



---

## RESOURCE GENERATION LIMITED

ABN 91 059 950 337

## NOTICE OF ANNUAL GENERAL MEETING

---

**TIME:** 10.00am

**DATE:** Monday 26 October 2009

**PLACE:** Radisson Plaza Hotel, 27 O'Connell Street, Sydney NSW

*This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.*

*Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on (02) 9376 9000.*

---

## CONTENTS

---

1.	Notice of Annual General Meeting (setting out the proposed resolutions)	4
2.	Explanatory Statement (explaining the proposed resolutions)	8

---

---

## TIME AND PLACE OF MEETING AND HOW TO VOTE

---

### VENUE

---

The Annual General Meeting of the Shareholders of Resource Generation Limited will be held at 10.00am (Sydney time) on Monday 26 October 2009 at:

Radisson Plaza Hotel, 27 O'Connell Street, Sydney NSW.

### YOUR VOTE IS IMPORTANT

---

The business of the Annual General Meeting affects your shareholding and your vote is important.

### VOTING IN PERSON

---

To vote in person, attend the Annual General Meeting on the date and at the place set out above.

### VOTING BY PROXY

---

#### Proxies

Please note that:

- (a) a Shareholder entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company;
- (c) a Shareholder may appoint a body corporate or an individual as its proxy;
- (d) a body corporate appointed as a Shareholder's proxy may appoint an individual as its representative to exercise any of the powers that the body may exercise as the Shareholder's proxy; and
- (e) Shareholders entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

The enclosed proxy form provides further details on appointing proxies and lodging proxy forms. If a Shareholder appoints a body corporate as its proxy and the body corporate wishes to appoint an individual as its representative, the body corporate should provide

that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority may be sent to the Company or its share registry in advance of the Annual General Meeting or handed in at the Annual General Meeting when registering as a corporate representative.

To vote by proxy, please complete and sign the proxy form enclosed and either:

- (a) deliver the proxy form:
  - (i) by hand to the Company's share registry, Registries Limited at Level 7, 207 Kent Street, Sydney NSW 2000; or
  - (ii) by post to Registries Limited, GPO Box 3993, Sydney NSW 2001;
- (b) fax the proxy form to Registries Limited on facsimile number (61 2) 9290 9655; or
- (c) vote on line at [www.registries.com.au/vote/resourcegenerationagm2009](http://www.registries.com.au/vote/resourcegenerationagm2009) and following the prompts

so that it is received not later than 10.00 am on 24 October 2009. Proxy forms received later than this time will be invalid.

**Your proxy form is enclosed as a separate document.**

---

## NOTICE OF ANNUAL GENERAL MEETING

---

Notice is given that the Annual General Meeting of Shareholders of Resource Generation Limited will be held at 10.00 am (Sydney time) on Monday 26 October 2009 at Radisson Plaza Hotel, 27 O'Connell Street, Sydney NSW.

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the Annual General Meeting. The Explanatory Statement and the proxy form are part of this Notice of Meeting.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders of the Company at the close of business on Friday, 23 October 2009.

Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.

### AGENDA

---

#### 1. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT (NON-BINDING)

To receive the financial report of the Company for the year ended 30 June 2009, together with the directors' report and the auditor's report.

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **non-binding resolution**:

*"That, for the purposes of Section 250R(2) of the Corporations Act and for all other purposes, the Company adopts the Remuneration Report."*

#### **Short Explanation:**

The Corporations Act provides that a resolution that the remuneration report be adopted must be put to vote at a listed company's annual general meeting. The vote on Resolution 1 is advisory only and does not bind the Directors or the Company.

