

Supplementary Prospectus

This is a Supplementary Prospectus issued by Resource Development Group Limited (ACN 149 028 142), dated 15 April 2011 and lodged on that date with the Australian Securities and Investments Commission ("**Supplementary Prospectus**") pursuant to s.719(1A) of the Corporations Act. The Supplementary Prospectus supplements and is to be read with:

- (a) the Company's original prospectus dated 14 March 2011 for an offer of 15,000,000 ordinary shares, to raise \$3 million with provision for oversubscriptions of a further 2,500,000 ordinary shares to raise a further \$500,000 ("**Original Prospectus**"), and
- (b) the replacement prospectus issued by the Company dated 24 March 2011 ("**Replacement Prospectus**").

Neither ASIC, ASX nor their respective officers take any responsibility for the content of the Supplementary Prospectus or the merits of the investment to which it, the Original Prospectus and the Replacement Prospectus relate. Words used in the Supplementary Prospectus have the meanings given in the Original Prospectus and the Replacement Prospectus.

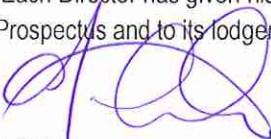
This Supplementary Prospectus is issued to ensure that the following information that has arisen since the issue of the Replacement Prospectus is disclosed in a clear, concise and effective manner. The information is not materially adverse to investors.

In the Chairman's Letter within the Original Prospectus and the Replacement Prospectus, the Chairman informed investors that the Existing Shareholders and Directors will hold their Shares subject to a 24 month voluntary escrow period, and that advisers will hold their Shares subject to a 24 month voluntary escrow period, to be implemented by holding locks applied to the Shares by the share registry at the request of the Existing Shareholders and Directors and the relevant advisers.

The Company reports that the Existing Shareholder and Directors, and the relevant advisers, have entered into restriction agreements in the form provided in Appendix 9A of the ASX Listing Rules for a period of 24 months. Accordingly the Shares to be issued to those parties will be subject to ASX restriction agreements for a period of 24 months. The information in the Chairman's Letter regarding voluntary escrow can therefore be ignored.

An applicant who, prior to the lodgement of this supplementary prospectus, has lodged an application for Shares offered under the Prospectus, has the right to withdraw their application and be repaid their application money (without interest), provided that the request for such a withdrawal is received by the Company within one month of this Supplementary Prospectus. Any such applicant who wishes to withdraw their application can do so by sending their request to Resource Development Group Limited C/- Security Transfer Registers Pty Ltd, P O Box 535, Aplecross WA 6953. Requests for any such withdrawal must be received by the Company prior to 5pm on 15 May 2011. If you do not wish to withdraw your application, you do not need to take any action.

Each Director has given his consent and has not withdrawn his consent to the issue of this Supplementary Prospectus and to its lodgement with ASIC in accordance with s.720 Corporations Act.



Jeff Brill
Director