

Appendix 3Y

Change of Director's Interest Notice

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 30/09/01 Amended 01/01/11

Name of entity	Resources & Energy Group Limited
ABN	12 110 005 822

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	Richard Jonathan Poole
Date of last notice	27 December 2018

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	Indirect Interest
Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	Fontelina Pty Ltd ATF AAP Trust
Date of change	1. 16 May 2019 2. 16 May 2019
No. of securities held prior to change	Ordinary: 37,987,302 Options: 6,250,000 (exercise price 12 cents)
Class	1. Ordinary shares 2. Options
Number acquired	1. Indirect: Ordinary Shares 30,000,000
Number disposed	2. Indirect: Options Cancelled 6,250,000
Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	1. Non-cash consideration for amounts owed to director related entities of \$1,500,000 at deemed issue price of 5 cents each
No. of securities held after change	Ordinary: 67,987,302

+ See chapter 19 for defined terms.

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Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	New issue of shares
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Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

Detail of contract	
Nature of interest	
Name of registered holder (if issued securities)	
Date of change	
No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed	
Interest acquired	
Interest disposed	
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	
Interest after change	

+ See chapter 19 for defined terms.

Part 3 – ⁺Closed period

Were the interests in the securities or contracts detailed above traded during a ⁺closed period where prior written clearance was required?	No
If so, was prior written clearance provided to allow the trade to proceed during this period?	N/A
If prior written clearance was provided, on what date was this provided?	N/A

⁺ See chapter 19 for defined terms.

Form 604

Corporations Act 2001

Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme Resources and Energy Group Limited

ACN/ARSN 110 005 822

1. Details of substantial holder(1)

Name Richard Poole and his associated entities, Fontelina Pty Ltd (ACN 145 837 547), Rigo Pty Limited (ACN 153 832 967)

ACN/ARSN (if applicable) and Australian Mineral Partners Pty Ltd (ACN 137 293 899)

There was a change in the interests of the substantial holder on

16 / 05 / 19

The previous notice was given to the company on

21 / 12 / 18

The previous notice was dated

21 / 12 / 18**2. Previous and present voting power**

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Fully paid ordinary shares	37,987,302	29.10%	67,987,302	22.5%

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
16/05/19	Richard Poole	Issue of shares in consideration for the cancellation of debt	Conversion of debt of \$750,000	15,000,000 shares	15,000,000
16/05/19	Richard Poole	Issue of shares in consideration for the cancellation of debt	Conversion of a project development note to the value of \$750,000	15,000,000 shares	15,000,000

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
Refer to Annexure A					

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
-	-

6. Addresses

The addresses of persons named in this form are as follows:

Name	Address
Refer to Annexure A	

Signature

print name

Richard Poole

capacity

Director

sign here

date 17/05 /19

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

ANNEXURE A

Resources and Energy Group Limited (ACN 110 005 822)

This is Annexure A of one (1) page referred to in Form 604 (Notice of Change of Interest of Substantial Holder)

4. Present relevant interests

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Persons votes
Richard Poole	Fontelina Pty Ltd	Fontelina Pty Ltd	Richard Poole is the sole director and controller of the registered holder.	23,987,302 shares	23,987,302
Richard Poole	Australian Mineral Partners Pty Ltd	Australian Mineral Partners Pty Ltd	Richard Poole is the sole director and controller of the registered holder.	4,000,000 shares	4,000,000
Richard Poole	Riqo Pty Limited	Riqo Pty Limited	Richard Poole is the sole director and controller of the registered holder.	10,000,000 shares	10,000,000
Richard Poole	Fontelina Pty Ltd	Fontelina Pty Ltd	Richard Poole is the sole director and controller of the registered holder.	30,000,000 shares	30,000,000

6. Addresses

Name	Address
Fontelina Pty Ltd	GPO Box 2537 Sydney NSW 2001
Australian Mineral Partners Pty Ltd	GPO Box 2537 Sydney NSW 2001
Riqo Pty Limited	GPO Box 2537 Sydney NSW 2001
Richard Poole	GPO Box 2537 Sydney NSW 2001

Signature

print name

Richard Poole

capacity

Director

sign here

date

17/05 /19