

Form 603
Corporations Act 2001
Section 671B

Notice of initial substantial holder

To Company Name/Scheme Resource Generation Limited (ResGen)

ACN/ARSN ACN 059 950 337

1. Details of substantial holder (1)

Name Barsington Limited (Barsington) on its own behalf and on behalf of each of the companies listed in Annexure A (Noble Group Companies)

ACN/ARSN (if applicable) _____

The holder became a substantial holder on 28 March 2013

2. Details of voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
Ordinary	21,352,350	21,352,350	7.5%

3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
Barsington	Pursuant to section 608(1)(a) of the Corporations Act 2001 (Cth) (Act) as Barsington is the holder of the relevant shares as a result of the subscription for the shares pursuant to a share subscription agreement between Barsington and ResGen dated 28 March 2013, details of which were contained in an announcement by ResGen to ASX on 2 April 2013.	21,352,350 ordinary shares
Each Noble Group Company	Each Noble Group Company is an associate of Barsington pursuant to section 12(2)(a) of the Act and has a relevant interest in all of the shares referred to above by virtue of section 608(3) of the Act.	21,352,350 ordinary shares

4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
Barsington	Barsington	Barsington	21,352,350 ordinary shares
Each Noble Group Company	Barsington	Barsington	21,352,350 ordinary shares

5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)	Class and number of securities
Barsington	28 March 2013	A\$8,540,940 (being A\$0.40 per share)	21,352,350 ordinary shares
Noble Group Companies	28 March 2013	Not applicable	21,352,350 ordinary shares

6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
Each Noble Group Company	Each Noble Group Company is an associate of Barsington pursuant to section 12(2)(a) of the Act

7. Addresses

The addresses of persons named in this form are as follows:

Name	Address
Barsington	c/o 18th Floor, MassMutual Tower, 38 Gloucester Road, Hong Kong
Each Noble Group Company	c/o 18th Floor, MassMutual Tower, 38 Gloucester Road, Hong Kong

Signature

print name	Rory Moriarty	capacity	Attorney
sign here		date	3 April 2013

DIRECTIONS

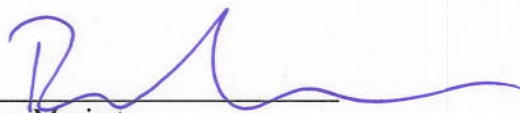
- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 7 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
- (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (7) Include details of:
 - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown."
- (9) Details of the consideration must include any and all benefits, moneys and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.

Annexure A to Form 603

Noble Group Companies

This is Annexure A referred to in the Form 603 (Notice of initial substantial holder), signed by me and dated 3 April 2013.


Rory Moriarty
Attorney, Barsington Limited

The Noble Group of companies other than Barsington Limited

Camvill Pty Limited	Noble Petro Inc.
Chongqing Xinfu Food Co., Ltd	Noble Resources Group Limited
Cocaf Ivoire S.A.	Noble Resources International Pte. Ltd.
Crawley Resources Limited	Noble Resources Limited
Evera Sociedad Anonima Comercial	Noble Resources Pte. Ltd.
Janvel Pty Limited	Noble Resources SA
Jonesville Limited	Noble Resources UK Limited
Lanzoni Limited	Noble Trade Finance Hong Kong Limited
Longkou Xinlong Edible Oil Co., Ltd.	Onglory Pty Limited
Lonner Pty Limited	PT Henrison Inti Persada
Nantong Noble Grain and Protein Co., Ltd.	PT Pelayaran Nasional Tanjungriau Servis
Noble Americas Corp.	PT Sanga Coal Indonesia
Noble Americas Energy Solutions LLC	Qinzhou Dayang Cereals and Oils Company Limited
Noble Americas Gas & Power Corp.	Ravenca Limited
Noble Argentina S.A.	Stelmont Group Limited
Noble Brasil S.A.	Summer Fortune Limited
Noble Carbon Credits Limited	Territory Mineral Sands Pty Ltd
Noble Chartering Inc.	Territory Resources Limited
Noble Chartering Limited	
Noble Clean Fuels Limited	
Noble Europe Limited	
Noble Group Limited	
Noble Mount Investments Limited	
Noble Netherlands B.V.	
Noble Paraguay Sociedad Anonima	