



Resource Generation Limited
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1 July 2013

INELIGIBLE SHAREHOLDER LETTER – RIGHTS OFFER

Dear Shareholder,

RESOURCE GENERATION ENTITLEMENT OFFER — NOTIFICATION TO INELIGIBLE SHAREHOLDERS

On 28 June 2013, Resource Generation Limited (the "**Company**") announced that it was conducting a non-renounceable pro-rata entitlement offer, to eligible shareholders, to subscribe for 1 new ordinary share in the company ("**New Shares**") for every 1 existing ordinary share in the Company held at the record date at an issue price of \$0.22 per New Share (the "**Entitlement Offer**").

The Entitlement Offer is being made by the Company in accordance with section 708AA of the *Corporations Act 2001* (Cth), as modified. The Entitlement Offer is expected to raise approximately A\$62.6 million.

Documents relating to the Entitlement Offer were lodged with the ASX on 28 June 2013 and are being mailed to Eligible Shareholders (as defined below).

DETAILS OF THE RETAIL ENTITLEMENT OFFER

The Entitlement Offer is being made to Eligible Shareholders (as defined below), on the basis of 1 New Share for every 1 existing share in the Company they held at 7.00pm (AEST) on 8 July 2013 ("**Record Date**").

ELIGIBILITY CRITERIA

The Company has determined, pursuant to Listing Rule 7.7.1(a) of the ASX Listing Rules, that it would be unreasonable to make offers to shareholders in all countries in connection with the Entitlement Offer. Accordingly, in compliance with ASX Listing Rule 7.7.1(b), the Company wishes to advise you that it will not be extending the Entitlement Offer to you and you will not be able to subscribe for New Shares under the Entitlement Offer. Shareholders who are eligible to participate in the Retail Entitlement Offer ("**Eligible Shareholders**") are shareholders who:

- are registered as a holder of shares in the Company on the Record Date;
- have a registered address in Australia or New Zealand and certain other jurisdictions which allow participation;

- are not in the United States and are not 'US persons' (as defined in Regulation S under the US Securities Act, or acting for the account or benefit of US Persons; and
- are eligible under all applicable securities laws to receive an offer under the Entitlement Offer.

In addition, the Company may (at its absolute discretion) extend the Offer to certain institutional shareholders (as at the Record Date) in foreign jurisdictions subject to compliance with applicable laws.

Unfortunately, as you do not satisfy the eligibility criteria for an Eligible Shareholder stated above, you will not be sent the Offer Booklet relating to the Entitlement Offer or be able to subscribe for New Shares under the Entitlement Offer.

As the Entitlement Offer is non-renounceable, you will not receive any payment or value for entitlements in respect of any New Shares that would have been offered to you if you were eligible.

This notice is to inform you about the Entitlement Offer. This letter is not an offer to issue New Shares to you, nor an invitation for you to apply for New Shares. You are not required to do anything in response to this letter.

If you have any questions in relation to any of the above matters, please contact Steve Matthews, Company Secretary on +61 2 9376 9000 at any time from 9:00am to 5:00pm (AEST) Monday to Friday during the Entitlement Offer period.

On behalf of the Board and management of the Company, thank you for your continued support of Resource Generation Limited.

Yours sincerely



Steve Matthews
Company Secretary

This notice does not constitute an offer to sell or the solicitation of an offer to buy, any securities in the United States or to, or for the account or benefit of, any U.S. Person. Securities may not be offered or sold in the United States absent registration under the Securities Act or any applicable securities laws of any state or other jurisdiction in the United States, except pursuant to an exemption from such registration. The New Shares have not been, and will not be, registered under the Securities Act or the securities laws of any state or other jurisdiction of the United States.

Note: The provision of this document is not, and should not be considered as, financial product advice. The information in this document is general information only, and does not take into account your individual objectives, taxation position, financial situation or needs. Before acting on the information, you should consider the appropriateness of the information, having regard to your objectives, taxation position, financial situation or needs.