



ASX Code: RES

23 June 2009

Company Announcements Office
ASX Limited
Exchange Centre
20 Bridge Street
SYDNEY NSW 2000

Resource Generation Limited
ABN 91 059 950 337

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Sydney NSW 2001

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Dear Sir/Madam

**Notice under section 708AA(2)(f) of the Corporations Act 2001 (Cth)
as notionally modified by ASIC Class Order [CO 08/35]**

This notice is given by Resource Generation Limited (ACN 059 950 337) under section 708AA(2)(f) of the Corporations Act 2001 (Cth) (the Act) as notionally modified by the Australian Securities & Investments Commission Class Order [CO 08/35].

Resource Generation Limited has announced a non-renounceable pro-rata entitlement offer of 1 Resource Generation Limited fully paid ordinary share (New Shares) for every 1 Resource Generation Limited share held as at 7.00 pm (Sydney time) on 2 July 2009 by security holders with a registered address in Australia and New Zealand and other jurisdictions in which Resource Generation has decided to make offers.

Resource Generation Limited advises that:

- (a) the New Shares will be offered for issue without disclosure to investors under Part 6D.2 of the Act and without a Prospectus for the New Shares being prepared;
- (b) this notice is being given under sections 708AA(2)(f) of the Act as modified by ASIC Class Order [CO 08/35];
- (c) as at the date of this notice, Resource Generation Limited has complied with:
 - (i) the provisions of Chapter 2M of the Act as they apply to Resource Generation Limited; and
 - (ii) section 674 of the Act as it applies to Resource Generation Limited;
- (d) as at the date of this notice, there is no excluded information of the type referred to in sections 708AA(8) and 708AA(9), of the Act as modified by ASIC Class Order [CO 08/35]; and
- (e) the potential effect that the issue of the New Shares will have on Resource Generation Limited, and the consequences of that effect, will depend on the number of factors, including investor demand. However, given the structure of the entitlement offer as a pro rata issue and the fact that (based on substantial holding notices that have been lodged on or prior to the date of this notice) no Resource Generation Limited shareholder has voting power exceeding 20% of Resource Generation Limited's issued Shares, the issue is not expected to have any material effect or consequence on the control of Resource Generation Limited.

Yours faithfully

RESOURCE GENERATION LIMITED

STEVE MATTHEWS
Company Secretary