RESOURCE FINANCE AND INVESTMENTS LIMITED

A C N 109 933 995

NOTICE OF ANNUAL GENERAL MEETING

The Annual General Meeting of the Company will be held at 4.30 PM (WST) on Monday 28 November 2005 at Level 11, 77 St Georges Terrace, Perth, Western Australia.

RESOURCE FINANCE AND INVESTMENTS LIMITED

ACN 109 933 995

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Shareholders of the Company will be held at 4.30 PM (WST) on Monday 28 November 2005 at Level 11, 77 St Georges Terrace, Perth, Western Australia. ("Meeting").

The Proxy Form forms part of this Notice of Annual General Meeting ("Notice").

The Directors have determined pursuant to regulation 7.11.38 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders of the Company at 5 PM Friday 25 November 2005 (WST).

AGENDA

Financial Report

To receive the financial report of the Company for the financial period ended 30 June 2005 together with a directors' report in relation to that financial year and the auditor's report on the financial report.

SPECIAL BUSINESS

1. Change of Name to Bass Metals Limited

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

> *"That, for the purposes of Section 157 of the Corporations Act 2001 and for all other purposes, approval is given for the Company to change its name to Bass Metals Limited, and to amend the constitution of the Company and all other Company records accordingly."*

ORDINARY BUSINESS

2. Re-election of Director – Mr Craig McGown

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

"That Mr Craig McGown who retires in accordance with the Constitution and, being eligible, offers himself for re-election, be re-elected as a director."

By Order of the Board

Desmond Kelly
Company Secretary
24 October 2005

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EXPLANATORY MEMORANDUM

1. Introduction

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Annual General Meeting to be held at 4.30 PM on Monday 28 November 2005 at Level 11, 77 St Georges Terrace, Perth, Western Australia.

The purpose of this Explanatory Memorandum is to provide information the Board believes is material to Shareholders in relation to the Resolutions. The Explanatory Memorandum explains the Resolutions and identifies the Directors' decisions for putting them to Shareholders.

2. Resolution 1 – Change of Name to Bass Metals Limited

The Company proposes to change its name to Bass Metals Limited which better reflects the activities of the Company.

Shareholder approval to change the name of the Company is required under section 157 of the Corporations Act 2001 and is a special resolution. To be passed this resolution requires the approval of 75% of the holders of ordinary shares present in person, by proxy or by corporate representative.

3. Resolutions 2– Re-election of Director Mr Craig McGown

The Constitution requires that one third of the Directors must retire at each AGM. If the number of Directors is not a multiple of three, then the next closest whole number of relevant Directors divisible by 3 must retire from office. The Constitution excludes the Managing Director.

The Constitution provides that a Director who retires is eligible for re-election.

Pursuant to the Constitution Mr Craig McGown retire by rotation and seeks re-election.

A brief biography of Mr McGown is contained in the directors' report section of the financial statements.

The Board supports the re-election of Mr Craig McGown

RESOURCE FINANCE AND INVBESTMENTS LIMITED

ACN 109 933 995

PROXY FORM

The Company Secretary
Resource Finance and Investments Limited

By delivery:	***By post:***	***By facsimile:***
Second Floor, 2 Richardson Street	PO Box 1330	+61 8 94812846
West Perth WA 6005	West Perth WA 6872	

I/We

[1]____

____

of ____

____

being a Shareholder/Shareholders of the Company and entitled to

____

votes in the Company, hereby appoint [2]

____

or failing such appointment the chairman of the Meeting as my/our proxy to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held at 4.30 PM on Monday 28 November 2005 (WST) at Level 11, 77 St Georges Terrace, Perth, Western Australia and at any adjournment thereof in the manner indicated below or, in the absence of indication, as he thinks fit. If 2 proxies are appointed, the proportion or number of votes of this proxy is authorised to exercise is * [ ]% of the Shareholder's votes*/ [ ] of the Shareholder's votes. (An additional Proxy Form will be supplied by the Company, on request).

INSTRUCTIONS AS TO VOTING ON THE RESOLUTION

The proxy is to vote for or against the Resolution referred to in the Notice as follows:

		For	**Against**	**Abstain**
Resolution 1	Change of Name			
Resolution 2	Re-election of Director Mr Craig McGown			

Authorised signature/s This section ***must*** be signed in accordance with the instructions overleaf to enable your voting instructions to be implemented.

Individual or Shareholder 1	Shareholder 2	Shareholder 3
Sole Director and Sole Company Secretary	Director	Director/Company Secretary

Contact Name	Contact Daytime Telephone	Date

[1]Insert name and address of shareholder
[2] Insert name and address of proxy
*Omit if not applicable

Proxy Notes:

A Shareholder entitled to attend and vote at the Meeting may appoint a person or a corporation as the Shareholder's proxy to attend and vote for the Shareholder at that Meeting. If the Shareholder is entitled to cast 2 or more votes at the Meeting the Shareholder may appoint not more than 2 proxies. Where the Shareholder appoints more than one proxy the Shareholder may specify the proportion or number of votes each proxy is appointed to exercise. If such proportion or number of votes is not specified each proxy may exercise half of the Shareholder's votes. A proxy may, but need not be, a Shareholder of the Company.

If a Shareholder appoints a corporation as the Shareholder's proxy to attend and vote for the Shareholder at that meeting, the representative of the corporation to attend the meeting must produce the appropriate Certificate of Appointment of Representation prior to admission. A form of the certificate may be obtained from the Company's share registry.

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

Joint Holding:	where the holding is in more than one name all of the holders must sign.
Power of Attorney:	if signed under a Power of Attorney, you must have already lodged it with the registry, or alternatively, attach a certified photocopy of the Power of Attorney to this Proxy Form when you return it.
Companies:	a Director can sign jointly with another Director or a Company Secretary. A sole Director who is also a sole Company Secretary can also sign. Please indicate the office held by signing in the appropriate space.

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

Proxy Forms (and the power of attorney or other authority, if any, under which the Proxy Form is signed) or a copy or facsimile which appears on its face to be an authentic copy of the Proxy Form (and the power of attorney or other authority) must be deposited at or received by facsimile transmission at the Perth office of the Company (Second Floor, 2 Richardson Street, West Perth WA 6005, or by post to PO Box 1330, West Perth WA 6872 or Facsimile +61 8 94812846 not less than 48 hours prior to the time of commencement of the Meeting (WST).