



RESOURCE GENERATION LIMITED

ABN 91 059 950 337

NOTICE OF ANNUAL GENERAL MEETING

TIME: 10.00am

DATE: Wednesday 27 October 2010

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.

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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 Wednesday 27 October 2010 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/resourcegenerationagm2010 and following the prompts

so that it is received not later than 10.00 am on 25 October 2010. 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 Wednesday 27 October 2010 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 Monday, 25 October 2010.

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

AGENDA

1. ORDINARY BUSINESS – DIRECTORS' REPORT AND FINANCIAL STATEMENTS

To receive the financial report of the Company for the year ended 30 June 2010, together with the directors' report and the auditor's report.

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

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.

Voting Exclusion Statement –Resolution 1

In accordance with an undertaking to the Company, the Company will disregard any votes cast on resolution 1 by:

- Resgen Scrip Lending Pty Limited.

3. RESOLUTION 2 – RE-ELECTION OF SCOTT DOUGLAS AS A DIRECTOR

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

"That, Scott Douglas, 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."

Voting Exclusion Statement –Resolution 2

In accordance with an undertaking to the Company, the Company will disregard any votes cast on resolution 2 by:

- Resgen Scrip Lending Pty Limited.

4. RESOLUTION 3 - 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 5,000,000 fully paid ordinary shares at \$0.50 per share to Resgen Scrip Lending Pty Limited on the terms set out in the Explanatory Statement."

Voting Exclusion Statement –Resolution 3

In accordance with Listing Rule 7.5.6, the Company will disregard any votes cast on resolution 3 by:

- Resgen Scrip Lending Pty Limited;
- Mr Paul Jury, a director of Resgen Scrip Lending Pty Limited;
- Mr Stephen Matthews, a director of Resgen Scrip Lending Pty Limited; 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 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 18,268,053 fully paid ordinary shares at \$0.575 per share to Integrated Coal Mining Limited 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:

- Integrated Coal Mining Limited; 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.

In addition, in accordance with an undertaking to the Company, the Company will disregard any votes cast on resolution 4 by:

- Resgen Scrip Lending Pty Limited.

6. RESOLUTION 5 - APPOINTMENT OF AUDITOR

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

"That Deloitte Touche Tohmatsu of Level 6 Grosvenor Place, 225 George Street, Sydney NSW 2000 be appointed as auditors of the Company."

Voting Exclusion Statement –Resolution 5

In accordance with an undertaking to the Company, the Company will disregard any votes cast on resolution 5 by:

- Resgen Scrip Lending Pty Limited.

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 26 October 2010. 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 2010
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 Wednesday 27 October 2010 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.

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1. ORDINARY BUSINESS – DIRECTORS' REPORT AND FINANCIAL STATEMENTS

As required by section 317 of the Corporations Act, the financial report, directors' report and auditor's report of the Company for the year ended 30 June 2010 will be laid before the meeting. No resolution is required for this item of business.

A copy of the Company's annual report is available at www.resgen.com.au.

In accordance with the Corporations Act, during this item of business a reasonable opportunity will be given to Shareholders as a whole to ask questions about, or make comments on, the management of the Company.

Similarly, a reasonable opportunity will be given to Shareholders as a whole to ask the Company's auditor questions relevant to the conduct of the audit, the preparation and content of the auditor's report, the accounting policies adopted by the Company in relation to the preparation of the financial statements and the independence of the auditor in relation to the audit for the year ended 30 June 2010.

2. 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.

3. RESOLUTION 2 – RE-ELECTION OF SCOTT DOUGLAS

In accordance with Listing Rule 14.4 and clause 11.1 of the Constitution, Resolution 2 seeks the re-election of Scott Douglas 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.

Scott Douglas retires by rotation at this meeting and, being eligible, offers himself for re-election. Scott Douglas is the non-executive Chairman of Resource Generation Limited.

Mr Douglas has considerable experience and skills in investor relations, project management, and strategic corporate advice. Mr Douglas has provided corporate advice, business development and capital raising services to a number of junior resource companies and was instrumental in the formation and ASX listing of Ironclad Mining Limited and held a business development and marketing role with Scimitar Resources Limited.

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

4. RESOLUTIONS 3 & 4 - APPROVAL OF SHARE ISSUES 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 these Resolutions 3 and 4.

Following this approval, 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 Board believes that providing this flexibility is a prudent decision to make and is in the best interests of shareholders and the Company as a whole.

RESOLUTION 3

Resource Generation listed on the Johannesburg Stock Exchange on 14 July 2010. JSE Limited required a minimum spread of shareholders on the company's South African register in order for the listing to proceed. As the company had no shareholders on its South African register, it was unable to comply with this requirement. The only alternative, to satisfy JSE Limited's concern over lack of immediately available shares, was to put in place a scrip lending facility as a fallback position; which will cover any trading settlement risk caused by unforeseen delays in shares being transferred from the Australian register to the South African register.

