

16 October 2014

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

GREEN INVEST LIMITED – REPLACEMENT PROSPECTUS

Further to Green Invest Limited's (ACN 119 031 462) (**Company**) announcement on 10 October 2014, attached is the replacement prospectus lodged with the Australian Securities & Investment Commission (**ASIC**) today (**Replacement Prospectus**) replacing the prospectus originally lodged by the Company on 2 October 2014 (**Original Prospectus**).

The Replacement Prospectus is lodged in response to the interim stop order issued by ASIC on 10 October 2014 in relation to the Original Prospectus (**Interim Stop Order**) as announced by the Company on the same day. The Replacement Prospectus seeks to address the concerns raised by ASIC in the Interim Stop Order.

A copy of the Replacement Prospectus along with the Rights and Entitlement Form will be dispatched to shareholders on 20 October 2014.

Given the timing of the lodgement of the Replacement Prospectus, the Directors have resolved to vary the timetable in respect of the Offer as set out below:

Event	Date
Lodgement of Original Prospectus with ASIC and ASX	2 October 2014
Notice to Eligible Shareholders	3 October 2014
Record date to determine Entitlement	7 October 2014
Lodgement of Replacement Prospectus with ASIC and ASX	16 October 2014
Prospectus with Entitlement and Acceptance Form dispatched	20 October 2014
Opening date for acceptances	23 October 2014

Closing date for acceptances ¹	21 November 2014
Quotation on a deferred settlement basis	24 November 2014
Notification of shortfall amount	26 November 2014
Issue of New Shares under the Offer	28 November 2014
Dispatch of shareholding statements and trading of New Shares	1 December 2014

¹ The Directors may extend the Closing Date by giving at least 6 Business Days' notice to ASX prior to the Closing Date, subject to such date being no later than 13 months after the date of this Prospectus. As such, the date the New Shares are expected to commence trading on ASX may vary.

The Company will advise the market as soon as the Interim Stop Order has been revoked by ASIC.

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



Peter McCoy
Executive Chairman

Prospectus

Green Invest Limited

ACN 119 031 462

For a partially underwritten non-renounceable rights issue to all Eligible Shareholders on the basis of 1 New Share for every 1 Existing Share held at an issue price of \$0.02 to raise approximately \$1.18 million before issue costs.

ASX Code: GNV

The Offer is partially underwritten by Southbank Capital Pty Ltd (ACN 130 971 201) for an amount of \$1 million. See Section 8.4 for details of the Underwriting Agreement.

This Prospectus provides important information about the Company. You should read the entire document including the Entitlement and Acceptance Form. If you have any questions about the New Shares being offered under this Prospectus, or any other matter relating to an investment in the Company, you should consult your professional adviser. An investment in the New Shares offered under this Prospectus is highly speculative.

This Prospectus is not for publication or distribution, directly or indirectly, in or into the United States of America (including its territories and possessions, any state of the US and the District of Columbia). This Prospectus is not an offer of securities for sale into the United States or to, or for the account or benefit of, US Persons. The securities referred to herein have not been and will not be registered under the *US Securities Act 1933*, as amended, and may not be offered or sold in the United States or to, or for the account or benefit of, US Persons. No public offering of securities is being made in the United States.

Summary of the key changes between the Replacement Prospectus and Original Prospectus

On 16 October 2014 the Company lodged a Replacement Prospectus replacing the Prospectus originally lodged by the Company dated 2 October 2014 (and lodged with ASIC on that date) (**Original Prospectus**).

The Replacement Prospectus was lodged in response to the decision of ASIC to issue an interim stop order under section 739(3) of the Corporations Act in relation to the Original Prospectus (received by the Company on 10 October 2014) (**Interim Stop Order**). The effect of the Interim Stop Order was to prevent the Company offering, issuing, selling or transferring any securities under the Original Prospectus. The Replacement Prospectus is lodged in response to, and addresses the issues raised by ASIC, in the Interim Stop Order.

The key changes between the Replacement Prospectus and the Original Prospectus are the following:

- (a) incorporation of a qualified audit opinion due to the carrying value of a non-current asset held for sale by the Company in the Annual Report;
- (b) clarification of the nature of the conditions precedent in respect of the Underwriting Agreement (specifically, that all conditions precedent have been either satisfied or waived);
- (c) clarification of the sources and use of funds raised under the Offer as distinct from the Placement, and to specifically include the Offer costs; and
- (d) update of information regarding the Director Loan Deed to reflect the amendment deed subsequently entered into by the Company.

Important Notice

This Replacement Prospectus is dated 16 October 2014 and was lodged with ASIC on that date. Application will be made to ASX for quotation of the New Shares offered under this Replacement Prospectus on 16 October 2014.

Neither ASIC, ASX nor any of their respective officers take any responsibility for the contents of this Replacement Prospectus or the merits of the investment to which this Replacement Prospectus relates. No securities will be allotted or issued on the basis of this Replacement Prospectus later than 13 months after the date of this Prospectus.

References to 'Prospectus' in this document are references to this Replacement Prospectus.

Prospectus availability

Shareholders with a registered address in Australia can obtain a copy of this Prospectus during the Offer period at the Company's registered office.

Eligible Shareholders will only be able to accept the Offer by completing the personalised Entitlement and Acceptance Form which accompanies this Prospectus or by making payment using BPAY® (refer to Section 7.6 of this Prospectus for further information).

Foreign jurisdictions

The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law and persons who come into possession of this Prospectus should seek advice on and observe any of these restrictions. Failure to comply with these restrictions may violate securities laws. Applicants who are resident in countries other than Australia should consult their professional advisers as to whether any governmental or other consents are required or whether any other formalities need to be considered and followed. This Prospectus does not constitute an offer in any place in which, or to any person to whom, it is unlawful to make such an offer.

Disclaimer of representations

No person is authorised to provide any information or make any representation in connection with the Offer which is not contained in this Prospectus.

Forward looking statements

This Prospectus contains forward-looking statements that, despite being based on the Company's current expectations about future events, are subject to known and unknown risks, uncertainties and assumptions, many of which are outside the control of the Company and the Directors. These known and unknown risks, uncertainties and assumptions, could cause actual results, performance or achievements to materially differ from future results, performance or achievements expressed or implied by forward-looking statements in this Prospectus. These risks, uncertainties and assumptions include, but are not limited to, the risks outlined in Section 6 of this

Prospectus. Forward-looking statements include those containing such words as 'anticipate', 'estimate', 'believe', 'should', 'will', 'may' and similar expressions.

Privacy

Please read the privacy information located in Section 8.16 of this Prospectus. By submitting an Entitlement and Acceptance Form, you consent to the matters outlined in that Section.

Definitions

Certain terms and abbreviations used in this Prospectus have defined meanings which are explained in the Glossary.

Enquiries

If you have any questions please call the Company Secretary on +61 3 8687 2178 or Computershare Investor Services Pty Limited on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia) at any time between 8.30 am and 5.00 pm (AEST time or AEDT as applicable) Monday to Friday until the Closing Date. Alternatively, consult your broker or other professional advisor.

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Corporate Directory

Directors

Mr Peter McCoy (Executive Director and Chairman)
Mr Ronald Lunt (Non-Executive Director)
Mr Robert Bell (Non-Executive Director)

Company Secretary

Mr Gregor Dixon

Registered and Business Office

Level 2, Victory Tower, 420 Collins Street,
Melbourne VIC 3000
Tel: +61 3 8687 2178
Email: info@greeninvest.com

Share Registry*

Computershare Investor Services Pty Limited
Level 2, Yarra Falls, 452 Johnston Street,
Abbotsford VIC 3067
Tel: 1300 850 505 (within Australia) and
+61 3 9415 4000 (outside Australia)
Fax: 1300 850 505 (within Australia) and
+61 3 9415 4000 (outside Australia)

Underwriter

Southbank Capital Pty Ltd
1301/250 St Kilda Road,
Southbank VIC 3006

Auditor*

BDO East Coast Partnership
Level 14, 140 William St
Melbourne, Vic 3000

Website

www.greeninvest.com

*These parties are named for informational purposes only and were not involved in the preparation of this Prospectus.

1 TIMETABLE TO THE OFFER

Lodgement of Original Prospectus with ASIC and ASX	2 October 2014
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¹ The Directors may extend the Closing Date by giving at least 6 Business Days' notice to ASX prior to the Closing Date, subject to such date being no later than 13 months after the date of this Prospectus. As such, the date the New Shares are expected to commence trading on ASX may vary.

2 KEY OFFER TERMS AND CAPITAL STRUCTURE

Shares currently on issue ¹	59,440,995
Options currently on issue	Nil
Shares to be issued under Placement ²	11,882,254
Shares to be issued to Directors ³	17,575,376
Options to be issued to Directors ³	2,500,000
New Shares offered under this Prospectus at \$0.02 per New Share ¹	59,440,995
Amount raised under this Prospectus (before costs) ¹	\$1,188,819.90

¹ This assumes no further Shares are issued prior to the Record Date.

² Please refer to Section 10.5.

³ Please refer to Section 10.6.

Dear Eligible Shareholder,

On behalf of Green Invest Limited (the **Company**), I am pleased to invite you to participate in a partially underwritten non-renounceable rights issue on the basis of 1 New Share for every 1 Existing Share held at an issue price of \$0.02 (2 cents) per New Share to raise up to \$1,188,819.90 (before costs). The issue price represents a 50% discount to the VWAP of the closing price on the ASX over the last 5 trading days prior to the announcement to ASX of the Offer on 28 August 2014.

The Offer is partially underwritten by Southbank Capital Pty Ltd for the amount of \$1 million.

