

3 October 2014

Manager
Company Announcement Office
Australian Securities Exchange Limited
Level 4, North Tower Rialto
525 Collins Street
Melbourne VIC 3000

GREEN INVEST LIMITED – NOTICE TO SHAREHOLDERS

Further to the announcement on 30 September 2014 by Green Invest Limited (**Company**) and in accordance with the timetable, the Company confirms that the notice to eligible shareholders with information on the offer has been dispatched to the shareholders today.

Please contact Gregor Dixon at strantondixon33@gmail.com if you require further information.



Peter McCoy
Executive Chairman

3 October 2014

Dear Shareholder

NOTICE TO ELIGIBLE SHAREHOLDERS OF NON-RENOUNCEABLE PRO RATA OFFER

We write to you as the registered holder of Green Invest Limited (**Company**) shares (ASX: GNV) as at the close of trading on 2 October 2014.

1. Offer

On 28 August 2014, the Company announced a partially underwritten non-renounceable rights issue to all eligible shareholders (**Offer**) on the basis of 1 new share for every 1 share held at 5.00pm (AEST) on 9 October 2014 (**Record Date**) at an issue price of \$0.02 per share (**Shares**).

No shareholder approval is required for the Offer.

2. Eligible Shareholders

Eligible Shareholders are those persons who:

- (a) are registered as a holder of Shares as at the Record Date; and
- (b) have a registered address in Australia.

The Offer is not being extended to any Shareholder whose registered address is outside Australia. Shareholders not satisfying the above criteria will not be eligible to participate in the Offer.

3. Prospectus

The Offer is being made pursuant to a prospectus under section 713 of the *Corporations Act 2001* (Cth), which was lodged with the ASX on 2 October 2014 (**Prospectus**). The Offer Document is available on the Company's ASX platform at the ASX website (www.asx.com.au).

The Prospectus will be dispatched to all Eligible Shareholders, together with a personalised Entitlement and Acceptance Form, on 13 October 2014.

Full details of the terms and conditions of the Offer are contained in the Prospectus. Before taking up entitlements under the Offer, Eligible Shareholders should read the Prospectus in its entirety together with the Company's announcements released to the market on the ASX. If you have any queries, please consult your professional advisor.

4. Underwriting

The Offer is conditionally partially underwritten by Southbank Capital Pty Ltd (**Southbank**) for an amount of \$1 million on the terms and conditions set out in the underwriting agreement between the Company and Southbank dated 22 July 2014 (**Underwriting Agreement**).

The obligations of Southbank under the Underwriting Agreement is conditional on Southbank obtaining sub-underwriting commitments to the Underwritten Amount. Southbank must obtain this by 12 October 2014. In the event Southbank does not obtain the sub-underwriting commitments, Southbank is entitled to terminate the Underwriting Agreement or waive the relevant condition under the Underwriting Agreement.

Any agreement entered into with sub-underwriters must not result in any sub-underwriter (and its associates) having a relevant interest (as that term is defined in the *Corporations Act 2001* (Cth)) in greater than 19.9% of the shares in the Company following completion of the Offer, without prior written approval of the Company.

5. Purpose of Offer

The Company currently has 59,440,995 Shares and no options on issue. As announced by the Company on 28 August 2014, the Recapitalisation Plan involves (subject to Shareholder approval):

- (a) a private placement to raise \$237,645 through the issue of 11,882,254 new shares at \$0.02 per share (**Placement**); and
- (b) the retirement, conversion and repayment of existing, previously announced director loans (which involves the Shares and options to be issued to directors).

Shareholder approval was obtained at the Company's 2013 annual general meeting on 30 September 2014.

Accordingly, assuming that all entitlements are taken up in full, at the close of the Offer the capital structure of the Company will be:

	Number Shares or Options
Existing Shares	59,440,995
New Shares offered under this Prospectus	59,440,995
Shares to be issued under the Placement	11,882,254
Shares to be issued to Directors	20,625,376
Options to be issued to Directors	2,500,000
Total (excluding options)	153,389,620



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The Offer will raise approximately \$1.18 million (before payment of the costs associated with the Offer).

Funds raised from the Offer will be used to retire short-term borrowings of the Company and fund working capital requirements for its operations in Australia and the expansion of its business in the United States.

6. Indicative Timetable

The table below sets out the proposed dates in respect of the Offer process:

Date*	Event
2 October 2014	Lodgement of prospectus and Appendix 3B
3 October 2014	Notice sent to eligible shareholders with information on the offer
7 October 2014	Share trade ex rights entitlement
9 October 2014	Record date
13 October 2014	Dispatch of prospectus
13 October 2014	Offer opens
10 November 2014	Offer closes
11 November 2014	Quotation on a deferred settlement basis
13 November 2014	Notification of shortfall amount
17 November 2014	Allotment
18 November 2014	Dispatch of Statements

*Subject to the Listing Rules, the directors reserve the right to vary the proposed dates, including the Closing Date.



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Peter McCoy
Executive Chairman

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