



green invest

creating positive energy

14 November 2014

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

GREEN INVEST LIMITED – SUPPLEMENTARY PROSPECTUS

On 30 September 2014 the Company obtained Shareholder approval for the issue of 11,882,254 new shares at an issue price of \$0.02 per share to raise \$237,645 to RM Corporate Finance Pty Ltd. Under the terms of that approval, the Company must complete the Placement:

- (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,

which, in any event, will be no later than 30 December 2014 (being three months after the date of the 2013 annual general meeting of the Company).

In addition, the Company obtained Shareholder approval on 30 September 2014 for the issue of Options and Shares under the Director Loan Deed (**Director Options and Shares**). Under the terms of that approval, the Company must issue the Director Options and Shares within one month after the date of the 2013 annual general meeting (i.e. 30 October 2014).

As a result of delays in settling the Placement, the Company and RM Corporate Finance Pty Ltd have agreed to extend the Placement Agreement until 21 November 2014.

This delay will be within the terms of the Shareholder approval obtained by the Company as the Placement was completed before the Closing Date. However, as a result of the delay in completing the Placement, the Company was not able to issue the Director Options and Shares before 30 October 2014. Accordingly, the Company:

- (a) intends to seek further Shareholder approval at the Company's 2014 annual general meeting in respect of the issue of the Director Options and Shares; and
- (b) has entered into a second amendment deed to amend and restate the Director Loan Deed to provide for the delay.



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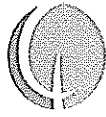
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The Company has lodged a Supplementary Prospectus with Australian Securities & Investments Commission today (which is attached). This is supplementary to the Replacement Prospectus lodged by the Company on 16 October 2014.

Please note that the Company intends to shortly lodge the notice of meeting in respect of the Company's 2014 annual general meeting with the ASX.

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

Peter McCoy
Executive Chairman



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Green Invest Limited

ACN 119 031 462

SUPPLEMENTARY PROSPECTUS

Important Information

This Supplementary Prospectus is dated 14 November 2014 and is supplementary to the replacement prospectus dated 16 October 2014 (**Replacement Prospectus**) issued by Green Invest Limited (ACN 119 031 462) (**Company**) in relation to the offer of shares by the Company. The Replacement Prospectus replaced a prospectus dated 2 October 2014.

This Supplementary Prospectus was lodged with the Australian Securities & Investments Commission (**ASIC**) on 14 November 2014. Neither ASIC, ASX Limited (ACN 008 624 691), nor any of their respective officers take any responsibility for the contents of this Supplementary Prospectus or the merits of the investment to which this Supplementary Prospectus relates.

This Supplementary Prospectus must be read together with the Replacement Prospectus. If there is any inconsistency between this Supplementary Prospectus and the Replacement Prospectus, the Supplementary Prospectus will prevail.

Unless otherwise indicated, terms defined and used in the Replacement Prospectus have the same meaning in this Supplementary Prospectus.

This Supplementary Prospectus and the Replacement Prospectus can be obtained during the Offer period at the Company's registered office, or can alternatively be posted by contacting the Company on +61 3 8687 2178.

This document is important and should be read in its entirety. Please consult your broker or other professional adviser if you do not fully understand the contents.

1. Placement

On 30 September 2014 the Company obtained Shareholder approval for the issue of 11,882,254 new shares at an issue price of \$0.02 per share to raise \$237,645 to RM Corporate Finance Pty Ltd. Under the terms of that approval, the Company must complete the Placement:

- (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,

which, in any event, will be no later than 30 December 2014 (being three months after the date of the 2013 annual general meeting of the Company).

The Company intended to complete the Placement before 30 October 2014. However, as a result of delays in settling the Placement, the Company and RM Corporate Finance Pty Ltd have agreed to extend the Placement Agreement until 21 November 2014.

This delay will be within the terms of the Shareholder approval obtained by the Company given that the Placement was completed before the Closing Date.

2. Shareholder Approval – Director Options and Shares

The Company obtained Shareholder approval on 30 September 2014 for the issue of Options and Shares under the Director Loan Deed (**Director Options and Shares**). Under the terms of that approval, the Company must issue the Director Options and Shares within one month after the date of the 2013 annual general meeting (i.e. 30 October 2014).

As a result of the delay in completing the Placement, the Company was not able to issue the Director Options and Shares before 30 October 2014. As such, the Company:

- (a) intends to seek further Shareholder approval at the Company's 2014 annual general meeting in respect of the issue of the Director Options and Shares; and
- (b) has entered into a second amendment deed to amend and restate the Director Loan Deed to provide for the delay.

3. Changes to the Replacement Prospectus

Accordingly, all references in the Replacement Prospectus to:

- (a) the issue of Director Options and Shares must be read to be subject to Shareholder approval; and
- (b) the Director Loan Deed is to the Director Loan Deed as amended and restated on 4 November 2014.

This is a supplementary prospectus dated 14 November 2014 and is intended to be read in conjunction with the replacement prospectus dated 16 October 2014 relating to the offer to apply for shares in Green Invest Limited (ACN 119 031 462).

