

RESOURCE GENERATION LIMITED

(FORMERLY KNOWN AS COMDEK LIMITED)

ACN 059 950 337

**PROSPECTUS FOR THE ISSUE OF 10,000
FULLY PAID ORDINARY SHARES IN THE
COMPANY AT 22 CENTS PER SHARE**

12 September 2008

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IMPORTANT NOTICE

This Prospectus is dated 12 September 2008 and a copy of this Prospectus was lodged with the ASIC on that date. The ASIC takes no responsibility for the content of this Prospectus.

This Prospectus has been prepared by Resource Generation Limited ACN 059 950 337 ("the Company" or "Resource Generation ") at the request of the ASX to enable it to reclassify Resource Generation from the telecommunications list to the resources list.

The Expiry Date of the Prospectus is 13 months after the date it was lodged with the ASIC. No Shares will be allotted or issued on the basis of this Prospectus after the Expiry Date. Application will be made within 7 days after the date of this Prospectus to ASX for permission for the Offer Shares issued pursuant to this Prospectus to be listed for official quotation by ASX.

Applications for Shares offered pursuant to this Prospectus can only be submitted on an original Application Form which accompanies this Prospectus.

The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law and therefore persons into whose possession this document comes should seek advice on and observe any such restrictions. Any failure to comply with these restrictions constitutes a violation of those laws. This Prospectus does not constitute an offer of Shares in any jurisdiction where, or to any person to whom, it would be unlawful to issue in this Prospectus.

No person is authorised to give information or to make any representation in connection with this Prospectus, which is not contained in the Prospectus. Any information or representation not so contained may not be relied on as having been authorised by the Company in connection with this Prospectus. In making representations in this Prospectus regard has been had to the fact that the Company is a disclosing entity for the purposes of the Corporations Act and certain matters may reasonably be expected to be known to investors and professional advisers whom potential investors may consult.

The Corporations Act prohibits any person passing onto another person an Application Form for Shares unless it is attached to a hard copy of this Prospectus or it accompanies the complete and unaltered version of this Prospectus. Any person may obtain a hard copy of this Prospectus free of charge by contacting the Company.

The Company reserves the right not to accept an Application Form from a person if it has reason to believe that when that person was given access to the Application Form it was not provided together with the electronic Prospectus and any relevant supplementary or replacement Prospectus.

Applicants should read this document in its entirety and, if in any doubt, consult with their professional advisors before deciding whether to apply for the Shares. There are risks associated with an investment in the Company and the Shares offered under this Prospectus must be regarded as a speculative investment. The Shares offered under this Prospectus carry no guarantee with respect to return on capital investment, payment of dividends or the future value of the Shares.

Certain abbreviations and other defined terms are used throughout this Prospectus. Defined terms are generally identifiable by the use of an upper case first letter. Details of the definitions and abbreviations used are set out in Section 10 of this Prospectus.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

All statements regarding the Company's expected financial position, business strategy, plans and prospects are forward-looking statements. These statements involve known and unknown risks, uncertainties and other factors that may cause actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Given the risks and uncertainties that may cause the Company's actual future results, performance or achievements to be materially different from that expected, expressed or implied by the forward-looking statements included in this Prospectus, undue reliance should not be placed on these statements. The Company does not warrant or represent that the actual results, performance or achievements will be as discussed in those statements.

EXPLORATION TARGETS

All statements regarding the exploration targets of the Company are exploration targets that the Company has set to achieve through the planned drilling and exploration programs. The statements involve known and unknown risks, uncertainties and other factors that may cause actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. The potential quantity and grade is conceptual in nature, there has been insufficient exploration to define a Mineral Resource (other than that already announced to the ASX), and it is uncertain if further exploration will result in the determination of a Mineral Resource.

PHOTOGRAPHS

Photographs used in this Prospectus which do not have descriptions are for illustration only and should not be interpreted to mean that any person shown endorses the Prospectus or its contents or that the assets shown in them are owned by the Company.

Timetable and Important Dates

Lodgement of Prospectus with the ASIC and ASX	12 September 2008
Opening Date	22 September 2008
Closing Date*	8 October 2008
Despatch of Holding Statements	8 October 2008

*The Directors reserve the right to bring forward or extend the Closing Date at any time after the Opening Date without notice. As such, the date the Shares are expected to commence trading on ASX may vary with any change in the Closing Date.

1. CORPORATE DIRECTORY

DIRECTORS

Michael Hunt (Non-Executive Chairman)
Paul Jury (Managing Director)
Scott Douglas (Non-Executive Director)
Steve Matthews (Executive Director)

COMPANY SECRETARIES

Mark Clements
Steve Matthews

REGISTERED AND BUSINESS OFFICE

Resource Generation Limited
Level 12
The Chifley Tower
2 Chifley Square
Sydney NSW 2000
Phone: 02 9376 9000
Fax: 02 9376 9013

WEBSITE

www.resgen.com.au
info@resgen.com.au

SOLICITORS

Allens Arthur Robinson
Deutsche Bank Place
Corner Hunter and Phillip Streets
Sydney NSW 2000

AUDITORS

Somes and Cooke
1304 Hay Street
Subiaco WA 6008

SHARE REGISTRY

Security Transfer Registrars Pty Ltd
770 Canning Highway
Applecross WA 6153

ASX CODE: RES

2. DETAILS OF THE OFFER

2.1 Shares made available for Subscription

By this Prospectus, the Company invites investors identified by the Directors to apply for a total of 10,000 Shares at an issue price of 22 cents per Share payable in full on application to raise \$2,200.

All of the Shares offered under this Prospectus will rank equally with Shares on issue at the date of this Prospectus.

The Offer is not underwritten.

2.2 Objective

The Company is seeking to raise only a nominal amount of \$2,200 under this Prospectus and accordingly, the purpose of this Prospectus is not to raise capital.

This Prospectus has been prepared at the request of ASX to facilitate the reclassification of the Company's shares from the Technology Hardware & Equipment GICS Industry Group to the Materials (Industry – Metals & Mining) GICS Industry Group.

2.3 Opening and Closing Dates of the Offer

The Opening Date of the Offer will be 19 September 2008 at 9:00am EST and the Closing Date will be 26 September 2008 at 5:00pm EST. The Directors reserve the right to close the Offer early or extend the Closing Date (as the case may be), should it be considered by them necessary to do so.

2.4 Application for Shares

Applications for Shares must be made by investors at the direction of the Company and must be made using the Application Form accompanying this Prospectus.

Payment for the Shares must be made in full at the issue price of 22 cents per Share.

Completed Application Forms and accompanying cheques must be mailed or delivered to:

By Hand

Resource Generation Limited
Level 12, Suite 1204A
The Chifley Tower
2 Chifley Square
Sydney NSW 2000

By Post

Resource Generation Limited
GPO Box 5490
Sydney NSW 2001

Cheques should be made payable to "**Resource Generation Limited - Share Offer Account**" and crossed "**Not Negotiable**". Completed Application Forms must reach the address set out above by no later than the Closing Date.

2.5 Minimum Subscription and Oversubscriptions

The minimum subscription to be raised pursuant to this Prospectus is \$2,200. In the event the minimum subscription is not achieved within four (4) months of the date of lodgement of the Prospectus with the ASIC, no Shares will be issued to any of the Applicants, all application monies will be returned and all applications will otherwise be dealt with in accordance with the Corporations Act. Oversubscriptions will not be accepted.

2.6 Allotment of Shares

Allotment of Shares will take place as soon as practicable after the Closing Date. Application moneys will be held in a separate subscription account until allotment. This account will be established and kept by the Company in trust for each applicant. Any interest earned on the application moneys will be for the benefit of the Company and will be retained by the Company irrespective of whether allotment takes place and each applicant waives the right to claim any interest.

The Directors will determine the allottees of all the Shares. The Directors reserve the right to reject any application or to allocate any applicant fewer Shares than the number applied for.

Where the number of Shares allotted is less than the number applied for, the surplus monies will be returned by cheque as soon as practicable after the Closing Date. Where no allotment is made, the amount tendered on application will be returned in full by cheque as soon as practicable after the Closing Date. Interest will not be paid on monies refunded.

2.7 Market Price of Fully Paid Shares

The Company is a disclosing entity for the purposes of the Corporations Act and its Shares are enhanced disclosure securities quoted on ASX.

The highest and lowest market sale prices of the Company's Shares on ASX during the 3 months immediately preceding the date of lodgement of this Prospectus with the ASIC and the respective dates of those sales were:

Highest: \$0.495 per Share on 1 July 2008

Lowest: \$0.155 per Share on 11 June 2008

The latest available closing sale price of the Company's Shares on ASX prior to the lodgement of this Prospectus with the ASIC was \$0.210 on 11 September 2008.

2.8 ASX Listing

The Company's Shares are currently traded on ASX. Application will be made within 7 days after the date of issue of this Prospectus to ASX for permission for the Shares issued pursuant to this Prospectus to be listed for official quotation by ASX.

In the event that ASX does not grant permission for the official quotation of the Shares within 3 months after the date of issue of this Prospectus (or such period as is varied by the ASIC), none of the Shares offered by this Prospectus will be allotted or issued and the Company will repay all application monies for the Shares within the time period set out under the Corporations Act, without interest.

2.9 Restrictions on the Distribution of the Prospectus

The distribution of this Prospectus outside the Commonwealth of Australia may be restricted by law.

This Prospectus is not intended to, and does not, constitute an offer of, or invitation to apply for, securities in any place which, or to any person to whom, the making of such offer or invitation would not be lawful under the laws of any jurisdiction outside Australia.

2.10 Clearing House Electronic Sub-Register System ("CHESS") and Issuer Sponsorship

The Company will not be issuing share certificates. The Company will apply to ASX to participate in CHESS, for those investors who have, or wish to have, a sponsoring stockbroker. Investors who do not wish to participate through CHESS will be issuer sponsored by the Company. Because the sub-registers are electronic, ownership of securities can be transferred without having to rely upon paper documentation.

Electronic registers mean that the Company will not be issuing certificates to investors. Instead, investors will be provided with a holding statement that sets out the number of Shares allotted to them under this Prospectus. The notice will also advise holders of their Holder Identification Number (**HIN**) and explain, for future reference, the sale and purchase procedures under CHESS and issuer sponsorship.

2.11 Dividend Policy

The Company's ability to pay dividends depends on factors such as the earnings, taxation and financial position of the Company. Until the Company generates sufficient profits, it will not be in a position to declare any dividend and, accordingly, the Directors will not formulate a dividend policy until a profit is generated.

2.12 Taxation

The Company does not propose to give any taxation advice and neither the Company, its Directors nor its officers accept any responsibility or liability for any taxation consequence to applicants. Applicants should consult their own professional tax advisers in regard to taxation implications of the Offer.

2.13 Privacy Act

If you complete an application for Shares, you will be providing personal information to the Company (directly or by the Company's share registry). The Company collects, holds and will use that information to assess your application, service your needs as a Shareholder, facilitate distribution payments (if any) and provide corporate communications to you as a Shareholder and carry out administration.

The information may also be used from time to time and disclosed to persons inspecting the register, bidders for your securities in the context of takeovers, regulatory bodies, including the Australian Taxation Office, authorised securities brokers, print service providers, mail houses and the Company share registry.

You can access, correct and update the personal information that we hold about you. Please contact the Company or its registry if you wish to do so at the relevant contact numbers set out in this Prospectus.

Collection, maintenance and disclosure of certain personal information is governed by legislation including the Privacy Act 1988 (as amended), the Corporations Act and certain rules such as the ASTC Settlement Rules. You should note that if you do not provide the information required on the application for Shares, the Company may not be able to accept or process your application.

3. COMPANY OVERVIEW

3.1 Corporate Overview

The Company is listed on the Australian Securities Exchange (ASX) under the code "RES" (formerly "CDS"). The Company changed its name from Comdek Limited to Resource Generation Limited on 5 September 2008 following shareholder approval of the name change at the general meeting held on 5 September 2008. The Company is investing in coal and energy resource projects in three different countries.

The Company has purchased a South African company that has the right to earn a 70% joint venture interest in three coal tenements containing a JORC compliant inferred resource of 738.8 mt by spending USD5 million. This expenditure is expected to enable a bankable reserve to be determined which will enable a mining feasibility study to be finalised. Following this, a decision to mine will be considered. The properties are located in the Waterberg Coalfields of South Africa and total 3,160 hectares.

The Company has also purchased an 80% shareholding in Uranex SA, which holds three prospective uranium exploration permits in Cameroon.

The Company also has the right to buy two companies which currently hold coal exploration licence applications in Tasmania. The Company expects to exercise the rights to buy once the exploration licences are granted.

The Company now retains a board and management team with corporate and technical expertise and a history of proven success in developing mining operations in the minerals and energy sector.

The Company presents an entry for investors into the energy sector, through a company focused on maximising returns and asset values to shareholders through successful exploration and development of the Company's diversified portfolio of energy resources projects.

3.2 Corporate Strategy

The Company's strategy is to explore and develop commercially viable energy resources in environments that have a limited supply of, and increasing demand for, energy.

