

29 August 2014

Manager  
Company Announcement Office  
Australian Securities Exchange Limited  
Level 4, Stock Exchange Tower  
20 Bridge Street  
Sydney 2000

### 2013 NOTICE OF MEETING

Please find attached the 2013 Notice of Annual General Meeting for Green Invest Limited and Proxy Form that are being mailed to shareholders today.



Peter McCoy  
Chairman

## NOTICE OF ANNUAL GENERAL MEETING

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**NOTICE** is given that the 2013 annual general meeting of Green Invest Limited (ACN 119 031 462) ("**Company**") will be held at Mezzanine Function Room, Morgans at 401, Mezz Floor, 401 Collins Street on 30 September 2014 at 10.00am.

Shareholders are invited to consider the following items of business at the annual general meeting:

### BUSINESS

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#### 1. Financial and Related Reports

To lay before the annual general meeting the financial report of the Company and its controlled entities and the related directors' and auditor's reports for Shareholders to receive and consider.

#### 2. Re-election of Director (Resolution 1)

To consider, and if thought fit, pass the following resolution as an ordinary resolution:

*"That, for all purposes, Robert Bell who retires in accordance with the constitution of the Company and, being eligible, is re-elected as a director of the Company."*

#### 3. Adoption of Remuneration Report (non-binding vote) (Resolution 2)

To consider, and if thought fit, pass the following resolution as an ordinary resolution:

*"That for the purposes of section 250R(2) of the Corporations Act, approval is given for the adoption of the Remuneration Report of the Company and its controlled entities for the financial year ended 30 June 2013 and the half year ended 31 December 2013."*

The vote on this item is advisory only and does not bind the directors or the Company. The resolution gives Shareholders the opportunity to ask questions or make comments concerning the Remuneration Report during the meeting.

#### Voting exclusion:

Resolution 2 is indirectly connected with the remuneration of KMP Members. In accordance with the requirements of the Corporations Act the Company will disregard any votes cast (in any capacity) on resolution 2 by or on behalf of:

- a KMP Member; or
- a closely related party of a KMP Member (such as close family members and any companies the person controls).

However, the Company need not disregard a vote if it is cast:

- as proxy for a person entitled to vote, and is cast in accordance with a direction on the proxy form; or
- by the Chairman as proxy for a person who is entitled to vote, and he/she has been expressly authorised to exercise the proxy.

#### 4. Approval of Additional Placement Capacity (Resolution 3)

To consider, and if thought fit, pass the following resolution as a special resolution:

*"That for the purposes of ASX Listing Rule 7.1A and for all other purposes, the directors are authorised to issue up to the number of Shares calculated in accordance with the formula prescribed by ASX Listing Rule 7.1A.2 at an issue price, or for non-cash consideration, that is at least 75% of the volume weighted average price for the Company's*

*Shares calculated over the period prescribed under ASX Listing Rule 7.1A.3, and otherwise on the terms and conditions set out in the explanatory notes which forms part of this notice of meeting."*

**Voting exclusion:**

The Company will disregard any votes cast by a person who may participate in an issue of Shares under the Additional Placement Capacity (and any Associate of that person) and any person who might obtain a benefit, except a benefit solely in the capacity of a Shareholder, if Resolution 3 is passed (and any Associate of that person). However, the Company need not disregard a vote if it is cast:

- as a proxy for a person who is entitled to vote, and is cast in accordance with a direction on the proxy form; or
- by the Chairman as a proxy for a person who is entitled to vote, and is cast in accordance with a direction on the proxy form to vote as the proxy decides.

