



RESOURCE GENERATION LIMITED**ACN 059 950 337****NOTICE OF ANNUAL GENERAL MEETING**

TIME: 10.00am (Brisbane time)

DATE: Wednesday 22 November 2017

PLACE: Minter Ellison, Level 22, Waterfront Place, 1 Eagle Street, Brisbane, Qld 4000

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 0413 706 143.

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 (Resgen) will be held at 10.00am (Brisbane time) on Wednesday 22 November 2017 at:

Minter Ellison, Level 22, Waterfront Place, 1 Eagle Street, Brisbane, Qld 4000

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 12, 225 George 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 online at www.votingonline.com.au/resgenagm2017 and follow the prompts.

so that it is received not later than 10.00 am (Brisbane time) on Monday 20 November 2017. 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 (Brisbane time) on Wednesday 22 November 2017 at Minter Ellison, Level 22, Waterfront Place, 1 Eagle Street, Brisbane, Qld 4000.

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 6.00 pm (Brisbane time) on Monday, 20 November 2017.

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

AGENDA

ORDINARY BUSINESS

1. DIRECTORS' REPORT AND FINANCIAL STATEMENTS

To receive the Financial Statements of the Company for the year ended 30 June 2017, together with the Directors' Report and the Auditor's Report as set out in the Annual Report for 2017.

2. RESOLUTION 1 – RE-ELECTION OF MR LEAPEETSWE RAPULA RADIALA (PAPI) MOLOTSANE AS A DIRECTOR

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

"That, Mr Leapeetswe Rapula Radiala Molotsane, 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 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 MR ROBERT CHARLES CROLL AS A DIRECTOR

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

"That, Mr Robert Charles Croll 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 – RE-ELECTION OF MR MANISH DAHIYA AS A DIRECTOR

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

“That, Mr Manish Dahiya being a Director, retires in accordance with clause 11.4 of the Constitution and, being eligible, is hereby re-elected as a Director.”

Voting Exclusion Statement –Resolution 3

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

- Resgen Scrip Lending Pty Limited.

5. RESOLUTION 4 – 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 approving the adoption of the Remuneration Report must be put to vote at a listed company’s annual general meeting. The vote on Resolution 4 is advisory only and does not bind the Directors or the Company.

Voting Exclusion Statement –Resolution 4

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

- Resgen Scrip Lending Pty Limited.

The Company will also disregard any votes cast on resolution 4 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 above persons may cast a vote on Resolution 4 as a proxy if the vote is not cast on behalf of a person described above and either:

- the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the resolution; or
- the voter is the chair of the meeting and the appointment of the chair as proxy:
 - does not specify the way the proxy is to vote on the resolution; and
 - expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company or, if the Company is part of a consolidated entity, for the entity.

6. 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 resolution 4, the Chairman will vote in favour of the resolution.

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 6pm (Brisbane time) on Monday, 20 November 2017. Accordingly, transactions registered after that time will be disregarded in determining a Shareholder's entitlement to attend and vote at the Annual General Meeting.

9. CORPORATE REPRESENTATIVE

A corporation that is a Shareholder or a proxy may elect to appoint a person to act as its corporate representative at the meeting, in which case the corporate Shareholder or proxy (as applicable) must provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as the Shareholder's or proxy's (as applicable) corporate representative. The authority must be sent to the Company and/or the Company's Share Registry (detailed above) in advance of the meeting or handed in at the meeting when registering as a corporate representative.

DATED: This 13th day of October 2017
BY ORDER OF THE BOARD

MIKE MEINTJES
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 (Brisbane time) on Wednesday 22 November 2017 at Minter Ellison, Level 22, Waterfront Place, 1 Eagle Street, Brisbane, Qld 4000

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.	DIRECTORS' REPORT AND FINANCIAL STATEMENTS.....	9
2.	RESOLUTION 1 – RE-ELECTION OF MR LEAPEETSWE RAPULA RADIALA MOLOTSANE.....	9
3.	RESOLUTION 2 – RE-ELECTION OF MR ROBERT CHARLES CROLL	10
4.	RESOLUTION 3 – RE-ELECTION OF MR MANISH DAHIYA	10
5.	RESOLUTION 4 – REMUNERATION REPORT (NON-BINDING RESOLUTION).....	11

1. DIRECTORS' REPORT AND FINANCIAL STATEMENTS

As required by section 317 of the Corporations Act, the Financial Statements, Directors' Report and Auditor's Report of the Company for the year ended 30 June 2017 will be laid before the meeting. No resolution is required for this item of business.

A copy of the Company's Annual Report which includes these documents 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.

The Corporations Act does not require Shareholders to vote on the Financial Statements. However, Shareholders attending the AGM will be given a reasonable opportunity to ask questions about, or make comments on, the financial statements and reports contained within. The Chairman will also take Shareholders' questions and comments about the management of the Company at the meeting.

