



Resource Generation Limited

ACN 059 950 337

Minutes of the Annual General Meeting held at Radisson Blu Plaza Hotel, 27 O'Connell St, Sydney NSW on Friday 29 November 2013

The Chairman advised that the Company Secretary confirmed that there was a quorum present and opened the meeting. The Managing Director made a presentation updating shareholders on the activities of the company.

The results of the resolutions were as follows:

<i>Item</i>	<i>Result</i>
1. To receive the financial report	Received
<i>Resolution</i>	
1. To adopt the remuneration report (non-binding)	Adopted
2. To re-elect Mr Brian Warner	Elected
3. To approve the issue of shares previously made to Barsington Limited	Approved
4. To approve the issue of shares to Lukale Mining Company (Pty) Limited	Approved
5. To approve the issue of shares to Blumont Group Limited	Approved
6. To approve the issue of shares to Berne No 132 Nominees Pty Limited	Approved
7. To approve the issue of performance rights to Paul Jury	Approved
8. To approve the issue of performance rights to Stephen Matthews	Approved

All items were carried by a show of hands as an ordinary resolution.



Proxies received in relation to each of the resolution items were as follows:

<i>Item</i>	<i>For</i>	<i>Against</i>	<i>Open</i>	<i>Abstain</i>	<i>Total</i>
1. To adopt the remuneration report	374,640,560	771,814	16,846	193,457	375,622,677
2. To re-elect Mr Brian Warner	403,830,740	329,260	1,660,763	270,108	406,090,871
3. To approve the issue of shares previously made to Barsington Limited	301,681,278	271,524	1,660,763	140,100	303,753,665
4. To approve the issue of shares to Lukale Mining Company (Pty) Limited	402,660,484	271,524	1,660,763	148,100	404,740,871
5. To approve the issue of shares to Blumont Group Limited	403,616,117	665,891	1,660,763	148,100	406,090,871
6. To approve the issue of shares to Berne No 132 Nominees Pty Limited	404,005,484	276,524	1,660,763	148,100	406,090,871
7. To approve the issue of performance rights to Paul Jury	371,468,880	4,145,334	1,660,763	9,809,700	387,084,677
8. To approve the issue of performance rights to Stephen Matthews	371,155,481	4,452,833	1,660,763	9,815,600	387,084,677

30,468,194 proxy votes were lodged in relation to resolution 1 by shareholders who had an interest in the resolutions and were excluded from voting.

102,337,206 proxy votes were lodged in relation to resolution 3 by shareholders who had an interest in the resolutions and were excluded from voting.

1,350,000 proxy votes were lodged in relation to resolution 4 by shareholders who had an interest in the resolutions and were excluded from voting.

19,006,194 proxy votes were lodged in relation to resolution 7 by shareholders who had an interest in the resolutions and were excluded from voting.

19,006,194 proxy votes were lodged in relation to resolution 8 by shareholders who had an interest in the resolutions and were excluded from voting.

Signed as a correct record

A handwritten signature in black ink, appearing to read "B Warner".

Brian Warner
Chairman