



27 May 2010

NOTICE GIVEN UNDER SECTION 708AA(2)(f) OF THE CORPORATIONS ACT

This notice is given by Resource and Investment NL (**Company**) under section 708AA(2)(f) of the Corporations Act 2001 (**Act**), as notionally modified by Australian Securities and Investments Commission Class Order 08/35 (**CO08/35**).

On 4 May 2010, the Company announced a non-renounceable pro rata entitlements issue (**Entitlements Issue**) of 1 fully paid ordinary share (**New Share**) for 1 fully paid ordinary share held at the record date to eligible shareholders.

Pursuant to the Entitlements Issue, the Company may issue approximately 57,814,654 New Shares at an issue price of \$0.06 each to raise approximately \$3,468,879 (before costs of the issue).

The Company will offer the New Shares for issue without disclosure to investors under Part 6D.2 of the Act. This notice is provided under section 708AA(2)(f) of the Act, as notionally modified by CO08/35.

As at the date of this notice, the Company has complied with:

- (a) the provisions of Chapter 2M of the Act as they apply to the Company; and
- (b) section 674 of the Corporations Act.

The Company confirms that, as at the date of this notice, there is no information that:

- (a) has been excluded from a continuous disclosure notice given to ASX in accordance with the ASX Listing Rules; and
- (b) investors and their professional advisers would reasonably require for the purpose of making an informed assessment of:
 - i. the assets and liabilities, financial position and performance, profits and losses and prospects of the Company; or
 - ii. the rights and liabilities attaching to fully paid ordinary shares, to the extent to which it would be reasonable for investors and their professional advisers to expect to find such information in a disclosure document.

The Entitlements Issue is fully underwritten by Argonaut Capital Limited. The Company does not expect the issue of New Shares pursuant to the Entitlements Offer to have any material effect or consequence on the control of the Company, though the consequences of that effect will depend on a number of factors including investor demand.

- (a) If all eligible shareholders take up their entitlements in full under the Entitlements Issue, the Entitlements Issue will have no effect on the control of the Company.
- (b) The proportional interests in the Company of those eligible shareholders who do not take up their rights under the Entitlements Issue will be diluted.
- (c) The proportional interests in the Company of shareholders who are not eligible shareholders will be diluted because those shareholders are not entitled to participate in the Entitlements Issue.

J Mathie
COMPANY SECRETARY