3.3 Current Capital Structure

The current capital structure of the Company is as follows:

Fully paid ordinary presently on Issue and listed on ASX	618,313,172
Unlisted Options currently on Issue	196,344,912
Market Capitalisation at 20 cents per share (undiluted)	123,662,634
Market Capitalisation at 20 cents per share (diluted)	162,931,617

Top 20 Shareholders at 11 September 2008:

	HOLDER NAME	DESIGNATION	UNITS	% OF ISSUED
1	LUKALE MINING CO PTY LTD		48,102,365	7.78%
2	FORTIS CLEARING NOM PL	SETTLEMENT A/C	30,274,944	4.90%
3	OAK NOM LTD		20,000,000	3.23%
4	ANZ NOM LTD	CASH INCOME A/C	16,484,878	2.67%
5	SEPHOR INV LTD		11,500,000	1.86%
6	NEWQUEST INTNL LTD		11,500,000	1.86%
7	VERNON FINANCE LTD		11,500,000	1.86%
8 *	CELTIC CAP PL	CELTIC CAP A/C	10,000,000	1.62%
9	PETERSON JASON + LISA	J & L PETERSON S/F	10,000,000	1.62%
10	EQUITAS NOM PL	GRP A A/C	9,542,075	1.54%
11 *	GREATCITY CORP PL	RICHARD MONTI A/C	7,000,000	1.13%
12	BLACK MICHAEL F + L R	PE SUR SUPP CO STF	6,669,375	1.08%
13 *	BOGNE ROGER		6,268,166	1.01%
14	NATIONAL NOM LTD		5,838,556	.94%
15	J P MORGAN NOM AUST LTD		5,770,459	.93%
16 *	MENDOMO SERGE E ASSO'O	PERSONAL A/C	5,704,000	.92%
17	RUGGIERO ELVIO	1999 DISCRETIONARY	5,551,012	.90%
18 *	RIVERVIEW PL		5,364,502	.87%
19	DELLA BOSCA JOHN	JA&JG DELLA BOSCA	4,925,000	.80%
20 *	ISTANA SEC LTD		4,504,616	.73%
21	BLACK ALEXANDER		3,937,500	.64%
22	SELDEN DAVID PETER + V	DAVID&VANITHA SELD	3,881,591	.63%
23	PARKER ADRIENNE C	PARKER FAMILY A/C	3,459,925	.56%
*** TOP 20 TOTAL ***			247,778,964	40.08%
** ALL HOLDERS INCLUDED			* - DENOTES MERGED HOLDER	

The spread of shareholders of the Company is outlined as follows:

SPREAD OF HOLDINGS	HOLDERS	UNITS	% OF ISSUED CAPITAL
1 - 1,000	21	12,682	.00 %
1,001 - 5,000	412	1,413,638	.23 %
5,001 - 10,000	383	3,306,340	.53 %
10,001 - 100,000	1,691	74,065,351	11.98 %
100,001 AND OVER	671	539,515,161	87.26 %
TOTAL ON REGISTER	3,178	618,313,172	100.00%

636 shareholders have shareholdings with a value greater than \$2,000 based on the market value of 20 cents per share.

On 15 August 2008, the Company announced that it had successfully raised \$12 million through a placement of 66,666,667 shares at 18 cents per share. The funds will enable the Company to proceed with the exploration programmes planned for its various coal and uranium tenements. Priority will be to focus on the Waterberg region of South Africa, where the expenditure of US\$5 million entitles the Company to increase its interest in the Waterberg Joint Venture from 20% to 70%.

All ordinary shares on issue have one voting right per share.

The terms of the unquoted options on issue follow except for the options to executives described in section 7.2. All options are exercisable at any time on or before their respective expiry dates.

8,180,961	1 cent unquoted options expiring on 31 December 2009
4,500,000	2.5 cent unquoted options expiring on 28 November 2012
18,750,000	5 cent unquoted options expiring on 31 December 2012
10,000,000	5 cent unquoted options expiring on 7 July 2011
2,500,000	5 cent unquoted options expiring on 17 March 2013
4,500,000	6 cent unquoted options expiring on 28 November 2012
2,500,000	7 cent unquoted options expiring on 17 March 2013
3,500,000	10 cent unquoted options expiring on 17 March 2013
3,500,000	15 cent unquoted options expiring on 17 March 2013
3,750,000	15.5 cent unquoted options expiring on 28 May 2013
3,750,000	18.5 cent unquoted options expiring on 28 May 2013
5,000,000	20.5 cent unquoted options expiring on 28 May 2013
70,430,961	

3.4 Share Price Chart

An extract of the Company's recent trading history published by the ASX follows:



4. PROJECTS OVERVIEW

4.1 Projects Introduction

The Company's projects are diversified early stage energy resource projects located in the Waterberg coalfields of South Africa, Tasmania and Cameroon.

It is the Company's strategy to add shareholder value through continuing exploration programs and potential development of its deposits into mining operations.

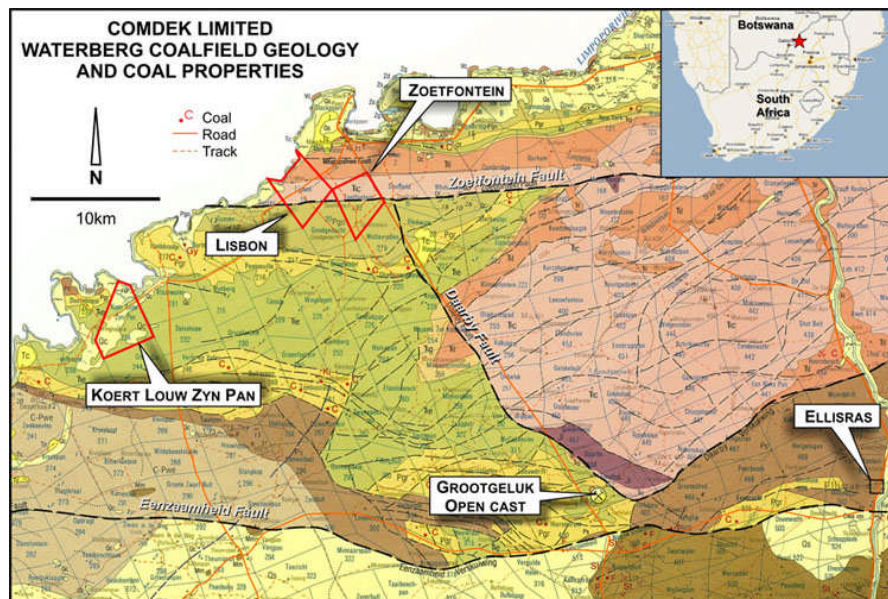
Coal

South Africa

The Company has purchased a South African company that has the right to earn a 70% joint venture interest in three coal tenements containing a JORC compliant inferred resource of 738.8 mt. An exploration program, spending up to USD5 million is underway to enable a bankable reserve to be determined which will then enable a BFS to be finalised with an objective leading to the commencement of mining operations. The properties are located in the Waterberg Coalfields of South Africa and total 3,160 hectares.

Highlights:

- Initial Inferred Resource of 738.8 million tonnes of thermal and possibly some semi-soft coking coal;
- Potential to increase resource tonnages;
- Properties located close to infrastructure and power stations;
- Properties previously owned by BHP Billiton and BP Coal and now available due to change in Minerals and Petroleum Resources Development Act (MPRD).



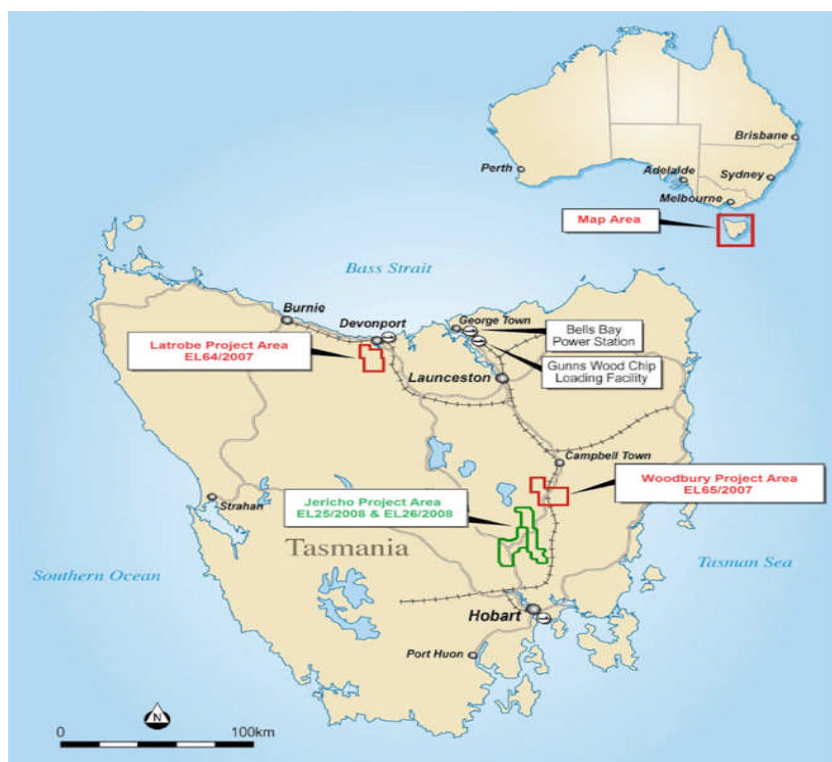
Prepared By: Rowan Armstrong (MAusIMM)
Operations Manager
Resource Generation Limited.

Tasmania

Subject to the granting of exploration licences, the Company will secure ownership of the Jericho, Woodbury and Latrobe exploration licences totalling 82,100 hectares by the acquisition of the companies owning these tenements. They have a combined historical tonnage of 72 to 102 million tonnes of black (bituminous) thermal coal. The properties are conveniently located close to rail and port infrastructure.

Highlights:

- Historical tonnes of 72 to 102 million tonnes of black (bituminous) thermal coal in the Jericho and Woodbury properties;
- The Company is developing an exploration program to determine the feasibility of mining export grade thermal coal;
- In addition there is also an area of likely coal in the Latrobe area, which previously contained several collieries.
- The exploration licences are expected to be granted in the next 2 months.

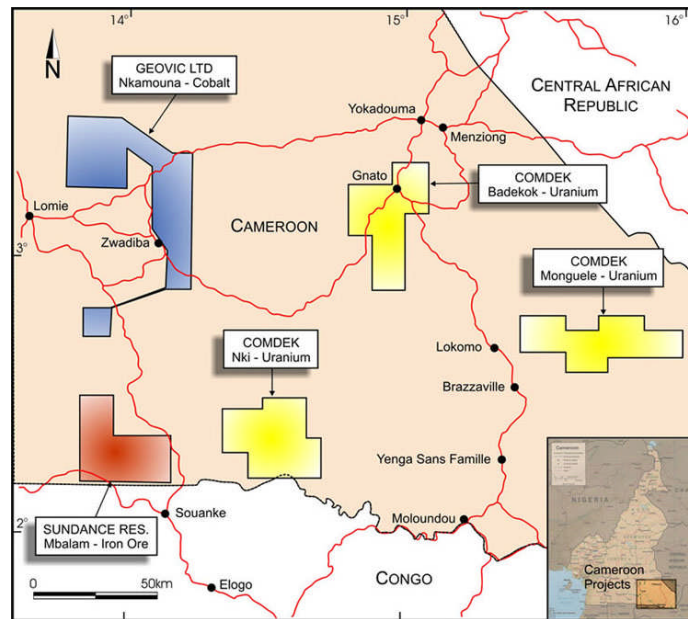


Uranium

The Company has purchased an 80% shareholding in a Cameroon company that holds three uranium exploration permits.

Highlights:

- Projects encapsulate the most significant uranium anomalies in the south east of Cameroon
- Historical uranium mineralisation in all projects
- Cameroon geology is analogous to the Gabon Francisville uranium province which grade up to 0.37% Uranium.



5. PROJECTS IN DETAIL

Coal Exploration and Production

5.1 South Africa – Acquisition of Isicebi Carbon Mining (Pty) Ltd

On 7 November 2007 the Company announced it had entered into an agreement to acquire 100% of Isicebi Carbon Mining (Pty) Ltd (**Isicebi**), a South African Company that had a right to earn a 70% interest in three coal projects located in the Waterberg coal field of South Africa. The three coal properties are 100% owned by Lukale Mining Company (Pty) Ltd (**Lukale**), a Black Economic Empowerment (BEE) group and were previously owned by BHP Billiton and BP Coal prior to the changes in the Minerals Petroleum Resources Development Act. The three properties cover an area of approximately 3,160 hectares and have an initial JORC Compliant Inferred resource of 738.8 million tonnes* of thermal and coking coal.

Both the Lisbon LQ 19 and Zoetfontein LQ 22 properties have been previously drilled by BHP Billiton and show the possible potential for significant tonnages of open cast coal in the lower zones of the Waterberg sequence. The Lisbon property covers an area of 800 hectares and is on the Limpopo river border with Botswana. The Zoetfontein property is immediately adjacent to the Lisbon area and with the Zoetfontein fault running East-West through the middle of these farms, it is estimated that 50% of the coal is at a shallow depth of around 16 metres below the surface with the remainder of the coal being greater than 250 metres deep. The third property is Koert Louw Zyn Pan LQ 234 covering 1,365 hectares on the Limpopo river border with Botswana. This property has also had previous drilling undertaken by BP Coal and shows the potential for significant tonnages of open cast coal similar to the above two farms.

The existing drill data for these three farms had been requested and reviewed by Dawie Van Wyk of Geocoal Pty Ltd with a calculated SAMREC and JORC compliant inferred resource estimate of 738.8 million tonnes. Further data is currently being sourced and evaluated. The qualities in the upper six zones are similar except for zone six which has higher phosphorus content. If the exploration program confirms deposits similar to that mined nearby then similar coal washing yields are possible where a blend of coking coal (typically a 25% yield) and a thermal coal middlings (typically 60% yield) are produced.