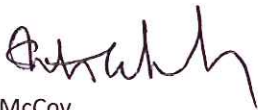
Funds raised under the Offer will be used to retire debt, provide working capital to the Company to expand its operations in Australia and the USA, and to pay costs of the Offer.

I refer you for your information to Section 10.4 of the Prospectus which sets out a description of the prospects of the Company.

The Prospectus and personalised Entitlement and Acceptance Form should be read carefully and in their entirety before deciding whether or not to participate in this Offer. In particular Eligible Shareholders should consider the key risk factors outlined in Section 6 of the Prospectus. Eligible Shareholders can, in addition to their Entitlement, also apply for Shortfall Shares regardless of the size of their present holding by completing the accompanying personalised Entitlement and Acceptance Form in accordance with the instructions set out on that form. See Section 8.7 for details on how Shortfall Shares will be allocated.

On behalf of your Board, I invite you to consider this investment opportunity and thank you for your ongoing support to our Company.

Yours faithfully,



Peter McCoy
Executive Chairman

4 INVESTMENT OVERVIEW AND KEY RISKS

This information is a selective overview only. Prospective investors should read the Prospectus in full before deciding to invest in New Shares.

Question	Response	Where to find more information
What is being offered?	<p>Under this Prospectus Eligible Shareholders are offered 1 New Share for every 1 Existing Share held on the Record Date at an issue price of \$0.02 per New Share.</p> <p>Eligible Shareholders can, in addition to their Entitlement, also apply for Shortfall Shares.</p>	Section 5
How will the proceeds of the Offer be used?	<p>The Company intends to use the funds raised from the Offer broadly as follows (assuming full subscription achieved):</p> <ul style="list-style-type: none">• repayment of an existing \$240,000 secured loan;• repayment of an existing \$305,830 secured debt facility;• repayment of an existing \$132,667 unsecured loan;• partial repayment of existing creditors of \$295,503;• working capital requirements of \$89,819.90; and• payment of costs of the Offer of \$125,000. <p>The Company intends to use the funds raised from the Placement broadly as follows:</p> <ul style="list-style-type: none">• repayment of an existing \$79,000 unsecured loan;• partial repayment of existing creditors of \$75,000; and• working capital requirements of \$83,645.	Section 5.2

Question	Response	Where to find more information
What are the key risks of a subscription under the Offer?	<p data-bbox="501 398 1166 499">An investment in the Company has risks that you should consider before making a decision to invest. These risks include:</p> <ul data-bbox="501 539 1166 1771" style="list-style-type: none"> <li data-bbox="501 539 1166 607">• country-specific risks in respect of foreign operations (Section 6.1(a)); <li data-bbox="501 640 1166 707">• bribery and corruption in respect of foreign operations (Section 6.1(b)); <li data-bbox="501 741 959 763">• reliance on key clients (Section 6.1(c)); <li data-bbox="501 797 1023 819">• reliance on the USA market (Section 6.1(d)); <li data-bbox="501 853 858 875">• contract risk (Section 6.1(e)); <li data-bbox="501 909 879 931">• operating risks (Section 6.1(f)); <li data-bbox="501 965 1002 987">• reliance on key personnel (Section 6.1(g)); <li data-bbox="501 1021 911 1043">• additional capital (Section 6.1(h)); <li data-bbox="501 1077 858 1099">• litigation risk (Section 6.1(i)); <li data-bbox="501 1133 871 1155">• force majeure (Section 6.1(j)); <li data-bbox="501 1189 922 1211">• going concern risk (Section 6.1(k)); <li data-bbox="501 1245 906 1267">• reputational risks (Section 6.1(l)); <li data-bbox="501 1301 938 1323">• environmental risk (Section 6.1(m)); <li data-bbox="501 1357 871 1379">• financing risk (Section 6.1(n)); <li data-bbox="501 1413 1166 1480">• securities investment and share market conditions (Section 6.2(a)); <li data-bbox="501 1514 858 1536">• liquidity risk (Section 6.2(b)); <li data-bbox="501 1570 871 1592">• economic risk (Section 6.2(c)); <li data-bbox="501 1626 943 1648">• competition risk (Section 6.2(d)); and <li data-bbox="501 1682 951 1704">• governmental factors (Section 6.2(e)). <p data-bbox="501 1760 1166 1906">Please carefully consider these risks and the information contained in other sections of this Prospectus before deciding whether or not to apply for New Shares.</p>	Section 6
Is the Offer	The Offer is partially underwritten by	Section 8.4

underwritten?	<p>Southbank for the amount of \$1 million.</p> <p>The underwriting is conditional upon certain conditions precedent being satisfied. Those conditions precedent have been satisfied or waived.</p> <p>The underwriting is subject to conditions ordinarily found in underwriting arrangements, including termination rights in certain circumstances. Southbank will be paid:</p> <ul style="list-style-type: none"> • an underwriting fee of an amount equivalent to 4% of the Underwritten Amount; and • a management fee of an amount equivalent to 3% of the Underwritten Amount. 	
What will be the effect on control of the Offer?	<p>Currently no person has a voting power of 20% or more in the Company.</p> <p>As the Offer is partially underwritten, no person's voting power in the Company will increase from 20% or below to more than 20%.</p>	Section 5.6
What are the Directors' interests and intentions?	<p>The Directors' relevant interest in securities of the Company and remuneration are set out in Section 10.8.</p> <p>The Directors, excluding Peter McCoy, do not intend to take up their Entitlements. Peter McCoy intends to partially take up his Entitlement to the amount of \$50,000.</p>	Section 10.8
How do I apply for Shares under the Offer?	<p>Applications can be made by Eligible Shareholders completing the personalised Entitlement and Acceptance Form and sending it to the Share Registry.</p> <p>Eligible Shareholders may also apply for Shortfall Shares by following the instructions in Section 7.3.</p>	Section 7.2
How will the Shortfall Shares be allocated?	<p>The Shortfall Shares will be allocated in accordance with the Underwriting Agreement.</p>	Section 8.7
How can I obtain further advice?	<p>Contact the Company Secretary on +61 3 8687 2178 or the Share Registry on 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia) at any time between 8.30am and 5.00pm (AEST time) Monday to Friday until the Closing Date. Alternatively, consult your broker, accountant or other professional advisor.</p>	

5 PURPOSE AND EFFECT OF THE OFFER

5.1 Introduction

The Company is seeking to raise approximately \$1.18 million before issue costs under a partially underwritten non-renounceable rights issue to all Eligible Shareholders on the basis of 1 New Share for every 1 Existing Share held as at the Record Date at an issue price of \$0.02.

Southbank has agreed to partially underwrite the Offer for the amount of \$1 million. See Section 8.4 for details.

5.2 Purpose of the Offer

The Offer will raise approximately \$1.18 million. The Directors intend to apply the proceeds from the Offer as follows:

Use of funds	Amount (\$)
Payment of Offer costs	125,000
Repayment of secured loan	240,000
Repayment of secured debt facility	305,830
Repayment of unsecured loan	132,667
Repayment of existing creditors	295,503
Working capital – Company	79,819.90
Working capital – GPUSA	10,000
Total	1.18 million

5.2A Purpose of Placement

As described in Section 10.5, the Placement will raise \$237,645. The Directors intend to apply the proceeds from the Placement as follows:

Use of funds	Amount (\$)
Repayment of unsecured loan	79,000
Repayment of existing creditors	75,000
Working capital – Company	48,645
Working capital – GPUSA	35,000
Total	237,645

5.3 Repayment of Loans

Further to the Recapitalisation Plan, the Company will repay outstanding loans referred to in paragraph 1(c) and (d) of the Recapitalisation Plan as follows:

- (a) repayment of an existing \$240,000 secured loan;
- (b) repayment of an existing \$305,830 secured debt facility;
- (c) repayment of an existing \$132,667 unsecured loan; and
- (d) repayment of an existing \$79,000 unsecured loan.

5.4 Effect of the Offer on the Company's securities

The effect of the Offer will (assuming that Entitlements are taken up in full) be that:

- (a) cash reserves will increase by approximately \$173,464.90 (after costs); and
- (b) the number of Shares on issue will increase by 59,440,995;
- (c) on completion of the Placement and the issuance of Shares to Directors as described in Sections 10.5 and 10.6 respectively, the total number of Shares on issue will be 148,339,620.

5.5 Consolidated capital structure

Assuming that Entitlements are taken up in full, at the close of the Offer the capital structure of the Company will be:

	Number Shares
Existing Shares	59,440,995
New Shares offered under this Prospectus	59,440,995
Shares to be issued under the Placement ¹	11,882,254
Shares to be issued to Directors ²	17,575,376
Options to be issued to Directors ²	2,500,000
Total Shares	148,339,620

¹ Please refer to Section 10.5.

² Please refer to Section 10.6.

5.6 Effect on control and potential dilution

(a) Underwriter

Southbank has advised the Company that neither it, nor any of its associates, currently has a relevant interest in any Shares, and will not, as a result of the Offer, have a voting power of 20% or more in the Company.

(b) Others

Pursuant to the Underwriting Agreement, as the Offer is partially underwritten, no sub-underwriter's voting power in the Company may increase to 20% or more as a result of the issue of New Shares.

(c) Dilution

Shareholders who do not participate in the Offer will have their holdings diluted. Following is a table which sets out the diluting effect:¹

Holder	Holding at Record Date		Entitlement	Holding following the Offer if no Entitlement taken up	
	Number	%		Number	%
1	50,000	0.084	50,000	50,000	0.033
2	100,000	0.168	100,000	100,000	0.066
3	500,000	0.841	500,000	500,000	0.330
4	5,000,000	8.41	5,000,000	5,000,000	3.303

¹ The above table assumes the completion of the Placement and the issuance of shares to Directors as described in Sections 10.5 and 10.6 respectively.

