



**Resource & Investment NL**

**NOTICE OF 2006 ANNUAL GENERAL MEETING  
AND EXPLANATORY STATEMENT AND PROXY FORM**

DATE OF MEETING  
**WEDNESDAY, 29 NOVEMBER 2006**

TIME OF MEETING  
**12.15PM (WST)**

PLACE OF MEETING  
**MEETING ROOM 4, LEVEL 2,  
THE PERTH CONVENTION EXHIBITION CENTRE,  
21 MOUNTS BAY ROAD, PERTH, WESTERN AUSTRALIA**

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.

**RESOURCE AND INVESTMENT NL**

ABN 77 085 806 284

Registered Office  
12 Walker Avenue  
West Perth, Western Australia 6005  
Postal Address  
PO Box 806 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)  
Telephone: +61-8 9321 5887  
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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.

**TIME AND PLACE OF MEETING AND HOW TO VOTE****VENUE**

The 2006 Annual General Meeting of the shareholders of Resource and Investment NL will be held at:

**Meeting Room 4, Level 2  
Perth Convention Exhibition Centre  
21 Mounts Bay Road  
Perth 6000, Western Australia  
Commencing 12.15pm (WST) on Wednesday, 29 November 2006**

**VOTING ENTITLEMENTS**

For the purposes of the Corporations Act 2001, all securities of the Company that are quoted securities at 12.15pm (WST) two days prior to the Meeting 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.

**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.

**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 12.15pm (WST).

**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  | Share Registry  |
| Company Secretary<br>Resource and Investment NL<br>12 Walker Avenue<br>West Perth WA 6005<br>PO Box 806<br>West Perth WA 6872<br>Or by facsimile on: +61-8 9321 5884<br>Or by electronic address: <a href="mailto:general@rninl.com.au">general@rninl.com.au</a> | Security Transfer Registrars<br>770 Canning Highway<br>Applecross WA 6153<br>PO Box 535<br>Applecross WA 6953 |

If any shareholder wishes to lodge a proxy electronically, it will be necessary to scan an image of a 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 shareholders 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.

**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 was previously given to the Company's share registry.

**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.

**NOTICE OF ANNUAL GENERAL MEETING**

Notice is hereby given that the 2006 Annual General Meeting of shareholders will be convened at 12.15pm on Wednesday, 29 November 2006 at Meeting Room 4, Level 2, Perth Convention Exhibition Centre, 21 Mounts Bay Road, Perth, Western Australia.

An Explanatory Statement containing information in relation to the resolutions accompanies this Notice.

**AGENDA****GENERAL BUSINESS****2006 Financial Statements**

To receive, consider and discuss the Company's financial statements and the reports of the Directors and Auditors for the year ended 30 June 2006.

**ORDINARY BUSINESS**

To consider and if thought fit to pass the following resolutions as ordinary resolutions.

**RESOLUTION 1 - RE-ELECTION OF DIRECTOR – MR JOHN FIRTH**

"That Mr John Firth, being a director of the Company, retires by rotation in accordance with the Company's Constitution and, being eligible, be re-elected as a director of the Company."

**RESOLUTION 2 - RE-ELECTION OF DIRECTOR – MR PETER DANCHIN**

"That Mr Peter Danchin, being a director of the Company, retires by rotation in accordance with the Company's Constitution and, being eligible, be re-elected as a director of the Company."

**RESOLUTION 3 – ADOPTION OF REMUNERATION REPORT**

"That the Remuneration Report contained in the 2006 Financial Report be adopted by the Company."

**OTHER BUSINESS**

To deal with any other business that may be brought forward in accordance with the Company's Constitution and the Corporations Act 2001.

By order of the Board of Directors

DATED this 24th day of October 2006

**Jean Mathie**  
**Company Secretary**

## **EXPLANATORY STATEMENT**

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 2001 and the Listing Rules of the Australian Stock Exchange Limited (ASX Listing Rules).

### **General Business**

#### **Receiving Financial Statements and Reports**

The Corporations Act 2001 requires that Shareholders view the annual company and consolidated financial statements and reports of the directors and auditors every year. Shareholders will be given the opportunity to ask question of the directors and the auditors in relation to the financial statements that have been provided to Shareholders. No resolution is required to be moved in respect of this item.

### **Ordinary Business**

#### **Resolution 1 - Re-Election of Director – Mr John Firth**

Mr Firth has wide-ranging experience in the exploration, production and marketing of rough diamonds in various countries, including Angola, Democratic Republic of Congo, South Africa, Namibia, and the Ivory Coast.

#### **Resolution 2 – Re-Election of Director – Mr Peter Danchin**

Mr Danchin has held senior technical and managerial positions with the Union Carbide Corporation of USA and the Anglo American Corporation of South Africa. He was also Group Managing Director (Operations) with the Trans Hex organisation. Mr Danchin has special responsibilities including providing advice and managing certain aspects of the business relating to technical issues, developing good relations with the Department of Industry and Resources, environmental matters, black empowerment liaison and project generation.

