



RESOURCE GENERATION LIMITED

ABN 91 059 950 337

NOTICE OF ANNUAL GENERAL MEETING

TIME: 10.00am

DATE: Thursday 6 November 2008

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 Thursday 6 November 2008 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; or
- (b) fax the proxy form to Registries Limited on facsimile number (61 2) 9279 0664.

so that it is received not later than 10.00 am on 4 November 2008. 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 Thursday 6 November 2008 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 4 November 2008.

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 2008, 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 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."

3. RESOLUTION 3 - RE-ELECTION OF MICHAEL HUNT 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, Michael Hunt being a Director, retires in accordance with the Constitution and, being eligible, is hereby re-elected as a Director."

4. RESOLUTION 4 - RE-ELECTION OF PAUL JURY 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, Paul Jury being a Director, retires in accordance with the Constitution and, being eligible, is hereby re-elected as a Director."

5. RESOLUTION 5 - RE-ELECTION OF STEVE MATTHEWS 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, Steve Matthews being a Director, retires in accordance with the Constitution and, being eligible, is hereby re-elected as a Director."

6. RESOLUTION 6 – APPROVAL OF ISSUE OF SHARES TO RELATED PARTIES

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

"That for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to allot and issue 15,434,911 Shares to the parties detailed in the Explanatory Statement which are related parties of the Company, on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion Statement –Resolution 6

In accordance with Listing Rule 10.13.6, the Company will disregard any votes cast on resolution 6 by:

- Paul Jury;
- Steve Matthews; and
- an associate of those persons.

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. RESOLUTION 7 – APPROVAL TO APPOINT AUDITOR

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

"Subject to ASIC giving its consent to the resignation of Simes & Cooke as auditors of the company, that PricewaterhouseCoopers of 201 Sussex Street, Sydney NSW 2000 be appointed as auditors of the Company.

8. RESOLUTION 8 – APPROVAL OF EMPLOYEE SHARE PLAN

To consider and if thought fit to pass, with or without amendment, the following resolution as a special resolution:

"That the Company approves the issue of securities under the Resource Generation Limited Employee Share Plan (the Share Plan) having the terms and conditions substantially as set out in the Plan Rules Summary which is Section 5.3 of the Explanatory Statement to this Notice of Meeting, for all purposes including for the purposes of Listing Rule 7.2 of ASX Limited."

Voting Exclusion Statement – Resolution 8

The Company will disregard any votes cast on Resolution 8 by any full-time or permanent part-time employee of the Company who is entitled to participate in the Share Plan or by a director of the Company (except one who is ineligible to participate in any executive incentive scheme in relation to the Company) or any associate of any such director.

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.

9. EXPLANATORY STATEMENT

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

10. 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 4 November 2008. 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 2nd day of October 2008

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 Thursday 6 November 2008 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. 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. RESOLUTION 2, 3, 4 AND 5 – 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 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.

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, Resolutions 3, 4 and 5 seek the re-election of Michael Hunt, Paul Jury and Steve Matthews, who have all been appointed at meetings of Directors held since the last Annual General Meeting.

2.1 Resolution 2 – Scott Douglas

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

Scott Douglas conducted the successful negotiations of the Company's coal acquisitions in South Africa and Tasmania. He has considerable experience and skills in investor relations, project management and strategic corporate advice.

Scott 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 (\$20m capital raising) and held a business development and marketing role with Scimitar Resources Limited. He is currently also a director of ASX listed Balkans Gold Limited.

All the Directors except for Scott Douglas recommend that shareholders vote in favour of Resolution 2.

2.2 Resolution 3 – Michael Hunt

Resolution 3 seeks the re-election of Michael Hunt as a Director. Michael Hunt was appointed in a meeting of Directors on 28 November 2007 and is the Chairman of Resource Generation Limited.

Michael Hunt is a partner of Hunt & Humphry Project Lawyers in Perth. He is an experienced commercial lawyer who, for over 35 years, has provided advice on mining and petroleum law to local and overseas companies and governments and been involved in developing projects throughout Australia, Africa, Asia and the Pacific.

Michael Hunt was the founding Chairman of Red Back Mining NL (formerly ASX listed) and is now a nonexecutive Director of Red Back Mining Inc (listed on the Toronto Stock Exchange). In these roles over a period of 9 years he assisted in

taking that company from junior Australian explorer to a listing on the TSX and subsequent gold producer at Chirano in Ghana and Tasiast in Mauritania. He is also non-executive Chairman of A1 Minerals Ltd and Balkans Gold Limited (both ASX listed).