**5. Approval of Issue of Shares under Private Placement (Resolution 4)**

To consider, and if it thought fit, pass the following resolution as an ordinary resolution:

*"That for the purposes of the Listing Rule 7.1 and for all other purposes, approval is given for the allotment and issue by the Company of 11,882,254 Shares by way of private placement to RM Corporate Finance Pty Ltd at an issue price of \$0.02, and otherwise on the terms and conditions set out in the explanatory notes which forms part of this notice of meeting."*

**Voting exclusion:**

The Company will disregard any votes cast on Resolution 4 by RM Corporate Finance Pty Ltd (and any Associate of that person) and any person who might benefit, except a benefit solely in the capacity of a Shareholder, if Resolution 4 is passed (and any Associate of that person). However, the Company need not disregard a vote if it is cast:

- as a proxy for a person who is entitled to vote, and is cast in accordance with a direction on the proxy form; or
- by the Chairman as a proxy for a person who is entitled to vote, and is cast in accordance with a direction on the proxy form to vote as the proxy decides.

**6. Approval in respect of options to be issued under the Director Loan Deed to Birchwood Group Pty Ltd (Resolution 5)**

To consider, and if it thought fit, pass the following resolution as an ordinary resolution:

*"That for the purposes of the Listing Rule 10.11 and for all other purposes, approval is given for the issue of options to Birchwood Group Pty Ltd over 2,500,000 Shares in the Company which are exercisable on a 1:1 basis at \$0.08 on the terms and conditions set out in the explanatory notes which forms part of this notice of meeting."*

**Voting exclusion:**

The Company will disregard any votes cast on Resolution 5 by Birchwood Group Pty Ltd (and any Associate of that person). However, the Company need not disregard a vote if it is cast:

- as a proxy for a person who is entitled to vote, and is cast in accordance with a direction on the proxy form; or
- by the Chairman as a proxy for a person who is entitled to vote, and is cast in accordance with a direction on the proxy form to vote as the proxy decides.



**7. Approval in respect of options to be issued under the Director Loan Deed to GFK Investments Pty Ltd (Resolution 6)**

To consider, and if it thought fit, pass the following resolution as an ordinary resolution:

*"That for the purposes of the Listing Rule 10.11 and for all other purposes, approval is given for the issue of options to GFK Investments Pty Ltd over 2,500,000 Shares in the Company which are exercisable on a 1:1 basis at \$0.08 on the terms and conditions set out in the explanatory notes which forms part of this notice of meeting."*

**Voting exclusion:**

The Company will disregard any votes cast on Resolution 6 by GFK Investments Pty Ltd (and any Associate of that person). However, the Company need not disregard a vote if it is cast:

- as a proxy for a person who is entitled to vote, and is cast in accordance with a direction on the proxy form; or
- by the Chairman as a proxy for a person who is entitled to vote, and is cast in accordance with a direction on the proxy form to vote as the proxy decides.

**8. Approval in respect of Shares to be issued under the Director Loan Deed to Birchwood Group Pty Ltd (Resolution 7)**

To consider, and if it thought fit, pass the following resolution as an ordinary resolution:

*"That for the purposes of the Listing Rule 10.11 and for all other purposes, approval is given for the allotment and issue by the Company of 10,125,376 Shares at an issue price of \$0.02 per Share to Birchwood Group Pty Ltd on the terms and conditions set out in the explanatory notes which forms part of this notice of meeting."*

**Voting exclusion:**

The Company will disregard any votes cast on Resolution 7 by Birchwood Group Pty Ltd (and any Associate of that person). However, the Company need not disregard a vote if it is cast:

- as a proxy for a person who is entitled to vote, and is cast in accordance with a direction on the proxy form; or
- by the Chairman as a proxy for a person who is entitled to vote, and is cast in accordance with a direction on the proxy form to vote as the proxy decides.

