

RESOURCES & ENERGY GROUP LIMITED

ACN 110 005 822

SUPPLEMENTARY PROSPECTUS

1. IMPORTANT NOTICE

This Supplementary Prospectus is dated 16 December 2009 and is supplementary to the Replacement Prospectus dated 30 November 2009 issued by Resources & Energy Group Limited (ACN 110 005 822) (**Company**) (**Prospectus**). This Supplementary Prospectus was lodged with the Australian Securities and Investments Commission (**ASIC**) on 16 December 2009. The ASIC does not take any responsibility for the contents of this Supplementary Prospectus.

This Supplementary Prospectus must be read together with the Replacement Prospectus. If there is a conflict between the Replacement Prospectus and this Supplementary Prospectus, this Supplementary Prospectus will prevail. Terms defined in the Replacement Prospectus have the same meaning in this Supplementary Prospectus. This Supplementary Prospectus will be issued with the Replacement Prospectus.

2. EXTENSION OF CLOSING DATE

The Directors of the Company have resolved to extend the Closing Date of the Offer from 16 December 2009 to 31 December 2009. Accordingly, in the Indicative Timetable in Section 3.4 of the Replacement Prospectus, the reference to "16 December 2009" as the "Closing Date" is deleted and replaced with "31 December 2009"; the references to "18 December 2009" in relation to the Events, "Issue Shares pursuant to this Prospectus" and "Despatch of holding statements" are deleted and replaced with "5 January 2010"; and the reference to "4 January 2010" as the "Expected date for re-quotation of Shares on ASX" is deleted and replaced with "15 January 2010".

3. DELETION OF SECTION 11.1 OF THE REPLACEMENT PROSPECTUS

Section 11.1 of the Replacement Prospectus is deleted in its entirety and replaced with the following new Section 11.1:

"11.1 Section 710 of the Corporations Act

This Prospectus has been prepared in accordance with and satisfies Section 710 of the Corporations Act."

4. DIRECTORS' AUTHORISATION

This Supplementary Prospectus is issued by the Company and its issue has been authorised by a resolution of the Directors. In accordance with Section 720 of the Corporations Act, each Director has consented to the lodgement of this Supplementary Prospectus with the ASIC.



Director
For and on behalf of
Resources & Energy Group Limited

Note: All other details in relation to the Replacement Prospectus remain unchanged. The Directors believe that the changes in this Supplementary Prospectus are **not** materially adverse from the point of view of an investor and are administrative changes only.