



RESOURCE GENERATION LIMITED

ABN 91 059 950 337

NOTICE OF ANNUAL GENERAL MEETING

TIME: 10.00am

DATE: Wednesday 29 October 2014

PLACE: Sofitel Wentworth Hotel, 61-101 Phillip 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 Wednesday 29 October 2014 at:

Sofitel Wentworth Hotel, 61-101 Phillip 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, Boardroom Pty Limited at Level 7, 207 Kent Street, Sydney NSW 2000; or
 - (ii) by post to Boardroom Pty Limited, GPO Box 3993, Sydney NSW 2001;
- (b) fax the proxy form to Boardroom Pty Limited on facsimile number (61 2) 9290 9655; or
- (c) vote on line at www.votingonline.com.au/resourcegenerationagm2014 and follow the prompts.

so that it is received not later than 10.00 am (Sydney time) on 27 October 2014. 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 29 October 2014 at Sofitel Wentworth Hotel, 61-101 Phillip 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, 27 October 2014.

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 2014, 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.

The Company will also disregard any votes cast on resolution 1 by:

- a director or a member of the key management personnel as disclosed in the Remuneration Report; and
- a closely related party (such as close family members and any controlled companies) of those persons.

However the Company need not disregard a vote if:

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

3. RESOLUTION 2 – RE-ELECTION OF MR GEOFFREY ROSE AS A DIRECTOR

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

“That, Mr Geoffrey Rose, 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 EMPLOYEE SHARE PLAN

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

*“That the Resource Generation Limited Employee Share Plan described in the Explanatory Statement to Shareholders attached with this Notice (the **Share Plan**) is approved for all purposes (including the issue of securities under the Plan for the purposes of ASX Listing Rule 7.2, exception 9(b), and for the purposes of section 260C of the Corporations Act).*

Voting Exclusion Statement – Resolution 3

The Company will disregard any votes cast on Resolution 3 by any director of the Company (except any director who is ineligible to participate in any employee incentive scheme in relation to the Company) or any associate of those directors.

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 accordance with an undertaking to the Company, the Company will also disregard any votes cast on resolution 3 by:

- Resgen Scrip Lending Pty Limited

10. CHAIRMAN'S VOTING INTENTIONS

If the Chairman of the Meeting is appointed as a proxy or may be appointed by default, and the shareholder does not direct the proxy how to vote in respect of any resolution, the Chairman intends to vote in favour of all resolutions. In relation to remuneration related resolutions, specifically resolutions 1 and 3, the Chairman will vote in favour of the resolutions.

11. EXPLANATORY STATEMENT

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

12. 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 the close of business on Monday, 27 October 2014. 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 17th day of September 2014
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 29 October 2014 at Sofitel Wentworth Hotel, 61-101 Phillip Street, Sydney NSW.

The 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.	ORDINARY BUSINESS – DIRECTORS' REPORT AND FINANCIAL STATEMENTS	8
2.	RESOLUTION 1 – REMUNERATION REPORT (NON-BINDING RESOLUTION)	8
3.	RESOLUTION 2 – RE-ELECTION OF MR GEOFFREY ROSE	9
4.	RESOLUTION 3 - APPROVAL OF EMPLOYEE SHARE PLAN	9

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 2014 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 2014.

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, which is contained in the Directors' Report within the Company's Annual 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 MR GEOFFREY ROSE

In accordance with Listing Rule 14.4 and clause 11.1 of the Constitution, Resolution 2 seeks the re-election of Mr Geoffrey (Toby) Rose 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.

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

Mr Rose is a geologist with more than 50 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 the Directors, other than Toby Rose, recommend that shareholders vote in favour of Resolution 2.

4. RESOLUTION 3 - APPROVAL OF EMPLOYEE SHARE PLAN

4.1 Purpose of the Share Plan

As shareholders would be aware, the Resource Generation Limited Employee Share Plan (**Share Plan**) was approved by shareholders at the Company's 2008 Annual General Meeting held on 6 November 2008 and again at the 2011 Annual General Meeting held on 24 October 2011. The purpose of the Share Plan is to provide eligible directors and 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 directors and employees and provide them with greater incentive to have a greater involvement with, and to focus on the longer term goals of, the Company.

The Company is seeking approval of the Share Plan for the purposes of ASX Listing Rule 7.2 (exception 9) as three years have passed since the last approval.

4.2 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. Participation is subject to any terms and conditions that may be imposed by the Board.

(b) Eligible employees

The Board may from time to time invite any:

- Executive Director (subject to any applicable requirements of the Corporations Act); 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), and which may include any other terms and conditions imposed by the Board in relation to the acquisition of shares.