**9. Approval in respect of Shares to be issued under the Director Loan Deed to GFK Investments Pty Ltd (Resolution 8)**

To consider, and if it thought fit, pass the following resolution as an ordinary resolution:

*"That for the purposes of the Listing Rule 10.11 and for all other purposes, approval is given for the allotment and issue by the Company of 10,500,000 Shares at an issue price of \$0.02 per Share to GFK Investments Pty Ltd on the terms and conditions set out in the explanatory notes which forms part of this notice of meeting."*

**Voting exclusion:**

The Company will disregard any votes cast on Resolution 8 by GFK Investments Pty Ltd (and any Associate of that person). However, the Company need not disregard a vote if it is cast:

- as a proxy for a person who is entitled to vote, and is cast in accordance with a direction on the proxy form; or
- by the Chairman as a proxy for a person who is entitled to vote, and is cast in accordance with a direction on the proxy form to vote as the proxy decides.

To the extent permitted by law, the Chairman intends to vote undirected proxies in favour of all resolutions.

Dated 29 August 2014

**By order of the Board of Green Invest Limited**

**Gregor Dixon**  
**Company Secretary**

## VOTING INFORMATION

### Voting by Proxy

- (a) A Shareholder entitled to attend and vote at the annual general meeting may appoint one proxy or, if the Shareholder is entitled to cast 2 or more votes at the meeting, 2 proxies, to attend and vote instead of the Shareholder.
- (b) Where 2 proxies are appointed to attend and vote at the meeting, each proxy may be appointed to represent a specified proportion or number of the Shareholder's voting rights at the meeting.
- (c) A proxy need not be a Shareholder of the Company.
- (d) A proxy may be an individual or a body corporate. If a body corporate is appointed, the proxy form must indicate the full name of the body corporate and the full name or title of the individual representative of the body corporate for the meeting.
- (e) A proxy form accompanies this notice. If a Shareholder wishes to appoint more than 1 proxy, they may make a copy of the proxy form attached to this notice. For the proxy form to be valid it must be received together with the power of attorney or other authority (if any) under which the form is signed, or a certified copy of that power or authority by 10.00 am (Melbourne time) on 28 September 2014 at Computershare Investor Services Pty Limited:
  - by post at GPO Box 242, Melbourne, Victoria 3001; or
  - by facsimile: 1800 783 447 (within Australia) and +61 3 9473 2555 (outside Australia).

### Voting and Other Entitlements at the Annual General Meeting

A determination has been made by the Board of the Company under regulation 7.11.37 of the *Corporations Regulations 2001* that the persons eligible to vote at the annual general meeting are those who are registered Shareholders of the Company as at 7.00 pm (Melbourne time) on 28 September 2014.



## EXPLANATORY NOTES TO NOTICE OF ANNUAL GENERAL MEETING

This explanatory memorandum has been prepared for the information of Shareholders in connection with the annual general meeting of the Company Shareholders to be held on 30 September 2014 at 10.00am.

The purpose of this explanatory memorandum is to provide Shareholders with all information known to the Company, which is material to a decision on how to vote of the six resolutions in the accompanying notice of annual general meeting.

This explanatory memorandum is provided to the Shareholders pursuant to and in satisfaction of Listing Rule 7.3 and 7.3A. The explanatory memorandum is intended to be read in conjunction with the notice of annual general meeting.

### 1. Financial and Related Reports

The 2013 annual report contains the directors' reports, the financial reports and the Remuneration Report. The Company's 2013 annual report has been lodged with the ASX and is available from the Company's website ([www.greeninvest.com](http://www.greeninvest.com)).

### 2. Re-election of Director (Resolution 1)

Resolution 1 seeks Shareholder approval to re-elect Robert Bell as a director of the Company. Under rule 3.6 of the Company's constitution, one third of the directors must retire from office and are eligible for re-election.

Robert Bell, a geologist with in excess of 30 years' experience and has worked on projects in Australia, New Guinea and the USA. Robert is currently a non-executive director of Plant Gas Ltd (director since October 2007) and Cerro Resources NL (director since August 2009).

*The Board, with Mr Robert Bell abstaining, recommends that Shareholders vote in favour of Resolution 1.*

### 3. Adoption of Remuneration Report (Resolution 2)

Shareholders are asked to adopt the Company's Remuneration Report set out in the 2013 annual report.