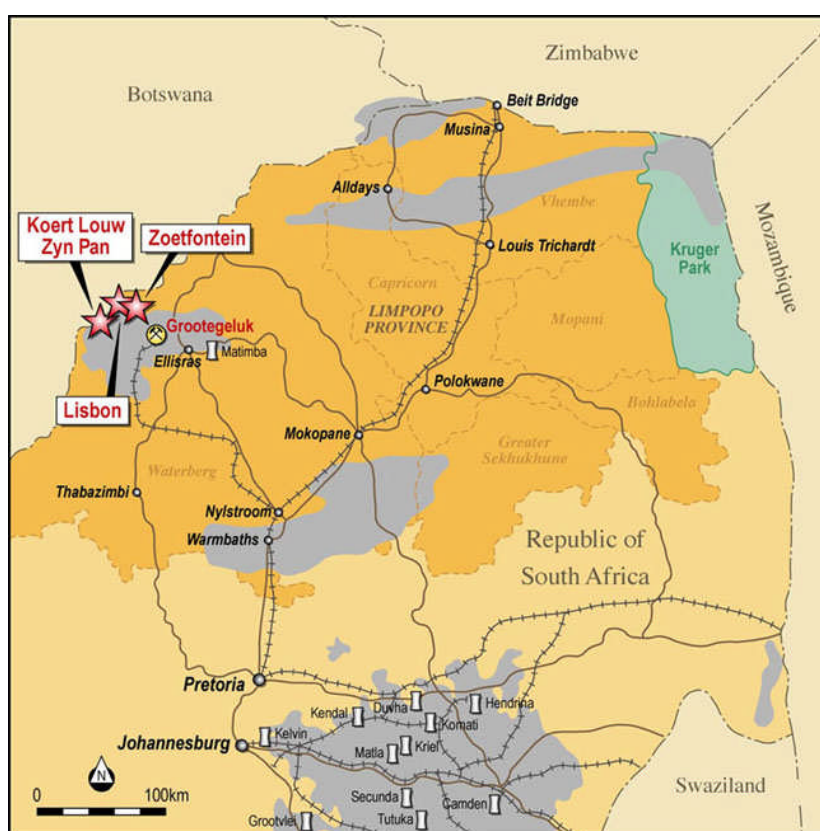
The three properties that the Company has acquired are on the border with Botswana and are serviced by good quality roads. The Lisbon and Zoetfontein properties are within 30 km, and the Koert Louw Zyn Pan property is within 50 km of the Grootegeluk open cast coal mine. Immediately adjacent to that mine is a rail head which leads to the Richards Bay Coal Terminal, the largest South African Coal export port. Also adjacent to the mine are the operating Matimba and the under-construction Medupi coal fired power stations.

On 6 February 2008, the Company announced that, subject to South African Reserve Bank approval, it had successfully completed its due diligence on the acquisition of Isicebi. Lukale had advised the Company that it was satisfied with its due diligence on Isicebi and with its ability to deliver on its obligations in terms of the joint venture agreement to acquire the 70% interest in, and manage exploration, development and mining on the three coal licences.

On 10 March 2008, shareholders at an extraordinary general meeting approved the acquisition of Isicebi and the subsequent joint venture agreement with Lukale and Umnotho We Sizwe (Pty) Ltd (**Umnotho**), the other joint venture partner. On the 16th June 2008, the Company announced that it had obtained South African Reserve Bank approval for the transaction for the acquisition of Isicebi and entering into the joint venture agreement with Lukale and Umnotho. The Company announced settlement of the transaction on the 7 July 2008.

In consideration for the acquisition of Isicebi, the Company has reimbursed Isicebi US\$50,000 in expenditure to date and issued 37,500,000 fully ordinary paid shares in the Company and 18,750,000 options exercisable at 5 cents with 5 years expiry as first tranche consideration. The second equal tranche is to be issued within 6 months of the completion date and upon completion of a positive scoping study. As part of the terms under the executed Joint Venture Agreement, the Company has issued 48,102,365 fully ordinary shares to Lukale and made payment of US\$80,000 in cash.

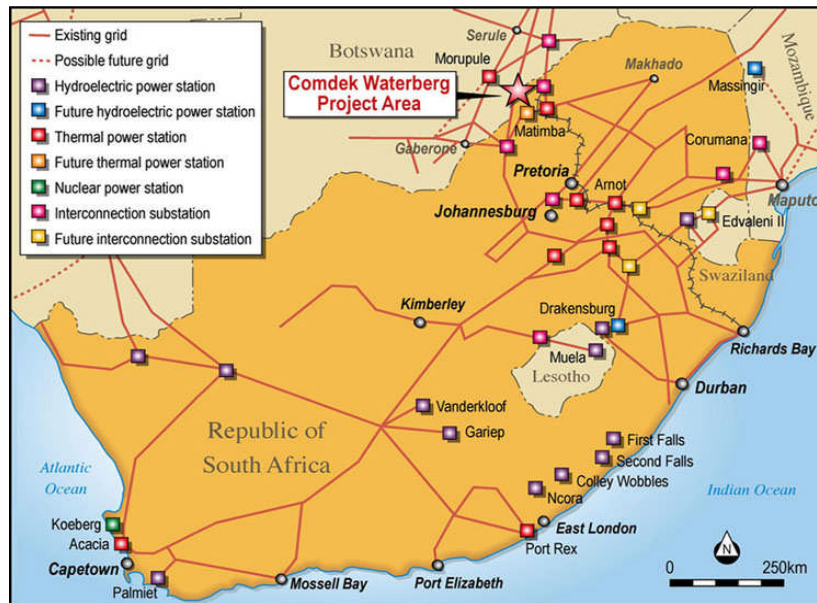
**The asterixed information is based on information compiled by Mr Dawie Van Wyk who is a consultant to the Company and is a member of a Recognised Overseas Professional Organisation. Mr Van Wyk has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activity which he is undertaking to qualify as a Competent Person as defined in the 2004 Edition of the 'Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves'. Mr Van Wyk has given and has not withdrawn his consent to the asterixed information being included in the Prospectus in the form and context in which it is included.*



(a) Review of the Waterberg Coal Field - South Africa

Coal was discovered in this area in 1922 during water drilling 25km west of the town of Ellisras. The coal seams of the Waterberg Coalfield occur in the Volksrust and Vryheid Formations of the Karoo sequence. Numerous coal zones (seams) occur, varying in thickness from a few millimetres to more than 8 metres over a zone of 120 metres.

Not all these zones occur over the whole coalfield. The main coal seams can be correlated across the coalfield into eleven main coal zones. The coal of the upper seven zones (Volksrust Formation) consists of finely intercalated bands of coal and mudstone. This has to be crushed to at least 12mm top size and washed to liberate the coal from the mudstone. The coal in the bottom zones (Vryheid Formation) occurs as thicker, more distinct seams. The coal from the top zones produces a soft blend coking coal and a middlings product suitable for power generation. The coal from the bottom zones is suitable for power generation, charring and local industry consumption.



(b) Locality

The Waterberg Coalfield is located in the North Western area (above image) of South Africa and continues across the border into Botswana. The coalfield strikes approximately 90 kilometres east-west and 40 kilometres north-south. The main town Lephalale (Ellisras) is situated in the south-east of the coalfield. The three properties the Company has acquired an interest in are on the border with Botswana and are serviced by good quality roads. The Lisbon and Zoetfontein properties are within 30km, and the Koert Louw Zyn Pan property is within 50km of the Grootegeluk opencast coal mine. Immediately adjacent to the mine is a rail head which leads to the Richards Bay Coal Terminal (RBCT), the largest South African coal export port. Also adjacent to the mine are the operating Matimba and the under-construction Medupi coal fired power stations.

(c) History

Sasol, Anglo Coal and Goldfields Iscor have over various periods conducted coal exploration programmes in the Waterberg coalfield. Anglo Coal, initially in partnership with Shell, is currently involved in a Coal Bed Methane (CBM) investigation. Iscor have also conducted limited CBM investigations with Batepro as a partner. Anglo Coal has recently completed a number of production wells and is currently flaring methane.

5.2 Tasmania – Acquisition of Energy Investments Limited (Woodbury and Latrobe Projects)

On 7 February 2008, the Company announced the signing of an agreement to acquire 100% of the issued capital of Energy Investments Limited (**Energy Investments**), a company that has applied for two coal exploration licences located in Tasmania. Energy Investments has applied for the Woodbury and Latrobe Coal projects in central Tasmania being a favourable location for quality thermal coal projects close to rail and port infrastructure. The project areas contain an historical estimate of 12-22 million tonnes of black (bituminous) thermal coal and the Company has an initial exploration program to determine if additional tonnes of thermal coal can be established. In accordance with section 18 of the JORC Code, the Company must state that the potential quantity and grade of the reported tonnes of coal is conceptual in nature. There has been insufficient verification of previous exploration to define a mineral resource. It is uncertain if further exploration will result in the determination of a mineral resource.

The Woodbury Coal project (ELA65/2007) is a bituminous (black) thermal coal project located immediately adjacent to a significantly underutilised freight railway line in the Midland Valley of Central Tasmania that is connected to available deepwater load out facilities, 80km north of the project and capable of loading 40-60,000 tonne Panamax ships. The project area hosts coal seams of economic interest within the Coal measures sequence of the Upper Triassic age Parmeener Super Group with 5 coal seams of immediate interest ranking as bituminous black coal similar to that being mined at Fingal to the north. Limited exploration has been undertaken to date since exploration activity was abandoned due to the building of an oil fired power station near Launceston instead of a coal fired facility. Historical exploration indicates the area and surrounds hosts further quantities of coal requiring investigation and consequently the Company believes scope exists to increase the coal target. The Bonnie's Tier Coal project (ELA64/2007) contains the area of the Mersey-Don coal fields at Latrobe near Davenport in Northern Tasmania. Several small collieries worked in the coal field between 1850 and 1961 and the Company intends to evaluate the tenement to establish its commercial coal potential.

On 10 March 2008, the Company announced the successful completion of its due diligence on the Tasmania coal projects and on 26 May 2008, shareholders at a general meeting approved the issue of 28,500,010 fully paid ordinary shares in the Company to the vendors of Energy Investments. The transaction remains subject to the granting of the Woodbury coal project licence ELA65/2007. Following this and the completion of the acquisition of Energy Investments, the Company expects to commence exploration on the projects with a view to determining the extent of coal mineralization and whether this may lead to a commercial coal mining operation.

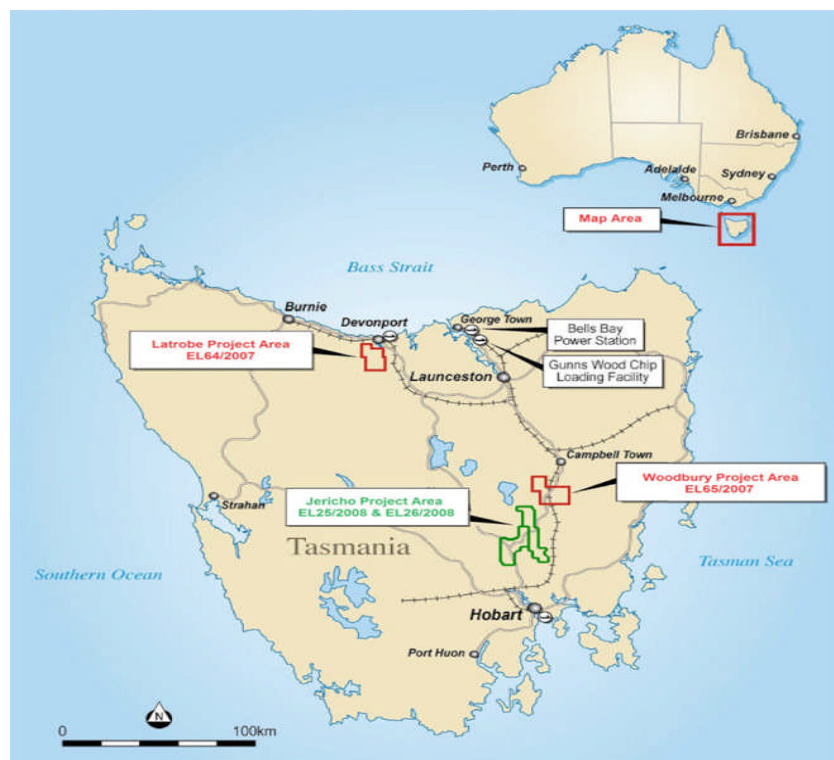
(a) Tasmania – Acquisition of Tiger Coal Pty Ltd (Jericho East and Jericho West Projects)

On 27 May 2008, the Company announced the signing of an option to acquire 100% of the issued capital of Tiger Coal Pty Ltd (**Tiger Coal**), a company that has applied for two coal projects located in Tasmania. Tiger Coal has applied for the Jericho East and Jericho West Coal projects in Central Tasmania both being thermal coal projects located immediately adjacent to an underutilised freight railway line in the Midland Valley similar to the projects acquired under the Energy Investments acquisition on 7 February 2008. Historical drilling has identified 60 to 80 million tonnes of black (bituminous) thermal coal and significant areas have low levels of overburden (1 – 20) metres.