---

#### 2. RESOLUTION 2 – RE-ELECTION OF STEPHEN MATTHEWS AS A DIRECTOR

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

*"That, Stephen Matthews, being a Director, retires by rotation in accordance with clause 11.1 of the Constitution and, being eligible, is hereby re-elected as a Director."*

---

**3. RESOLUTION 3 - RE-ELECTION OF GEOFFREY (TOBY) ROSE AS A DIRECTOR**

To consider and, if thought fit, to pass, with or without amendment, the following **ordinary resolution**:

*"That, for the purposes of clause 11.4.2 of the Constitution, Geoffrey Rose being a Director, retires in accordance with the Constitution and, being eligible, is hereby re-elected as a Director."*

---

**4. RESOLUTION 4 - APPROVAL OF SHARE ISSUE UNDER ASX LISTING RULE 7.4**

To consider and, if thought fit, to pass, with or without amendment, the following **ordinary resolution**:

*"That, for the purposes of ASX Listing Rule 7.4, the Company approves and ratifies the issue of 599,015 fully paid ordinary shares at \$0.40 per share to sophisticated investors on the terms set out in the Explanatory Statement."*

**Voting Exclusion Statement –Resolution 4**

In accordance with Listing Rule 7.5.6, the Company will disregard any votes cast on resolution 4 by:

- Caforb Pty Limited;
- Mr Cecil Hoffman and Mrs Norma Hoffman;
- Josan Consultants Pty Limited;
- Tizoku Securities Pty Limited;
- Towns Corporation Pty Ltd; and
- by any person who participated in the issue and an associate of those persons or of the entities listed above.

However the Company need not disregard a vote if:

- it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

---

**5. RESOLUTION 5 – APPROVAL OF ISSUE OF PERFORMANCE RIGHTS TO MR PAUL JURY, MANAGING DIRECTOR, UNDER THE EMPLOYEE SHARE PLAN**

To consider and, if thought fit, pass the following resolution as an **ordinary resolution**:

*"That, for all purposes including ASX Listing Rule 10.14, the Company be authorised, pursuant to the Employee Share Plan approved by shareholders at the AGM held on 6 November 2008, to grant 6,666,666 share rights to Mr. Paul Jury, Managing Director, and to issue to him 6,666,666 fully paid ordinary shares in the Company following the valid exercise of any such rights, in accordance with the Employee Share Plan rules and subject to the conditions set out in the Explanatory Statement."*

#### **Voting Exclusion Statement – Resolution 5**

In accordance with Listing Rule 10.15.5, the Company will disregard any votes cast on Resolution 5 by:

- Paul John Jury;
- All directors of the Company (except one who is ineligible to participate in any employee incentive scheme in relation to the Company); and
- By any person who is an associate of any of the persons listed above.

However the Company need not disregard a vote if:

- it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

---

#### **6. ISSUE OF PERFORMANCE RIGHTS TO MR STEPHEN MATTHEWS, EXECUTIVE DIRECTOR, UNDER THE EMPLOYEE SHARE PLAN**

To consider and, if thought fit, pass the following resolution as an **ordinary resolution**:

*"That, for all purposes including ASX Listing Rule 10.14, the Company be authorised, pursuant to the Employee Share Plan approved by shareholders at the AGM held on 6 November 2008, to grant 3,333,334 share rights to Mr. Steve Matthews, Executive Director, and to issue to him 3,333,334 fully paid ordinary shares in the Company following the valid exercise of any such rights, in accordance with the Employee Share Plan rules and subject to the conditions set out in the Explanatory Statement."*

#### **Voting Exclusion Statement – Resolution 6**

In accordance with Listing Rule 10.15.5, the Company will disregard any votes cast on Resolution 5 by:

- Stephen James Matthews;
- All directors of the Company (except one who is ineligible to participate in any employee incentive scheme in relation to the Company); and
- By any person who is an associate of any of the persons listed above.

However the Company need not disregard a vote if:

- it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

---

**7. EXPLANATORY STATEMENT**

The accompanying Explanatory Statement forms part of this Notice of Annual General Meeting and should be read in conjunction with it.

---

**8. VOTING ENTITLEMENTS**

In accordance with Regulations 7.11.37 and 7.11.38 of the Corporations Regulations 2001, the Board has determined that a person's entitlement to vote at the Annual General Meeting will be the entitlement of that person as set out in the register of Shareholders as at 5.00 pm (Sydney time) on 24 October 2009. Accordingly, transactions registered after that time will be disregarded in determining a Shareholder's entitlement to attend and vote at the Annual General Meeting.

