

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

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 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003, 24/10/2005.

Name of entity

Resource Generation Limited

ABN

91 059 950 337

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

- | | |
|---|--|
| 1 +Class of +securities issued or to be issued | Ordinary Fully Paid shares |
| 2 Number of +securities issued or to be issued (if known) or maximum number which may be issued | <p>30,729,083 Ordinary Fully Paid Shares issued on 27 July 2009 under the Entitlement Offer announced by Resource Generation Limited on 23 June 2009.</p> <p>The shortfall of 45,740,748 Ordinary Fully Paid Shares are expected to be issued on 30 July 2009. In addition 599,015 Ordinary Fully Paid Shares are proposed to be issued on 30 July 2009 under the institutional placement (the Placement) of those shares that would have been issued to ineligible shareholders if they had been entitled to participate in the Entitlement Offer.</p> <p>The issues on 30 July 2009 will be the subject of a separate Appendix 3B</p> |

3	Principal terms of the +securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion)	Ordinary Fully Paid shares
4	<p>Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?</p> <p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 	Yes, the shares will rank equally with the ordinary shares currently on issue.
5	Issue price or consideration	\$0.40 per share.
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	<p>Cash will be utilised in providing funding primarily for:</p> <ul style="list-style-type: none"> • the acquisition of land in the Waterberg region of South Africa; and <p>also to provide funding for:</p> <ul style="list-style-type: none"> • completion of a bankable feasibility study for the Waterberg Mine; • initial infrastructure works and to secure access to necessary utilities such as power supply; • facilitation of the development of the Ledjadja joint venture; • the continuation of exploration activities in Tasmania; and • working capital.
7	Dates of entering +securities into uncertificated holdings or despatch of certificates	27 July 2009
8	Number and +class of all +securities quoted on ASX (including the securities in clause 2 if applicable)	Number
		107,797,929
		+Class
Number	+Class	

+ See chapter 19 for defined terms.

9	Number and ⁺ class of all ⁺ securities not quoted on ASX (including the securities in clause 2 if applicable)	474,785	10 cent unquoted options expiring on 31 December 2009
		450,000	25 cent unquoted options expiring on 28 November 2012
		3,750,000	50 cent unquoted options expiring on 31 December 2012
		1,000,000	50 cent unquoted options expiring on 7 July 2011
		250,000	50 cent unquoted options expiring on 17 March 2013
		450,000	60 cent unquoted options expiring on 28 November 2012
		250,000	70 cent unquoted options expiring on 17 March 2013
		350,000	\$1.00 unquoted options expiring on 17 March 2013
		350,000	\$1.50 unquoted options expiring on 17 March 2013
		375,000	\$1.55 unquoted options expiring on 28 May 2013
		375,000	\$1.85 unquoted options expiring on 28 May 2013
500,000	\$2.05 unquoted options expiring 28 May 2013		

10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)

Not applicable

Part 2 - Bonus issue or pro rata issue

11 Is security holder approval required?

No

12 Is the issue renounceable or non-renounceable?

Non-renounceable

13 Ratio in which the ⁺securities will be offered

1 new share for 1 existing share

14 ⁺Class of ⁺securities to which the offer relates

Ordinary shares

15 ⁺Record date to determine entitlements

2 July 2009

16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	N/A
17	Policy for deciding entitlements in relation to fractions	N/A
18	Names of countries in which the entity has ⁺ security holders who will not be sent new issue documents Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.	Germany, Jersey, Monaco, Singapore, Taiwan, United Arab Emirates, United Kingdom, United States of America
19	Closing date for receipt of acceptances or renunciations	20 July 2009
20	Names of any underwriters	Shaw Corporate Finance Pty Limited (<i>Underwriter</i>) has fully underwritten the Entitlement Offer and the Placement (<i>Underwriting Agreement</i>).
21	Amount of any underwriting fee or commission	Shaw Corporate Finance Pty Limited will be paid: - an Underwriting Fee of 3% of the Underwriting Fee Offer Amount as defined in the Underwriting Agreement (the Underwriting Fee Offer Amount is expected to be the amount raised less \$5,000,000); and - a Management Fee of 1% of the amount raised.
22	Names of any brokers to the issue	N/A
23	Fee or commission payable to the broker to the issue	N/A
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of ⁺ security holders	Nil
25	If the issue is contingent on ⁺ security holders' approval, the date of the meeting	N/A
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	6 July 2009

+ See chapter 19 for defined terms.

27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	23 June 2009
28	Date rights trading will begin (if applicable)	N/A
29	Date rights trading will end (if applicable)	N/A
30	How do ⁺ security holders sell their entitlements <i>in full</i> through a broker?	N/A
31	How do ⁺ security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	N/A
32	How do ⁺ security holders dispose of their entitlements (except by sale through a broker)?	N/A
33	⁺ Despatch date	<p data-bbox="790 1064 1356 1164">In respect of the Ordinary Fully Paid shares issued to eligible shareholders under the Entitlement Offer, on 27 July 2009.</p> <p data-bbox="790 1198 1356 1326">In respect of the Ordinary Fully Paid shares to be issued to the Underwriter under the Underwriting Agreement and the Placement on 30 July 2009.</p>

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

34 Type of securities
(tick one)

(a) Securities described in Part 1

(b) All other securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

35 If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders

Updated top 20 will be disclosed after the issue of shares pursuant to the shortfall is completed.

36 If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories

1 - 1,000
1,001 - 5,000
5,001 - 10,000
10,001 - 100,000
100,001 and over

Updated distribution schedule will be disclosed after the issue of shares pursuant to the shortfall is completed.

37 A copy of any trust deed for the additional +securities

+ See chapter 19 for defined terms.

Entities that have ticked box 34(b)

38 Number of securities for which
+quotation is sought

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39 Class of +securities for which
quotation is sought

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40 Do the +securities rank equally in all
respects from the date of allotment
with an existing +class of quoted
+securities?

If the additional securities do not
rank equally, please state:

- the date from which they do
- the extent to which they
participate for the next dividend,
(in the case of a trust,
distribution) or interest payment
- the extent to which they do not
rank equally, other than in
relation to the next dividend,
distribution or interest payment

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41 Reason for request for quotation
now

Example: In the case of restricted securities, end of
restriction period

(if issued upon conversion of
another security, clearly identify that
other security)

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42 Number and +class of all +securities
quoted on ASX (*including* the
securities in clause 38)

Number	+Class

Quotation agreement

1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.

2 We warrant the following to ASX.

- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4 We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.



Steve Matthews
Company Secretary
27 July 2009

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+ See chapter 19 for defined terms.