6 RISK FACTORS

An investment in the Company is not risk free and prospective investors should consider the risk factors described below, together with information contained elsewhere in this Prospectus. This list should not be considered to be exhaustive of the risks faced by the Company or investors in the Company. Some of the risks may be mitigated by the use of appropriate safeguards and systems, while others are outside the control of the Company and cannot be mitigated.

Before deciding to invest in the Company, potential investors should read the entire Prospectus, consider the following risk factors in light of their personal circumstances (including financial and taxation issues) and seek professional advice from their accountant, stockbroker, lawyer or other professional adviser before deciding whether to apply for Shares in the Offer.

Investors should note that an investment in Shares provides no guarantee in respect of profitability, dividends and return of capital, liquidity or the price at which the Shares may trade on the ASX.

6.1 Company and industry risks

(a) Country-specific risks in respect of foreign operations

While the Company has and is developing operations in Australia, the Company's most significant operations are located in the USA. Accordingly, the Company is exposed to risks relating to labour practices, environmental matters, costs associated with enforcing contracts, changes to and uncertainty in the relevant legal and regulatory regime (including in relation to taxation and foreign investment and practices of government and regulatory authorities) and other issues in the USA.

(b) Bribery and corruption in respect of foreign operations

The Company may incur fines or penalties, damage to its reputation or suffer other adverse consequences if its Directors, officers, employees, consultants, agents, service providers or business partners violate, or are alleged to have violated, anti-bribery and corruption laws in any of the jurisdictions in which it operates.

The Company cannot guarantee that its internal policies and controls will be effective in each case to ensure that the Company is protected from reckless or criminal acts committed by its Directors, officers, employees, consultants, agents, service providers or business partners that would violate Australian laws or the laws of any other country in which the Company operates. Any such improper actions could subject the Company to civil or criminal investigations in Australia or overseas, lead to substantial civil or criminal monetary or non-monetary penalties against the Company and damage the Company's reputation. Even the allegation or appearance of improper or illegal actions could damage the Company's reputation and result in significant expenditures in investigating and responding to such actions and in turn have an adverse effect on the Company's future financial performance and position.

(c) Reliance on key clients

To date, the Company has derived a significant proportion of its current revenue from its relationship with Niagara Conservation Corp (described in Section 10.4). The Company's strategy to mitigate this risk is to secure similar licencing arrangements with other manufacturers in the USA that will provide complimentary products suites for Green City and other utility retrofit programs.

In addition, the Company has put in place a significant training agreement with (among others) Master Plumbers and Mechanical Services Association of Australia (MPMSAA) and International Association of Plumbing and Mechanical Officials (IAPMO), which is predicated upon the Company granting a licence to use its Trademark for the purpose of providing training and accreditation to plumbers in respect of "Green Plumbing Practices". MPMSAA and IAPMO are only permitted to provide those training courses and derivatives of them through the agreement.

(d) Reliance on USA market

Due to the Company's heavy short term reliance on the USA market, it is exposed to potential disruption or volatility. Recent delays to the Green City projects due to bad weather across areas of initial projects which were located in those areas affected by abnormal winter conditions have affected the timing of earnings from these projects. In these circumstances as more Green City and other GPUSA utility projects are contracted, these impacts will be reduced.

(e) Contract risk

The Company may be unsuccessful in negotiating and executing contracts to acquire additional licencing agreements and utility projects or to retain or secure the key personnel required to operate the Company in the USA.

(f) Operating risks

The operations of the Company may be affected by various factors, including, without limitation, contractual disputes, disruptions, supply shortages, labour shortages and changes in weather conditions where the Company provides services.

(g) Reliance on key personnel

The success of the Company will depend to a significant extent upon key management and technical personnel, including those employed on a contractual basis. The loss of the services of key personnel or contractors could adversely affect the Company and its activities.

There can be no assurance that the Company will be able to attract or retain sufficiently qualified personnel or retain its key management personnel. The Company's future performance relies on retention and growth of its workforce and its relationships with contractors.

(h) Additional Capital

The Offer is one component of the Recapitalisation Plan. Prior to raising funds under the Offer, the Company is obtaining funding through the other components of the Recapitalisation Plan in order for the business to operate on a more stable footing until the completion of the Offer. While the Directors believe that the funds raised will be sufficient to cover the business operations of the Company for this period, there is a risk that the Company may require additional funding in order to complete the Offer.

In addition, it is possible that future opportunities may exceed the current financial resources of the Company. While the Directors believe that the Company will have sufficient funds to fund its activities in the short term, the Company may seek to exploit business opportunities of a kind which will require it to raise additional capital from equity (subject to any Shareholder approvals required) or debt sources if suitable terms can be agreed. There can also be no assurance that the Company will be able to raise such capital on favourable terms or at all.

Any additional equity raising may dilute the interests of the Shareholders and any debt financing, if available, may involve financial covenants which limit its operations. If the Company is unable to obtain such additional capital, it may be required to reduce the scope of its business activities, which could adversely affect its business, operating results and financial condition.

(i) Litigation Risk

Legal proceedings may arise from time to time in the course of the Company's business and the Company cannot preclude the possibility that litigation may be brought against it, or that the Company may be impelled to initiate litigation against other parties in order to protect its legal rights. Litigation involves considerable cost, uncertain outcomes and possibly adverse publicity which negatively impact on the trading price and liquidity of Shares.

(j) Force Majeure

Force Majeure describes events including acts of God, fire, flood, earthquakes, war and strikes beyond the control of a party claiming the occurrence of any such event. To the extent that a Force Majeure event occurs, it may have a detrimental effect on the ability of the Company to operate, its financial performance and the value and price of Shares.

(k) Going concern risk

In the Annual Report it is noted that:

"For the year ended 30 June 2014 the consolidated entity has incurred a loss of \$1,224,085 and negative cash outflows from operating activities of \$790,493 and net asset deficiency of \$1,176,625 as at 30 June 2014. The directors have reviewed the position and believe that a number of funding opportunities will be able to be developed to provide future funds. These conditions indicate a material uncertainty that may cast significant doubt about the consolidated entity's ability to continue as a going concern."

The Directors believe that there are sufficient funds to meet the Company's working capital requirements.

Specifically, the consolidated entity is expecting to fund ongoing obligations as follows:

- (i) cash flow projections prepared by management for the period of 12 months from the date of the Annual Report, support positive cash flows after the inclusion of funding from a combination of a partially underwritten rights issue, private placement and secured debt facilities (agreements for all of which have been executed);
- (ii) the retirement, conversion and deferred repayment of existing Director loans via the Director Loan Deed (as amended);
- (iii) the ability to adhere to agreed payment plans with its creditors in relation to outstanding amounts as at due dates. The Company's intention is to repay the creditors from the proceeds from capital raisings and the sale of the Company's interest in Envex (see Section 10.4.1(b)). The Directors confirm that no legal action has been taken against the consolidated entity by these creditors as at the date of this Prospectus;
- (iv) improved cash flows from operational activities, principally GPUSA and the contractual arrangements with Niagara Conservation Corp in regards to several Green City and other utility programs which will provide positive cash flows to the consolidated entity; and
- (v) the securing of additional capital through the implementation of the Recapitalisation Plan will provide the consolidated entity with sufficient funding going forward to continue to pursue its strategic and operating objectives.

(l) Reputational risks

The Company and its wholly owned subsidiary GPUSA operate in a fluid and fast-changing environment. Negative publicity can spread quickly, whether true or false. Disgruntled users voicing or posting negative comments about the business in public forums may have a disproportionate effect on the Company's reputation and its ability to earn revenues and profits. Additionally, complaints by such users can lead to additional regulatory scrutiny and a consequential increased compliance burden in responding to regulatory enquiries. This could negatively impact upon the Company's and GPUSA's profitability. For example, a negative impact on GPUSA's reputation may cause a fall in value of being a licensee of GPUSA, and therefore affecting in general the Company's profitability.

(m) Environmental risk

The Company's business model is based on the installation of environmental products and is therefore subject to rules and regulations regarding environmental matters. In addition, the Company derives significant revenue from its relationship with Niagara Conservation Corp, which in turn has and develops fundamental relationships with government municipalities. This means that the Company's business will be dependent on the Company satisfying environmental guidelines as well as being approved by government authorities where required.

The Company intends to conduct its business activities in an environmentally responsible manner and in accordance with all applicable laws, but may still be subject to unforeseen events, such as changes in methodology and regulations, which may have adverse financial implications on the Company's business model.

(n) Financing risk

The Company's involvement through GPUSA in programs such as that with Ygrene provides a valuable opportunity for GPUSA to increase its business. However, this is dependent on the financing of those external third parties. In the example of Ygrene, Ygrene administers the 'Clean Energy Program' and in the event that Ygrene is unable to secure funding in respect of the 'Clean Energy Program', the Company's revenue will be materially affected.

6.2 General investment risks

The future prospects of the Company's business may be affected by circumstances and external factors beyond the Company's control. Financial performance of the Company may be affected by a number of business risks that apply to companies generally and may include economic, financial, market or regulatory conditions.

The following is not intended to be a complete list of the risk factors to which the Company could be exposed.

(a) Securities investments and share market conditions

A number of factors affect the performance of share market investments that could also affect the price at which the Shares trade on the ASX. The market price of securities can fall as well as rise and may be subject to varied and unpredictable influences on the market for equities in general such as acts of terrorism, currency fluctuations and interest rate movements. These factors may materially affect the market price of the Shares regardless of the Company's operational performance.

(b) Liquidity risk

The market for the Shares may be illiquid. As a consequence investors may be unable to readily exit or realise their investment.