**DATED: This 21st day of September 2009  
BY ORDER OF THE BOARD**

**STEVE MATTHEWS  
COMPANY SECRETARY**



# **EXPLANATORY STATEMENT TO SHAREHOLDERS**

## **RESOURCE GENERATION LIMITED (ACN 059 950 337)**

### **EXPLANATORY STATEMENT**

This Explanatory Statement has been prepared for the information of the Shareholders of the Company in connection with the business to be conducted at the Annual General Meeting to be held at 10.00 am (Sydney time) on Monday 26 October 2009 at Radisson Plaza Hotel, 27 O'Connell Street, Sydney NSW.

This purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

## CONTENTS

1.	<b>RESOLUTION 1 – REMUNERATION REPORT (NON-BINDING RESOLUTION)</b> .....	9
2.	<b>RESOLUTIONS 2 AND 3 – RE-ELECTION OF DIRECTORS</b> .....	9
2.1	Resolution 2 – Stephen Matthews .....	10
2.2	Resolution 3 – Geoffrey (Toby) Rose .....	10
3.	<b>RESOLUTION 4 - APPROVAL OF SHARE ISSUE UNDER ASX LISTING RULE 7.4</b> .....	10
4.	<b>RESOLUTION 5 – APPROVAL OF ISSUE OF PERFORMANCE RIGHTS TO MR PAUL JURY, MANAGING DIRECTOR, UNDER THE EMPLOYEE SHARE PLAN</b> .....	11
5.	<b>RESOLUTION 6 – APPROVAL OF ISSUE OF PERFORMANCE RIGHTS TO MR STEPHEN MATTHEWS, EXECUTIVE DIRECTOR, UNDER THE EMPLOYEE SHARE PLAN</b> 13	

---

### 1. RESOLUTION 1 – REMUNERATION REPORT (NON-BINDING RESOLUTION)

Section 249L(2) of the Corporations Act requires a company to inform shareholders that a resolution on the remuneration Report will be put at the Annual General Meeting. Section 250R(2) of the Corporations Act requires a resolution that the Remuneration report be adopted must be put to the vote. Resolution 1 seeks this approval.

However, in accordance with section 250R(3) of the Corporations Act, Shareholders should note that resolution 1 is an “advisory only” resolution which does not bind the Directors of the Company.

Following consideration of the remuneration report, the Chairman, in accordance with section 250SA of the Corporations Act, must give Shareholders a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report.

The Remuneration Report includes all of the information required by Section 300A of the Corporations Act, and includes:

- (a) board policy for determining, or in relation to, the nature and amount (or value, as appropriate) of remuneration of directors, secretaries and senior managers of the Company;
- (b) discussion of the relationship between such policy and the Company’s performance; and
- (c) the prescribed details in relation to the remuneration of each Director and certain executives.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the Annual General Meeting.

---

### 2. RESOLUTIONS 2 AND 3 – RE-ELECTION OF DIRECTORS

In accordance with Listing Rule 14.4 and clause 11.1 of the Constitution, Resolution 2 seeks the re-election of Stephen Matthews who retires by rotation.

These requirements for a Director to retire do not apply to a Managing Director (but if there is more than one Managing Director, only one is exempt from retirement).

In determining the number and identity of the Directors to retire by rotation, the Managing Director and any Director seeking election after appointment by the Board to fill a casual vacancy are not taken into account.

In addition, clause 11.4.2 of the Constitution requires that any Director appointed by the Board, either to fill a casual vacancy or as an addition to the Board, must retire at the next Annual General Meeting following his or her appointment, but is eligible for re-election at that Annual General Meeting. Accordingly, Resolution 3 seeks the re-election of Geoffrey Rose, who has been appointed at a meeting of Directors held since the last Annual General Meeting.

## **2.1 Resolution 2 – Stephen Matthews**

Stephen Matthews retires by rotation at this meeting and, being eligible, offers himself for re-election. Stephen Matthews is an Executive Director of Resource Generation Limited and also acts as Company Secretary.

Mr Matthews has over 25 years corporate finance and commercial experience, including 13 years in the coal industry. Mr Matthews' previous positions were as a senior executive with Coal Mines Australia Limited, Billiton Coal Australia, BHP Billiton's Hunter Valley Energy Coal division and Resource Pacific Holdings Limited.

