrease in current issue price)	Funds raised based on issue price of \$0.345 (50% increase in current issue price)
<b>271,659,988 (Current)</b>	27,165,999	\$6,248,179	\$3,124,089	\$9,372,269
<b>407,489,982 (50% increase)</b>	40,748,998	\$9,372,269	\$4,686,134	\$14,058,404
<b>543,319,976 (100% increase)</b>	54,331,998	\$12,496,359	\$6,248,179	\$18,744,539

The table above uses the following assumptions:

1. The current shares on issue are the Shares on issue as at 3 October 2012.
2. The issue price set out above is the closing price of the Shares on the ASX on 3 October 2012.
3. The Company issues the maximum possible number of Shares under the 10% placement capacity.
4. The Company has not issued any Shares in the 12 months prior to the Annual General Meeting that were not issued under an exception in ASX Listing Rule 7.2 or with approval under ASX Listing Rule 7.1, other than;
  - (i) On 18 July 2012, the issue of two fully paid ordinary shares upon exercise of two listed \$0.60 options;
  - (ii) On 14 September 2012, the issue of 572,458 fully paid ordinary shares to the holders of the Horseshoe Lights East Joint Venture.

The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.

Shareholders should note that there is also a risk that:

- (i) the market price for the Listing Rule 7.1A Shares may be significantly lower on the date that they are issued than on the date of the Company's Annual General Meeting; and
- (ii) the Listing Rule 7.1A Shares may be issued at a price that is at a discount (of up to a maximum of 25%) to the market price of the Company's Shares on the date that they are issued.

(d) Purpose of issue

The Company intends to use any funds raised from the issue of the Listing Rule 7.1A Shares to progress toward gold production in 2013 from the 100% owned Grosvenor Gold Plant and to prioritise gold and base metals drilling targets across its highly-prospective 2,225km<sup>2</sup> Grosvenor Project in Western Australia's Bryah Basin and at the neighbouring Horseshoe Lights East Project, which adjoins the old Horseshoe Lights VMS copper gold mine.

(e) Allocation

The allottees of the Listing Rule 7.1A Shares have not yet been determined however, they could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.

The Company will determine the allottees at the time of the issue under the placement, having regard to the following factors:

- (i) the purpose of the issue;
- (ii) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue or other offer where existing Shareholders may participate;
- (iii) the effect of the issue of the Listing Rule 7.1A Shares on the control of the Company;
- (iv) the Company's circumstances, including, but not limited to, its financial position and solvency;
- (v) prevailing market conditions; and
- (vi) advice from corporate, financial and broking advisers.

When the Company issues the Listing Rule 7.1A Shares, it will give to ASX:

- (i) an Appendix 3B; and
- (ii) a list of allottees of the Listing Rule 7.1A Shares and the number of Shares allotted to each allottee (note that this information will not be provided to the market).

The Board recommends that Shareholders vote in favour of Resolution 5. The Chairman of the meeting intends to vote undirected proxies in favour of Resolution 5.

## Schedule 1 – Definitions

In the Notice and this Explanatory Statement:

**Annual General Meeting** means the Company's Meeting convened by this Notice of Meeting.

**Annual Report** means the Financial Report, Directors Report and the Auditors Report.

**Article** means an article of the Constitution.

**ASX** means ASX Limited (ABN 98 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX Limited.

**Auditor's Report** means the auditor's report on the Financial Report.

**Board** means the board of Directors.

**Business Day** means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that the ASX declares is not a business day.

**Chair or Chairman** means the person appointed to chair the meeting of the Company convened by this Notice.

**Closely Related Party** of the Key Management Personnel means:

- (i) a spouse or child of the member;
- (ii) a child of the member's spouse;
- (iii) a dependent of the member or the member's spouse;
- (iv) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (v) a company the member controls; or
- (vi) a person prescribed by the *Corporations Regulations 2001 (Cth)*.