The Remuneration Report:

- describes the policies behind, and the structure of, the remuneration arrangements of the Company and the link between the remuneration of executives and the Company's performance; and
- sets out the remuneration arrangements in place for each director and for certain members of the senior management team.

Section 250R(2) of the Corporations Act requires the Company to put a resolution to the annual general meeting for adoption of the Remuneration Report. The vote on Resolution 2 is advisory only and does not bind the Company or its directors. The Company's Remuneration Committee will take into account the discussion on this item and the outcome of the vote when considering the future remuneration policies and practices of the Company.

*The directors unanimously recommend that Shareholders vote in favour of Resolution 2.*

#### 4. Approval of Additional Placement Capacity (Resolution 3)

Listing Rule 7.1A enables certain 'eligible entities' to issue up to 10% of their issued share capital through placements over a 12-month period commencing after the annual general meeting at which the approval is obtained (**Additional Placement Capacity**).

An 'eligible entity' is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Company is an 'eligible entity'.

The Additional Placement Capacity is in addition to the Company's 15% placement capacity under Listing Rule 7.1 and, as such, if Resolution 3 is approved, the directors will be able to issue, without Shareholder approval, a number of Shares representing up to 25% of the Company's issued share capital until such time as the Shareholder approval provided under Resolution 3 ceases under the terms and conditions set out below.

The Listing Rules require that Shareholders approve the Additional Placement Capacity by special resolution at an annual general meeting before any shares are issued under the Additional Placement Capacity.

Importantly:

- Listing Rule 7.1A.3 requires that the issue price for each Share issued under the Additional Placement Capacity not be less than 75% of the volume weighted average price for securities in that class over the 15 trading days on which trades in that class were recorded immediately before:
  - the date on which the price at which the securities are to be issued is agreed; or
  - if the securities are not issued within 5 trading days of the date above, the date on which the securities are issued.
- As at the date of this notice, the minimum issue price for each Share issued under the Additional Placement Capacity is \$0.03.
- The issue of Shares under the Additional Placement Capacity may result in voting dilution of existing ordinary Shareholders (as shown in Table 1). There is also the risk that:
  - the market price for Shares may be significantly lower on the issue date than on the date of the annual general meeting; and
  - the Shares may be issued at a price that is at a discount to the market price for those Shares on the issue date.
- The approval to issue Shares under the Additional Placement Capacity will cease to be valid upon the earlier of:
  - 30 September 2015; or
  - the date of approval by Shareholders of a significant change to the Company's activities under Listing Rule 11.1.2 or the date of approval by ordinary Shareholders of a disposal of a major asset under Listing Rule 11.2.

To be clear, any approval of the Additional Placement Capacity at this annual general meeting will cease to be valid in the event that Shareholders approve a transaction under Listing Rule 11.1.2 or 11.2.

- The Company may issue Shares under the Additional Placement Capacity for the following purposes:



- non-cash consideration: for the acquisition of new assets and investments (in such circumstances the Company will announce to the market the valuation of the non-cash consideration as required by Listing Rule 7.1A.3); or
  - cash consideration: to raise funds for the acquisition of new assets or investments (including assets associated with such acquisition) or to repay debt.
- The Company's allocation policy for issues under the Additional Placement Capacity is dependent on prevailing market conditions at the time of any proposed issue. The identity of the allottees of the Shares will be determined on a case-by-case basis having regard to factors which include but are not limited to the following:
- the methods of raising funds that are available to the Company, including rights issues or other issues in which existing Shareholders may participate;
  - the effect of the issue of the Shares on the control of the Company;
  - the financial situation of the Company; and
  - advice from the Company's advisors.

The allottees under the Additional Placement Capacity have not yet been determined but if such an exercise was undertaken, allottees may include existing substantial Shareholders and or new Shareholders who are not related parties or Associates of a Related Party of the Company.