(c) Economic risk

Economic conditions, both domestic and global, may affect the performance of the Company. Factors such as fluctuations in currencies, inflation, interest rates, supply and demand and industrial disruption may have an impact on operating costs and share market prices. The Company's future possible revenues, Share price and ability to raise additional capital, should it be required, can be affected by these factors, all of which are beyond the control of the Company or its Directors. Neither the Company nor the Directors warrant the future performance of the Company or any return on an investment in the Company.

(d) Competition risk

The industry in which the Company will be involved is subject to domestic and global competition. Although the Company will undertake all reasonable due diligence in its business decisions and operations, the Company will have no influence or control over the activities or actions of its competitors, which activities or actions may, positively or negatively, affect the operating and financial performance of the Company's projects and business. For example, the value in the Company's Trademark may fall significantly (and therefore negatively affect the value in becoming a licensee of the Company) in the event that a domestic or international competitor sets up a competing brand.

(e) Government factors

The introduction of new legislation or amendments to existing legislation by governments, and the decisions of courts and tribunals, can impact adversely on the assets, operations and, ultimately, the financial performance of the Company.

Any adverse developments in political and regulatory conditions in the countries in which the Company conducts business could materially affect the Company's prospects. Political and environmental policy changes, such as changes in both monetary and fiscal policies, expropriation, methods and rates of taxation and currency exchange controls may impact the performance of the Company as a whole.

7 ACTIONS REQUIRED BY ELIGIBLE SHAREHOLDERS

7.1 What you may do

As an Eligible Shareholder, you may:

- (a) subscribe for all of your Entitlement (see Section 7.2);
- (b) apply for Shortfall Shares (see Section 7.3);
- (c) take up part of your Entitlement (see Section 7.4); or
- (d) allow all or part of your Entitlement to lapse (see Section 7.5).

7.2 To subscribe for all of your Entitlement

Applicants should read this Prospectus in its entirety in order to make an informed decision on the prospects of the Company and the rights attaching to the New Shares offered by this Prospectus before deciding to apply for Shares. If you do not understand this Prospectus you should consult your stockbroker, accountant or other professional adviser in order to satisfy yourself as to the contents of this Prospectus.

If you wish to subscribe for all of your Entitlement, complete the accompanying Entitlement and Acceptance Form in accordance with the instructions set out on that form. The Entitlement and Acceptance Form sets out the number of New Shares you are entitled to subscribe for.

7.3 To apply for Shortfall Shares

Eligible Shareholders may, in addition to their Entitlement, apply for Shortfall Shares regardless of the size of their present holding by completing the accompanying Entitlement and Acceptance Form in accordance with the instructions set out on that form. See Section 8.7 for details on how Shortfall Shares will be allocated.

Any refund of application moneys will be returned to Applicants as soon as practicable following the close of the Offer.

7.4 If you wish to take up part of your Entitlement

Please complete the Entitlement and Acceptance Form, which accompanies this Prospectus, by inserting the number of New Shares for which you wish to accept (being less than as specified on the Entitlement and Acceptance Form).

7.5 Entitlements not taken up

If you are an Eligible Shareholder and do not wish to accept all (or part) of your Entitlement, you are not obliged to do anything. You will receive no benefit or New Shares and your Entitlement will become available as Shortfall Shares.

If you wish to receive a benefit, you must take action to accept your Entitlement in accordance with the instructions above and on the accompanying Entitlement and Acceptance Form.

The number of Existing Shares you hold as at the Record Date and the rights attached to those Existing Shares will not be affected if you choose not to accept any of your Entitlement. However, Shareholders who do not participate in the Offer will have their holdings diluted (please refer to Section 5.6).

7.6 Payment methods

Cheque, bank draft or money order

The completed Entitlement and Acceptance Form must be accompanied by a cheque, bank draft or money order made payable to 'Green Invest Limited' and crossed 'Not Negotiable' for the appropriate application money in Australian dollars calculated at \$0.02 per New Share accepted. Your cheque, bank draft or money order must be paid in Australian currency and be drawn on an Australian branch of an Australian financial institution. The Company will present the cheque or bank draft on or around the day of receipt of the Entitlement and Acceptance Form. You must ensure that your cheque account has sufficient funds to cover your payment, as your cheque will be presented for payment on receipt. If your bank dishonours your cheque your application will be rejected. Dishonoured cheques will not be re-presented.

If the amount of your cheque(s), bank draft(s) or money order(s) for application money (or the amount for which those cheque(s) or bank draft(s) clear in time for allocation) is insufficient to pay for the number of New Shares you have applied for in your Entitlement and Acceptance Form, you may be taken to have applied for such lower number of New Shares as your cleared application money will pay for (and to have specified that number of New Shares in your Entitlement and Acceptance Form) or your Application may be rejected.

The Entitlement and Acceptance Form must be received by the Company at the following address by no later than 5.00 pm (AEDT) on the Closing Date:

By Post To:

Computershare Investor Services Pty Limited
GPO Box 505, Melbourne, Victoria 3001

BPAY®

Alternatively, if you are paying by BPAY®, refer to your personalised instructions on your Entitlement and Acceptance Form. Shareholders who wish to pay by BPAY® must ensure that payment is received by no later than 5.00 pm AEDT on the Closing Date.

You should be aware that your own financial institution may implement earlier cut-off times with regard to electronic payment, and you should therefore take this into consideration when making payment. It is your responsibility to ensure that funds submitted through BPAY® are received by 5.00 pm AEDT on the Closing Date.

If you have more than one shareholding and consequently receive more than one Entitlement and Acceptance Form, when taking up your Entitlement in respect of one of those shareholdings only use the Customer Reference Number specific to that shareholding as set out in the applicable Entitlement and Acceptance Form. Do not use the same Customer Reference Number for more than one of your shareholdings. This can result in your application monies being applied to your Entitlement in respect of only one of your shareholdings (with the result that any application in respect of your remaining shareholdings will not be recognised as valid).

The Company shall not be responsible for any postal or delivery delays or delay in the receipt of the BPAY® payment.

7.7 Entitlement and Acceptance Form is binding

A completed and lodged Entitlement and Acceptance Form together with a cheque, bank draft or money order for the application moneys, or by making a payment in respect of an Application by BPAY®, constitute a binding application to acquire New Shares on the terms and conditions set out in this Prospectus and, once lodged, cannot be withdrawn.

By completing and returning your Entitlement and Acceptance Form with the requisite application monies, or by making a payment in respect of an Application by BPAY®, you will be deemed to have represented that you are an Eligible Shareholder. In addition, you will also be deemed to have represented and warranted on behalf of yourself or each person on whose account you are acting that the law in your place of residence or where you have been given the Prospectus, does not prohibit you from being given the Prospectus and that you:

- (a) agree to be bound by the terms of the Offer;
- (b) declare that all details and statements in the Entitlement and Acceptance Form are complete and accurate;
- (c) declare that you are over 18 years of age and have full legal capacity and power to perform all your rights and obligations under the Entitlement and Acceptance Form;
- (d) authorise the Company and its respective officers or agents, to do anything on your behalf necessary for the New Shares to be issued to you, including to act on instructions of the Company's Share Registry upon using the contact details set out in the Entitlement and Acceptance Form;
- (e) declare that you are the current registered holder of Shares and are an Australian resident, and you are not in the USA or a US Person, or acting for the account or benefit of a US Person;
- (f) acknowledge that the information contained in, or accompanying, the Prospectus is not investment or financial product advice or a recommendation that New Shares are suitable for you given your investment objectives, financial situation or particular needs; and
- (g) acknowledge that the New Shares have not been, and will not be, registered under the securities laws in any other jurisdictions outside Australia and accordingly, the New Shares may not be offered, sold or otherwise transferred except in accordance with an available exemption from, or in a transaction not subject to, the registration requirements of applicable securities laws, in particular the US Securities Act.

The Entitlement and Acceptance Form does not need to be signed to be a valid Application. An Application will be deemed to have been accepted by the Company upon issuing of the New Shares.

If the Entitlement and Acceptance Form is not completed correctly or if the accompanying payment of the application moneys is for the wrong amount, it may still be treated as a valid application for New Shares. The Directors' decision whether to treat an acceptance as valid and how to construe, amend or complete the Entitlement and Acceptance Form is final. However, an Applicant will not be treated as having applied for more Shares than is indicated by the amount of the cheque for the application moneys.

8 DETAILS OF THE OFFER

8.1 Shares offered for subscription

By this Prospectus the Company offers 59,440,995 New Shares under a partially underwritten non-renounceable pro rata offer to Eligible Shareholders at a price of \$0.02 (2 cents) per New Share on the basis of 1 New Share for every 1 Existing Share held as at the Record Date to raise up to approximately \$1.18 million before issue costs. Fractional entitlements will be rounded up to the nearest whole number.

The Offer is only open to Eligible Shareholders. The Company reserves the right to reject any application that it believes comes from a person who is not an Eligible Shareholder.

Details of how to apply for New Shares are set out at Section 7.

All New Shares offered under this Prospectus will rank equally with Existing Shares. The rights and liabilities of the New Shares offered under this Prospectus are summarised in Section 9.

8.2 No minimum subscription

There is no minimum subscription for the Offer.

8.3 Acceptances

This Offer may be accepted in whole or in part prior to the Closing Date subject to the rights of the Company to extend the Offer period.

Instructions for accepting your Entitlement are set out in Section 7 and on the Entitlement and Acceptance Form which accompanies this Prospectus.

8.4 Lead manager and underwriting

Southbank has agreed to partially underwrite the Offer for \$1 million (**Underwritten Amount**).