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

**Constitution** means the Constitution of the Company as at the date of the Meeting.

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

**Directors** mean the directors of the Company.

**Directors Report** means the annual directors report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.

**Explanatory Statement** means this explanatory statement.

**Financial Report** means the annual financial report prepared under Chapter 2M of the Corporations Act of the Company and its controlled entities.

**Key Management Personnel** has the same meaning as in the accounting standards and broadly includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any director (whether executive or otherwise) of the Company.

**Listing Rules** means the listing rules of ASX.

**Meeting** has the meaning given in the introductory paragraph of the Notice.

**Notice** means the Notice of Annual General Meeting which this Explanatory Statement accompanies.

**Proxy Form** means the proxy form attached to the Notice.

**Remuneration Report** means the remuneration report set out in the Director's report section of the Company's Annual Report for the year ended 30 June 2012.

**Resolution** means a resolution referred to in this Notice.

**Schedule** means a schedule to the Notice.

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

**Shareholder** means a shareholder of the Company.

**VWAP** means the volume weighted average price of all Shares traded on ASX calculated over a specified period determined by dividing the aggregate sale price for all Shares traded in that period by the total number of the Shares traded.

In the Notice and this Explanatory Statement, words importing the singular include the plural and vice versa.

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PROXY FORM

THIS DOCUMENT IS IMPORTANT. IF YOU ARE IN DOUBT AS TO HOW TO DEAL WITH IT, PLEASE CONTACT YOUR STOCK BROKER OR LICENSED PROFESSIONAL ADVISOR.

**RESOURCE AND INVESTMENT NL**

REGISTERED OFFICE:  
34 BAGOT ROAD  
SUBIACO WA 6008

ABN: 77 085 806 284

SHARE REGISTRY:  
Security Transfer Registrars Pty Ltd  
**All Correspondence to:**  
**PO BOX 535,**  
**APPLECROSS WA 6953 AUSTRALIA**  
770 Canning Highway,  
APPLECROSS WA 6153 AUSTRALIA  
T: +61 8 9315 2333 F: +61 8 9315 2233  
E: registrar@securitytransfer.com.au  
W: www.securitytransfer.com.au

Code:

Holder Number:

**SECTION A: Appointment of Proxy**

I/We, the above named, being registered holders of the Company and entitled to attend and vote hereby appoint:

OR

--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--

The meeting Chairperson  
(mark with an "X")

The name of the person you are appointing  
(if this person is someone other than the Chairperson of the meeting).

or failing the person named, or if no person is named, the Chairperson of the Meeting, as my/our Proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the Proxy sees fit) at the Annual General Meeting of the Company to be held at 10.00am (WST) on Thursday, 22 November 2012 at Level 1, 34 Bagot Road, Subiaco WA and at any adjournment of that meeting.

**Chairperson authorised to exercise undirected proxies on remuneration related resolution:**

Where I/we have appointed the Chairperson of the Meeting as my/our proxy (or the Chairperson becomes my/our proxy by default), I/we expressly authorise the Chairperson to exercise my/our proxy on Item 3 (except where I/we have indicated a different voting intention below) even though Item 3 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairperson.

If the Chairperson of the Meeting is (or becomes) your proxy you can direct the Chairperson to vote for or against or abstain from voting on Item 3 by marking the appropriate box in Section B below.

**SECTION B: Voting Directions to your Proxy**

Please mark "X" in the box to indicate your voting directions to your Proxy.

**Resolution**

1. Re-election of John Hutton as a Director
2. Re-election of Albert Thamm as a Director
3. Adoption of Remuneration Report
4. Ratification of Issue of Shares under Listing Rule 7.4
5. Issue of Shares under Listing Rule 7.1A

For	Against	Abstain*
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If no directions are given my proxy may vote as the proxy thinks fit or may abstain.