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

2.3 Resolution 4 – Paul Jury

Resolution 4 seeks the re-election of Paul Jury as a Director. Paul Jury was appointed in a meeting of Directors on 14 July 2008 and is the Managing Director of Resource Generation Limited.

Paul Jury was the founder and Managing Director of Resource Pacific Holdings Limited (ASX listed RSP). RSP successfully developed the Newpac mine, expanding it from a small bord and pillar underground mine into a large scale longwall based mine over a three year period, which involved \$300m funding and completing major mine equipment and infrastructure development. The market capitalisation of RSP upon listing in 2004 was \$54 million. RSP was taken over earlier this year by Xstrata at a value of approximately \$1,081 million.

Paul Jury has over 20 years of direct experience in the development, operation and marketing of various open-cut and underground coal mining companies, predominantly supplying the export market. Prior to RSP, he was Executive Chairman of Oceanic Coal Australia Limited, Finance Director of Coal Mines Australia Limited and Chief Financial Officer of Coal & Allied Industries Limited.

All of the Directors, other than Paul Jury, recommend that Shareholders vote in favour of Resolution 4.

2.4 Resolution 5 – Steve Matthews

Resolution 5 seeks the re-election of Steve Matthews as a Director. Steve Matthews was appointed in a meeting of Directors on 14 July 2008 and is an Executive Director and the Company Secretary of Resource Generation Limited.

Steve Matthews was the Senior Commercial Manager and Company Secretary of Resource Pacific Holdings Limited (ASX listed RSP) and prior to that, Commercial Manager and General Manager - Corporate Affairs and Company Secretary for Hunter Valley Energy Coal Limited (BHP Billiton). Prior to joining the coal industry, Steve Matthews held senior positions with international corporate finance companies overseeing a number of significant public capital raisings and takeovers totalling in excess of \$1.5 billion dollars.

All of the Directors, other than Steve Matthews, recommend that Shareholders vote in favour of Resolution 5.

3. RESOLUTION 6 – APPROVAL OF ISSUE OF PLACEMENT SHARES TO RELATED PARTIES

3.1 Background

On 15 August 2008, the Company announced that it had successfully raised \$12 million through a placement of 66,666,667 shares at 18 cents per share. The shares were placed with a broad portfolio of institutional and sophisticated investors. 51,231,756 shares were settled on 21 August 2008, of which the issue of 50,000,000 shares was approved by shareholders at the general meeting held on 26 May 2008. The balance of 15,434,911 shares was subject to shareholder approval at the company's next Annual General Meeting.

On 15 August 2008, the Managing Director, Paul Jury, committed to ensure the placement of 15,434,911 shares at 18 cents per share was subscribed for by either himself or his nominees. As the nominees of Paul Jury, being Jury Superannuation Pty Ltd and Zaphod Pty Ltd are related parties of the Company, shareholder approval is required for the placement of these 15,434,911 shares.

Shareholder approval is not being sought pursuant to Part 2E of the Corporations Act because the non interested Directors (those that did not participate in the Placement) consider that the proposed issue of Shares is on arms length terms as they will be issued on the same terms as those issued to non-related parties under the Placement.

Shareholder approval is required under ASX Listing Rule 10.11 to issue the Shares to Directors and entities associated with the Directors. The non-interested directors recommend that shareholders approve the resolution.

3.2 ASX Listing Rule 10.11

ASX Listing Rule 10.11 requires a listed company to obtain shareholder approval prior to the issue of securities to a related party of the Company. Approval pursuant to ASX Listing Rule 7.1 is not required in order to issue the Shares as approval is being obtained under ASX Listing Rule 10.11. Shareholders should note that the issue of Shares will not be included in the 15% calculation for the purposes of ASX Listing Rule 7.1.

3.3 ASX Listing Rule 10.13

The following information is provided in relation to the issue of Shares, pursuant to and in accordance with ASX Listing Rule 10.13:

- (a) the maximum number of securities to be issued is 15,434,911 Shares;
- (b) the Shares will be issued at an issue price of \$0.18 per Share, being the same issue price of the Shares issued to non related parties, pursuant to the placement on 15 August 2008.
- (c) the Shares will be issued to the following entities:

Entity	Shares
Jury Superannuation Pty Ltd <Jury Superannuation Fund A/C>	14,934,911
Zaphod Pty Limited <Matthews Superannuation Fund A/C>	500,000
Total	15,434,911

The relationship of each of the related parties with the Company is as follows:

- (i) Paul Jury is a director of Jury Superannuation Pty Ltd, a beneficiary under the Jury Superannuation Fund and a director of the Company;
 - (ii) Steve Matthews is a director of Zaphod Pty Limited, a beneficiary under the Matthews Superannuation Fund and a director of the Company.
- (d) the Shares will be issued no later than one (1) month after the date of the Annual General Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules). It is intended that allotment of all of the Shares will occur on the same day;
- (e) the Shares are fully paid ordinary shares in the capital of the Company and will rank equally with the Company's current issued Shares;
- (f) the funds raised from the issue of the Shares will be used for exploration, operating expenses and working capital; and
- (g) a voting exclusion statement is included in the Notice.