The Jericho East (Lake Tiberius) Coal Project – EL26/2008 covers an area of 22,000 hectares and contains areas of identified coal measures. The Jericho West (Melton Mowbray) Coal project – EL25/2008 covers an area of 20,300 hectares. The coal seams of economic interest in the projects are located in the Coal measures sequence of the

Upper Triassic Age Parmeener Super Group. The principal structure is the Jericho Graben which extends more than 50 km and varies in width from 0.8km to 3 km. Drilling was undertaken by Capricorn Mining Limited and CRAE (Rio Tinto) in the 1980s and similar to the acquired Woodbury and Latrobe project areas, the thermal coal is believed to be similar to that currently mined at Fingal to the North.

The projects are expected to complement the coal deposits in the Woodbury and Latrobe areas to indicate combined historical tonnages of 72 to 102 million tonnes of black (bituminous) thermal coal. In accordance with section 18 of the JORC Code, the Company must state that the potential quantity and grade of the reported tonnes of coal is conceptual in nature. There has been insufficient verification of previous exploration to define a mineral resource. It is uncertain if further exploration will result in the determination of a mineral resource.



The Company has signed an option to acquire 100% of the issued capital of Tiger Coal, subject to certain conditions including the granting of Jericho East and Jericho West tenements in the name of Tiger Coal, the Company concluding to its absolute satisfaction its due diligence enquiries within 30 days of the exercise of the option and subject to both the Company and Tiger Coal obtaining all and any necessary shareholder and regulatory approvals (including those required by the Corporations Act and/or ASX) in respect of the transaction, including the issue of the Company shares. Upon entering into a share sale agreement, the Company is expected to pay consideration of 75,000,000 fully paid ordinary shares based upon a valuation of 20 cents per share. The first tranche will be the issue of 60,000,000 shares in the Company with the remaining 15,000,000 shares issued to the shareholders of Tiger Coal on establishment of a JORC compliant resource of no less than 79 million tonnes within two years of the agreement across either one of the projects or both.

(b) Review of the Area

The coal seams of economic interest in the projects are located in the Coal Measures sequence of the Upper Triassic age Parmeener Super Group. The principal structure is the Jericho Graben which extends more than 50 km and varies in width from 0.8km to 3 km. Drilling was undertaken by Capricorn Mining Limited and CRAE (Rio Tinto) in the 1980s. The coal seams of interest (9 seams) have been ranked as bituminous black coals and are believed to be similar to those currently mined at Fingal to the north. The projects to date have 55 boreholes with seam thicknesses ranging from 0.2 metres up to 5.8 metres. The average seam thickness is 3.14 metres. Historical drilling has identified 60 to 80 million tonnes of black (bituminous) thermal coal and significant areas have low levels of overburden (1 – 20 metres) potentially offering attractive overburden stripping ratios.

Whilst it is not possible to report on resource estimates in detail at this stage due to a lack of data and drilling, it is the opinion of the Company, that the land within the projects are likely to host further significant quantities of coal, as yet not identified but likely to extend beyond the current historical coal tonnage estimates.

The Company believes that there is potential for further significant coal discoveries and is formulating initial exploration programmes to determine what resources may be achieved. In accordance with section 18 of the JORC Code, the Company must state that the potential quantity and grade of the reported tonnes of coal is conceptual in nature. There has been insufficient verification of previous exploration to define a mineral resource. It is uncertain if further exploration will result in the determination of a mineral resource.

The projects are expected to complement the coal deposits in the Woodbury and Latrobe areas.

Uranium Exploration

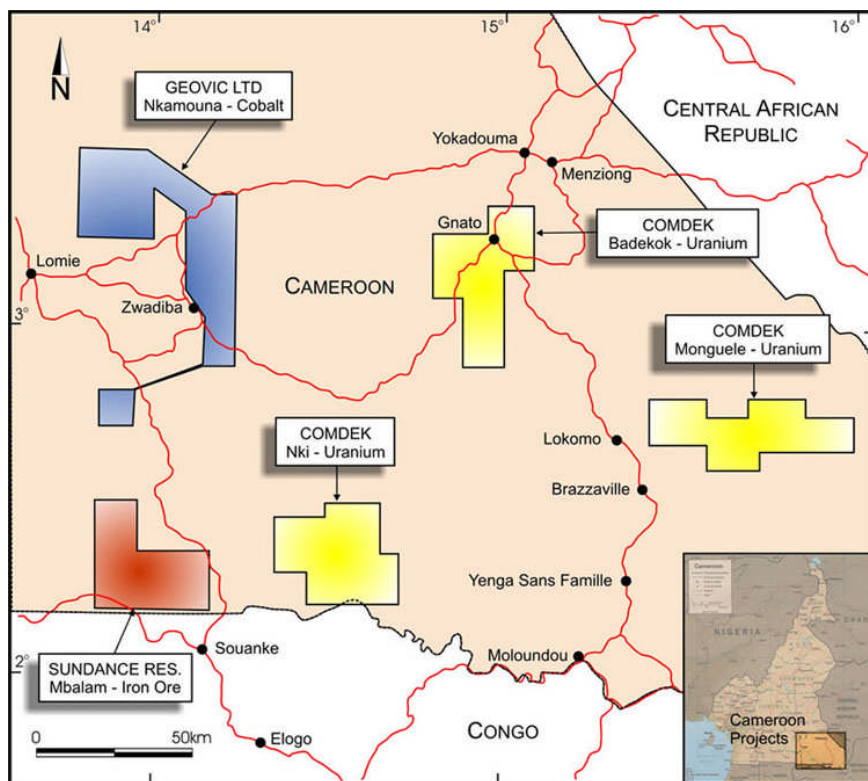
5.3 Cameroon – Acquisition of Uranex SA

On 27 June 2007 the Company announced it had entered into a share sale agreement to acquire an 80% interest in Uranex SA, a Company incorporated in Cameroon that held three exploration permits prospective for Uranium. Uranex had been granted the Nki, Badekok and Monguele Exploration permits covering a combined area of 2,935 sq km in Southeast Cameroon with the parties responsible for generating the projects also being behind the Mbalam Iron Ore project located in Cameroon and acquired by Sundance Resources (ASX:SDL) early 2007.

The three exploration permits are located in southeast Cameroon 300-400 km South East of Yaounde, the Capital of Cameroon. The lower proterozoic Dja sediments in southeast Cameroon unconformably overlay an Archaen granite-greenstone terrain and have been closely correlated with the Franceville Basin sediments in nearby Gabon which host a number of Uranium deposits. The acquired Uranium licences had seen limited exploration to the date of acquisition with the most significant activities being undertaken by United Nations funded programs in the late 1980s including radiometric surveying, geological mapping, soil, rock chip and stream sediment sampling over a number of prospect areas in South East Cameroon. On the basis of this previous exploration Uranex believed the licences to cover a number of significant target areas for Uranium mineralisation with the three project areas encapsulating the most significant uranium anomalies in the Southeast of Cameroon.

On 12 October 2007, the Company announced that it had positively completed due diligence on the 80% acquisition of Uranex with each of the Badekok, Monguele and Nki projects, confirmed as being highly prospective in nature for potential economic Uranium mineralisation. On 28 November 2007 at the annual general meeting,

shareholders approved the acquisition of Uranex. In consideration for the 80% interest acquired, the Company issued to the vendors of Uranex, 40,000,000 fully paid ordinary shares in the Company with payment of US\$100,000 cash consideration and the acquisition settled on 29 January 2008.



5.4 Schedule of Mining Tenements

Mining Tenement	Geographical Area	Nature of Title	Confirmation status	Title Holder
Lisbon/Zoetfontein Prospecting Right	Waterberg Administrative District South Africa – 1795.7 ha	Prospecting rights for coal P678/2007.	Granted	Lukale Mining Company (Pty) Ltd
Koert Louw Prospecting Right	Waterberg Administrative District South Africa – 1365.3 ha	Prospecting rights for coal P720/2007	Granted	Lukale Mining Company (Pty) Ltd
Woodbury / Latrobe Tasmania	398 sq km in central midlands area & north	Application* for exploration licence for coal EL64/2007 and EL65/2007	Pending application	Energy Investments Limited**
Jericho East, West and North, Tasmania	423 sq km in central midlands area	Application* for exploration licence for coal EL25/2008, EL26/2008 and EL41/2008	Pending application	Tiger Coal Pty Ltd**
Cameroon	South East Cameroon NKI – 991 sq km	Research Permit NKI for the exploration of Uranium, Gold and Base Metals	Granted	Uranex S.A.
Cameroon	South East Cameroon BADEKOK – 964.2 sq km	Research Permit BADEKOK for the exploration of Uranium, Gold and Base Metals	Granted	Uranex S.A.
Cameroon	South East Cameroon MONGUELE 980 sq km	Research Permit MONGUELE for exploration of Uranium, Gold and Base Metals	Granted	Uranex S.A.

* Application not subject to challenge

** Option or agreement to acquire Shares in these companies as described in Sections 5.2 and 5.2.1.

Prepared By: Rowan Armstrong (MAusIMM)
Operations Manager
Resource Generation Limited.

6. FINANCIAL INFORMATION

6.1 Historical Financial Information

The Company has been listed on the ASX since 2003 and has lodged audited financial statements with ASX since that time, except for the year ended 30 June 2006 when the company was operating under a Deed of Company Arrangement and was given relief by the Australian Securities and Investments Commission. The Annual Report for the year ended 30 June 2007 is available on the company's website www.resgen.com.au. The most recent financial report is the Appendix 4E for the year ended 30 June 2008, which was lodged with ASX on 28 August 2008 and is attached at Attachment A.

6.2 Other Financial Information

The Company was incorporated in Western Australia on 4 May 1993 and operates under the Corporations Act 2001. The annual balance date for financial statements is 30 June and Annual General Meetings are usually held in November each year.

There are no plans to pay dividends at this stage of the company's development.

The Company owns three subsidiaries:

- Isicebi Carbon Mining (Pty) Ltd (100%), a South African company, which is the manager of and currently owns 20% of the Waterberg Joint Venture;
- Uranex S.A. (80%), a Cameroon company, which owns three uranium exploration tenements; and
- Fusion Communication Services Pty Limited (100%), an Australian company, ceased operation of its satellite communication business on 31 August 2008 and the company will be deregistered.

6.3 Pro Forma Balance Sheet

The Company's pro forma balance sheet at 29 August 2008 follows. It reflects the unaudited balance sheet at 30 June 2008 as disclosed in the latest Appendix 4E lodged with ASX and adjusts for the following material transactions subsequent to the financial year end:

- Settlement of the Isicebi transaction through the issue of equity on 7 July 2008, which had been accrued at 30 June 2008.
- Capital raising of \$12 million before costs through a placement of 66,666,667 shares at 18 cents per share. 51,231,756 shares were settled on 21 August 2008. The balance of 15,434,911 shares is subject to shareholder approval at the company's AGM in November 2008. After costs the net capital raising is \$11.539 million.

Balance Sheet

	Consolidated Unaudited 30-Jun-08 \$	Pro Forma 29-Aug-08 \$
Current assets		
Cash and cash equivalents	1,401,589	12,940,589
Receivables	100,351	100,351
Deposits and prepayments	20,340	20,340
Stock	9,407	9,407
Total current assets	1,531,687	13,070,687
Non-current assets		
Property, plant & equipment	84,623	84,623
Exploration	45,025,680	45,025,680
Total non-current assets	45,110,303	45,110,303
Total assets	46,641,990	58,180,990
Current liabilities		
Trade and other payables	237,189	237,189
Total current liabilities	237,189	237,189
Non-current liabilities		
Minority interest	28,174	28,174
Total liabilities	265,363	265,363
Net assets	46,376,627	57,915,627
Equity		
Contributed equity	9,730,625	65,995,459
Future equity liability	44,725,834	0
Reserves	2,970,232	2,970,232
Accumulated losses	(11,050,064)	(11,050,064)
Total Equity	46,376,627	57,915,627

6.4 Programme of Expenditure

The Board of Directors is focusing initially on the Waterberg region of South Africa, where the expenditure of US\$5 million entitles the Company to increase its interest in the Waterberg Joint Venture from 20% to 70%. The Company has sufficient working capital to carry out this programme of expenditure. The summarised programme of expenditure for the current year is as follows:

	\$'000
Exploration program (Sept'08-June'09)	4,144
Development Consent	1,100
Bankable feasibility study	1,000
Land acquisitions	4,156
Fees for placement	600
Other operating expenses	1,000
TOTAL	12,000

7. BOARD OF DIRECTORS AND OPTION PLAN FOR EMPLOYEES

7.1 Directors

The Board of Directors of the Company has a diversity of experience in exploration and finance to guide the Company's strategy and maintain diligent corporate governance of the Company. No Director except a Managing Director shall hold office for a period in excess of three years or until the third annual general meeting following his appointment whichever is the longer without submitting himself for re-election.

Brief summaries of the Directors' profiles are set out below:

Michael Hunt

Chairman

Mr Hunt is a partner of Hunt & Humphry Project Lawyers in Perth. He is an experienced commercial lawyer who over 35 years has provided advice on mining and petroleum law to local and overseas companies and governments and been involved in developing projects throughout Australia, Africa, Asia and the Pacific.

Mr Hunt was the founding Chairman of Red Back Mining NL (formerly ASX listed) and now a nonexecutive Director of Red Back Mining Inc (listed on the Toronto Stock Exchange). In these roles over a period of 9 years he assisted in taking that company from junior Australian explorer to a listing on the TSX and subsequent gold producer at Chirano in Ghana and Tasiast in Mauritania.

Mr Hunt is non-executive Chairman of A1 Minerals Ltd and Balkans Gold Limited (both ASX listed).