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 2017.

2. RESOLUTION 1 – RE-ELECTION OF DIRECTOR – MR LEAPEETSWE RAPULA RADIALA MOLOTSANE

In accordance with Listing Rule 14.4 and clause 11.1 of the Constitution, Resolution 1 seeks the re-election of Mr Molotsane 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.

Mr Molotsane retires by rotation at this meeting and, being eligible, offers himself for re-election.

Mr Molotsane was appointed by shareholders on 26 November 2016 at a general meeting requisitioned under S249D of the *Corporations Act (Cth)*.

Mr Molotsane holds a Bachelor of Engineering and Bachelor of Science from the University of Toledo in the US as well as a Master of Science from Hood College in the US. He has also completed the Stanford Executive Program.

Mr Molotsane brings a wealth of business experience in South Africa to the Board having served on the board and as Chief Executive Officer of Telkom, CEO of Africa Commodities Group, Group Executive of Transnet and CEO of Fedics.

Mr Molotsane is regarded as an independent board member, is a member of the Audit and Risk Management Committees and Chair of the Social, Ethics and Transformation Committee and has attended all Board and Sub-Committee meetings since joining the Board.

Mr Molotsane has made a significant contribution prior to and since joining the Board in negotiating the logistics arrangements for the Boikarabelo Mine and in assisting in key engagements with stakeholders. The consulting fees arising under a contract entered into prior to his appointment to the Board ceased on his appointment however the obligations relating to an annual success fee based on certain beneficial tariff outcomes to the Group remains.

All the Directors, other than Mr Molotsane, recommend that shareholders vote in favour of Resolution 1.

3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR ROBERT CHARLES CROLL

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

Mr Croll retires by rotation at this meeting and, being eligible, offers himself for re-election.

Mr Croll was appointed by shareholders on 26 November 2016 at a general meeting requisitioned under S249D of the *Corporations Act (Cth)*.

Mr Croll has a Bachelor of Science in mining engineer and holds an MBA.

Mr Croll has 42 years' experience in the mining industry. After serving in senior management positions with De Beers Consolidated Mines Limited and Anglo American Corporation of SA Limited, he played a major role in managing the due diligence process for the acquisition of AngloGold Limited. In recent time Mr Croll worked as a principal consultant with the MSA Group and now acts as an independent consultant.

Mr Croll has made an important contribution to the preparations for securing project funding through his involvement in the Risk Committee including advising on the development of a compliance register. His wealth of knowledge and experience associated with Mining Regulations in South Africa and the Mining Charter requirements has been of assistance to management during this period. Mr Croll has also played a role as the quality assurance advisor to management on contractual agreements.

Mr Croll is regarded as an independent board member, is a member of the Risk and Nomination Committees and has attended all Board and sub-committee meetings since joining the Board.

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

4. RESOLUTION 3 – RE-ELECTION OF DIRECTOR – MR MANISH DAHIYA

In accordance with Listing Rule 14.4 and clause 11.4 of the Constitution, Resolution 3 seeks the re-election of Mr Dahiya who retires after being appointed during the year to fill a casual vacancy.

The Company's Constitution requires that where a director is appointed as an addition to the Board during the year, that director must retire at the next AGM and is eligible for re-election.

Pursuant to the Constitution, Mr Dahiya, who was appointed as a non-executive director to fill a casual vacancy on 17 May 2017, will retire and being eligible offers himself re-election.

Mr Dahiya was appointed to the Board on 17 May 2017 as a nominee of Noble Resources International Pte Ltd under the terms of the extension of the Facility Agreement of 3 March 2014 (ASX Announcement: 14 March 2017). Noble Resources International Pte Ltd is a substantial shareholder in the Company.

Mr Dahiya holds a B.A. Economics from Delhi University and an MBA from INSEAD in France.

Mr Dahiya is the Global Head of Energy Coal & LNG at Noble Group (Noble). Noble manages a portfolio of global supply chains for a range of industrial and energy products, across marketing, processing, finance and transport of key commodities, connecting low-cost producing regions with high-demand growth markets. Noble is also appointed as supply chain manager and marketing advisor for Ledjadja Coal Pty Ltd (the Company's partly owned subsidiary) and has domestic and export offtake agreements with that company.

Prior to joining Noble in 2009, Mr Dahiya worked with BHP Billiton for 5 years in commercial roles based in Singapore.

Mr Dahiya has only recently joined the Board but is expected to make a significant contribution to the Company's coal marketing and logistics strategy once project funding is secured.

Mr Dahiya is not regarded as an independent board member due to his relationship with Noble. He is a member of the Board's Risk and Remuneration Committees, a member of the Project Oversight Committee and has attended all Board and Sub-committee meetings since joining the Board.

All the Directors, other than Mr Dahiya, recommend that shareholders vote in favour of Resolution 3.

