

CLAYTON UTZ**Fax**

11 July 2022

Market Announcements Office
ASX Limited, Sydney
1300 135 638

No of pages: 4

Dear Sir / Madam

ASIC Form 605 - Notice of Ceasing to be a Substantial Holder

In accordance with section 671B of the Corporations Act 2001 (Cth), please see enclosed a Form 605 (Notice of Ceasing to be a Substantial Holder) in relation to Resource Generation Limited (ACN 059 950 337).

Yours sincerely



Rory Moriarty, Partner, NPGL Corporate
+61 2 9353 4764
rmoriarty@claytonutz.com

Attach

Form 605
Corporations Act 2001
Section 671B

Notice of ceasing to be a substantial holder

To Company Name/Scheme Resource Generation Limited

ACN/ARSN ACN 059 950 337

1. Details of substantial holder (1)

Name Noble Resources International Pte Ltd (NR IPL)

ACN/ARSN (if applicable) N/A

The holder ceased to be a substantial holder on

24 June 2022

The previous notice was given to the company on

24 December 2018

The previous notice was dated

24 December 2018

2. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest (2) of the substantial holder or an associate (3) in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (4)	Consideration given in relation to change (5)	Class (6) and number of securities affected	Person's votes affected
24 June 2022	NR IPL	Please see Annexure A	Please see Annexure A	1,105,693 fully paid ordinary shares	1,105,693

3. Changes in association

The persons who have become associates (3) of, ceased to be associates of, or have changed the nature of their association (7) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
N/A	N/A

4. Addresses

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

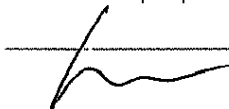
Name	Address
NR IPL	60 Anson Road #19-01 Mapletree Anson, Singapore 079914

Signature

print name Matthew Philip Hopkins

capacity Director

sign here




date 8 July 2022

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 4 of the form.
- (2) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (3) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (4) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (5) Details of the consideration must include any and all benefits, moneys and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (6) The voting shares of a company constitute one class unless divided into separate classes.
- (7) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

Annexure A to Form 605

This is Annexure A of 1 page referred to in Form 605 (Notice of ceasing to be a substantial holder), signed by me and dated 8 July 2022.



Matthew Philip Hopkins
Director
Noble Resources International Pte Ltd

Details of issue and allotment of shares in Resource Generation Limited

1. Since 26 October 2020 the ordinary class shares in Resource Generation Limited (**RES**) (**RES Shares**) have been suspended from quotation on the official list of the Australian Securities Exchange.
2. On 2 July 2021, William James Harris, Anthony Norman Connelly and Jason Preston of McGrathNicol were appointed voluntary administrators of RES (**Deed Administrators**).
3. A proposal by Alt Finance Pty Ltd, for the restructure and recapitalisation of RES via a Deed of Company Arrangement (**DOCA**) and Creditor's Trust (to be known as Resource Generation Creditors Trust), was submitted to the Deed Administrators (**Recapitalisation Proposal**) on 14 January 2022. A creditors' meeting was convened by the Deed Administrators to consider the Recapitalisation Proposal. Creditors accepted the Recapitalisation Proposal on 10 February 2022, and the DOCA was signed on 10 February 2022.
4. The essential terms of the Recapitalisation Proposal are as follows:
 - a. the consolidation of RES Shares on a 1:72 basis (**Consolidation**);
 - b. the allotment and issue in aggregate of 92,000,000 RES Shares to raise \$235,000 (**Issue and Allotment**);
 - c. the appointment of new directors and a company secretary for RES; and
 - d. the payment of \$225,000 to be paid by Alt Finance Pty Ltd into a Deed of Company Arrangement Fund and reimbursed by RES to Alt Finance Pty Ltd from the capital raising, leaving RES with \$10,000 cash at bank, and no liabilities. These payments are to effectuate the DOCA.
5. The Recapitalisation Proposal required, as a condition, various approvals to be obtained from the shareholders of RES (**Resolutions**). The Deed Administrators called a general meeting of RES shareholders to consider such Resolutions (**Meeting**). The Meeting was held virtually at 11.00am on 27 May 2022, which approved, amongst other things, the Consolidation and the Issue and Allotment.
6. Prior to the Consolidation and the Issue and Allotment, Noble Resources International Pte Ltd (**NR IPL**) held 79,609,933 fully paid RES Shares amounting to a voting power of 13.69% (as noted in Form 603 (Notice of initial substantial holder) dated 24 December 2018, previously given to RES).
7. On 6 June 2022, the Consolidation occurred so that the total number of issued RES Shares was reduced from 581,380,338 to 8,073,381. Consequently, the number of RES Shares held by NR IPL decreased from 79,609,933 to 1,105,693. However, NR IPL's percentage shareholding in RES remained at 13.69%, so that NR IPL continued to hold 5% or more of the total number of votes attached to voting shares in RES (**Substantial Holding**).
8. Following the Consolidation, the Issue and Allotment occurred on 24 June 2022, which caused the total votes attached to NR IPL's RES Shares to decrease from 13.69% to 1.10%. Accordingly, NR IPL no longer holds a Substantial Holding.