Paul Jury

Managing Director

Paul Jury was the founder and Managing Director of Resource Pacific Holdings Limited (ASX listed RSP). RSP successfully developed the Newpac mine, expanding it from a small board and pillar underground mine into a large scale longwall based mine over a three year period, which involved \$300m funding and completing major mine equipment and infrastructure development. The market capitalisation of RSP upon listing in 2004 was \$54 million. RSP was taken over earlier this year by Xstrata at a value of approximately \$1,081 million.

Mr Jury has over 20 years of direct experience in the development, operation and marketing of various open-cut and underground coal mining companies, predominantly in the export market. Prior to RSP, he was Executive Chair of Oceanic Coal Australia Limited, Finance Director of Coal Mines Australia Limited and Chief Financial Officer of Coal & Allied Industries Limited.

Steve Matthews

Executive Director and Company Secretary

Mr Matthews was the Senior Commercial Manager and Company Secretary of Pacific Holdings Limited (ASX listed RSP) and prior to that, Commercial Manager and General Manager - Corporate Affairs and Company Secretary for Hunter Valley Energy Coal

Limited (BHP Billiton). Prior to teaming up with Mr Jury at RSP, Mr Matthews held senior positions with international corporate finance companies overseeing a number of significant public capital raisings and takeovers totalling in excess of \$1.5 billion dollars.

Scott Douglas

Non-Executive Director

Mr Douglas conducted the successful negotiations of the Company's coal acquisitions in South Africa and Tasmania. He has considerable experience and skills in investor relations, project management and strategic corporate advice.

Mr Douglas has provided corporate advice, business development and capital raising services to a number of junior resource companies and was instrumental in the formation and ASX listing of Ironclad Mining Limited (\$20M capital raising) and held a business development and marketing role with Scimitar Resources Limited.

Mr Douglas is currently also a director of ASX Listed Balkans Gold Limited.

7.2 Material Contracts with Directors

Employment contracts have been entered into with Mr Jury and Mr Matthews. The terms of each are identical except for the initial base salary package. The major provisions of the contracts are:

- three year term;
- three month notice by director;
- termination payments equivalent to six months' salary package;
- base salary to be reviewed annually;
- provision made for the awarding of bonuses at the Board's discretion; and
- provision made for the award of performance related options, subject to approval by shareholders.

Mr Jury's initial salary package is \$400,000 per annum and Mr Matthews' is \$300,000 per annum.

Mr Jury and Mr Matthews have also an equity entitlement via three branches of options as follows;

	No. of Options	Exercise Price	Term of expiry
Paul Jury	27.98 million	20c	12 months from date of appointment
	27.98 million	27.5c	18 months from date of appointment
	27.98 million	35c	24 months from date of appointment
Steve Matthews	13.99 million	20c	12 months from date of appointment
	13.99 million	27.5c	18 months from date of appointment
	13.99 million	35c	24 months from date of appointment

Their date of appointment was 15 July 2008.

The equity component of the above remuneration packages was approved by Shareholders at the General Meeting held on 5 September 2008.

The Company and each director have signed standard deeds of indemnity, insurance and access.

7.3 Employee Share Option Plan

Shareholders approved the implementation of the Company's Employee Share Option Plan ("Plan") at a General Meeting held on 10 March 2008. The purpose of the Plan is to provide an incentive and reward to the Company's employees for their contributions in the company, and to retain and attract a high standard of managerial and technical personnel for the Company's benefit.

The Plan is administered by the Company's Board of Directors who may award Options to acquire Shares in the Company to any of the Company's employees ("Employees"). The key terms and conditions applying to any issue of Options under the Plan include:

- each Option is issued free of consideration;
- each Option entitles the Employee to whom it is issued ("Option Holder") to subscribe for one Share in the Company at a price to be determined by the Board;
- the Options can be exercised in whole or in part at any time up to and including their expiry date ("Expiry Date");
- the Options cannot be transferred or assigned by the Option Holder except to the Option Holder's spouse or to a company which the Option Holder is the majority beneficial owner of;
- there are no participating rights or entitlements inherent in the Options; and
- Option Holders will not be entitled to participate in any new issue or bonus issue of Shares which may be offered to members of the company prior to the Expiry Date.

Employees do not possess any rights to participate in the Plan, as participation is solely determined by the Board. In any event, Options cannot be offered to a Director or any of his or her associates without approval by the Company's Shareholders in General Meeting.

The Plan is for a term of three (3) years. However, the Plan may be extended for such periods of time not exceeding three (3) years as the Shareholders determine in General Meeting.

8. RIGHTS AND LIABILITIES ATTACHING TO SHARES

The following is a summary of the more significant rights attaching to Shares. This summary is not exhaustive and does not constitute a definitive statement of the rights and liabilities of shareholders in the Company. To obtain such a statement, persons should seek independent legal advice.

Full details of the rights attaching to Shares are set out in the Company's Constitution, a copy of which is available for inspection at the Company's registered office during normal business hours.

8.1 Rights Attaching to Shares

Shares issued pursuant to the Offer will rank equally with all other fully paid ordinary shares on issue.

The rights attaching to the Shares are set out in the constitution of the Company. A broad summary (although not an exhaustive or definitive statement) of the rights and liabilities attaching to the Shares are outlined below.

RANKING OF SHARES

At the date of this Prospectus, all Shares are of the same class and rank equally in all respects. Specifically, the Shares issued pursuant to this Prospectus will rank equally with existing Shares.

VOTING RIGHTS

Subject to any special rights or restrictions (at present there are none), at any meeting each member present in person or by proxy has one vote on a show of hands, and on a poll has one vote for each share held.

DIVIDEND RIGHTS

Subject to any special rights (at present there are none), any dividends that may be declared by the Company are payable on all Shares in proportion to the amount paid up.

VARIATION OF RIGHTS

The rights attaching to the Shares may only be varied by the consent in writing of the holders of three-quarters of the Shares, or with the sanction of a special resolution passed at a general meeting.

TRANSFER OF SHARES

Shareholders may transfer Shares by market transfer in accordance with a computerised or electronic system established or recognised by the Listing Rules or the Corporations Act for the purpose of facilitating dealings in Shares including a transfer that may be effected pursuant to the ASX Market Rules or by an instrument in writing in a form approved by the ASX, or in any other usual form or in any form approved by the Directors and as otherwise permitted by the Corporations Act.

The Directors may refuse to register any transfer of Shares other than a market transfer where permitted or required by the Listing rules or ASX Market Rules. The Company must not prevent, delay or interfere with a proper market transfer or the registration of a paper based transfer in registrable form in a manner contrary to the Listing Rules or ASX Market Rules.

GENERAL MEETINGS

Each Shareholder is entitled to receive notice of, and to attend and vote at, general meetings of the Company and to receive all notices, accounts and other documents required to be furnished to shareholders under the Company's Constitution, the Corporations Act and Listing Rules.

RIGHTS ON WINDING UP

If the Company is wound up, the liquidator may, with the sanction of a special resolution;

- divide among the shareholders the whole or any part of the Company's property; and
- decide how the division is to be carried out between the Shareholders.

Subject to any special rights (at present there are none), any surplus assets on a winding up are to be distributed to shareholders in proportion to the number of Shares held by them irrespective of the amounts paid or credited as paid.

8.2 Liabilities

As the Shares are fully paid shares, there are no future liabilities attaching to the Shares.

9. RISK FACTORS

9.1 General

The Shares offered under this Prospectus should be considered speculative because of the nature of the Company's mineral exploration business and the present stage of its development. Potential investors should consider whether the Shares offered are a suitable investment having regard to their own personal investment objectives and financial circumstances and the risk factors set out below. The Directors recommend that potential investors consult their professional advisers before deciding whether to apply for Shares pursuant to this Prospectus.

9.2 Exploration, Development and Operating Risk

Mineral exploration is a speculative operation that may be hampered by circumstances beyond the control of the company and involves significant risks which even a combination of careful evaluation, experience and knowledge may not eliminate. Exploration in itself is a speculative endeavour and may be hampered by mining, heritage and environmental legislation, industrial disputes, cost overruns, land claims and compensation, and other unforeseen contingencies.

Mineral exploration generally involves a high degree of risk and is subject to hazards and risks including unusual and unexpected geologic formations, seismic activity, rock busts, cave-ins, flooding and other conditions involved in the drilling and removal of material, any of which could result in damage to, or destruction of, any facilities, damage to life or property, environmental damage and possible legal liability.

Exploration on the Company's existing exploration tenements may be unsuccessful, resulting in a reduction of the value of those tenements, diminution in the cash reserves of the Company and possible relinquishment of the exploration tenements.

9.3 Risk of International Operations

In certain countries in which the Company has assets and operations, such assets and operations are subject to various political, economic and other uncertainties, including, among other things, the risks of war and civil unrest, expropriation, nationalisation, renegotiation or nullification of existing concessions, licences, permits, approvals and contracts, taxation policies, foreign exchange and repatriation restrictions, changing political conditions, international monetary fluctuations, currency controls and foreign governmental regulations that favour or require the awarding of contracts to local contracts or require foreign contractors to employ citizens of, or purchase supplies from, a particular jurisdiction. In addition, in the event of a dispute arising from foreign operations, the Company may be subject to the exclusive jurisdiction of foreign courts, and may also be hindered or prevented from enforcing its rights with respect to a governmental instrumentality because of the doctrine of sovereign immunity. It is not possible for the Company to accurately predict such developments or changes in laws or policy or to what extent any such developments or changes may have a material adverse effect on the Company's operations.

9.4 Metal Prices

The development and success of the company will be dependent in part on the future prices of uranium and coal. These prices are subject to significant fluctuations and are affected by a number of factors which are beyond the control of the Company. Such factors include, but are not limited to, interest rates, exchange rates, inflation or deflation, fluctuations in the value of foreign currencies, global and regional supply and demand and the political and economic conditions in major uranium and coal producing countries in the world.

In addition to adversely affecting the Company's reserve estimates and its financial condition, declining commodity prices can impact operations by requiring a reassessment of the feasibility of a particular project. Such a reassessment may be the result of a management decision or may be required under financing agreements related to a particular project.

9.5 Environmental Risk

Mining is an industry that has become subject to increasing environmental responsibility and liability. Environmental legislation is evolving in a manner which will require stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their officers, directors and employees. There is no assurance that future changes in environmental regulation, if any, will not adversely affect the Company's operations.

The disposal of mining and process waste and mine water discharge are under constant legislative scrutiny and regulation.

9.6 Legislative Changes

Changes in government regulations and policies may adversely affect the financial performance of the Company. The Company is not aware of any specific material changes in relevant regulations or policy in this regard but no assurance can be given that new rules and regulations will not be enacted or that existing rules and regulations will not be applied in a manner which could limit or curtail production or development. Such amendments to current laws and regulations governing the Company's operations or more stringent implementation thereof could have a substantial adverse impact on the Company including restricting the Company from carrying out some of its existing and proposed activities, causing delay and increasing expenses.

Many of the mineral rights and interests of the Company are subject to government approvals, licenses and permits. Such approvals, licenses and permits are, subject to the discretion of the applicable governments or governmental officials. No assurance can be given that the Company will be successful in maintaining any or all of the various approvals, licences and permits in full force and effect without modification or revocation. To the extent such approvals are required and not obtained or revoked, the Company may be curtailed or prohibited from continuing or proceeding with planned exploration.

9.7 Economic Risks and Market Conditions

General economic conditions, movements in interest and inflation rates and currency exchange rates may have an adverse effect on the Company's exploration activities, as well as on its ability to fund those activities.

The market price of securities can fall as well as rise and be subject to varied and unpredictable influences on the market for equities and, in particular resources stocks. Neither the Company nor the Directors warrant the future performance of the Company or any return on an investment in the Company.

9.8 Currency Risks

A significant portion of the Company's operating expenses will be incurred in foreign currencies. From time to time the Company will borrow funds and will incur capital expenditures that are denominated in foreign currency. Accordingly, fluctuations in foreign currency may adversely affect the Company's financial position and operating results.

9.9 No History of Mining Operations

The Company does not have a history of mining operations and there is no assurance that it will produce revenue, operate profitability or provide a return on investment in the future.

9.10 Key Personnel

The Company depends on a relatively small number of key employees, the loss of any of whom could have an adverse effect on the Company. The Company currently does not have key person insurance on these individuals.

10. ADDITIONAL INFORMATION

10.1 Continuous Disclosure Obligations

The Company is listed on ASX and its Shares are quoted on ASX. The Company is a disclosing entity under the Corporations Act and, as such, is subject to regular reporting and disclosure requirements. As a listed company, the Company is subject to the Listing Rules that require it to immediately notify ASX of any information concerning the Company of which it is or becomes aware and which a reasonable person would expect to have a material effect on the price or value of Shares.

Copies of documents lodged in relation to the Company with the ASIC may be obtained from or inspected at any office of the ASIC.

The Company will provide a copy of all documents used to notify ASX of information relating to the Company under the provisions of the Listing Rules since the release of the annual report for the year ending 30 June 2008.

10.2 Litigation

The Company is not a party to any current material litigation and the Directors have no knowledge of any potential material litigation.

10.3 Consents

Allens Arthur Robinson has given their written consent to being named as the solicitors to the Company in this Prospectus and has not withdrawn their consent prior to the lodgement of this Prospectus with the ASIC. Allens Arthur Robinson does not make, or purport to make, any statement in this Prospectus other than those referred to in this section and to the maximum extent permitted by law, expressly disclaim and take no responsibility for any part of this Prospectus other than a reference to its name and a statement included in this Prospectus with its consent as specified in this section.