All the Directors, other than Stephen Matthews, recommend that shareholders vote in favour of Resolution 2.

## **2.2 Resolution 3 – Geoffrey (Toby) Rose**

Resolution 3 seeks the re-election of Toby Rose as a Director. Toby Rose was appointed in a meeting of Directors on 3 December 2008.

Mr Rose is a geologist with more than 45 years experience in the NSW coal and minerals industry. He was awarded the Order of Australia for contributions to mining and minerals research. For 10 years until 1992 Toby was Director General of the New South Wales Department of Mineral Resources and Chair of the Mines Subsidence Board. Subsequent directorships include non-executive roles with Coal Mines Australia Limited, Billiton Coal Australia and Resource Pacific Holdings Limited.

All of the Directors, other than Toby Rose, recommend that Shareholders vote in favour of Resolution 3.

---

## **3. RESOLUTION 4 - APPROVAL OF SHARE ISSUE UNDER ASX LISTING RULE 7.4**

ASX Listing Rule 7.1 allows the Company to issue new securities up to 15% of the existing issued capital of the company without prior approval of shareholders in any 12 month period, subject to certain adjustments and permitted exceptions.

Under ASX Listing Rule 7.4, shareholders may subsequently approve the issue of securities made within the limitation of ASX Listing Rule 7.1. The Company is seeking this approval under this Resolutions 4.

Following these approvals, the Company will again be able to issue new securities in such number up to 15% of the existing issued capital without the prior approval of shareholders. The Company believes that providing this flexibility is a prudent decision to make.

Resource Generation completed a 1 for 1 entitlement issue at 40 cents per share on 30 July 2009. As a number of shareholders were based in jurisdictions that were

ineligible to participate, an equity placement of 599,015 shares was made to replace the entitlements of those shareholders. The equity placement at 40 cents per share was made on 30 July 2009 with the shares placed with sophisticated investors that were clients of Shaw Corporate Finance Pty Limited.

The proceeds of the placement are being used for exploration, operating expenses and for working capital. A voting exclusion statement applies to this resolution.

---

**4. RESOLUTION 5 – APPROVAL OF ISSUE OF PERFORMANCE RIGHTS TO MR PAUL JURY, MANAGING DIRECTOR, UNDER THE EMPLOYEE SHARE PLAN**

Shareholder approval is sought for the grant of 6,666,666 share rights to Mr. Paul Jury, Managing Director, and to issue 6,666,666 fully paid ordinary shares in the Company following the valid exercise of such rights, in accordance with the Employee Share Plan Rules. This grant is subject to the conditions set out below. Shareholder approval is required under ASX Listing Rule 10.14 because Mr. Jury is a director of the Company.

**Reasons for the grant of performance rights**

The Board believes that Mr Jury is a highly accomplished executive and is key to the Company's ongoing growth and success. The resources sector is a highly competitive market for key executive talent. The board, therefore, considers a market competitive long term equity incentive is an essential component of Mr Jury's compensation arrangements, to help motivate and retain him.

Your board has selected performance rights as the appropriate equity instrument to deliver the equity incentive for three main reasons. Firstly, the grant of the shares is linked to key development milestones that will contribute value for the Company and aren't subject to achievements based on stock market fluctuations. Secondly, performance rights are less dilutive than a market or premium priced option alternative and thirdly, as there is no cost to exercising the rights, there is no requirement for Mr Jury to sell the share rights or the resulting shares to fund the acquisition of the shares on any exercise, as would be the case with a market or premium priced option alternative.

**Price of share rights**

No payment from Mr Jury will be required for him to receive or exercise the share rights.

**First exercise date for rights**

The share rights are exercisable on the fulfilment of the service vesting condition and performance conditions set out below or where a special circumstance, such as a takeover, may arise allowing an earlier exercise.

**Last exercise date for rights**

All rights will lapse automatically if not exercised 60 months after the date of issue of the rights.

**The date of grant of rights**

If approved, the rights, up to the amount approved, will be issued to Mr Jury within 90 days of the approval and in any case no later than 12 months after the meeting.

