

RENERGEN LIMITED

Incorporated in the Republic of South Africa

(Registration number: 2014/195093/06)

Share code: REN

ISIN: ZAE000202610

("Renergen" or "the Company")



DISTRIBUTION OF CIRCULAR AND NOTICE OF GENERAL MEETING

INTRODUCTION

To fully develop Renerge's Virginia gas project, the Board has undertaken to raise capital through various means. The initial capital raise was by way of a Rights Issue which was completed in November 2018 whereby the Company raised R125 million and subsequently a specific issue of shares for cash to raise a maximum of R150 million ("Specific Issue"), which shares are to be listed on the Australian Stock Exchange, subject to various approvals.

Renergen is proposing to convene a General Meeting of its shareholders for the purpose of considering and, if deemed fit, approving the necessary resolutions to issue such number of ordinary shares in order to facilitate the Specific Issue.

DISTRIBUTION OF CIRCULAR AND NOTICE OF GENERAL MEETING

A circular ("**Circular**"), detailing the Specific Issue, will be distributed to shareholders today, Monday, 18 February 2019. The Circular also incorporates a notice convening a general meeting of shareholders ("**General Meeting**") for the purpose of considering, and, if deemed fit, passing, with or without modification, the resolutions contained in such notice.

Notice is hereby given that the General Meeting will be held at 10h00 on Tuesday, 19 March 2019 at 1st Floor, 1 Bompas Road, Dunkeld West, 2196, to consider and, if deemed fit, to pass, with or without modification, the requisite resolutions required for the Specific Issue.

The Circular is available in English only. Copies may be obtained during normal business hours from the registered office of the Company and from the offices of the Company's sponsor, PSG Capital, from Monday, 18 February 2019 until Tuesday, 19 March 2019 (both days inclusive). A copy of the Circular will also be available on the Company's website (www.renergen.co.za).

IMPORTANT DATES AND TIMES

Shareholders are referred to the table below setting out important dates and times in relation to the General Meeting and the Specific Issue.

	2019
Notice record date, being the date on which a shareholder must be registered in the Company's register in order to be eligible to receive notice of the General Meeting	Friday, 8 February
Announcement of distribution of Circular and notice convening the General Meeting released on SENS on	Monday, 18 February

Circular incorporating the notice of General Meeting and form of proxy, distributed to shareholders on	Monday, 18 February
Last day to trade shares in order to be recorded in the register to vote at the General Meeting (see note 3 below) on	Tuesday, 5 March
General Meeting record date, being the date on which a shareholder must be registered in the register in order to be eligible to attend and participate in the General Meeting and to vote thereat, by close of trade on	Friday, 8 March
For administrative reasons, forms of proxy in respect of the General Meeting to be lodged at or received via post or e-mail by the Company's transfer secretaries, Computershare, by no later than 10h00 on	Friday, 15 March
Form of proxy in respect of the General Meeting to be handed to the chairperson of the General Meeting or the transfer secretaries at the General Meeting, at any time before the proxy exercises any rights of the shareholder at the General Meeting on	Tuesday, 19 March
General Meeting held at 10h00 on	Tuesday, 19 March
Results of the General Meeting published on SENS on	Tuesday, 19 March

Notes:

1. The above dates and times are subject to change. Any such change will be released on SENS. All times are South African standard times.
2. A form of proxy (*yellow*) may be handed to the Chairman of the General Meeting prior to the exercise of the voting rights in terms thereof in respect of the resolution in question.
3. If the General Meeting is adjourned or postponed, forms of proxy (*yellow*) submitted in respect of the initial General Meeting will remain valid in respect of any adjournment or postponement of the General Meeting.

Johannesburg
18 February 2019

Designated Adviser and Corporate Adviser
PSG Capital



PSG CAPITAL