10.4 Interests of Experts and Advisers

Except as set out in this Prospectus, no person named in this Prospectus as performing a function in professional advisory or other capacity in connection with the preparation or distribution of the Prospectus or a promoter of the Company:

- (a)** holds, at the time of lodgement of this Prospectus with ASIC, or has held in the two years before lodgement of this Prospectus with ASIC, an interest in:
 - (i) the formation or promotion of the Company;
 - (ii) the Offer; or
 - (iii) any property acquired or proposed to be acquired by the Company in connection with the formation or promotion of the Company or the Offer.
- (b)** has paid or agreed to pay any amount, and no one has given or agreed to give any benefit for services provided by that person in connection with the formation or promotion of the Company or the Offer.

Allens Arthur Robinson has acted as legal adviser to the Company in relation to the Offer. In respect of this work, the Company will pay approximately \$20,000 (excluding disbursements and GST) to Allens Arthur Robinson for its work up to the date of this Prospectus. Further amounts may be paid to Allens Arthur Robinson in accordance with time-based charges.

10.5 Estimated Expenses of Offer

The total expenses of the issue are estimated to be \$30,000 comprising legal costs, and other administrative expenses, including ASIC fees.

10.6 Availability of Documents

The Company will provide a copy of any of the following documents free of charge to any prospective investor who requests a copy:

- (a) the Annual Report for the year ended 30 June 2007 and Half Year Report for the 6 months ended 31 December 2007; and
- (b) any other continuous disclosure notices given by the Company in the period after the dispatch of the annual report for the year ended 30 June 2007 and before lodgement of this Prospectus with ASIC.

All requests for copies of the above documents should be addressed to:

The Company Secretary
Resource Generation Limited
GPO Box 5490
Sydney NSW 2001

These documents are also available from the Resource Generation website at www.resgen.com.au

10.7 List of Material Contracts

The material contracts of the Company comprise the following documents:

- Joint Venture Agreement between Isibeci Carbon Mining (Pty) Ltd (Isibeci), Lukale Mining Company (Pty) Ltd and Umnotho We Sizwe Group (Pty) Ltd and the Amendment to the Joint Venture in respect of the Waterberg Prospecting Rights;
- Share Sale Agreement between Neil Owen Strydom, Isicebi and the Company for the sale of the shares in Isicebi;
- Share Sale Agreement for the shares in Energy Investments Limited, which is the applicant for coal exploration licences in Tasmania;
- Deed of Option for the shares in Tiger Coal Pty Ltd, which is the applicant for coal exploration licences in Tasmania;
- Share Sale Agreement for 80% of the shares in Uranex SA, which holds three uranium exploration permits in Cameroon.

10.8 Details of Material Contracts

(a) Joint Venture Agreement for a coal project in the Waterberg area of the Republic of South Africa.

The parties are Lukale Mining Company (Pty) Ltd (Lukale), Isicebi and Umnotho We Sizwe Group (Pty) Ltd.

The Joint Venture Agreement is dated 29 October 2007. The parties establish an unincorporated joint venture to be known as the Waterberg Joint Venture which has the objective of exploring and, if justified, developing and mining the coal resources in the Waterberg Properties. The Waterberg Properties are 3 areas known as Koert Louw Zyn

Pan, Lisbon and Zoetfontein. The Waterberg Prospecting Rights have been granted over these properties under the SA Mineral and Petroleum Resources Development Act 28 of 2002 (MPRDA) to Lukale on 4 July 2007 and registered in the Mining and Petroleum Titles Registration Office under PR 678/2007 and PR 720/2007. These Rights grant to Lukale the sole and exclusive right to prospect for all minerals with the emphasis on coal in, on and under the prospecting area for a 5 year term ending 3 July 2012. The Rights may be renewed.

In consideration for bringing the Waterberg Project to Isicebi and allowing Isicebi to participate in it, Isicebi undertook to pay Lukale US\$80,000 and procure the issue of Resource Generation shares to Lukale to the value of US\$240,000. This consideration has been provided and the number of shares issued was 10,545,222 Resource Generation shares (first batch).

In consideration for Lukale's participation in the management board, the Waterberg Joint Venture will pay Lukale a management fee of R1.30 per tonne of coal sold from the Waterberg Properties for the duration of the Waterberg Joint Venture.

The Joint Venture Agreement was subject to and conditional upon a number of suspensive conditions which have been satisfied. They included the approval of the Reserve Bank of the Republic of South Africa as well as the parties being satisfied with the due diligence results.

By Amendment to the Joint Venture Agreement dated 13 June 2008, the parties have confirmed that the suspensive conditions have been satisfied and that the Effective Date for the Joint Venture is 4 July 2008.

The Agreement was also subject to the resolute condition that any necessary consents, approvals, requirements or registrations as may be required in respect of the Agreement pursuant to any laws of the Republic of South Africa or any regulatory authority are obtained. If they are not obtained within 120 days from the Signature Date or at Isicebi election before an extended period of a further 120 days then the Agreement will lapse at that time. These consents include the Minister's written consent in accordance with section 11 of the MPRDA to the proposed transfer of the further 50%. The parties are to cooperate with each other to obtain the required consents. An application is currently being prepared for the Minister's consent.

At the Effective Date Isicebi acquired a 20% interest in the Joint Venture. The consideration for the 20% interest was the issue of shares in the Company to Lukale to the value of US\$1,365,000. That was 37,557,143 shares (second batch). These shares have been issued to Lukale.

Isicebi will, to the extent required, fund the bankable feasibility study. When Isicebi has incurred costs of US\$5,000,000 towards the bankable feasibility study or when Isicebi has completed the bankable feasibility study for a lower amount then Isicebi will automatically be deemed to have earned a further 50% participation interest in the Joint Venture (resulting in Isicebi holding a 70% participation interest at that time). Isicebi must complete the bank feasibility study or incur costs of at least \$US5,000,000 towards the bankable feasibility study within 3 years of the Effective Date to earn the further 50% interest.

The overall supervision of the Waterberg Joint Venture activities vests in a Management Board. Isicebi and Lukale will each be entitled to appoint 2 representatives to the Management Board and they have done so. All decisions of the Management Board will be taken by a majority vote except for decisions that involve the disposal of the major part of the assets of the Joint Venture or for the conclusion of any contracts outside the scope of the Joint Venture's ordinary business where a unanimous vote will be required. At any meeting of the Management Board, each member will have one

vote. Up until the execution of a production joint venture agreement, Isicebi will be entitled to appoint one of its Management Board members as the Chairman of the Management Board. The Chairman will have the casting vote in relation to any deadlocked, voting outcomes of the Management Board. Thereafter, this matter will be regulated by the Production Joint Venture Agreement to be entered into.

To the extent that the costs of the bankable feasibility study exceed US\$5,000,000 then Lukale will be responsible for 37.5% of the exceeded costs and Isicebi will be responsible for 62.5% of the exceeded costs. Isicebi will in the first instance incur the exceeded cost itself and thereafter claim a refund of 37.5% of the exceeded cost from Lukale on completion of the bankable feasibility study, which Lukale will be obliged to pay to Isicebi from profits from production of minerals from the Waterberg Projects. Lukale's portion of the exceeded cost will be converted from US Dollars to RSA Rands at the RSA Rand/US Dollar exchange rate applying on the date of completion of the bankable feasibility study and will attract interest from that date at the repo rate plus 150 basis points and will be repayable in RSA Rands.

The Joint Venture will conduct the bankable feasibility study to determine the economic viability of establishing a mine on the Waterberg Properties. At the first meeting of the Management Board after the completion of the bankable feasibility study, the parties will resolve whether or not to proceed with mining on the Waterberg Properties in light of the conclusions in the bankable feasibility study. If both parties agree to continue to the mining stage then a Production Joint Venture Agreement will be negotiated. It will be based substantially on the principles in the Joint Venture Agreement and will provide for a dilution clause in the event that funding required by a party is not forthcoming.

If one party decides to proceed with the mining operations but the other party does not, then the proceeding party will have an option to acquire the other party's interest at a valuation to be determined by an auditor jointly appointed by the parties. The option must be exercised within 30 days from the date of the auditor's valuation and the amount payable must be paid or secured within 60 days of the exercise of the option.

Isicebi is appointed as the operator to carry out the Joint Venture operations. The terms and conditions of the operatorship is to be agreed between the parties. The operator's fee will be 10% of all expenditure incurred.

If either party wishes to sell, then the other party will have a pre-emptive right.

The Agreement is governed by the laws of the Republic of South Africa.

By an Amendment to the Joint Venture Agreement made on 13 June 2008, the Joint Venture Agreement was amended to reflect the conditions of approval given by the South African Reserve Bank. Those conditions included that the Resource Generation shares issued to Lukale must be lodged with the Financial Assets Services Department (FAS) of the Standard Bank of South Africa which shares would be held by FAS under advice to the Exchange Control Department of the South African Reserve Bank and will be held to that Department's order. The first batch of Resource Generation shares issued to Lukale will be sold by FAS at Lukale's discretion within 90 days of such shares being issued and the net sale proceeds will immediately be repatriated to South Africa and converted into Rand. If it appears that the first batch will not be sold within this 90 day period due to lack of instructions from Lukale, then FAS will be entitled to sell those shares at its own discretion in order to comply with the exchange control directive. The second batch of Resource Generation shares issued to Lukale must be sold by FAS at Lukale's discretion within 365 days of such shares being issued to Lukale and the net sale proceeds have to be immediately repatriated to South Africa and converted into Rand. If Lukale does not give the instructions to sell then FAS will be entitled to sell those shares at its own discretion in order to comply with the exchange control directive.

(b) Share Sale Agreement between Neil Owen Strydom, Isicebi and the Company

Under this Agreement, Neil Owen Strydom agreed to sell all the shares in Isicebi (a South African company) to the Company for a consideration of First Tranche Shares and Options and, on the earlier of the completion of the performance hurdle or the expiration of 6 months after the Completion Date, the Second Tranche Shares and Options subject to the Joint Venture Agreement remaining in full force and effect and having not been terminated within 6 months of its execution. The First Tranche Shares and Options are 37,500,000 Resource Generation fully paid ordinary shares and 18,750,000 options. The Second Tranche Shares and Options are 37,500,000 Resource Generation fully paid ordinary shares and 18,750,000 options. The performance hurdle is that Isicebi undertakes and completes a positive scoping study in respect of the Waterberg project.

Completion has occurred under this Agreement. The Company is the registered holder of the 100 issued shares in Isicebi and the First Tranche Shares and Options have been issued.

(c) Share Sale Agreement for Shares in Energy Investments Limited:

By Share Sale Agreement dated 10 April 2008, the 15 shareholders of Energy Investments Limited agreed to sell their shares to the Company for a consideration of 28,500,010 fully paid ordinary shares in the Company (for a deemed issued price of 15 cents per share).

Completion was conditional upon the Company completing its due diligence enquiries, the application for exploration licence EL 65/2007 made by Energy Investments Limited being granted by the Department and parties obtaining all necessary shareholder and regulatory approvals in respect of the transactions contemplated by the agreement including the issue of the consideration. If these conditions were not satisfied by 22 May 2008 then the agreement would be at an end. This date has been extended to 31 October 2008. EL 65/2007 has not been granted to date. The Director of Mines has recommended the grant of that EL.

Energy Investments Limited has also applied for exploration licence EL 64/2007. The EL has not been granted to date but the Director of Mines has recommended the grant of that EL.

If the shares are issued to the vendors then there will a six month escrow period applying in respect of the shares.

(d) Tiger Coal Deed of Option

Under Deed of Option made 23 May 2008, Western Star Investments Pty Limited as the shareholder in Tiger Coal Pty Limited has granted an option to the Company to purchase all the shares in Tiger Coal Pty Limited (being two shares). This option is to be exercised by 5 pm on 7 September 2008 or any extended period agreed by the parties.

Tiger Coal Pty Limited has applied for three fuel mineral exploration licences in Tasmania – EL25/2008, EL26/2008 and Jericho North (Oatlands) coal project area.

If the option is exercised and the acquisition of the shares in Tiger Coal is completed then the consideration payable is at stage one 60 million Resource Generation shares and at stage two an additional 15 million shares. The stage one completion is conditional upon the granting of EL25/2008 and EL26/2008 in the name of Tiger Coal, the receipt from both the Company and Tiger Coal of all necessary shareholder and regulatory approvals and all shareholders of Tiger Coal agreeing to a voluntary escrow of six months.

The stage two completion is conditional upon the stage one completion and the delineation at any time within two years after the date of the agreement of a JORC in situ inferred coal resource of not less than 79 million tonnes of black bituminous coal either within one of the leases or across all of the leases combined.

Completion is required to occur by 23 October 2008 or other agreed date.

(e) Uranex Share Sale Agreement

The shareholders in Uranex S.A. (a Cameroon company) have agreed to sell 80% of the issued shares in Uranex S.A. to the Company in return for the issue of 40 million Resource Generation shares and US\$100,000.

Completion occurred under the agreement on 29 January 2008 at which time 800 shares were transferred to the Company and 40 million shares were issued and the cash amount paid to the Uranex shareholders. The Company is now the registered holder of 800 shares in Uranex S.A.

The three research permits granted under Cameroon law and registered in the name of Uranex S.A. are named NKI, BADEKOK and MONGUELE. The permits have a term expiring on 17 July 2010 and are for the exploration of uranium, gold and basic metals.