## Service vesting condition

Shares subsequently issued pursuant to the grant of the share rights under the Share Plan to Mr Jury will not be able to be disposed by him for seven years from the date of the grant of the share rights unless Mr Jury ceases to be an employee of the company before that time. Due to uncertainty associated with the taxing of employee share scheme entitlements, the Company will consider whether to allow release of a portion of the shares prior to the end of the seven year period, if a tax liability arises for Mr Jury in respect of the shares.

## Performance conditions

The board believes that performance conditions are an important component of equity incentives. The performance conditions to be imposed in order to exercise the proposed share rights are designed to provide both motivation to perform and a retention incentive.

The key performance indicators for the award of the shares are the achievement of the following:

- The first tranche of 3,333,333 shares will be awarded upon obtaining a mining right for a large scale mining operation in the Waterberg; and
- The second tranche of 3,333,333 shares will be awarded upon obtaining a project funding facility or an equivalent alternative that would enable an open pit coal mining operation capable of producing in excess of 10 Mtpa to be developed on the company's Waterberg tenements and which by their nature will include the completion of a bankable feasibility study.

## Performance Period

The performance conditions must be achieved over the period from the date of grant to 30 September 2012. Any unvested rights at 30 September 2012 will lapse.

## Number of performance rights to be issued to Mr Jury in the context of total remuneration

The total number of shares that could be issued to Mr Jury and Mr Matthews under Resolutions 5 and 6 is 10,000,000 shares. The total value and mix of Mr. Jury's remuneration has been evaluated using benchmark data of comparable positions and comparable companies. The board is of the opinion that Mr. Jury's remuneration is within market and competitive. Furthermore, with 154,287,692 ordinary shares on issue, the possible issue of 6,666,666 ordinary shares will not have a significant dilutionary effect for the Company's shareholders.

## Other information

Mr Jury's direct shareholdings and those of associated entities are disclosed in the following table. If all shares are issued then Mr Jury's relevant interest would be approximately 11.0% of the Company. Mr Jury's direct ownership would be approximately 11.0% of the Company.

Shareholding	Shares	Cum %
Purchased by Associated Entity	8,876,349	5.8
Existing share rights	3,000,000	7.5
Share Rights (Resolution 5)	6,666,666	11.0

Mr Jury and Mr Matthews are the only directors who are entitled to participate in the Share Plan. Details of any options and/or shares issued under the Share Plan will be published in each annual report of the Company relating to the period in which options or shares have been issued, and that approval for the issue of options or shares was obtained under ASX Listing Rule 10.14. Since shareholder approval was received at the general meeting on 23 January 2009, Mr Jury has received the Existing share rights as set out in the table above. The rights received by Mr Matthews are disclosed in Resolution 6 below. The share rights were issued at nil consideration.

The non-executive directors recommend that shareholders vote in favour of this resolution.

---

**5. RESOLUTION 6 – APPROVAL OF ISSUE OF PERFORMANCE RIGHTS TO MR STEPHEN MATTHEWS, EXECUTIVE DIRECTOR, UNDER THE EMPLOYEE SHARE PLAN**

Shareholder approval is sought for the grant of 3,333,334 share rights to Mr. Stephen Matthews, Executive Director, and to issue 3,333,334 fully paid ordinary shares in the Company following the valid exercise of such rights, in accordance with the Employee Share Plan Rules. This grant is subject to the conditions set out below. Shareholder approval is required under ASX Listing Rule 10.14 because Mr. Matthews is a director of the Company.

**Reasons for the grant of performance rights**

The Board believes that Mr Matthews is a highly accomplished executive and is key to the Company's ongoing growth and success. The resources sector is a highly competitive market for key executive talent. The board, therefore, considers a market competitive long term equity incentive is an essential component of Mr Matthews' compensation arrangements, to help motivate and retain him.

Your board has selected performance rights as the appropriate equity instrument to deliver the equity incentive for three main reasons. Firstly, the grant of the shares is linked to key development milestones that will contribute value for the Company and aren't subject to achievements based on stock market fluctuations. Secondly, performance rights are less dilutive than a market or premium priced option alternative and thirdly, as there is no cost to exercising the rights, there is no requirement for Mr Matthews to sell the share rights or the resulting shares to fund the acquisition of the shares on any exercise, as would be the case with a market or premium priced option alternative.