- The Company has previously obtained approval for the Additional Placement Capacity in the 2012 annual general meeting, the results of which was announced on 10 August 2013.
- A voting exclusion statement has been included in the notice of meeting. However, as at the date of this notice, the Company has not approached any existing Shareholder to participate in the issue of Shares under the Additional Placement Capacity. No existing Shareholder's votes will therefore be excluded under the voting exclusion in the notice.

Variable A ASX LR 7.1A2	Dilution		
	\$0.02	\$0.04	\$0.08
	50% decrease in Issue Price	Issue Price	100% Increase in Issue Price
<b>Current Variable A</b> 59,440,995 Shares	10% Voting Dilution: 5,944,110 Shares		
	\$118,882 raised	\$237,746 raised	\$475,529 raised
<b>50% Increase in Current Variable A</b> 89,161,492 Shares	10% Voting Dilution: 8,916,149 Shares		
	\$178,323 raised	\$356,646 raised	\$713,292 raised
<b>100% Increase in Current Variable A</b> 118,881,990 Shares	10% Voting Dilution: 11,888,199 Shares		
	\$237,764 raised	\$475,528 raised	\$951,056 raised

Table 1

- Current Variable A is calculated as at 30 June 2014.
- The Company issues the maximum number of Shares available under the Additional Placement Capacity.
- The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue.
- The table shows only the issue of Shares under the Additional Placement Capacity and not under Listing Rule 7.1.
- The issue price of \$0.04 was the closing price of Shares on ASX on 30 September 2013.

The Company has previously obtained approval under Listing Rule 7.1A in the 2012 annual general meeting. As such, Listing Rule 7.3A.6 requires the notice of meeting to include the following information:

- the total number of equity securities issued in the 12 months preceding the date of the meeting is nil; and
- details of all issues of equity securities by the Company during the 12 months preceding the date of the meeting is nil.

*The Board unanimously recommends that Shareholders vote in favour of the Additional Placement Capacity*

## 5. Approval of the Issue of Shares under Private Placement (Resolution 4)

The Company has offered to issue, subject to Shareholder approval, a maximum of 11,882,254 Shares at an issue price of \$0.02 per Share by way of private placement to raise \$237,645 to RM Corporate Finance Pty Ltd.

In addition, the Company intends to undertake a partially underwritten non-renounceable rights issue to eligible shareholders on the basis of 1 new Share for every 1 existing Share held at an issue price of \$0.02 to raise \$1.18 million (**Rights Issue**). A prospectus in relation to the Rights Issue will be lodged with ASIC, which will specify the opening date and closing date (**Closing Date**) of the Rights Issue.

It is intended that the placement be finalised and the Shares allotted:

- after the date that is 10 business days after the date that Shareholder approval is obtained; and
- before the Closing Date,

which, in any event, will be no later than 3 months after the date of this annual general meeting.

The Shares issued under the placement will be ordinary shares that rank *pari passu* with existing Shares.

The proceeds of the placement will be utilised to reduce the Company's creditor liabilities in accordance with the Recapitalisation Plan.

The voting exclusion statement for Resolution 4 is stated in the notice of meeting above.

*The Board unanimously recommends that Shareholders vote in favour of Resolution 4.*

**6. Approval in respect of options and Shares to be issued under Director Loan Deed (Resolutions 5, 6, 7 and 8)**

The Company has entered into the Director Loan Deed with Birchwood Group Pty Ltd and GFK Investments Pty Ltd. The Director Loan Deed sets out the terms and conditions under which the interest-free loans with an aggregate amount of \$1,025,015.06 that were previously advanced to the Company by each of Birchwood Group Pty Ltd and GFK Investments Pty Ltd are to be satisfied.