4. RESOLUTION 7 – APPOINTMENT OF AUDITOR

As a consequence of the move of the Company's registered office and main business address from Perth to Sydney, the Board of directors has proposed that the Company's current auditors, *Somes & Cooke*, be replaced with *PricewaterhouseCoopers*. The Company has received a nomination by Katherine Macdermott as trustee for the Warrior Trust, being a member of the Company, nominating *PricewaterhouseCoopers* 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.

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

5. RESOLUTION 8 – EMPLOYEE SHARE PLAN

5.1 Purpose of the Share Plan

The purpose of the Share Plan is to provide eligible employees with an opportunity to share in the growth in value of the Company and to encourage them to improve the longer term performance of the Company and its returns to shareholders. Your Board believes that the Share Plan will assist the Company in attracting skilled and experienced employees and provide them with greater incentive to have a greater involvement with, and to focus on the longer term goals of, the Company.

5.2 Recommendation

Your Board recommends the establishment of the Share Plan and that shareholders vote in favour of Resolution 8.

5.3 Summary of the Rules of the Share Plan

(a) Overview

Eligible employees who are invited to participate in the Share Plan will be given the opportunity to apply for shares in the Company which will be subscribed for or acquired and held on their behalf by the Trustee of the Share Plan. Participation in the Share Plan is optional.

(b) Eligible employees

The Board may from time to time invite any executive director (subject to shareholder approval under ASX listing rule 10.14) or any full-time or permanent part-time employee of the Company who has not given or been given notice of termination of employment to acquire shares under the Share Plan.

(c) Invitation to acquire shares

An invitation to an eligible employee to subscribe for or acquire shares may be on such terms and conditions as your Board decides from time to time, including as to the number of shares and the amount payable for the shares (which may be nil).

(d) Allotment or acquisition of shares

On receipt of an application for shares, the Company may either allot new shares to the Trustee or direct the Trustee to acquire the shares on market, in either case to hold on behalf of the participating employee.

(e) Limitation on number of shares issued

The total number of shares which may be issued under the terms and conditions of the Share Plan cannot exceed 5% of the total number of ordinary shares of the Company on issue at the date on which any invitation to participate is issued.

(f) Restrictions on dealing with shares

Participants are not permitted to sell, transfer or otherwise dispose in any shares acquired by the Trustee under the Share Plan until the earlier of the tenth anniversary of the acquisition date and the date on which the participant is no longer employed by the Company. If employment ceases due to fraud or dishonesty on the part of the participant, then the shares held by the Trustee on behalf of that participant will be forfeited.

(g) Term

The Share Plan is for a term of three years. However, the Share Plan may be extended for such periods of time not exceeding three years as the shareholders determine in General Meeting.

(h) Other provisions

The Plan Rules also contain various provisions relating to administration of the Share Plan, variation of the Plan Rules and termination of the Share Plan.

The Warrior Trust

52 Margaret Street
Cottesloe WA
6011

30th September 2008

Resource Generation Limited
Company Secretary
Level 12 Chifley Tower
2 Chifley Square
Sydney 2000

Re: Appointment of Company Auditor

I, Katherine Macdermott as trustee for the Warrior Trust, being a member of the company, hereby nominate PricewaterhouseCoopers as auditor of the company.

Regards,

Katherine Macdermott

A handwritten signature in black ink, appearing to read 'K Macdermott', with a stylized flourish at the end.

ATF The Warrior Trust

PROXY FORM

RESOURCE GENERATION LIMITED

ACN 059 950 337

Annual General Meeting Proxy Form

All correspondence to:
Registries Limited
GPO Box 3993
Sydney NSW 2001
Enquiries: 61 2 9290 9600
Facsimile: 61 2 9279 0664
www.registries.com.au
registries@registries.com.au

Mark this box with an 'X' if you are Issuer Sponsored and want to make any changes to your address details (see reverse)

Name & address

Appointment of Proxy

If appointing a proxy to attend the Annual General Meeting on your behalf, please complete the form and submit it in accordance with the directions at the bottom of the page.