**Price of share rights**

No payment from Mr Matthews will be required for him to receive or exercise the share rights.

**First exercise date for rights**

The share rights are exercisable on the fulfilment of the service vesting condition and performance conditions set out below or where a special circumstance, such as a takeover, may arise allowing an earlier exercise.

**Last exercise date for rights**

All rights will lapse automatically if not exercised 60 months after the date of issue of the rights.

### **The date of grant of rights**

If approved, the rights, up to the amount approved, will be issued to Mr Matthews within 90 days of the approval and in any case no later than 12 months after the meeting.

### **Service vesting condition**

Shares subsequently issued pursuant to the grant of the share rights under the Share Plan to Mr Matthews will not be able to be disposed by him for seven years from the date of the grant of the share rights unless Mr Matthews ceases to be an employee of the company before that time. Due to uncertainty associated with the taxing of employee share scheme entitlements, the Company will consider whether to allow release of a portion of the shares prior to the end of the seven year period, if a tax liability arises for Mr Matthews in respect of the shares.

### **Performance conditions**

The board believes that performance conditions are an important component of equity incentives. The performance conditions to be imposed in order to exercise the proposed share rights are designed to provide both motivation to perform and a retention incentive.

The key performance indicators for the award of the shares are the achievement of the following:

- The first tranche of 1,666,667 shares will be awarded upon obtaining a mining right for a large scale mining operation in the Waterberg; and
- The second tranche of 1,666,667 shares will be awarded upon obtaining a project funding facility or an equivalent alternative that would enable an open pit coal mining operation capable of producing in excess of 10 Mtpa to be developed on the company's Waterberg tenements and which by their nature will include the completion of a bankable feasibility study.

### **Performance Period**

The performance conditions must be achieved over the period from the date of grant to 30 September 2012. Any unvested rights at 30 September 2012 will lapse.

### **Number of performance rights to be issued to Mr Matthews in the context of total remuneration**

The total number of shares that could be issued to Mr Jury and Mr Matthews under Resolutions 5 and 6 is 10,000,000 shares. The total value and mix of Mr. Matthews' remuneration has been evaluated using benchmark data of comparable positions and comparable companies. The board is of the opinion that Mr. Matthews' remuneration is within market and competitive. Furthermore with 154,287,692 ordinary shares on issue, the possible issue of 3,333,334 ordinary shares will not have a significant dilutionary effect for the Company's shareholders.

### **Other information**

Mr Matthews' direct shareholdings and those of associated entities are disclosed in the following table. If all shares are issued then Mr Matthews' relevant interest would be approximately 3.2% of the Company. Mr Matthews' direct ownership would be approximately 3.2% of the Company.

<b>Shareholding</b>	<b>Shares</b>	<b>Cum %</b>
Purchased by Associated Entity	474,468	0.3
Existing share rights	1,500,000	1.2
Share Rights (Resolution 6)	3,333,334	3.2

Mr Jury and Mr Matthews are the only directors who are entitled to participate in the Share Plan. Details of any options and/or shares issued under the Share Plan will be published in each annual report of the Company relating to the period in which options or shares have been issued, and that approval for the issue of options or shares was obtained under ASX Listing Rule 10.14. Since shareholder approval was received at the general meeting on 23 January 2009, Mr Matthews has received the Existing share rights as set out in the table above. The rights received by Mr Jury are disclosed in Resolution 5 above. The share rights were issued at nil consideration.

The non-executive directors recommend that shareholders vote in favour of this resolution.



FOR ALL ENQUIRIES CALL:  
(within Australia) 1300 737 760  
(outside Australia) +61 2 9290 9600

FACSIMILE  
+61 2 9290 9655

ALL CORRESPONDENCE TO:  
Registries Limited  
GPO Box 3993  
Sydney NSW 2001  
Australia



**Your Address**

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction on the form. Securityholders sponsored by a broker should advise your broker of any changes. **Please note, you cannot change ownership of your securities using this form.**

