



ASX Announcement

30 April 2014

SECTION 708A NOTICE AND LISTING RULE 3.10.5A DISCLOSURE

Resource and Investment NL (ASX: RNI) (the Company) advises that it has allotted 13,000,000 fully paid ordinary shares (Shares) at 7.5 cents per share to sophisticated and professional investors pursuant to an equity placement previously announced on 24 April 2014 (Placement).

The Placement was managed by Blue Ocean Equities Pty Ltd.

As required by Listing Rule 3.10.5A;

- (i) The issue of 13,000,000 fully paid ordinary shares (Shares) under Listing Rule 7.1A resulted in a 3% dilution to existing holders of fully paid ordinary shares;
- (ii) The Shares were issued to professional and sophisticated investors as it was considered to be a more efficient mechanism for raising the funds for the Placement. The Placement did not expose the Company to market volatility that might have been experienced over a more protracted raising process such as an entitlements issue. Further, on 24 April 2014, the Company announced it will undertake a Share Purchase Plan (SPP) pursuant to which eligible shareholders in Australia and New Zealand will be offered the opportunity to apply for new RNI shares worth up to \$15,000 at the same price as the placement, 7.5c, without incurring brokerage or other costs.
- (iii) The Placement was not underwritten;
- (iv) Blue Ocean Equities will be paid a fee equivalent to 5% of gross proceeds from the Placement.

In accordance with section 708A(5)(e) of the Corporations Act 2001 (Cth) (Corporations Act), the Company gives notice that;

- (a) The Shares were issued without disclosure under Part 6D.2 of the Corporations Act.
- (b) This notice is being given under paragraph 5(e) of section 708A of the Corporations Act.
- (c) As at the date of this notice, the Company has complied with the provisions of the Chapter 2M of the Corporations Act (as they apply to the Company), and section 674 of the Corporations 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 Corporations Act.

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

For further information, please contact;

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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 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 | Fully paid ordinary shares |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 13,000,000 fully paid ordinary shares |
| 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) | 13,000,000 fully paid ordinary shares issued at an issue price of \$0.075 each |

+ See chapter 19 for defined terms.

<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>Yes</p>
<p>5 Issue price or consideration</p>	<p>\$0.075 per share</p>
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>Issued pursuant to a placement announced on 24 April 2014.</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>
<p>6c Number of +securities issued without security holder approval under rule 7.1</p>	<p>Nil</p>

+ See chapter 19 for defined terms.

6d	Number of +securities issued with security holder approval under rule 7.1A	13,000,000 Fully paid ordinary shares.	
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.	Yes. Placement terms, including price of \$0.075 per share, were finalised on 23 April 2014 (15 day VWAP \$0.086 (75% limit: \$0.064): Source IRESS).	
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	30 April 2014	
8	Number and +class of all +securities quoted on ASX (including the securities in section 2 if applicable)	Number	+Class
		351,896,893	Fully paid ordinary shares

+ See chapter 19 for defined terms.

	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 Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.	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

+ See chapter 19 for defined terms.

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
- 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
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+ See chapter 19 for defined terms.

<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>	N/A	
<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
30 April 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											
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated											
Insert number of fully paid ordinary securities on issue 12 months before date of issue or agreement to issue	291,691,306										
<p>Add the following:</p> <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-left: 20px;">30</td> </tr> <tr> <td style="padding-left: 20px;">29 May 2013 Issue of Shares</td> <td style="text-align: right; padding-left: 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-left: 20px;">2</td> </tr> <tr> <td style="padding-left: 20px;">30 July 2013 Issue of Shares</td> <td style="text-align: right; padding-left: 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-left: 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 <p><i>Note:</i></p> <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> 	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										
Subtract the number of fully paid ordinary securities cancelled during that 12 month period	Nil										
“A”	298,496,893										

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>Insert 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> <tr> <td style="padding-left: 20px;">26 March 2014 Issue of Shares</td> <td style="text-align: right; padding-right: 20px;">32,000,000</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	26 March 2014 Issue of Shares	32,000,000	
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								
26 March 2014 Issue of Shares	32,000,000								
“C”	44,600,000								
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>	44,600,000								
Total [“A” x 0.15] – “C”	174,534 <i>[Note: this is the remaining placement capacity under rule 7.1]</i>								

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 30 April 2014 Share Issue <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 13,000,000
“E”	13,000,000

Step 4: Subtract "E" from ["A" x "D"] to calculate remaining placement capacity under rule 7.1A	
<p>"A" x 0.10</p> <p><i>Note: number must be same as shown in Step 2</i></p>	29,849,689
<p>Subtract "E"</p> <p><i>Note: number must be same as shown in Step 3</i></p>	13,000,000
<p>Total ["A" x 0.10] – "E"</p>	<p>16,849,689</p> <p><i>Note: this is the remaining placement capacity under rule 7.1A</i></p>