The Company has agreed to fund 100% of an exploration program for and in respect of exploration permits to be adopted and implemented by Uranex. It is acknowledged that the Company has no obligation to fund any further or ongoing exploration programs relating to the exploration permits and agreement by the Company to fund the further exploration programs is at the sole and absolute discretion of the Company. However, it should be noted that there are minimum expenditure obligations under the permits which need to be met if the permits are to remain in good standing. Subject to these provisions, each party is to contribute to the expenditure on any exploration program in the following way – vendors will have a free carried interest and the Company shall contribute 100% until a bankable feasibility study is completed. Thereafter, the parties shall negotiate and agree the terms of their respective future expenditure contributions and obligations in respect of the exploration permits.

Upon delineation of a measured resource of greater than 15,000 tonnes of contained U308 on at least two of the three exploration permits to the reasonable satisfaction of the Company, the Company will issue a further 40 million shares to the shareholders.

The Company has two out of 3 directors on the Board.

The other shareholders in Uranex are la Societe KAPDJOU, la Societe ESSON and Tchakounte Djekam Mathurin who hold between them 200 shares.

50% of the issued Resource Generation shares are to be held in escrow by the shareholders for a 6 month period from the date of issue of the shares, which was 29 January 2008. That escrow period has expired.

11. DIRECTORS' CONSENT

Each of the Directors has consented to the lodgement of this Prospectus in accordance with section 720 of the Corporations Act.

Dated the 12th day of September 2008

Signed for and on behalf of
RESOURCE GENERATION LIMITED

MARK CLEMENTS
Company Secretary

For personal use only

12. DEFINITIONS

Applicant means an investor that applies for Shares using an Application Form pursuant to this Prospectus.

Application Form means the application form either attached to or accompanying this Prospectus.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited (ABN 98 008 624 691).

Business Day means a day on which trading takes place on the stock market of ASX.

Closing Date means the closing date for receipt of Application Forms under this Prospectus as set out in Section 2.3.

Company or **Resource Generation means** Resource Generation Limited (ACN 059 950 337).

Constitution means the Company's Constitution as at the date of this Prospectus.

Corporations Act means the Corporations Act 2001 (Cth).

Directors mean directors of the Company at the date of this Prospectus.

Dollar or "\$" means Australian dollars.

EST means Eastern Standard Time

Offer means the offer of the Offer Shares.

Offer Shares means 10,000 Shares at 22 cents to raise \$2,200 pursuant to this Prospectus.

Listing Rules or **ASX Listing Rules** means the Listing Rules of ASX.

Opening Date means the opening date for receipt of Application Forms under this Prospectus as set out in Section 2.3.

Option means an option to acquire a Share.

Prospectus means this Prospectus.

Quotation and **Official Quotation** means official quotation on ASX.

Shares means a fully paid ordinary share in the capital of the Company.

APPENDIX 4E LODGED WITH ASX ON 28 AUGUST 2008

PRELIMINARY FINANCIAL REPORT
FOR THE YEAR ENDED 30 JUNE 2008

For personal use only

Preliminary Financial Report

Year Ended 30 June 2008

Appendix 4E
ASX Listing Rule 4.3A
ABN 91 059 950 337

	30 June 08	30 June 07	Change
	\$ '000	\$ '000	
Revenue from continuing operations	322	311	3.5%
Loss from continuing operations	(10,989)	(375)	2930%
Loss from discontinued operations (DOCA)	-	(750)	n/a
Loss attributable to members of Comdek Limited	(10,989)	(1,125)	977%

Dividends

No Dividends have been declared or paid.

Notes

The continuing operations of the Company showed a loss for the period of \$10,988,575.

The operating loss includes a write-down of \$7,569,804 in the carrying value of the investment in Uranex S.A., the owner of the uranium tenements in Cameroon. The mineralisation of these deposits will be subject to further exploration.

During the year the Company built a portfolio of mining leases making a significant strategic development towards the realignment of future operations as a mining company.

On 4 July 2008, the Company settled the Isicebi Carbon Mining (Pty) Ltd transaction and commenced the Waterberg Joint Venture with Lukale Mining Company (Pty) Ltd of South Africa. This effectively consummated the next stage in the potential development of the Waterberg coal deposits.

On 15 August 2008, the Company announced that it had successfully raised \$12 million through a placement of 66,666,667 shares at 18 cents per share. The funds will enable the Company to proceed with the exploration programmes planned for its various coal and uranium tenements. Priority will be to focus on the Waterberg region of South Africa, where the expenditure of US\$5 million entitles the Company to increase its interest in the Waterberg Joint Venture from 20% to 70%.

Net tangible assets per security

30 June 2008
Cents / Share

30 June 2007
Cents / Share

Net tangible assets per security

10.08 cents

0.33 cents

1. Details of entities over which control has been gained or lost during the period, including the following.

Name of Entity	Country of Incorporation	Class of Shares	Equity Holding % 2008
Uranex SA	Cameroon	Ordinary	80
Isicebi Carbon Mining (Pty) Ltd (acquired 7/7/08)	South Africa	Ordinary	100

2. Details of individual and total dividends or distributions and dividend or distribution payments. The details must include the date on which each dividend or distribution is payable, and (if known) the amount per security of foreign sourced dividend or distribution.

Not applicable – no dividends have been declared or paid

3. Details of any dividend or distribution reinvestment plans in operation and the last date for the receipt of an election notice for participation in any dividend or distribution reinvestment plan.

Not applicable

4. Details of associates and joint venture entities including the name of the associate or joint venture entity and details of the reporting entity's percentage holding in each of these entities and – where material to an understanding of the report - aggregate share of profits (losses) of these entities, details of contributions to net profit for each of these entities, and with comparative figures for each of these disclosures for the previous corresponding period.

Not applicable

Audit Status – The accounts are in the process of being audited. There are no likely disputes or qualifications as of today's date.

Paul Jury
Managing Director
28 August 2008

INCOME STATEMENT
For the year ended 30 June 2008

		Consolidated	Consolidated	Parent Entity	Parent Entity
	Note Ref	30-Jun-08 \$	30-Jun-07 \$	30-Jun-08 \$	30-Jun-07 \$
Revenue from Operations	1	321,841	311,086	110,286	32,488
Raw materials & consumables		(134,573)	(100,776)	-	-
Administration expenses	3	(9,257)	(13,669)	(8,398)	(11,760)
Depreciation and Amortisation expenses	3	(31,362)	(70,699)	(8,569)	(337)
Legal fees	3	(122,943)	(105,468)	(121,965)	(97,223)
Occupancy costs	3	(75,114)	(36,121)	(45,352)	(11,839)
Salaries and employee benefits expense	3	(2,846,171)	(24,450)	(2,761,398)	-
General other expenses	3	(521,192)	(334,903)	(484,698)	(283,460)
Loans and investments written down		(7,569,804)	-	(7,622,884)	(2,372,966)
Loss before income tax expense		(10,988,575)	(375,000)	(10,942,978)	(2,745,097)
Income tax expense		-	-	-	-
Loss from continuing operations		(10,988,575)	(375,000)	(10,942,978)	(2,745,097)
Loss from discontinued operations (DOCA)	1	-	(750,000)	-	(750,000)
Loss for the year		(10,988,575)	(1,125,000)	(10,942,978)	(3,495,097)
Net Profit/(Loss) attributable to members of the parent entity		(10,988,575)	(1,125,000)	(10,942,978)	(3,495,097)
Consolidated Basic earnings per share (cents per share)		(2.66)	(0.55)		
Diluted earnings per share (cents per share)		(2.66)	(0.55)		

BALANCE SHEET

As at 30 June 2008

	Consolidated	Consolidated	Parent Entity	Parent Entity
Note Ref	30-Jun-08	30-Jun-07	30-Jun-08	30-Jun-07
	\$	\$	\$	\$
Current assets				
Cash and cash equivalents	1,401,589	986,280	1,388,122	954,229
Receivables	100,351	102,582	83,467	37,137
Deposits and prepayments	20,340	11,862	17,863	9,292
Stock	9,407	3,415	-	-
Total current assets	1,531,687	1,104,139	1,489,452	1,000,658
Non-current assets				
Property, plant & equipment	84,623	56,107	84,623	2,760
Exploration	45,025,680	-	22,988	-
Investment in subsidiaries	-	-	45,033,194	83,580
Deposits & prepayments	-	1,200	-	-
Total non-current assets	45,110,303	57,307	45,140,805	86,340
Total assets	46,641,990	1,161,446	46,630,257	1,086,998
Current liabilities				
Trade and other payables	237,189	21,640	225,456	11,000
Interest bearing liabilities	-	18,211	-	-
Total current liabilities	237,189	39,851	225,456	11,000
Non-current liabilities				
Minority interest	28,174	-	28,174	-
	28,174	-	28,174	-
Total liabilities	265,363	39,851	253,630	11,000
Net assets	46,376,627	1,121,595	46,376,627	1,075,998
Equity				
Contributed equity	5 9,730,625	1,183,084	9,730,625	1,183,084
Future equity liability	44,725,834	-	44,725,834	-
Reserves	2,970,232	-	2,970,232	-
Accumulated losses	(11,050,064)	(61,489)	(11,050,064)	(107,086)
Total Equity	46,376,627	1,121,595	46,376,627	1,075,998

STATEMENT OF CHANGES IN EQUITY
For the year ended 30 June 2008

Consolidated

	Issued Capital	Accumulated Losses	Reserves	Total Equity
Balance at 30 June 2007	1,183,084	(61,489)	-	1,121,595
Share issue costs	(68,695)	-	-	(68,695)
Loss for period	-	(10,988,575)	-	(10,988,575)
Issued during year	1,248,050	-	-	1,248,050
Options converted to shares	502,268	-	-	502,268
Share premium reserve	-	-	2,970,232	2,970,232
Uranex acquisition	6,864,900	-	-	6,864,900
Isecibi acquisition	44,725,834	-	-	44,725,834
Balance at 30 June 2008	54,456,459	(11,050,064)	2,970,232	46,376,627

Parent

	Issued Capital	Accumulated Losses	Reserves	Total Equity
Balance at 30 June 2007	1,183,084	(107,086)	-	1,075,998
Share issue costs	(68,695)	-	-	(68,695)
Loss for period	-	(10,942,978)	-	(10,942,978)
Issued during year	1,249,050	-	-	1,249,050
Options converted to shares	502,268	-	-	502,268
Share premium reserve	-	-	2,970,232	2,970,232
Uranex acquisition	6,864,900	-	-	6,864,900
Isecibi acquisition	44,725,834	-	-	44,725,834
Balance at 30 June 2008	54,456,459	(11,050,064)	2,970,232	46,376,627

CASH FLOW STATEMENT
For the year ended 30 June 2008

	Consolidated	Consolidated	Parent Entity	Parent Entity
Note Ref	30-Jun-08	30-Jun-07	30-Jun-08	30-Jun-07
	\$	\$	\$	\$
Cash flows from operating activities				
Receipts from customers (inc. of GST)	276,461	355,425	13,205	782
Payments to suppliers and employees (inc. of GST)	(1,300,236)	(801,831)	(970,546)	(432,537)
Payment to settle deed of company arrangement	-	(750,000)	-	(750,000)
Interest received	94,257	31,706	94,257	31,706
Interest Paid	-	(3,242)	-	-
Net cash outflow from operating activities	(929,518)	(1,167,942)	(863,084)	(1,150,049)
Cash flows from investing activities				
Payments for physical non-current assets	(89,901)	-	(89,901)	-
Payment for new acquisitions	(295,763)	-	(295,763)	-
Payment to controlled entities	-	-	-	(60,000)
Proceeds from sale of physical non-current assets	47,850	31,994	-	-
Net cash inflow from investing activities	(337,814)	31,994	(385,664)	(60,000)
Cash flows from financing activities				
Proceeds from issue of share capital	5 1,751,336	2,270,627	1,751,336	2,270,627
Proceeds from borrowings	-	10,000	-	-
Repayment of borrowings	-	(69,160)	-	-
Payment of share issue costs	5 (68,695)	(106,347)	(68,695)	(106,348)
Net cash inflow from financing activities	1,682,641	2,105,120	1,682,641	2,164,279
Net increase in cash and cash equivalents	415,309	969,172	433,893	954,231
Cash and cash equivalents at beginning of the year	986,280	17,109	954,229	-
Cash and cash equivalents at end of the financial year	1,401,589	986,281	1,388,122	954,231

1. Revenue

	Consolidated 2008	Consolidated 2007	Parent Entity 2008	Parent Entity 2007
<i>Other Revenue</i>	\$	\$	\$	\$
Revenue from operating activities	227,268	278,598	15,713	-
Interest earned	94,573	32,488	94,573	32,488
	321,841	311,086	110,286	32,488

2. Discontinued Operations

	Consolidated 2008	Consolidated 2007	Parent Entity 2008	Parent Entity 2007
	\$	\$	\$	\$
Payment under deed of company arrangement	-	750,000	-	750,000
Net loss on defeasance of liabilities pursuant to a deed of company arrangement	-	750,000	-	750,000

3 (a) Expenses

	Consolidated 2008	Consolidated 2007	Parent Entity 2008	Parent Entity 2007
	\$	\$	\$	\$
Legal fees	122,943	105,468	121,965	97,223
Advertising	27,681	4,000	19,469	-
Accounting	36,598	36,725	34,063	36,725
Compliance costs	104,314	52,154	104,314	52,154
Consultant fees	107,901	132,047	104,269	104,172
Directors & company secretary fees	2,655,100	87,500	2,655,100	87,500
Depreciation	31,362	70,699	8,569	337
Insurance	20,781	8,970	17,931	8,100
Printing & stationery	9,257	1,614	8,398	117
Occupancy costs	75,114	36,121	45,352	11,839
Staff and employee benefits	191,071	24,450	106,298	-
Travel & accommodation	111,923	1,708	107,134	72
Other	111,993	23,854	97,518	6,380
Total Expenses	3,606,038	585,310	3,430,380	404,619