(d) Allotment or acquisition of shares

On receipt of an application for shares (or on the date specified by the Board in the invitation), 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 securities which may be issued under the terms and conditions of the Share Plan must not exceed the threshold set by ASIC Class Order 03/184 (or any class order or law that supersedes it), which, broadly, is a limit of 5% of the total number of ordinary shares of the Company on issue at the date on which any invitation to participate is issued, over a rolling five year period, but disregarding offers made outside of Australia, and disregarding other offers that are exempt from the requirement to issue a disclosure document under section 708 of the Corporations Act (such as issues to senior managers, sophisticated investors or professional investors).

(f) Restrictions on dealing with shares

Participants are not permitted to sell, transfer or otherwise dispose of any shares acquired by the Trustee under the Share Plan until the earlier of the seventh anniversary of the acquisition date, the date specified in the invitation issued to the employee or determined by the Board, and the date on which the participant is no longer employed by the Company. If the employee ceases employment 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) 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.

4.3 How to obtain a copy of the Plan Rules

Copies of the Plan Rules for the Resource Generation Limited Employee Share Plan may be obtained by shareholders at no charge by writing to the Company Secretary at GPO Box 5490, Sydney NSW 2001.

4.4 Number of securities issued under the Share Plan since the last approval

Since the approval of the Share Plan by shareholders on 24 October 2011, invitations to apply for a total of 24,700,000 shares under the Plan have been issued (including securities issued to Executive Directors following shareholder approval). All of those invitations were subject to performance conditions (**Performance Rights**). No shares have been issued by the Company as none of the performance conditions have yet been met. Further shares may be issued if performance conditions under outstanding invitations are satisfied.

4.5 Recommendation

The Non-executive Directors believe that the Share Plan is an appropriately designed equity based employee incentive scheme, having regard to the role of the Share Plan in the attraction, motivation, and retention of key executives and in promoting the performance of the Company. The Non-executive Directors unanimously recommend that you vote in favour of resolution 3.

As Executive Directors are eligible participants under the Share Plan, the Executive Directors decline to make a recommendation to shareholders in relation to resolution 3.



All Correspondence to:

✉ **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia

Level 7, 207 Kent Street,
Sydney NSW 2000 Australia

📠 **By Fax:** +61 2 9290 9655

💻 **Online:** www.boardroomlimited.com.au

☎ **By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 10am (Sydney Time) on Monday, 27th October 2014.**

🖥 TO VOTE ONLINE

📱 BY SMARTPHONE

STEP 1: VISIT www.votingonline.com.au/resourcegenerationagm2014

STEP 2: Enter your holding/investment type:

STEP 3: Enter your Reference Number:

STEP 4: Enter your VAC:

PLEASE NOTE: For security reasons it is important you keep the above information confidential.



Scan QR Code using smartphone
QR Reader App

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair 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 Chair 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.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting 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

To direct your proxy how to vote, mark 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 securities are to be voted on any item by inserting the percentage or number that 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 for all your securities your vote on that item will be invalid.

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.

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 should 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 should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **10am (Sydney Time) on Monday, 27th October 2014.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

🖥 **Online** www.votingonline.com.au/resourcegenerationagm2014

📠 **By Fax** + 61 2 9290 9655

✉ **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia

👤 **In Person** Level 7, 207 Kent Street,
Sydney NSW 2000 Australia

Attending the Meeting

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

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 in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes. **Please note, you cannot change ownership of your securities using this form.**

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of **Resource Generation Limited** (Company) and entitled to attend and vote hereby appoint:

the **Chair of the Meeting (mark box)**

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered shareholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held at the **Sofitel Wentworth Hotel, 61-101 Phillip Street, Sydney NSW 2000 on Wednesday, 29th October 2014 at 10am (Sydney Time)** 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.

Chairman authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chairman of the Meeting as my/our proxy or the Chairman of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolutions 1 and 3, I/we expressly authorise the Chairman of the Meeting to exercise my/our proxy in respect of these resolutions even though resolutions 1 and 3 are connected with the remuneration of a member of key management personnel for Resource Generation Limited. Neither the Chairman nor a non-executive director is entitled to participate in any employee incentive scheme of the Company.

The Chairman of the Meeting will vote all undirected proxies in favour of all Items of business (including Resolutions 1 & 3). If you wish to appoint the Chairman of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

STEP 2 VOTING DIRECTIONS
 * 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 vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 1	Adoption of the Remuneration Report (non-binding)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-Election of Geoffrey Rose as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Approval of Employee Share Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 SIGNATURE OF SHAREHOLDERS
 This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1	Securityholder 2	Securityholder 3
<input style="width: 100%; height: 30px;" type="text"/>	<input style="width: 100%; height: 30px;" type="text"/>	<input style="width: 100%; height: 30px;" type="text"/>
Sole Director and Sole Company Secretary	Director	Director / Company Secretary

Contact Name..... Contact Daytime Telephone..... Date / / 2014