



RESOURCE GENERATION LIMITED
(ISIN: AU000000RES1)

SA company registration number: ACN 059 950 337

(JSE share code: RSG)

("Resource Generation Limited" or "the Company")



FORM OF PROXY – FOR THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON, 7 April 2020 at 10:00am (Brisbane time) (2.00am South African time)

FOR COMPLETION BY CERTIFICATED SHAREHOLDERS AND DEMATERIALISED SHAREHOLDERS WHO HAVE SELECTED "OWN NAME" REGISTRATION ON THE SOUTH AFRICAN REGISTER ONLY

For use by Resource Generation Limited shareholders at the Extraordinary General Meeting to be held at 10.00am (Brisbane time) (2.00am South African time) on Tuesday, 7 April 2020 at:
Minter Ellison, Level 22, Waterfront Place, 1 Eagle Street, Brisbane, Qld 4000 and at any adjournment or postponement thereof

If you have dematerialised shares with a Central Securities Depository Participant ("CSDP") or broker and have not selected "own-name" registration, you must arrange with your CSDP or broker to provide you with the necessary letter of representation to attend the Extraordinary General Meeting of shareholders or you must instruct them as to how you wish to vote in this regard. This must be done in terms of the agreement entered into between you and the CSDP or broker.

The attached 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 advisors prior to voting.

PROXY FORM

STEP 1 APPOINTMENT OF 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 Extraordinary General Meeting of the Company to be held at **10.00am (Brisbane time) (2.00am South African time) on Tuesday, 7 April 2020 at Minter Ellison, Level 22, Waterfront Place, 1 Eagle Street, Brisbane, Qld 4000** 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, and to the extent permitted by law, as the proxy sees fit).

The Chairman of the Meeting will vote all undirected proxies in favour of Resolution 1.

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 TO YOUR PROXY

* 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 Approval of the proposed Mine Funding Package	<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

Sole Director and Sole Company Secretary

Director

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone..... Date / / 2020

Email.....

Notes to proxy

- (1) Each shareholder has the right to appoint some other person or company of their choice, who need not be a holder, to attend and act on their behalf at the Extraordinary General Meeting or any adjournment or postponement thereof. If you wish to appoint a person or company other than the person whose name are printed herein, please insert the name of your chosen proxy holder in the space provided (see reverse). If you leave that section blank, or your named proxy does not attend the meeting, the Chairman of the general meeting will be your proxy.

- (2) If the securities are registered in the name of more than one owner (for example, joint ownership, trustees, executors, etc), then all those shareholder registered should sign this proxy. If you are voting on behalf of a corporation or another individual you must sign this proxy with signing capacity stated and you may be required to provide documentation evidencing your power to sign this proxy. If you are voting on behalf a corporation, this form must be signed by a Director jointly with either another Director or a Company Secretary or the Sole Director and Sole Company Secretary (as applicable).
- (3) This proxy should be signed in the exact manner as the name(s) appear (s) on the proxy.
- (4) If this proxy is not dated, it will be deemed to bear the date on which it is mailed by the Company to the shareholder.
- (5) The securities represented by this proxy will be voted as directed by the shareholder, however, if such a direction is not made in respect of any matter, your proxy may vote as they choose. If you mark more than one box on an item for all your securities, your vote on that item will be invalid.
- (6) Proxy Forms must be lodged with or posted to the South African transfer secretaries, Computershare Investor Services Proprietary Limited, Rosebank Towers, 15 Biermann Avenue, Rosebank, 2196 (Private Bag X9000, Saxonwold, 2132, South Africa or emailed to proxy@computershare.co.za and must be **received by not later than 10:00 am South African time on Friday, 3 April 2020.**
- (7) The completion and lodging of this form of proxy will not preclude the relevant shareholder from attending the Extraordinary General Meeting and speaking and voting in person thereat to the exclusion of any proxy appointed in terms hereof.
- (8) The securities represented by this proxy will be voted in favour or withheld from voting or voted against each of the matters described herein, as applicable, in accordance with the instructions of the shareholder, on any ballot that may be called for and if the shareholder has specified a choice with respect to any matter to be acted on, the securities will be voted accordingly.
- (9) This proxy confers discretionary authority in respect of amendments or variations to matters identified in the notice of Extraordinary General Meeting or other matters that may properly come before the Extraordinary General Meeting or any adjournment or postponement thereof.
- (10) Any alteration or correction made to this form of proxy must be initialled by the signatory (ies).
- (11) A minor must be assisted by his/her parent or guardian unless the relevant documents establishing his/her legal capacity are produced or have been registered by the transfer secretaries of the company.
- (12) The Chairman of the general meeting may accept any form of proxy which is completed other than in accordance with these notes if the Chairman of the general meeting is satisfied as to the manner in which the shareholder wishes to vote.
- (13) The date must be filled in on this form of proxy when it is signed.
- (14) This proxy should be read in conjunction with the accompanying documentation provided by the Company.

Transfer Secretaries

Computershare Investor Services Proprietary Limited

Reg. No. 2004/003647/07

Proxy Dept.

Rosebank Towers, 15 Biermann Avenue, Rosebank, 2196, South Africa

Private Bag X9000, Saxonwold, 2132, South Africa

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