Southbank will be paid a fee of 7% of the Underwritten Amount (**Underwriting Fee**) if the Offer completes, which is made up of:

- (a) an underwriting fee of 4% of the Underwritten Amount; and
- (b) a management fee of 3% of the Underwritten Amount.

The Company will also be required to reimburse Southbank for all of the costs incurred by Southbank in relation to the Offer.

The following is a summary of the key terms of the Underwriting Agreement:

- (a) the obligations of Southbank under the Underwriting Agreement is conditional on:
 - (i) Southbank receiving commitments to sub-underwrite the Underwritten Amount in the form acceptable to Southbank in its absolute discretion;
 - (ii) the execution of the Director Loan Deed; and
 - (iii) the lifting of the suspension of trading in the securities of the Company by the ASX imposed by notice dated 1 October 2013,

however, in this regard, all conditions precedent under the Underwriting Agreement have been satisfied or waived;

- (b) the Company has (subject to certain limitations) agreed to indemnify Southbank, its officers, employees, advisers and related bodies corporate, and the officers, employees and advisers of any of its related bodies corporate against losses suffered or incurred in connection with the Offer;
- (c) the Company and Southbank have given representations, warranties and undertakings in connection with (among other things) the conduct of the Offer;
- (d) Southbank may (in certain circumstances, including having regard to the materiality of the relevant event) terminate the Underwriting Agreement and be released from its obligations under it on the occurrence of certain events, including (but not limited to) where:
 - (i) the ASX/S&P 200 Index is, for the period of three consecutive Business Days or the period until the Shares are issued (whichever is the lesser period), at a level which is 95% or less than the level at the close of ASX trading on the date of the Underwriting Agreement;
 - (ii) the share price of the Company as shown on the ASX, for the period of three consecutive Business Days or the period until the Shares are issued, is at a level which is 95% or less than \$0.02; and
 - (iii) any of the following occurs which does or is likely to prohibit, restrict or adversely regulate the issue of the Shares or materially reduce the level or likely level of Applications:
 - the introduction of legislation into the parliament of the Commonwealth of Australia or of any State or Territory of Australia;
 - the public announcement of prospective legislation or policy by the Federal Government or the Government of any State or Territory; or
 - the adoption by ASIC or its delegates or the Reserve Bank of Australia of any regulations or policy; and
- (e) Southbank may appoint sub-underwriters in respect of the Offer, however, Southbank must not enter into any arrangement with any sub-underwriter which could result in any sub-underwriter (and its associates) having a relevant interest (as that term is defined in the Corporations Act) in greater than 19.9% of the Shares following completion of the Offer without prior written approval of the Company.

8.5 Entitlement to Offer

The Offer is made to Eligible Shareholders, who are those Shareholders that:

- (a) are the registered holder of Shares as at 5.00 pm (AEST) on the Record Date; and
- (b) have a registered address in Australia.

8.6 No Rights trading

The Offer is non-renounceable. This means that the rights of Eligible Shareholders to subscribe for New Shares under this Prospectus are not transferable. Eligible Shareholders who choose not to take up their rights will receive no benefit and their shareholding in the Company will be diluted as a result.

8.7 Application for Shortfall Shares

Eligible Shareholders may, in addition to their Entitlement, apply for Shortfall Shares regardless of the size of their present holding. It is possible that there may be few or no Shortfall Shares available for issue, depending on the level of take up of Entitlements by Shareholders.

Shortfall Shares applied for by Shareholders will be allocated at the discretion of Southbank in consultation with the Company.

Under this Prospectus, the Company offers to issue the Shortfall Shares to a party (which may include investors other than Eligible Shareholders or sub-underwriters) at the same price as the New Shares offered under the Rights Issue. The Offer to issue Shortfall Shares is a separate offer under the Prospectus.

8.8 Offer outside Australia

This Prospectus does not constitute an offer of securities in any jurisdiction where, or to any person to whom, it would not be lawful to issue the Prospectus or make the Offer. No action has been taken to register or qualify the New Shares or the Offer or otherwise to permit an offering of the New Shares in any jurisdiction outside Australia.

This document is not for publication or distribution, directly or indirectly, in or into the USA (including its territories and possessions, any state of the US and the District of Columbia). This document is not an offer of securities for sale into the USA or to, or for the account or benefit of, US Persons. The securities referred to herein have not been and will not be registered under the US Securities Act, as amended, and may not be offered or sold in the USA or to, or for the account or benefit of, US Persons. No public offering of securities is being made in the USA.

Recipients may not send or otherwise distribute this Prospectus or the Entitlement and Acceptance Form to any person outside Australia.

8.9 Treatment of overseas Shareholders

Given the small number of Shareholders with registered addresses outside Australia and the cost of complying with applicable regulations in those jurisdictions, the Company has decided that it would be unreasonable to extend the Offer to any Shareholder, as at the Record Date, whose registered address is not situated in Australia. The Prospectus is sent to those Shareholders for information only.

8.10 Beneficial holders, nominees, trustees and custodians

The foreign selling restrictions under the Offer summarised in Sections 8.8 and 8.9 of this Prospectus apply to the underlying beneficial holder. Nominees, trustees and custodians must not apply on behalf of any beneficial holder that would not itself be an Eligible Shareholder.

Shareholders who are nominees, trustees or custodians are advised to seek independent advice as to how they should proceed. Shareholders who hold Shares on behalf of persons whose registered address is not in Australia are responsible for ensuring that applying for New Shares does not breach securities laws in the relevant overseas jurisdictions.

Nominees and custodians that hold Shares should note that the Offer is available only to Eligible Shareholders. The Company is not required to determine whether or not any registered holder is acting as a nominee or the identity or residence of any beneficial owners of securities. If any nominee or custodian is acting on behalf of a foreign person, that holder, in dealing with its beneficiary, will need to assess whether indirect participation by the beneficiary in the Offer is compatible with applicable foreign laws.

8.11 Allotment and application money

New Shares will be issued only after all application money has been received and ASX has granted permission for the New Shares to be quoted. It is expected that New Shares will be issued on 28 November 2014 and normal trading of the New Shares on ASX is expected to commence on 1 December 2014.

All application moneys will be deposited into a separate bank account of the Company and held on trust for Applicants until the Shares are issued or application moneys returned. Any interest that accrues will be retained by the Company and will not be paid to Applicants.

8.12 Quotation

The Company will apply to ASX on 16 October 2014 for quotation of the New Shares on a deferred basis offered by this Prospectus. If ASX does not grant permission for the quotation of the New Shares offered under this Prospectus within 3 months after the date of this Prospectus, or such longer period as modified by ASIC, none of the New Shares offered by this Prospectus will be allotted or issued. In these circumstances, all Applications will be dealt with in accordance with the Corporations Act including the return of all application moneys without interest.

A decision by ASX to grant an official quotation of the New Shares is not to be taken in any way as an indication of ASX's view as to the merits of the Company or of the New Shares.

Quotation, if granted, of the New Shares offered by this Prospectus will commence as soon as practicable after statements of holdings of the New Shares are dispatched.

8.13 Market prices of Existing Shares

As at 26 September 2014, the highest and lowest market sale price of the Existing Shares, which are on the same terms and conditions as the New Shares being offered under this Prospectus, during the 3 months and 12 months immediately preceding the lodgement of this Prospectus with ASIC, and the last market sale price on the date before the lodgement date of this Prospectus, are set out below.

3 month high	3 month low	12 month high	12 month low	Last market sale price
\$0.021 on 8 September 2014	\$0.02 on 5 September 2014	\$0.021 on 8 September 2014	\$0.02 on 5 September 2014	\$0.02 on 8 September 2014

8.14 CHESS

The Company participates in the Clearing House Electronic Subregister System (**CHESS**). CHESS is operated by ASX Settlement Pty Ltd (**ASPL**), a wholly owned subsidiary of ASX.

Under CHESS, the Company does not issue certificates to investors. Instead, security holders will receive a statement of their holdings in the Company, including New Shares issued under this Prospectus. If an investor is broker sponsored, ASPL will send a CHESS statement.

The CHESS statement will set out the number of New Shares issued under this Prospectus, provide details of your holder identification number and give the participation identification number of the sponsor.

If you are registered on the issuer-sponsored subregister, your statement will be dispatched by the Company's share registrar and will contain the number of New Shares issued to you under this Prospectus and your security holder reference number.

A CHESS statement or issuer sponsored statement will routinely be sent to Shareholders at the end of any calendar month during which the balance of their shareholding changes. Shareholders may request a statement at any other time, however, a charge may be made for additional statements.

8.15 Taxation and duty implications

The Directors do not consider that it is appropriate to give Shareholders advice regarding the taxation consequences of the Company conducting the Offer or Shareholders applying for New Shares under this Prospectus, as it is not possible to provide a comprehensive summary of the possible taxation positions of Shareholders. The Company, its advisers and officers, do not accept any responsibility or liability for any taxation consequences to Shareholders in the Offer. Shareholders should, therefore, consult their own professional tax adviser in connection with the taxation implications of the Offer.

No brokerage or stamp duty is payable by Applicants in respect of Applications for New Shares under this Prospectus.

8.16 Privacy

The Company collects information about each Applicant provided on an Entitlement and Acceptance Form for the purposes of processing the Application and, if the Application is successful, to administer the Applicant's security holding in the Company.

By submitting an Entitlement and Acceptance Form, each Applicant agrees that the Company may use the information provided by an Applicant on the Entitlement and Acceptance Form for the purposes set out in this privacy disclosure statement and may disclose it for those purposes to the Share Registry, the Company's related body corporates, agents, contractors and third party service providers, including mailing houses and professional advisors, and to ASX and regulatory authorities.