Specifically, the Company has agreed that:

- \$100,000 of each loan is forgiven in consideration for the issue of options over 5,000,000 Shares in the Company which are exercisable on a 1:1 basis at \$0.08 (**Options**) to each of Birchwood Group Pty Ltd and GFK Investments Pty Ltd; and
- 50% of the remaining balance of each loan is converted into Shares at an issue price of \$0.02, which equates to:
  - (i) 10,125,376 Shares in respect of Birchwood Group Pty Ltd; and
  - (ii) 10,500,000 Shares in respect of GFK Investments Pty Ltd.

The key terms of the Options are attached as Annexure A.

Subsequent to the issue of options and Shares as detailed above, the outstanding amounts under each loan is repaid on the following terms:

- repaid to Birchwood Group Pty Ltd and GFK Investments Pty Ltd on or before 1 July 2015 and 31 December 2014 respectively;
- interest rate of 8% per annum; and



- the Company will grant each of Birchwood Group Pty Ltd and GFK Investments Pty Ltd a second-ranking subordinated security in consideration of the loans.

#### *Listing Rule 10.11*

Listing Rule 10.11 provides that, unless one of the exceptions in Listing Rule 10.12 applies, the Company must not, without the approval of Shareholders, issue or agree to issue equity securities to a Related Party, or a person whose relationship with the Company or a Related Party of the Company is in ASX's opinion such that approval should be obtained.

Birchwood Group Pty Ltd and GFK Investments Pty Ltd are controlled by Mr Peter McCoy and Mr Robert Michael Bell respectively, who are each a director of the Company. Accordingly, Birchwood Group Pty Ltd and GFK Investments Pty Ltd are each a Related Party of the Company.

In accordance with Listing Rule 7.2 (Exception 14), if approval for the issue of Shares is given under Listing Rule 10.11, approval is not required under Listing Rule 7.1. Accordingly, the issue of the options and the Shares under the terms of the Director Loan Deed will not be included in the 15% limit of the Company's annual placement capacity pursuant to Listing Rule 7.1.

#### *Listing Rule 10.13*

Listing Rule 10.13 sets out a number of matters which must be included in a notice of meeting requesting Shareholder approval under Listing Rule 10.11. In accordance with Listing Rule 10.13, the following information is provided to Shareholders to assist them in deciding whether to approve Resolution 5:

- Birchwood Group Pty Ltd and GFK Investments Pty Ltd are each a Related Party of the Company by virtue of being an entity controlled by Mr Peter McCoy and Mr Robert Michael Bell respectively, who are each a director of the Company;
- Birchwood Group Pty Ltd and GFK Investments Pty Ltd will be issued in Options and 50% of the remaining balance of each loan is converted into Shares at an issue price of \$0.02, which equates to:
  - (i) 10,125,376 Shares in respect of Birchwood Group Pty Ltd; and
  - (ii) 10,500,000 Shares in respect of GFK Investments Pty Ltd;
- the Options and the Shares will be issued within 1 month after the date of this annual general meeting;
- the Options and Shares will be issued as consideration for each of Birchwood Group Pty Ltd and GFK Investments Pty Ltd agreeing to satisfy debts owing on the terms and conditions set out in the Director Loan Deed. No funds will be raised from the issue. The Company will raise a total of \$400,000 if all of the Options are exercised during the exercise period. It is anticipated that any funds raised from the exercise of the Options will be used for working capital purposes or reduce the Company's creditor liabilities; and
- voting exclusion statements in respect of Resolutions 5 and 6 is set out in the notice of meeting.

The terms and conditions of the Options are, subject to Shareholder approval, set out in Annexure A.

