

# 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 30/9/2001.

|                       |                                    |
|-----------------------|------------------------------------|
| <b>Name of entity</b> | <b>RESOURCE GENERATION LIMITED</b> |
| <b>ABN</b>            | <b>91 059 950 337</b>              |

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.

|                            |                        |
|----------------------------|------------------------|
| <b>Name of Director</b>    | STEPHEN JAMES MATTHEWS |
| <b>Date of last notice</b> | 19 NOVEMBER 2008       |

### 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.

|   |   |
|---|---|
| <b>Direct or indirect interest</b>  | 1. DIRECT<br>2. INDIRECT  |
| <b>Nature of indirect interest (including registered holder)</b><br><small>Note: Provide details of the circumstances giving rise to the relevant interest.</small> | 1. DIRECT<br>2. ZAPHOD PTY LIMITED<br><MATTHEWS SUPER FUND A/C>.  |
| <b>Date of change</b>   | 4 DECEMBER 2008   |
| <b>No. of securities held prior to change</b>   | 1. 13,990,439 unlisted \$0.20 options<br>13,990,439 unlisted \$0.275 options<br>13,990,439 unlisted \$0.35 options<br>2. 400,000 shares |
| <b>Class</b>  | ORDINARY  |
| <b>Number acquired</b>  | 1. Nil<br>2. 500,000 shares   |
| <b>Number disposed</b>  | Nil   |
| <b>Value/Consideration</b><br><small>Note: If consideration is non-cash, provide details and estimated valuation</small>  | \$0.18 per share  |
| <b>No. of securities held after change</b>  | 1. 13,990,439 unlisted \$0.20 options<br>13,990,439 unlisted \$0.275 options<br>13,990,439 unlisted \$0.35 options<br>2. 900,000 shares |

+ See chapter 19 for defined terms.

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|  |   |
|--|---|
| <p><b>Nature of change</b><br/>         Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</p> | <p>Issued pursuant to equity placement approved at the company's AGM on 6 November 2008</p> |
|--|---|

**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.

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

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