The Board considered various ways to satisfy this requirement and considered that the only feasible alternative was to issue shares to a trust. The trustee of the trust is a wholly owned subsidiary of the company, Resgen Scrip Lending Pty Limited (RSL), which is registered as the shareholder on the South African register. RSL agreed not to exercise its voting rights except in the instance of a capital reconstruction or similar circumstances. The facility will remain in place until the JSE is satisfied that there is a sufficient spread on the South African register, which is expected to be within 12 months, and after which arrangements will be made to deal with the shares in the interests of all shareholders.

The proceeds of the placement were internal to the Resource Generation group so there was no increase in the cash holdings of the group. A voting exclusion statement applies to this resolution.

RESOLUTION 4

Resource Generation placed 18,268,053 shares with Integrated Coal Mining at a share price of \$0.575 on 21 September 2010. Funds will be used primarily for the development of the company's Boikarabelo Mine in South Africa and for working capital.

Integrated Coal Mining is affiliated with CESC Limited and both companies are part of the RPG Group, one of India's most respected industrial groups. CESC is India's third largest power utility, with a current installed generating capacity of 1225 MW serving nearly 2.5 million consumers across the twin cities of Kolkata and Howrah. Its published growth plan envisages an increase in its installed generating capacity to 5745 MW. Founded in 1899, the company introduced thermal power to India. The RPG Group is a diversified industrial group with a market capitalisation of approximately \$US3.0 billion and annual revenue of approximately \$US3.5 billion.

Resource Generation's wholly-owned subsidiary, Resgen SA (Pty) Limited has signed a contract with Integrated Coal Mining Limited, whereby Integrated Coal Mining will purchase coal for 20 years from Resource Generation's Boikarabelo mine in South Africa.

Under the terms of the contract, Integrated Coal Mining, on behalf of its affiliated company CESC, will purchase one million tonnes of thermal coal per annum for three years and two million tonnes per annum for a further 17 years. These purchases will begin when the Boikarabelo mine commences production, which currently is scheduled for early 2013. The price will be agreed annually based on the international benchmark price at the time.

5. RESOLUTION 5 – APPOINTMENT OF AUDITOR

As a consequence of the Company's focus on South Africa, the Board of directors has proposed that the Company's current auditor, PricewaterhouseCoopers be replaced with Deloitte Touche Tohmatsu. The Company has received a nomination by Warren Everest as trustee for the Everest Family Superannuation Fund, being a member of the Company, nominating Deloitte Touche Tohmatsu as new auditor of the Company in accordance with Section 328B(1) of the Corporations Act. A copy of that nomination is included with this Notice.

PricewaterhouseCoopers have applied for consent to their resignation as auditor to the Australian Securities & Investments Commission (ASIC) and ASIC has consented to their resignation. Deloitte Touche Tohmatsu have given their consent to act as the Company's auditor and at the date of this Notice, that consent has not been withdrawn.

The Everest Family Superannuation Fund
17 Carter Street, Cammeray NSW 2062
ABN 21 263 024 156

7 September 2010

Mr S Matthews
Company Secretary
Resource Generation Limited
Level 12, Chifley Tower
2 Chifley Square
SYDNEY NSW 2000

Re: Appointment of Company Auditor

I, Warren Everest, as Trustee for the Everest Family Superannuation Fund, being a shareholder of Resource Generation Limited ("the Company"), hereby nominate Deloitte Touche Tohmatsu as auditor of the Company.

Sincerely,

A handwritten signature in black ink, appearing to read 'Warren Everest', with a long horizontal flourish extending to the right.

Warren Everest
ATF the Everest Family Superannuation Fund



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

Name and Address

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
MONDAY 25 OCTOBER 2010

Reference Number: <HIN/SRN>

TO VOTE ONLINE



STEP 1 : VISIT www.registries.com.au/vote/resourcegenerationagm2010

STEP 2: Enter your holding/Investment type

STEP 3: Enter your Reference Number 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 have 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 your 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

STEP 3 Sign the Form

The form **must** be signed 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 Wednesday 27 October 2010**. 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

Vote online at:

www.registries.com.au/vote/resourcegenerationagm2010
or turnover to complete the Form ➔

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.

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

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 the Radisson Plaza Hotel, 27 O'Connell Street, Sydney NSW on Wednesday 27 October 2010 at 10.00am** 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 Chair intends to vote all undirected proxies in favour of the resolution.

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

Ordinary Business		For	Against	Abstain*
Resolution 1	Adoption of the Remuneration Report for 30 June 2010	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Mr Scott Douglas as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Approval of share issue under ASX Listing Rule 7.4	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval of share issue under ASX Listing Rule 7.4	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Appointment of Deloitte Touche Tohmatsu as Auditors	<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

Sole Director and Sole Company Secretary

Director

Director/Company Secretary

Contact Name

Contact Daytime Telephone Date / / 2010