The terms and conditions of the issue of Shares are, subject to Shareholder approval:

- 50% of the remaining balance of each loan following the exercise of the Options must be converted, at the option of each of Birchwood Group Pty Ltd and GFK Investments Pty Ltd, into Shares in the Company at \$0.02 by giving a conversion notice to the Company. This equates to:

- (i) 10,125,376 Shares in respect of Birchwood Group Pty Ltd; and
- (ii) 10,500,000 Shares in respect of GFK Investments Pty Ltd;
- the conversion notice may be given at any time during the term, but no earlier than the day of the annual general meeting; and
- the Company must issue the Shares within 14 days of the 'Conversion Date', being one business day following the day of the annual general meeting; and
- the Shares must rank pari passu and form one class with the other Shares on issue at the Conversion Date.

#### *Chapter 2E of the Corporations Act – Related Party Transactions*

Section 208 of the Corporations Act provides that for the Company to give a financial benefit to a Related Party of the Company, the Company must:

- obtain Shareholder approval in the manner set out in sections 217 to 227 of the Corporations Act; and
- give the benefit within 15 months following such Shareholder approval,

unless the giving of financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

Section 210 of the Corporations Act provides that Shareholder approval is not required under section 208 to give a financial benefit on terms that:

- would be reasonable in the circumstances if the Company and the Related Party were dealing at arm's length; or
- are less favourable to the Related Party than the terms that would apply if the parties were dealing at arm's length.

The independent directors consider that the terms of the Director Loan Deed regarding the treatment of the outstanding amounts under each loan after the issue of options and Shares to be less favourable to Birchwood Group Pty Ltd and GFK Investments Pty Ltd than the terms that would apply if the parties were dealing at arm's length.

Resolution 5 seeks Shareholder approval for the issuance of the options to Birchwood Group Pty Ltd under the terms of the Director Loan Deed.

Resolution 6 seeks Shareholder approval for the issuance of the options to GFK Investments Pty Ltd under the terms of the Director Loan Deed.

Resolution 7 seeks Shareholder approval for the issuance and allotment of the Shares to Birchwood Group Pty Ltd under the terms of the Director Loan Deed.

Resolution 8 seeks Shareholder approval for the issuance allotment of the Shares to GFK Investments Pty Ltd.

*Mr Ronald Lunt recommends that Shareholders vote in favour of each of Resolutions 5, 6, 7 and 8.*



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## Glossary

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**Additional Placement Capacity** has the meaning given to that term in paragraph 4 of the explanatory notes.

**Associate** has the meaning given to that term under the Corporations Act.

**ASIC** means the Australian Securities & Investments Commission.

**ASX** means ASX Limited.

**Closing Date** has the meaning given to that term in paragraph 5 of the explanatory notes.

**Company** means Green Invest Limited ACN 119 031 462 of Level 14, 461 Bourke Street, Victoria, Australia 3000.

**Constitution** means the constitution of the Company.

**Corporations Act** means the *Corporations Act 2001* (Cth).

**Director Loan Deed** means the deed so entitled dated 21 July 2014 between the Company, Birchwood Group Pty Ltd and GFK Investments Pty Ltd.

**KMP Members** means members of the key management personnel of the Company.

**Listing Rules** means the listing rules published by ASX Limited from time to time.

**Options** has the meaning given to that term in paragraph 6 of the explanatory notes.

**Recapitalisation Plan** means the recapitalisation plan announced by the Company on ASX on 28 August 2014.

**Related Party** has the meaning given to that term under section 228 of the Corporations Act.

**Remuneration Report** has the meaning given to that term under section 9 of the Corporations Act.

**Rights Issue** has the meaning given to that term in paragraph 5 of the explanatory notes.

**Share** means one fully paid ordinary share in the Company.

**Shareholder** means a person who is recorded on the Company's share register as the holder of a Share.



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**Annexure A – Summary of Option Terms**