5. RESOLUTION 4 – 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 4 seeks this approval.

The Remuneration Report is contained in the Directors' Report in the 2017 Annual Report which is available to view online at the Company's website – www.resgen.com.au and despatched to those shareholders who did not elect to receive the Company's reports electronically.

The Remuneration Report describes the underlying policies and structure of the remuneration arrangements of the Company and sets out the remuneration arrangements in place for Directors and senior executives for the year ended 30 June 2017.

In accordance with section 250R(3) of the Corporations Act, Shareholders should note that resolution 4 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 Company has continued to engage shareholders and to consider the clarity of its Section 300A (*Corporations Act*) disclosures contained in the Remuneration Report within the Company's Annual Report, including:

- (a) Board policy for determining, or in relation to, the nature and amount (or value, as appropriate) of remuneration of directors and senior executives 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 who form the Key Management Personnel.

Since 1 July 2011, if more than 25% of the votes cast on a resolution to adopt the remuneration report are against the adoption of the remuneration report for two consecutive annual general meetings, Shareholders will be required to vote at the second of those meetings on a resolution ('Spill Resolution') that another meeting be held within 90 days, at which all the Company's Directors must stand for re-election.

At the 2016 AGM, the Company's Remuneration Report for the year ended 30 June 2016 did not receive a 'no' vote of 25% or more.

The Directors unanimously recommend Shareholders vote in favour of Resolution 4.

6. GLOSSARY

For the purposes of the Notice of Meeting and Explanatory Memorandum:

AGM or **Annual General Meeting** means the Annual General Meeting of the Company to be held on Wednesday 22 November 2017;

ASIC means the Australian Securities & Investments Commission;

ASX means the ASX Limited;

Board means the board of directors of the Company;

Business Day means a week day on which banks are open for general banking business in Brisbane;

Closely Related Party (as defined in the *Corporations Act*) of a member of the Key Management Personnel for an entity means:

- (a) a spouse or child of the member; or
- (b) a child of the member's spouse; or
- (c) a dependant of the member or the member's spouse; or
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the entity; or
- (e) a company the member controls; or
- (f) a person prescribed by the regulations for the purposes of this paragraph;

Company, Resource Generation Ltd or Resgen means Resource Generation Ltd ACN 059 950 337;

Corporations Act means *Corporations Act 2001* (Cth);

Directors means the directors of the Company from time to time;

Explanatory Memorandum means the explanatory memorandum accompanying the Notice of Meeting;

Key Management Personnel has the definition given in the accounting standards as those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly and indirectly, including any director (whether executive or otherwise) of that entity;

Listing Rules or ASX Listing Rules means the Official Listing Rules of the ASX as amended from time to time;

Meeting means the Annual General Meeting to be held on Wednesday 22 November 2017 as convened by the accompanying Notice of Meeting;

Notice of Meeting or Notice means the notice of meeting which accompanies this Explanatory Memorandum;

Ordinary Resolution means a resolution passed by more than 50% of the votes at a general meeting of shareholders;

Resolutions means the resolutions set out in the Notice of Meeting;

Shares means fully paid ordinary shares in the Company from time to time;

Shareholders means the holders of Shares in the Company;

Special Resolution means a resolution:

- (a) of which notice has been given as set out in paragraph 249L(1)(c) of the Corporations Act; and
- (b) that has been passed by at least 75% of the votes cast by members entitled to vote on the resolution;

Trading Day has the meaning given to that term in the Listing Rules.



All Correspondence to:

- ✉ **By Mail:** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 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 10:00am AEST on Monday 20 November 2017.**

🖥 TO VOTE ONLINE

- STEP 1: VISIT** www.votingonline.com.au/resgenagm2017
- STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)**
- STEP 3: Enter your Voting Access Code (VAC):**

📱 BY SMARTPHONE



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 securityholder 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 **10:00am AEST on Monday 20 November 2017.** 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/resgenagm2017
- 📠 **By Fax** +61 2 9290 9655
- ✉ **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia
- 👤 **In Person** Boardroom Pty Limited
Level 12, 225 George Street,
Sydney NSW 2000 Australia

Attending the Meeting

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

Resource Generation Limited

ACN 059 950 337

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** 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 securityholder) 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 **Resource Generation Limited** to be held at **Minter Ellison, Level 22, Waterfront Place, 1 Eagle Street, Brisbane QLD 4000 on Wednesday 22 November 2017 at 10:00am AEST** 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.

Chair of the Meeting authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolution 4, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of this Resolution even though Resolution 4 is connected with the remuneration of a member of the key management personnel for the Company.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business (including Resolution 4). If you wish to appoint the Chair 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	Re-Election of Mr Leapeetswe Rapula Radiala Molotsane as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Mr Robert Charles Croll as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Re-election of Mr Manish Dahiya as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Adoption of Remuneration Report (Non-Binding)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 SIGNATURE OF SECURITYHOLDERS

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2017