**YOUR VOTE IS IMPORTANT**

FOR YOUR VOTE TO BE EFFECTIVE IT MUST BE RECORDED BEFORE 10.00AM  
SATURDAY 24 OCTOBER 2009

<HIN/SRN>

**TO VOTE ONLINE**



- STEP 1 : VISIT [www.registries.com.au/vote/resourcegenerationagm2009](http://www.registries.com.au/vote/resourcegenerationagm2009)
- STEP 2: Enter your holding/Investment type
- STEP 3: Enter your SRN/HIN and VAC: <VAC NUMBER>

**TO VOTE BY COMPLETING THE PROXY FORM**

**STEP 1 Appointment of Proxy**

Indicate here who you want to appoint as your Proxy  
If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chairman of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a security holder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

**Proxy which is a Body Corporate**

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

**Appointment of a Second Proxy**

You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- (a) complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- (b) return both forms together in the same envelope.

**STEP 2 Voting Directions to your Proxy**

You can tell you Proxy how to vote

To direct your proxy how to vote, place a mark in one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of securities you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

**STEP 3 Sign the Form**

The form **must** be signed

In the spaces provided you must sign this form as follows:

**Individual:** This form is to be signed by the securityholder.

**Joint Holding:** where the holding is in more than one name, all the securityholders must sign.

**Power of Attorney:** to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. **Please indicate the office held by signing in the appropriate place.**

**STEP 4 Lodgement of a Proxy**

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below not later than 48 hours before the commencement of the meeting at 10.00am on Monday, 26 October 2009. Any Proxy Form received after that time will not be valid for the scheduled meeting.

**Proxies may be lodged using the reply paid envelope or:**

**BY MAIL -** Share Registry – Registries Limited, GPO Box 3993, Sydney NSW 2001 Australia

**BY FAX -** + 61 2 9290 9655

**IN PERSON -** Share Registry – Registries Limited, Level 7, 207 Kent Street, Sydney NSW 2000 Australia

**Resource Generation Limited**

<Co Name>  
 <Address 1>  
 <Address 2>  
 <Address 3>  
 <Address 4>  
 <Address 5>

<BARCODE>

**STEP 1 - Appointment of Proxy**

I/We being a member/s of Resource Generation Limited and entitled to attend and vote hereby appoint

the Chairman of the Meeting (mark with an 'X')
 OR

If you are not appointing the Chairman of the Meeting as your proxy please write here the full name of the individual or body corporate (excluding the registered Securityholder) you are appointing as your proxy.

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy at the Annual General Meeting of Resource Generation Limited to be held at **Radisson Plaza Hotel, 27 O'Connell Street, Sydney NSW 2000 on Monday the 26<sup>th</sup> of October 2009 at 10.00 am** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

If the Chairman of the Meeting is appointed as your proxy or may be appointed by default, and you do not wish to direct your proxy how to vote in respect of a resolution, please mark this box. By marking this box, you acknowledge that the Chairman of the Meeting may vote as your proxy even if he has an interest in the outcome of the resolution and votes cast by the Chairman of the Meeting for those resolutions, other than as proxy holder, will be disregarded because of that interest. If you do not mark this box, and you have not directed your proxy how to vote, the Chairman of the Meeting will not cast your votes on the resolution and your votes will not be counted in calculating the required majority if a poll is called. The Chairman intends to vote all undirected proxies in favour of the resolutions.

**STEP 2 - Voting directions to your Proxy – please mark  to indicate your directions**

		For	Against	Abstain*
Item 1	Adopt the Remuneration Report (non-binding)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 2	Re election of Stephen Matthews as a director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3	Re election of Geoffrey Rose as a director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4	Approval of share issue under ASX Listing Rule 7.4	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 5	Approval of issue of performance rights to Paul Jury	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 6	Approval of issue of performance rights to Stephen Matthews	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

In addition to the intentions advised above. The Chairman of the Meeting intends to vote undirected proxies in favour of each of the items of business.

\*If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

**STEP 3 - PLEASE SIGN HERE** This section *must* be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Securityholder 1	Securityholder 2	Securityholder 3
<input style="width: 250px; height: 40px;" type="text"/>	<input style="width: 250px; height: 40px;" type="text"/>	<input style="width: 250px; height: 40px;" type="text"/>

Sole Director and Sole Company Secretary

Director

Director/Company Secretary

Contact Name .....

Contact Daytime Telephone ..... Date /