3 (b) Writedown of loans

	Consolidated 2008	Consolidated 2007	Parent Entity 2008	Parent Entity 2007
	\$	\$	\$	\$
Writedown of intercompany loan Fusion / Comdek Limited	-	-	(53,080)	(2,372,966)
	-	-	(53,080)	(2,372,966)

4. Income tax expense	Consolidated 2008	Consolidated 2007	Parent Entity 2008	Parent Entity 2007
(a) Income tax expense	\$	\$	\$	\$
Current tax	-	-	-	-
Deferred tax	-	-	-	-
Under (over) provided in prior years	-	-	-	-
	-	-	-	-
Income tax expense is attributable to:				
Loss from continuing operations	-	-	-	-
Aggregate income tax expense	-	-	-	-
Deferred income tax (revenue) expense included in income tax expense comprises:				
Decrease (increase) in deferred tax assets	-	-	-	-
(Decrease) increase in deferred tax liabilities	-	-	-	-
	-	-	-	-
(b) Numerical reconciliation of income tax expense to prima facie tax payable	Consolidated 2008	Consolidated 2007	Parent Entity 2008	Parent Entity 2007
	\$	\$	\$	\$
Loss from continuing operations before income tax expense	(10,988,575)	(375,000)	(10,942,978)	(2,745,097)
Loss from discontinued operations before income tax expense	-	(750,000)	-	(750,000)
	(10,988,575)	(1,125,000)	(10,942,978)	(3,495,097)
Tax at the Australian tax rate of 30%	(3,296,573)	(337,500)	(3,282,893)	(1,048,529)
Tax effect of amounts which are not deductible (taxable) in calculating taxable income:				
Loss pursuant to a deed of company arrangement	-	225,000	-	225,000
Tax losses not recognised	3,296,573	112,500	3,282,893	823,529
Income tax expense	-	-	-	-
(c) Tax losses	Consolidated 2008	Consolidated 2007	Parent Entity 2008	Parent Entity 2007
	\$	\$	\$	\$
Unused tax losses for which no deferred tax asset has been recognised	-	-	-	-
Potential tax benefit at 30%	-	-	-	-
All unused tax losses were incurred by Australian entities.				

5 Contributed Equity

(a) Share Capital

	Consolidated 2008 Shares	Consolidated 2008 \$	Consolidated 2007 Shares	Consolidated 2007 \$
Ordinary shares fully paid	459,947,742	9,730,625	331,357,086	1,183,084

(b) Other equity securities

	Consolidated 2008 Options	Consolidated 2008 \$	Consolidated 2007 Options	Consolidated 2007 \$
Options exercisable at 1 cent expiring 31 December 2009	9,712,270	-	24,940,926	-
Options exercisable at 2.5 cent expiring 28 November 2012	4,500,000	-	-	-
Options exercisable at 5 cent expiring 17 March 2013	2,500,000	-	-	-
Options exercisable at 6 cent expiring 28 November 2012	4,500,000	-	-	-
Options exercisable at 7 cent expiring 17 March 2013	2,500,000	-	-	-
Options exercisable at 10 cent expiring 17 March 2013	3,500,000	-	-	-
Options exercisable at 15 cent expiring 17 March 2013	3,500,000	-	-	-
Options exercisable at 15.5 cent expiring 28 May 2013	3,750,000	-	-	-
Options exercisable at 18.5 cent expiring 28 May 2013	3,750,000	-	-	-
Options exercisable at 20.5 cent expiring 28 May 2013	5,000,000	-	-	-
	43,212,270	-	24,940,926	-

(c) Movement in Ordinary Share Capital

Date	Details	Number of shares	Amount \$
30/06/07	Opening Balance	331,757,086	1,183,084
17/7/07	Placement	45,060,000	1,126,500
	Cost of Share Issue	-	(68,694)
23/10/07	Option Conversion	1,000,000	10,000
26/10/07	Option Conversion	3,764,768	37,648
30/11/07	Option Conversion	333,333	3,333
30/11/07	Option Conversion	342,917	3,429
7/12/07	Uranex Facilitation	13,000,000	1,264,900
7/12/07	Placement	4,900,000	122,500
18/12/07	Option Conversion	333,333	3,333
10/1/08	Option Conversion	10,000,000	350,000
29/1/08	Uranex Acquisition	40,000,000	5,600,000
29/1/08	Prospectus Placement	2,000	50
6/3/08	Option Conversion	5,945,535	59,455
6/3/08	Option Conversion	2,789,712	27,897
29/4/08	Option Conversion	376,141	3,761
28/5/08	Option Conversion	342,917	3,429
30/6/2008	Balance	459,947,742	9,730,625

(d) The purpose of the issue of shares was to:

- 1 fund the review, evaluation and development of the assets of the Company;
- 2 provide funds for the acquisition and development of additional opportunities in the mining industries, as identified by the Company;
- 3 provide funds for further acquisition and development of other investments, as identified by the Company; and
- 4 meet the administration costs of the Company

Ordinary shares entitle the holder to participate in dividends and the proceeds on winding up of the Company in proportion to the number of and amounts paid on the shares held. On a show of hands every holder of ordinary shares present at a meeting in person or by proxy, is entitled to one vote, and upon a poll each share is entitled to one vote.

(e) Movement in Options

Date	Details	Number of options	Issue price	Amount \$
30/6/07	Opening balance	24,940,926	-	-
23/10/07	Conversion of Options	(1,000,000)	-	-
26/10/07	Conversion of Options	(3,764,768)	-	-
30/11/07	Conversion of Options	(676,250)	-	-
7/12/07	Issue Uranex Facilitators 3.5c Options	10,000,000	-	-
7/12/07	Director 2.5c Options	4,500,000	-	-
7/12/07	Director 6c Options	4,500,000	-	-
18/12/07	Conversion of Options	(333,333)	-	-
10/1/08	Conversion of Options	(10,000,000)	-	-
6/3/08	Conversion of Options	(8,735,247)	-	-
17/3/08	Director 5c Options	2,500,000	-	-
17/3/08	Director 7c Options	2,500,000	-	-
17/3/08	Director 10c Options	3,500,000	-	-
17/3/08	Director 15c Options	3,500,000	-	-
29/4/08	Conversion of Options	(719,058)	-	-
26/5/08	Director 15.5c Options	3,750,000	-	-
26/5/08	Director 18.5c Options	3,750,000	-	-
26/5/08	Director 20.5c Options	5,000,000	-	-
30/6/2008	Balance	<u>43,212,270</u>		<u>-</u>

All of the options issued during the year were on the following terms. Exercise prices and expiry dates varied but are all those disclosed at 5(b) above other than the 1 cent exercise price options:

- Each Option will lapse if not exercised on or before the expiry date.
- Each Option shall entitle the holder to subscribe for and to be allotted one share in the capital of the Company upon exercise of the Option and payment to the Company of the Exercise Price.
- An Option may be exercised by the option holder at any time prior to the expiry date by sending a completed and signed notice of exercise, together with the payment of the Exercise Price and the statement for the Option, to the Company's Share Registry. If the option holder holds more than one Option, the Options may be exercised in whole or in part.
- A notice of exercise is only effective when the Company has received the full amount of the Exercise Price in cash or cleared funds.
- Subject to any restrictions in the ASX Listing Rules, within 14 days of receipt of a properly executed notice of exercise and the required application moneys, the number of shares specified in the notice will be allotted.
- Each statement will bear a suitable form of notice of exercise of the Options, endorsed on the back of the statement, for completion by the option holder (if required). If the Options comprised in any such statement are exercised in part only, before the expiry date, the Company will issue the option holder with a fresh statement for the balance of the Options held and not yet exercised.
- The period during which the Options may be exercised will not be extended.
- The option holder is not entitled to participate in new issues of securities offered to shareholders. The option holder can participate in new issues of securities offered to shareholders if the Option is exercised before the relevant record date for that new issue.

- (i) If from time to time before the expiry of the Options the Company makes an issue of Shares to the holders of Shares by way of capitalisation of profits or reserves (a "bonus issue"), other than in lieu of a dividend payment, then upon exercise of an Option the option holder will be entitled to have issued to it, in addition to the Shares which it is otherwise entitled to have issued to it upon such exercise, additional shares in the Company. The number of additional Shares is the number of Shares which would have been issued to it under that bonus issue ("bonus shares") if on the date on which entitlements were calculated it had been registered as the holder of the number of Shares which it would have been registered as holder if immediately before that date it had exercised its Options. The bonus shares will be paid up by the Company out of profits or reserves (as the case may be) in the same manner as was applied in relation to the bonus issue and upon issue will rank equally in all respects with the other Shares allotted upon exercise of the Options.
- (j) In the event of any reconstruction (including consolidation, subdivision, reduction, cancellation or return) of the issued capital of the Company before the expiry of any Options, all rights of the option holder, will be reconstructed (as appropriate) in accordance with the Listing Rules applying to a re-organisation of capital at the time of the re-organisation.
- (k) Shares allotted pursuant to the exercise of the Options will rank equally with the then issued Shares of the Company.
- (l) Should the Company at any time over the life of the Option be readmitted to the ASX and an option holder exercises Options post the readmission date, the Company undertakes to apply for official quotation by ASX of all Shares allotted pursuant to the exercise of any Options, within 10 business days of the date of allotment of those Shares.
- (m) Other than as referred to above, the Option does not confer the right to a change in Exercise Price, or a change to the number of underlying securities over which it can be exercised.

GUIDE TO THE APPLICATION FORM

If an applicant has any questions on how to complete this Application Form, please telephone the Company Secretary on (02) 9376 9000.

A. Application for Shares

The Application Form must only be completed in accordance with instructions included in Prospectus.

B. Name of Applicant

Write the Applicant's FULL NAME. This must be either an individual's name or the name of a company. Please refer to the bottom of this page for the correct form of registrable title. Applications using the incorrect form of registrable title may be rejected.

C. Name of Joint Applicants or Account Designation

If JOINT APPLICANTS are applying, up to three joint Applicants may register. If applicable, please provide details of the Account Designation in brackets. Please refer to the bottom of this page for instructions on the correct form of registrable title.

D. Address

Enter the Applicant's postal address for all correspondence. If the postal address is not within Australia, please specify Country after City/Town.

E. Contact Details

Please provide a contact name and daytime telephone number so that the Company can contact the Applicant if there is an irregularity regarding the Application Form.

F. CHES HIN or existing SRN Details

The Company participates in CHES. If the Applicant is already a participant in this system, the Applicant may complete this section with their existing CHES HIN. If the applicant is an existing shareholder with an Issuer Sponsored account, the SRN for this existing account may be used. Otherwise leave the section blank and the Applicant will receive a new Issuer Sponsored account and statement.

G. Cheque Details

Make cheques payable to "Resource Generation Limited – Share Offer Account" in Australian currency and cross them "Not Negotiable". Cheques must be drawn on an Australian Bank. The amount of the cheque should agree with the amount shown on the Application Form.

H. Declaration

This Application Form does not need to be signed. By lodging this Application Form and a cheque for the application money this Applicant hereby:

- (1) applies for the number of Shares specified in the Application Form or such lesser number as may be allocated by the Directors;
- (2) agrees to be bound by the constitution of the Company;
- (3) authorises the directors of the Company to complete or amend this Application Form where necessary to correct any errors or omissions;
- (4) acknowledges that he/she has received a copy of the Prospectus attached to this Application Form or a copy of the Application Form before applying for the Shares; and
- (5) acknowledges that he/she will not provide another person with this Application Form unless it is attached to or accompanied by the Prospectus.

CORRECT FORMS OF REGISTRABLE TITLE

Note that ONLY legal entities are allowed to hold securities. Application Forms must be in the name(s) of a natural person(s), companies or other legal entities acceptable to the Company. At least one full given name and the surname is required for each natural person. Application Forms cannot be completed by persons under 18 years of age. Examples of the correct form of registrable title are set out below.

Type of Investor	Correct Form of Registration	Incorrect Form of Registration
Individual Use given names in full, not initials	Mr John Alfred Smith	J A Smith
Company Use the company's full title, not abbreviations	ABC Pty Ltd	ABC P/L or ABC Co
Joint Holdings Use full and complete names	Mr Peter Robert Williams & Ms Louise Susan Williams	Peter Robert & Louise S Williams
Trusts Use the trustee(s) personal name(s).	Mrs Susan Jane Smith <Sue Smith Family A/C>	Sue Smith Family Trust
Deceased Estates Use the executor(s) personal name(s).	Ms Jane Mary Smith & Mr Frank William Smith <Est John Smith A/C>	Estate of late John Smith or John Smith Deceased
Minor (a person under the age of 18) Use the name of a responsible adult with an appropriate designation.	Mr John Alfred Smith <Peter Smith A/C>	Master Peter Smith
Partnerships Use the partners personal names.	Mr John Robert Smith & Mr Michael John Smith <John Smith and Son A/C>	John Smith and Son
Long Names.	Mr John William Alexander Robertson-Smith	Mr John W A Robertson-Smith
Clubs/Unincorporated Bodies/Business Names Use office bearer(s) personal name(s).	Mr Michael Peter Smith <ABC Tennis Association A/C>	ABC Tennis Association
Superannuation Funds Use the name of the trustee of the fund.	Jane Smith Pty Ltd <Super Fund A/C>	Jane Smith Pty Ltd Superannuation Fund

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