If an Applicant becomes a Shareholder, the Corporations Act requires the Company to include information about the Shareholder (including name, address and details of the Shares held) in its public register. The information contained in the Company's public register must remain there even if that person ceases to be a Shareholder. Information contained in the Company's register is also used to facilitate distribution payments and corporate communications (including the Company's financial results, annual reports and other information that the Company may wish to

communicate to its security holders) and compliance by the Company with legal and regulatory requirements.

If you do not provide the information required on the Entitlement and Acceptance Form, the Company may not be able to accept or process your Application. An Applicant has the right to gain access to the information that the Company holds about that person subject to certain exceptions under law. A fee may be charged for access. Such requests must be made in writing to the Company's registered office.

8.17 Enquiries

Any queries regarding the Offer should be directed to Mr Gregor Dixon, Company Secretary on +61 3 8687 2178.

Any queries regarding the Entitlement and Acceptance Form should be directed to the Share Registry on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia).

You can also contact your stockbroker or professional adviser with any queries in relation to the Offer.

9 RIGHTS AND LIABILITIES ATTACHING TO SHARES

Full details of the rights and liabilities attaching to the Shares are:

- detailed in the Constitution, a copy of which can be inspected, free of charge, at the registered office of the Company during normal business hours; and
- regulated by the Corporations Act, the Listing Rules and the general law.

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

(a) Voting rights

Subject to any rights or restrictions for the time being attached to any class or classes of shares, at a general meeting of members every member has one vote on a show of hands and one vote per Share on a poll. Voting may be in person or by proxy, attorney or representative.

(b) Dividends

Subject to the rights of holders of Shares issued with any special rights (at present there are none), the profits of the Company which the Board may from time to time determine to distribute by way of dividend are divisible to each Share of a class on which the Board resolves to pay a dividend in proportion to the amount for the time being paid on a share bears to the total issue price of the Share. All Shares currently on issue and the Shares to be issued under this Prospectus are fully paid Shares.

(c) Future issues of securities

Subject to the Corporations Act and the Listing Rules, the Directors may issue, grant options over, or otherwise dispose of unissued Shares in the Company at the times and on the terms that the Directors think proper and a Share may be issued with preferential or special rights.

(d) Transfer of Shares

A Shareholder may transfer Shares by any means permitted by the Corporations Act or by law.

(e) Meetings and notices

Each Shareholder is entitled to receive notice of, and to attend, general meetings for the Company and to receive all notices, accounts and other documents required to be sent to Shareholders under the Constitution, the Corporations Act or the Listing Rules. Shareholders may requisition meetings in accordance with the Corporations Act.

(f) Liquidation rights

The Company has one class of shares on issue, ordinary shares, which rank equally in liquidation.

(g) Variation of rights

Subject to the Listing Rules, the rights attached to the Shares may be varied with the consent in writing of Shareholders holding 75% of the Shares or by a special resolution passed at a separate meeting of the holders of the Shares in accordance with the Corporations Act.

(h) Shareholder liability

The New Shares are fully paid Shares and they are not subject to any calls for money by the Directors and will therefore not become liable for forfeiture.

10 ADDITIONAL INFORMATION

10.1 Continuous disclosure obligations

The Company is a 'disclosing entity' (as defined in section 111AC of the Corporations Act) for the purposes of section 713 of the Corporations Act and, as such, is subject to regular reporting and disclosure obligations. Specifically, like all listed companies, the Company is required to continuously disclose any information it has to the market which a reasonable person would expect to have a material effect on the price or the value of the Company's securities. The New Shares which will be issued pursuant to this Prospectus are in the same class of Shares that have been quoted on the official list of the ASX during the 12 months prior to the issue of this Prospectus.

10.2 Assets and Liabilities as at 30 June 2014

Assets	2014 (\$)	2013 (\$)
Current assets		
Cash and cash equivalents	33,275	166,416
Trade and other receivables	22,271	8,759
Other	-	720
	<u>55,546</u>	<u>175,895</u>
Non-current assets classified as held for sale	1,600,000	1,600,000
Total current assets	<u>1,655,546</u>	<u>1,775,895</u>
Non-current assets		
Property, plant and equipment	-	36,980
Intangibles	247,152	256,610
Total non-current assets	<u>247,152</u>	<u>293,590</u>
Total assets	<u>1,902,698</u>	<u>2,069,485</u>
Liabilities		
Current liabilities		
Trade and other payables	1,930,781	1,534,195
Borrowings	1,132,246	474,894
Income tax	3,360	-
Employee benefits	1,683	1,683
Other	5,000	5,000
Total current liabilities	<u>3,073,070</u>	<u>2,015,772</u>
Non-current liabilities		
Employee benefits	6,253	6,253
Total non-current liabilities	<u>6,253</u>	<u>6,253</u>
Total liabilities	<u>3,079,323</u>	<u>2,022,025</u>
Net assets/(liabilities)	<u>(1,176,625)</u>	<u>47,460</u>

10.3 Statement of profit or loss and other comprehensive income for the year ended 30 June 2014

	(\$)	(\$)
Revenue	239,420	372,515
Other income	12,500	654,715

Expenses		
Cost of services	(312)	(91,475)
Consultancy fees	(626,828)	(564,701)
Employee benefits expense	(314,205)	(384,603)
Depreciation and amortisation expense	(76,138)	(71,053)
Impairment of assets	-	(200,145)
Administration expenses	(30,623)	(57,462)
Occupancy costs	(102,364)	(102,362)
Professional fees	(148,331)	(529,149)
Travel expenses	(22,092)	(63,805)
Other expenses	(86,422)	(257,745)
Finance costs	(68,690)	(45,102)
Total expenses	<u>(1,476,005)</u>	<u>(2,367,602)</u>
Loss before income tax expense	(1,224,085)	(1,340,372)
Income tax expense	-	-
Loss after income tax expense for the year attributable to the owners of Green Invest Limited	(1,224,085)	(1,340,372)

10.3A Auditor's Qualified Option

Sections 10.3 and 10.4 above contain information on the assets and liabilities and profit performance of the Company for the June 2014 financial year. This information has been extracted from the Annual Report, which contains a qualified audit opinion in the Independent Auditor's Report due to the carrying value of the Company's equity interest in Envex Services Pty Ltd (ACN 144 803 190) (Envex), as described more fully in Section 10.4.1(b) below. The Independent Auditor's Report states that:

"The consolidated entity holds as an investment, shares in Envex Services Pty Limited, which is classified as an asset held for sale at 30 June 2013 and 30 June 2014. The proceeds of the anticipated sale of this investment are included in the company's cash flow projects for 2015 as represented in Note 1 Going concern. The directors have provided representations that the carrying value of this investment, \$1,600,000, has been measured at the lower of its carrying amount and fair value less costs to sell. However, contrary to the requirements of Australia Accounting Standard 5: Non-current Assets Held for Sale and Discounted Operations, sufficient evidence has not been provided by the director's to support their assertion. Consequently, we have been unable to determine whether any adjustment to the carrying value of the investment is necessary for the year ended 30 June 2013 or 30 June 2014."

10.4 Prospects

10.4.1 Overview

The Company has two main activities centred within the USA and Australia.

(a) USA

The main activities within the USA are through its wholly owned subsidiary GPUSA. The business focuses upon:

- (i). promoting a training and licencing program for plumbers to be accredited as licensed green plumbers qualifying those licensed plumbers for installation of environmentally friendly plumbing and other products and devices; and

- (ii). accessing manufacturers and municipalities for licensed greens plumbers for installation of products and devices.

(b) Australia

The Company holds a 26% equity interest in Envex. Envex was established specifically to meet the needs of the environmental marketplace in Australia and the Asia-Pacific region. Envex specialises in products and services that drive environmental market depth and liquidity, and facilitates risk management by market participants. Envex provides brokerage and matching services and is developing a range of exchange-traded and over-the-counter energy and environmental products, both derivatives with cash settlement and contracts for physical delivery.

10.4.2 GPUSA

Although the GPUSA business model was initially conceived in Australia, it is in the USA where the Company anticipates further growth. The model as adapted to the USA, provides a unique route to markets through municipal or utility based campaigns. It is based upon ensuring installation of manufacturers' products is undertaken by qualified tradesman at competitive prices.

This model when linked to community groups e.g. municipalities ensures movement of volumes of product for the benefit of manufacturers as well as a constant stream of contract work for the benefit licensed tradesman. GPUSA provides the link between the manufacturer, municipality, the tradesman and the homeowner.

The model has a number of applications across various trades with the major initial focus being water conservation through an alliance with industry providing training programs to tradesmen ensuring quality installation of the product. The model is being expanded to include provision of additional products including air conditioning, solar heating, etc. There are also a number of variations of the model but each has the underlying characteristic of combining quality product and installation.

(a) Training and Licensing

The Company owns the Green Plumbers trade mark as depicted below (Trademark) and has granted a licence to use the Trademark to MPMSAA.



Green Plumbers®
CREATING SUSTAINABLE COMMUNITIES

Under a training agreement between, among others, the Company, MPMSAA and IAPMO (**Training Agreement**), MPMSAA further grants IAPMO a perpetual licence to use the Trademark and training materials for the purposes of providing training and accreditation to plumbers in respect of Green Plumbing Practices in North America, India and China.

In addition, GPUSA has entered into a number of licence and service agreements with plumbers in the USA (**Members**) under which GPUSA grants each Member a licence to use the Trademark and provides supporting services to each Member in respect of the GPUSA system. The Members each pay to GPUSA a licence fee and may in certain instances pay to GPUSA a referral fee based upon referrals provided by GPUSA in respect to a local project in which GPUSA is participating.

In order to expand the number of Members, GPUSA has formed an association with Nexstar, Inc. as a 'Strategic Partner' so as to increase association with contracting groups in various trades as well as other benefits.