#### **Resolution 3 – Adoption of Remuneration Report**

Section 298 of the Corporations Act requires that the Annual Directors' Report contain a Remuneration Report prepared in accordance with section 300A of the Corporations Act 2001. The Remuneration Report for the financial year ended 30 June 2006 is set out in the Directors' Report of the 2006 Annual Report. Section 250R(2) of the Corporations Act 2001 requires companies to put a resolution to their members that the Remuneration Report be adopted. Pursuant to Section 250R(3) of the Corporations Act 2001 shareholders should note that Resolution 3 is an "advisory only" resolution which does not bind the directors or the Company. During the consideration of this item, there will be an opportunity for shareholders to comment on and ask questions about the Company's Remuneration Report.

**The Company Secretary**  
**RESOURCE AND INVESTMENT NL** (ABN 77 085 806 284)  
**PO Box 806, West Perth Western Australia 6872**  
**Fax: (+61-8) 9321 5884**  
**Email: general@rninl.com.au**

**SHAREHOLDER DETAILS**

Name of Shareholder: .....

Address of Shareholder: .....

.....

Telephone No: .....

I/We being a member(s) of Resource and Investment NL, appoint the following person or failing him/her the Chairman of the Meeting as my/our proxy to vote in accordance with the following directions (or if no directions have been given, as the proxy or Chairman sees fit) at the Annual General Meeting (Meeting) of the Company to be held at the Perth Convention Exhibition Centre, 21 Mounts Bay Road, Perth 6000, Western Australia at 12.15pm (WST) on Wednesday, 29 November 2006 (and at any adjournment thereof).

Name of Proxy: .....

Address of Proxy: .....

**INSTRUCTIONS AS TO VOTING** – refer attached Notes to the Proxy Form.

If you wish to direct your proxy how to vote with respect to the proposed resolutions, please indicate the manner in which your proxy is to vote by placing a "X" in the appropriate box below, otherwise your proxy will vote or as he/she thinks fit.

If you do not wish to direct your proxy how to vote please place an "X" in this box.

By marking this box, you acknowledge that the Chairman may exercise your proxy even if he has an interest in the outcome of the resolution and votes cast by him other than as proxy holder will be disregarded. **It is the Chairman's intention to vote in favour of all resolutions in relation to undirected proxies.**

|              |  | FOR | AGAINST | ABSTAIN |
|--------------|--|-----|---------|---------|
| Resolution 1 | Re-Election of Director – Mr John Firth    |     |         |         |
| Resolution 2 | Re-Election of Director – Mr Peter Danchin |     |         |         |
| Resolution 3 | Adoption of Remuneration Report            |     |         |         |

**PLEASE SIGN HERE This Section must be signed in accordance with the instructions overleaf to enable your directions to be implemented.**

Individual Shareholder

Individual Shareholder No.2  
(where joint holders)

Individual Shareholder No.3  
(where 3 joint holders) – if  
more holders each additional  
holder must sign

Sole Director and Sole  
Company Secretary

Director

Director/Company Secretary

Date:        /        /

**Shareholder's Name and Voting Entitlement**

This is the name of the shareholder as it appears on the Company's share register. For the purposes of this Meeting, shares will be taken to be held by those persons who are the registered holders thereof 48 hours before the time appointed for the commencement of the Meeting.

**Appointment of Proxy**

A shareholder entitled to attend and vote at the Meeting is entitled to appoint not more than two other persons (whether shareholders or not) as proxy or proxies to attend in the shareholder's place at the Meeting. The proxy has the same right as the shareholder to speak and vote at the Meeting. If you leave this section blank, or your named proxy does not attend the Meeting (or in the case you appoint two proxies and neither attends the Meeting), the Chairman of the meeting will be your proxy to vote your shares even if you attend the meeting (unless you revoke your proxy before the meeting).

**Vote on Resolutions**

You may direct your proxy how to vote by placing a mark in one of the boxes opposite the resolution/s you wish to direct your proxy to vote on. If you do so, all your shares will be voted in accordance with your direction. You can split your vote on any resolution/s by inserting the number/s of shares you wish to vote in the appropriate box/es. Please ensure you clearly mark the box in black or blue ink by placing a mark or the number of shares you are voting.

**Appointing a Second Proxy**

If a shareholder appoints two proxies, unless each proxy is appointed to represent a specified proportion of the shareholder's voting rights, each proxy may exercise half the votes of the appointor.

**Contact Telephone**

This will help us if there are any problems with your proxy form.

**Signature(s)**

You must sign this form as follows in the spaces provided.

- Individual:                         Where the holding is in one name, the holder 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 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:                        This form must be executed in accordance with Section 127 of the Corporations Act 2001 or signed by a duly authorised officer or agent.

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporation Representative" should be produced prior to admission. A form of the certificate may be obtained from the Company's share registry.

**Lodgement of a Proxy**

To be valid, this Proxy Form (and any Power of Attorney under which it is signed) must be received not later than 48 hours before the time of the Meeting or resumption of an adjourned meeting at which the person named in the instrument proposes to vote, either by facsimile on (08) 9321 5884, by mail to PO Box 806, West Perth, 6872, Western Australia or delivery to the registered office of the Company at 12 Walker Avenue, West Perth, Western Australia, or delivery to the Company's share registry Security Transfer Registrars Pty Ltd, PO Box 535, Applecross 6953, Western Australia or at 770 Canning Highway, Applecross 6153, Western Australia.