\* If you mark the Abstain box for a particular item, you are directing your Proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

**SECTION C: Please Sign Below**

This section must be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Security Holder <input type="text"/> Sole Director and Sole Company Secretary	Security Holder 2 <input type="text"/> Director	Security Holder 3 <input type="text"/> Director / Company Secretary
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3017081404

Reference Number:

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RNI

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My/Our contact details in case of enquiries are:

NAME

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TELEPHONE NUMBER

(			)																
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## NOTES

### 1. Name and Address

This is the name and address on the Share Register of RESOURCE AND INVESTMENT NL. If this information is incorrect, please make corrections on this form. Shareholders sponsored by a broker should advise their broker of any changes. Please note that you cannot change ownership of your shares using this form.

### 2. Appointment of a Proxy

If you wish to appoint the Chairperson of the Meeting as your Proxy please mark "X" in the box in Section A. Please also refer to Section B of this proxy form and ensure you mark the box in that section if you wish to appoint the Chairperson as your Proxy.

If the person you wish to appoint as your Proxy is someone other than the Chairperson of the Meeting please write the name of that person in Section A. If you leave this section blank, or your named Proxy does not attend the meeting, the Chairperson of the Meeting will be your Proxy. A Proxy need not be a Shareholder of RESOURCE AND INVESTMENT NL.

### 3. Directing your Proxy how to vote

**Important Note:** The key management personnel (KMP) of RESOURCE AND INVESTMENT NL (which includes each of the Directors) will not be able to vote as your proxy on Resolution 3 unless you tell them how to vote or, if the Chairperson of the Meeting is your proxy, you expressly authorise him to vote even though Resolution 3 is connected with the remuneration of the KMP. If you intend to appoint a member of the KMP as your proxy, you can direct them to vote for or against or to abstain from voting on Resolution 3 by marking the appropriate box on the Proxy Form.

To direct the Proxy how to vote place an "X" in the appropriate box against each item in Section B. Where more than one Proxy is to be appointed and the proxies are to vote differently, then two separate forms must be used to indicate voting intentions.

### 4. Appointment of a Second Proxy

You are entitled to appoint up to two (2) persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second Proxy, an additional Proxy form may be obtained by telephoning the Company's share registry +61 8 9315 2333 or you may photocopy this form.

To appoint a second Proxy you must:

- On each of the Proxy forms, state the percentage of your voting rights or number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each Proxy may exercise, each Proxy may exercise half of your votes; and
- Return both forms in the same envelope.

### 5. Signing Instructions

Individual: where the holding is in one name, the Shareholder must sign.

Joint Holding: where the holding is in more than one name, all of the Shareholders must sign.

Power of Attorney: to sign under Power of Attorney you must have already lodged this document with the Company's share registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the Company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the Company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director may sign alone. Otherwise this form must be signed by a Director jointly with either another Director or Company Secretary. Please indicate the office held in the appropriate place.

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be lodged with the Company before the meeting or at the registration desk on the day of the meeting. A form of the certificate may be obtained from the Company's share registry.

### 6. Lodgement of Proxy

Proxy forms (and any Power of Attorney under which it is signed) must be received by Security Transfer Registrars Pty Ltd no later than 10.00am (WST) on Tuesday, 20 November 2012, being 48 hours before the time for holding the meeting. Any Proxy form received after that time will not be valid for the scheduled meeting.

**Security Transfer Registrars Pty Ltd**  
PO BOX 535  
Applecross, Western Australia 6953

**Street Address:**  
Alexandrea House, Suite 1  
770 Canning Highway  
Applecross, Western Australia 6153

**Telephone** +61 8 9315 2333

**Facsimile** +61 8 9315 2233

**Email** registrar@securitytransfer.com.au

## PRIVACY STATEMENT

Personal information is collected on this form by Security Transfer Registrars Pty Ltd as the registrar for securities issuers for the purpose of maintaining registers of securityholders, facilitating distribution payments and other corporate actions and communications. Your personal details may be disclosed to related bodies corporate, to external service providers such as mail and print providers, or as otherwise required or permitted by law. If you would like details of your personal information held by Security Transfer Registrars Pty Ltd or you would like to correct information that is inaccurate please contact them on the address on this form.