(b) Green Cities Programs

The Company, GPUSA and Niagara Conservation Corp have entered into a Joint Marketing and Exclusive Supply Agreement, which provides for joint marketing and advertising efforts by GPUSA and Niagara.

Under that agreement, GPUSA refers all leads for projects and permits Niagara Conservation Corp to take lead in bidding for such projects. In return, Niagara Conservation Corp recommends the use of GPUSA certified contractors for projects. In addition, GPUSA endorses and recommends Niagara Conservation Corp and its water and energy conservation products and programmes, and GPUSA contractors will use and specify exclusively Niagara Conservation Corp products.

Under the agreement in respect to endorsement, GPUSA is paid an annual fee on a quarterly basis and, in respect to Green Cities Programs, a royalty on net revenues of Niagara Conservation Corp from all projects that were either referred to Niagara Conservation Corp by GPUSA or utilise GPUSA for installation services of Niagara Conservation Corp products. All payments in these respects are in US dollars.

The impetus for this joint community based Green City initiative can be seen as a combination of a number of factors including:

- (i). upgrade of US domestic infrastructure where many inefficient and high water usage products are replaced by more efficient products;
- (ii). drought in many of the southern and mid-west States of the USA;
- (iii). metering where many homeowners who were not previously being charged for water are now being charged; and
- (iv). requirement by manufacturers and their insurance companies that installation be undertaken by trained professionals (and similar requirements by municipalities and individual owners).

After initial presentation to the municipality or utility, Green City is normally invited to conduct trial retrofit programs to enable the municipality or utility to assess the water savings as well as standard of installation. At the present stage trials are being conducted in a number of municipalities in the USA including Dade and Phoenix. American Water has contracted for a number of pilot studies in various local owned utilities and it is hoped that successful completion of the trials will see substantial supply and installation contracts being awarded to Green City.

After successful completion of the trials, a full contract is executed together with funding arrangements. This is the case with the municipalities in the USA of Cobb County, Aurora and Alameda.

(c) Ygrene

Ygrene is a leading provider of energy retrofit programmes for local governments. Ygrene administers and funds property assessed clean energy (PACE) programs for commercial building owners. PACE financing allows property owners to finance renewable energy and efficiency upgrades over the long-term by adding the payment onto their property taxes.

In the initial stages, GPUSA has entered into a Contractor Agreement with Ygrene under which Ygrene certifies Green Plumbers through defined PACE procedures to participate in PACE, which provides a valuable opportunity for GPUSA to increase its business through installations of water saving devices by Ygrene-certified Green Plumbers. Upon funding being provided by Ygrene, GPUSA pays to the Ygrene contractor a participation fee equal to 3% of the final project contract price for each project completed by GPUSA and funded under a PACE programme. GPUSA is entitled to a margin based upon the difference between supply and installation price less costs of products supplied and installed. This varies from case to case.

(d) Future USA Direction

GPUSA intends to take advantage of the momentum that has been gained from the initial Green City projects. Niagara Conservation Corp has identified over 100 municipalities which, given Niagara Conservation Corp's previous dealings with the particular municipality, may embrace the program. Notably, uptake is dependent upon a number of factors including local finances, current state of infrastructure and local water shortages.

GPUSA intends to expand on its current model with particular emphasis upon sourcing alternate forms of finance for various models. The Green City projects and its derivatives have been well received. However to take better advantage of the marketing initiatives additional finance would be ideal.

10.4.3 Green Invest Australia

(a) Envex

The Company holds a 26% equity interest in Envex. Envex was established specifically to meet the needs of the environmental marketplace in Australia and the Asia-Pacific region. Envex specialises in products and services that drive environmental market depth and liquidity, and facilitates risk management by market participants. Envex provides brokerage and matching

services and is developing a range of exchange-traded and over-the-counter energy and environmental products, both derivatives with cash settlement and contracts for physical delivery.

(b) Future Australian Direction

The Company has reviewed the Australian operations and is considering engaging in the following activities:

- (i). rationalisation of its investment in Envex;
- (ii). reworking of the Green Plumber model as to whether some aspects of the Green Plumbers/Green City model are transferable to Australia;
- (iii). improving communications with industry bodies and contractors;
- (iv). a marketing joint venture offering energy savings to body corporate customers (the Company will receive ongoing revenues in the form of a proportion of the customer's energy savings);
- (v). identification and development of a product line providing specialised environmental products to the community; and
- (vi). the establishment of a sustainable business model in Australia based upon an association with a leading Australian bank providing upgrading of body corporate property coupled with development of a product line providing specialised environmental products to the community.

(c) Australian Trademark Dispute

While the Company is not deriving any significant revenue from using the Trademark in Australia, a dispute with a third party has arisen whereby a component of the Trademark has been transferred to a third party without the Company's consent. The Directors believe that the transfer is invalid and are considering taking the appropriate course of action to protect the Company's interest in the Trademark.

Importantly, the dispute in Australia does not affect the status of the Trademark in the USA, where the Company anticipates further growth.

10.5 Placement

As announced by the Company on 28 August 2014, the Company will raise, subject to Shareholder approval, \$237,645 through the issue of 11,882,254 new shares at an issue price of \$0.02 per share to RM Corporate Finance Pty Ltd (**Placement**).

Shareholder approval was obtained on 30 September 2014. Accordingly, the Placement is expected to be finalised and the Shares allotted:

- (a) after 14 October 2014 (being the date that is 10 business days after the date that Shareholder approval is obtained); and
- (b) before the closing date of the Offer,

which, in any event, will be no later than 3 months after the date of the 2013 annual general meeting of the Company.

The Shares issued under the Placement will be ordinary shares that rank pari passu with existing ordinary shares in the Company.

It is intended that the proceeds of the Placement will be utilised to reduce the Company's debt liabilities and fund working capital requirements of the Company as described in Section 5.2A.

10.6 Retirement, Conversion and Reduction of Director Loans

During the period the Company was suspended from trading, to ensure the ongoing solvency of the Company, Peter McCoy and Robert Bell (through Birchwood Group Pty Ltd and GFK Investments Pty Ltd respectively) advanced the Company an aggregate amount of \$1,025,015.06 on an interest-free basis (**Director Loans**). As part of the Recapitalisation Plan, the Company will satisfy amounts owing under the Director Loans in the manner contemplated by, and on the terms and conditions of, the Director Loan Deed entered into with the lenders dated 21 July 2014 (**Director Loan Deed**).

The Director Loan Deed provides for the restructuring of the Director Loans, subject to Shareholder approval, in the following manner:

- (a) \$100,000 of each Director Loan is forgiven in consideration of the granting of options over 2,500,000 Shares each in the Company which are exercisable on a 1:1 basis at \$0.08;
- (b) 50% of the remaining balance of each Director Loan is converted into Shares in the Company 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;
- (c) the remaining balance of each Director Loan is repayable by 31 December 2014 and 1 July 2015 respectively;
- (d) the Director Loans will be secured by a second-ranking subordinated security over the Company's assets; and
- (e) will accrue interest at an interest rate of 8%.

Shareholder approval pursuant to the Director Loan Deed and in accordance with the Listing Rules and the Corporations Act was obtained by the Company on 30 September 2014.

In order to ensure that Robert Bell's relevant interest in the securities of the Company does not exceed 19.9%, the Company has entered into an amendment deed with each of Birchwood Group Pty Ltd and GFK Investments Pty Ltd to vary the terms of the Director Loan Deed (**Amendment Deed**). The Amendment Deed provides for the reduction of the number of Shares to be issued to GFK Investments Pty Ltd from 10,500,000 to 7,450,000 so that GFK Investments Pty Ltd receives 7,450,000 shares for the same consideration. The Shares will be issued before 30 October 2014 following the Placement. The Amendment Deed also amended the repayment date for the remaining Directors Loans to:

- (a) 31 December 2015 for GFK Investments Pty Ltd; and
- (b) 1 July 2016 for Birchwood Group Pty Ltd.

10.7 General

This Prospectus is intended to be read in conjunction with the publicly available information in relation to the Company which has been notified to ASX and does not include all of the information that would be included in a prospectus for an initial public offering of securities in an entity that is not already listed on a stock exchange. Investors should therefore have regard to the other publicly available information in relation to the Company before making a decision whether or not to invest.

Having taken such precautions and having made such enquires as are reasonable, the Company believes that it has complied with the general and specific requirements of ASX as applicable from time to time throughout the period from lodgement of the Company's annual financial statements of the Company for the financial year ended 30 June 2014 to the issue of this Prospectus which required the Company to notify ASX of information about specified events or matters as they arise for the purpose of ASX making that information available to the stock market conducted by ASX.

Information that is already in the public domain has not been reported in this Prospectus other than that which is considered necessary to make this Prospectus complete.

The Company, as a disclosing entity under the Corporations Act states that:

- (a) it is subject to regular reporting and disclosure obligations;
- (b) copies of documents lodged with ASIC in relation to the Company (not being documents referred to in section 1274(2)(a) of the Corporations Act) may be obtained from, or inspected at, the offices of ASIC; and
- (c) it will provide a copy of each of the following documents, free of charge, to any person on request between the date of issue of this Prospectus and the Closing Date:
 - (i). the annual financial statements of the Company for the financial year ended 30 June 2014 being the last financial statements for a financial year, of the Company lodged with ASIC before the issue of this Prospectus; and
 - (ii). any continuous disclosure notices given by the Company after the lodgement of the financial statements referred to in sub-paragraph (i) and before the lodgement of this Prospectus with ASIC.

Copies of all documents lodged with ASIC in relation to the Company can be obtained free of charge from the Company's registered office during normal office hours.