I/We being a shareholder/shareholders of Resource Generation Limited pursuant to my/our right to appoint not more than two proxies, appoint

The Chair of the Meeting (mark with an "X")

OR

Write here the name of the person you are appointing if this person is **someone other than** the Chair of the Meeting.

or failing him/her

Write here the name of the other person you are appointing.

or failing him/her (or if no proxy is specified above) the Chair of the meeting, as my/our proxy to vote for me/us and on my/our behalf at the Annual General Meeting to be held at Radisson Plaza Hotel, 27 O'Connell Street, Sydney NSW 2000 on Thursday 6 November 2008 at 10.00am and at any adjournment of that meeting.

This proxy is to be used in respect of _____ % of the ordinary shares I/we hold.

Voting directions to your proxy – please mark to indicate your directions

Resolution	For	Against	**Abstain
1. To adopt the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Re election of Scott Douglas as a director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Re election of Michael Hunt as a director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Re election of Paul Jury as a director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Re election of Stephen Matthews as a director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Approval of issue of shares to related parties	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Approval to appoint auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. Approval of Deferred Share Plan and Executive Incentive Scheme	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

* If you mark this box, do not also give voting directions to your proxy otherwise this proxy form may be invalid.

** If you mark the Abstain box, 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.

PLEASE SIGN HERE

This section *must* be signed in accordance with the instructions overleaf to enable your directions to be implemented.
Executed in accordance with section 127 of the Corporations Act:

Individual or Shareholder 1

Sole Director & Sole Company Secretary

Joint Shareholder 2

Director / Company Secretary

Joint Shareholder 3

Director

Dated this _____ day of _____ 2008

Contact Name

Contact Business Telephone / Mobile

INSTRUCTIONS FOR COMPLETING PROXY FORM

1. Your pre-printed name and address is as it appears on the share register of Resource Pacific Holdings Limited (the "Company"). If you are an Issuer Sponsored holder and this information is incorrect, please mark the box at the top of the proxy form and make the correction on the form. Security holders sponsored by a broker on the CHESSE subregister should advise their broker of any changes. Please note that you cannot change ownership of your securities using this Proxy Form.
2. Completion of a proxy form will not prevent individual shareholders from attending the Annual General Meeting in person if you wish. Where you complete and lodge a valid proxy form and attend the Annual General Meeting in person, then the proxy's authority to speak and vote for you is suspended while you are present at the Annual General Meeting.
3. A shareholder of the Company entitled to attend and vote is entitled to appoint one or two proxies. If you want to appoint two proxies, please contact Registries Limited and request a second proxy form.
4. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of your voting rights. If you appoint two proxies and the appointment does not specify this proportion, each proxy may exercise half of your votes.
5. A proxy need not be a shareholder of the Company.
6. If you mark the abstain box, you are directing your proxy not to vote on that item on a show of hands or on a poll and that your shares are not to be counted in computing the required majority on a poll.
7. If a representative of a company shareholder is to attend the Annual General Meeting, a properly executed original (or certified copy) of the appropriate "Certificate of Appointment of Corporate Representative" should be produced for admission to the Annual General Meeting. Previously lodged "Certificates of Appointment of Corporate Representative" will be disregarded by the Company.
8. If a representative of a shareholder is to attend the Annual General Meeting under a Power of Attorney, a properly executed original (or originally certified copy) of an appropriate Power of Attorney should be produced for admission to the Annual General Meeting. Previously lodged Powers of Attorney will be disregarded by the Company.

9. **Signing Instructions**

You must sign this Proxy Form as follows in the spaces provided:

- Individual:** Where the holding is in one name, the holder must sign this Proxy Form.
- Joint Holding:** Where the holding is in more than one name, all of the shareholders must sign this Proxy Form.
- Power of Attorney:** If you are signing under a Power of Attorney, you must lodge an original or certified photocopy of the appropriate Power of Attorney with your completed Proxy Form.
- Companies:** Where the company has a Sole Director who is also the Sole Company Secretary, this Proxy Form must be signed by that person.
- If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign this Proxy Form alone.
- In all other circumstances, this Proxy Form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

10. **Lodgement of a Proxy**

This Proxy Form (and any Power of Attorney under which it is signed) must be received at the address below not later than 10.00 am on Tuesday, 4 November 2008 (48 hours before the commencement of the Annual General Meeting). Any Proxy Form received after that time will not be valid for the Annual General Meeting.

Hand deliveries

**Registries Limited
Level 7
207 Kent Street
Sydney NSW 2000**

Postal address:

**Registries Limited
GPO Box 3993
Sydney NSW 2001**

Fax number:

(02) 9279 0664