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Option holder	(a) Birchwood Group Pty Ltd; and (b) GFK Investments Pty Ltd.
Date of grant	The date that is:  (a) after the date of Shareholder approval; and (b) before the date that is 1 month after the date of Shareholder approval.
Number of Options	5,000,000.
Option	The option to acquire a fully paid ordinary share in the Company at the subscription price during the exercise period.
Subscription price	\$0.08 per Share. The option holders have no rights to change the subscription price.
Exercise period	From the date of grant until the date this is 1 month after the date of Shareholder approval.
Exercise ratio	Each Option converts into one fully paid ordinary share in the Company.
Publically tradeable	The Option will not be quoted securities on the AIM or the ASX and the Company will not apply for them to be quoted.
Exercise of Options	In the event that Options are exercised, the ordinary shares shall be allotted and issued fully paid and on terms that they rank pari passu in all respects with the ordinary shares then on issue.
New/Pro rata issues and Share reorganisation	<p>The Option holders are not entitled to participate in new issues without exercising the Option.</p> <p>If there is any reorganisation of the Company's capital prior to the expiry of the exercise period, the Options must be treated in accordance with Listing Rule 7.22, provided that the rights of an option holder will be changed to the extent necessary to comply with the Listing Rules applying to a reorganisation of capital at the time of the reorganisation.</p>



**green invest**

creating positive energy

Green Invest Limited  
ABN 49 119 031 462



1- 000001 000 GNV  
MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

#### Lodge your vote:



By Mail:

Computershare Investor Services Pty Limited  
GPO Box 242 Melbourne  
Victoria 3001 Australia

Alternatively you can fax your form to  
(within Australia) 1800 783 447  
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only  
(custodians) [www.intermediaryonline.com](http://www.intermediaryonline.com)

For all enquiries call:  
(within Australia) 1300 850 505  
(outside Australia) +61 3 9415 4000

## Proxy Form



For your vote to be effective it must be received by  
10:00 am (Melbourne time) Sunday 28 September 2014

### How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

#### Appointment of Proxy

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

### Signing Instructions

**Individual:** Where the holding is in one name, the securityholder must sign.

**Joint Holding:** Where the holding is in more than one name, all of the securityholders should sign.

**Power of Attorney:** If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

### Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at [www.investorcentre.com](http://www.investorcentre.com) under the help tab, "Printable Forms".

**Comments & Questions:** If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**Turn over to complete the form** ➔



View your securityholder information, 24 hours a day, 7 days a week:

**[www.investorcentre.com](http://www.investorcentre.com)**



Review your securityholding



Update your securityholding

Your secure access information is:

SRN/HIN: 19999999999



**PLEASE NOTE:** For security reasons it is important that you keep your SRN/HIN confidential.

MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030



Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

IND

## Proxy Form

Please mark ☒ to indicate your directions

### STEP 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Green Invest Limited hereby appoint

☐ the Chairman of the Meeting **OR**

**PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Green Invest Limited to be held at Mezzanine Function Room, Morgans at 401, Mezz Floor, 401 Collins Street, Melbourne VIC 3000 on Tuesday 30 September 2014 at 10:00 am (Melbourne time) and at any adjournment or postponement of that Meeting.

**Chairman authorised to exercise undirected proxies on remuneration related resolutions:** Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Item 2 (except where I/we have indicated a different voting intention below) even though Item 2 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

**Important Note:** If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Item 2 by marking the appropriate box in step 2 below.

### STEP 2 Items of Business

**PLEASE NOTE:** If you mark the Abstain box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
Item 1	Re-election of Director - Robert Bell	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 2	Adoption of Remuneration Report (non-binding vote)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3	Approval of Additional Placement Capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4	Approval of Issue of Shares under Private Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 5	Approval in respect of options to be issued under the Director Loan Deed to Birchwood Group Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 6	Approval in respect of options to be issued under the Director Loan Deed to GFK Investments Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 7	Approval in respect of Shares to be issued under the Director Loan Deed to Birchwood Group Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 8	Approval in respect of Shares to be issued under the Director Loan Deed to GFK Investments Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

### SIGN

#### Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact  
Name

\_\_\_\_\_

Contact  
Daytime  
Telephone

\_\_\_\_\_

Date / /

GNV

999999A

Computershare +