The Company has lodged the following announcements with ASX since the 2014 audited financial statements were due for lodgement:

Date	Description of Announcement
1 October 2014	Correction to Preliminary Final Report & 2014 Annual Report
2 October 2014	Appendix 3B
2 October 2014	Prospectus
3 October 2014	Notice to shareholders
10 October 2014	Prospectus – ASIC Interim Order

ASX maintains files containing publicly available information for all listed companies. The Company's file is available for inspection at www.asx.com.au.

10.8 Directors' interests

As at the date of this Prospectus, the Directors have a relevant interest in securities of the Company and remuneration as set out below.

Director	Peter McCoy	Ronald Lunt	Robert Bell
Shares	4,114,566	7,016,592	10,295,438
Shares to be issued ¹	10,125,376	0	7,450,000
Option to be issued ¹	2,500,000	0	2,500,000

¹ Please refer to Section 10.6.

Remuneration paid to Directors in the two years prior to the date of this Prospectus		
	30 June 2014	30 June 2013
Peter McCoy	\$285,000	\$240,000
Ronald Lunt	\$0	\$0
Robert Bell	\$0	\$0

The Company has entered into Indemnity, Insurance and Access Deeds with each of the Directors (**Deeds**). Under the Deeds, the Company agrees to indemnify each of the Directors to the extent permitted by the Corporations Act against certain liabilities incurred by the Directors whilst acting as an officer of the Company, and to insure each Director against certain risks to which the Company is exposed as an officer of the Company. The Deeds also grant each Director a right of access to certain records of the Company for a period of up to 7 years after the Director ceases to be an officer of the Company.

The Deeds were entered into as part consideration for the Directors agreeing to hold office as directors of the Company.

The Constitution of the Company provides that the Directors may be paid for their services as Directors. Non-executive Directors may only be paid a sum not exceeding such fixed sum per annum as may be determined by the Company in general meeting, to be divided among the Non-executive Directors in equal shares (having regard to the proportion of the relevant year for which each Director held office) or as otherwise decided by the Board.

Subject to the Corporations Act, the Company may enter into and pay premiums on a contract of insurance in respect of Directors.

Other than as set out above or elsewhere in this Prospectus, no Director or proposed Director holds at the date of this Prospectus, or held at any time during the last 2 years before the date of lodgement of this Prospectus with ASIC, any interest in:

- (a) the formation or promotion of the Company; or
- (b) any property acquired or proposed to be acquired by the Company in connection with its formation or promotion of the Company or the Offer; or
- (c) the Offer,

and no amounts have been paid or agreed to be paid and no benefits have been given or agreed to be given contrary to the Corporations Act:

- (d) to a Director or proposed Director or to any firm in which any such Director is a partner, to induce him or her to become, or to qualify as, a Director; or
- (e) for services provided by a Director or proposed Director or to any firm which any such Director is a partner, in connection with the formation or promotion of the Company or the Offer.

10.9 Interests of promoters and named persons

Except as disclosed in this Prospectus, no expert, promoter or any other person named in this Prospectus as performing a function in a professional advisory or other capacity in connection with the preparation or distribution of the Prospectus, nor any firm in which any of those persons is or was a partner nor any company in which any of those persons is or was associated, has now, or has had, in the 2 year period ending on the date of this Prospectus, any interest in:

- (a) the formation or promotion of the Company; or
- (b) property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the Offer; or
- (c) the Offer.

Southbank is the underwriter to the Offer and will be paid such fees as are outlined in Section 8.4, being received \$70,000 (exclusive of GST). Southbank has received fees for services to the Company in the 2 years prior to the date of this Prospectus.

CBW Partners has acted as solicitors in respect to the Offer. In respect of this work, the Company will pay approximately \$25,000 (exclusive of GST). Subsequently fees will be paid in accordance with

normal hourly rates. CBW Partners has received fees for services to the Company in the 2 years prior to the date of this Prospectus.

Computershare Investor Services Pty Limited is acting as share registry to the Offer. In respect of this work, the Company will pay approximately \$14,372.75 (exclusive of GST). Subsequently fees will be paid in accordance with normal hourly rates. Computershare Investor Services Pty Limited has received fees for services to the Company in the 2 years prior to the date of this Prospectus.

BDO East Coast Partnership (BDO) is the auditor of the Company and is responsible for, among other things, the preparation of the auditor's report that is included in the Annual Report of the Company which has been lodged with ASX. In respect of this work, the Company will pay approximately \$40,000 (exclusive of GST). BDO has received fees for services to the Company in the 2 years prior to the date of this Prospectus.

10.10 Consents

Each of the persons referred to in this Section:

- (a) has given and has not, before the date of lodgement of this Prospectus with ASIC withdrawn their written consent:
 - (i). to be named in the Prospectus in the form and context in which it is named; and
 - (ii). where applicable, to the inclusion in this Prospectus of the statement(s) and/or reports (if any) by that person in the form and context in which it appears in this Prospectus;
- (b) has not caused or authorised the issue of this Prospectus;
- (c) has not made any statement in this Prospectus or any statement on which a statement in this Prospectus is based, other than specified below;
- (d) to the maximum extent permitted by law, expressly disclaims all liability in respect of, makes no representation regarding, and takes no responsibility for, any part of this Prospectus, other than the references to their name and the statement(s) and/or report(s) (if any) specified below and included in this Prospectus with the consent of that person.

Name	Role
CBW Partners	Solicitors
Computershare Investor Services Pty Limited	Share Registry
Southbank Capital Pty Ltd	Underwriter
BDO East Coast Partnership	Auditor

10.11 Expenses of the Offer

The total expenses of the Offer (exclusive of GST) are estimated to be \$125,000:

Cost¹	\$
Lead manager and underwriter's fee	70,000
Legal fees	25,000
ASX, ASIC, printing, share registry and other expenses	30,000
Total	125,000

¹ These expenses have or will be paid by the Company.


10.12 Litigation

As at the date of this Prospectus, the Company is not involved in any legal proceedings of a material nature and the Directors are not aware of any legal proceedings pending or threatened against the Company.

11 DIRECTORS' RESPONSIBILITY AND CONSENT

Each Director has consented to the lodgement of this Prospectus with ASIC and has not withdrawn that consent.

Dated: 16 October 2014


.....

Signed for and on behalf of Green Invest Limited
by Peter McCoy, Executive Chairman

12 GLOSSARY

Where the following terms are used in this Prospectus they have the following meanings:

\$, A\$ or Dollars	Australian dollars unless otherwise stated.
AEDT	Australian Eastern Daylight Saving Time.
AEST	Australian Eastern Standard Time.
Annual Report	the 2014 Annual Report to Shareholders dated 30 September 2014.
Applicant	a person who submits a valid Entitlement and Acceptance Form pursuant to this Prospectus.
Application	a valid application made on an Entitlement and Acceptance Form to subscribe for New Shares pursuant to this Prospectus.
ASIC	the Australian Securities & Investments Commission.
ASX	the ASX Limited ACN 008 624 691 and where the context permits the Australian Securities Exchange operated by ASX Limited.
Board	the board of Directors of the Company.
Business Day	a day that is not a Saturday, Sunday, a public holiday or bank holiday in Melbourne, Victoria.
Closing Date	the date set out in Section 1.
Company	Green Invest Limited (ACN 119 031 462).
Constitution	the constitution of the Company.
Corporations Act	the <i>Corporations Act 2001</i> (Cth).
Deeds	the Indemnity, Insurance and Access Deeds between the Company and each of the Directors.
Director	a director of the Company.
Eligible Shareholders	a Shareholder as at the Record Date with a registered address in Australia.
Entitlement	a Shareholder's entitlement to subscribe for New Shares offered by this Prospectus.
Entitlement and Acceptance Form	the personalised entitlement and acceptance form attached to this Prospectus.
Envex	Envex Services Pty Limited (ACN 144 803 190).
Existing Share	a Share issued as at 5.00 pm (AEDT) on the Record Date.

GPUSA	the Company's business in the USA through its wholly owned subsidiary, Green Plumbers Inc..
Green City	the joint water and energy conservation program between GPUSA and Niagara Conservation Corp.
IAPMO	International Association of Plumbing and Mechanical Officials.
Listing Rules	the listing rules of the ASX.
MPMSAA	Master Plumbers and Mechanical Services Association of Australia.
New Shares	Shares offered pursuant to this Prospectus.
Offer	an invitation made in this Prospectus to subscribe for New Shares.
Official List	the official list of the ASX.
Opening Date	the date set out in Section 1.
Option	an option to purchase a Share.
Placement	has the meaning given in Section 10.5.
Prospectus	this Prospectus and includes the electronic form of this Prospectus.
Recapitalisation Plan	the Company's recapitalisation plan as announced on 28 August 2014.
Record Date	the date set out in Section 1.
Share	a fully paid ordinary share in the Company.
Share Registry	Computershare Investor Services Pty Limited (ABN 48 078 279 277).
Shareholder	the registered holder of Shares in the Company.
Shortfall	will occur if the Company does not hold successful valid Applications for all the New Shares offered by the Company under this Prospectus by the Closing Date.
Shortfall Shares	New Shares for which valid Applications have not been received by the Closing Date.
Southbank	Southbank Capital Pty Ltd (ACN 130 971 201).
Trademark	the trade mark depicted in Section 10.4.2.
Underwriting Agreement	the underwriting agreement dated 22 July 2014 between the Company and Southbank.
Underwritten Amount	\$1 million.
US Person	has the meaning given to that term in Regulation S under the US Securities Act.

US Securities Act	the <i>United States Securities Act of 1933</i> , as amended.
USA	the United States of America.
VWAP	volume-weighted average price.
Ygrene	Ygrene Energy Fund California, LLC.