In addition:

- (a) the table set out in Section 2 of the Replacement Prospectus is deleted and replaced with the following table:

Shares currently on issue	59,440,995
Options currently on issue	Nil
Shares to be issued under Placement ¹	11,882,254
Shares to be issued to Directors subject to Shareholder approval ²	17,575,376
Options to be issued to Directors subject to Shareholder approval ²	5,000,000
New Shares offered under this Prospectus at \$0.02 per New Share	59,440,995
Amount raised under this Prospectus (before costs)	\$1,188,819.90

¹ Please refer to Section 10.5 of the Replacement Prospectus and Section 1 of the Supplementary Prospectus.

² Subject to Shareholder approval, please refer to Section 10.6 of the Replacement Prospectus and Section 2 of the Supplementary Prospectus.

- (b) the table set out in Section 5.5 of the Replacement Prospectus is deleted and replaced with the following table:

	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 subject to Shareholder approval ²	17,575,376
Options to be issued to Directors subject to Shareholder approval ²	5,000,000
Total Shares	148,339,620

¹ Please refer to Section 10.5 of the Replacement Prospectus and Section 1 of the Supplementary Prospectus.

² Subject to Shareholder approval, please refer to Section 10.6 of the Replacement Prospectus and Section 2 of the Supplementary Prospectus.

This is a supplementary prospectus dated 14 November 2014 and is intended to be read in conjunction with the replacement prospectus dated 16 October 2014 relating to the offer to apply for shares in Green Invest Limited (ACN 119 031 462).

- (c) the first table set out in Section 10.8 in respect of the Directors' relevant interests in securities of the Company is deleted and replaced with the following table:

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

¹ Subject to Shareholder approval, please refer to Section 10.6 of the Replacement Prospectus and Section 2 of the Supplementary Prospectus.

4. Extension of Offer

Given the timing changes described in Sections 2 and 3 above, the Directors have resolved to extend the Closing Date of the Offer to 5pm (AEDT) on 15 December 2014.

Accordingly, references to the Closing Date in the Replacement Prospectus are amended and the indicative timetable set out in Section 1 of the Replacement Prospectus is deleted and replaced with the following table:

Lodgement of Original Prospectus with ASIC and ASX	2 October 2014
Notice to Eligible Shareholders	3 October 2014
Record date to determine Entitlement	9 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
Lodgement of Supplementary Prospectus	14 November 2014
Closing date for acceptances ¹	15 December 2014
Quotation on a deferred settlement basis	16 December 2014
Notification of shortfall amount	18 December 2014
Issue of New Shares under the Offer	22 December 2014
Dispatch of shareholding statements	23 December 2014

This is a supplementary prospectus dated 14 November 2014 and is intended to be read in conjunction with the replacement prospectus dated 16 October 2014 relating to the offer to apply for shares in Green Invest Limited (ACN 119 031 462).

¹ The Directors may extend the Closing Date by giving at least 3 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.

These dates are indicative only. The Company may vary the dates and times of the Offer without notice (other than the Closing Date). Accordingly, investors are encouraged to submit their applications as early as possible.

5. Right to withdraw Applications

In accordance with section 724 of the Corporations Act, where the Company offers securities under a disclosure document and the Company then becomes aware of a new circumstance that:

- (a) has arisen since the disclosure document was lodged; and
- (b) would have been required under the Corporations Act to be included in the disclosure document if it had arisen before the disclosure document was lodged; and
- (c) is materially adverse from the point of view of an investor,

the Company must give applicants who have previously submitted an application form under the disclosure document a copy of the supplementary disclosure document and 1 month to withdraw their application and be repaid.

Some of the updates the Company provides in this Supplementary Prospectus may be considered materially adverse from the point of view of an investor.

An Applicant who wishes to withdraw their application and obtain a refund must submit a written request to the Company at the address set out below so that it is received within 1 month of the date of this Supplementary Prospectus:

Green Invest Limited
Attention: Company Secretary
Level 2, Victory Tower, 420 Collins Street
Melbourne VIC 3000.

The details of the refund cheque (including the address to which it should be sent) must correspond to the details contained in the Application Form lodged by that Applicant.

Any repayments made by the Company pursuant to an Applicant exercising their right to withdraw their application will be made in full without interest.

Please be aware that after reviewing this Supplementary Prospectus if you do not wish to withdraw your Application, you do not need to take any action.

This is a supplementary prospectus dated 14 November 2014 and is intended to be read in conjunction with the replacement prospectus dated 16 October 2014 relating to the offer to apply for shares in Green Invest Limited (ACN 119 031 462).

6. Applications

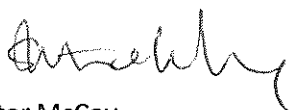
If you have not previously submitted an Entitlement and Acceptance Form, Applications for Shares under the Offer must be made using the application form attached to or accompanying this Supplementary Prospectus (**Supplementary Application Form**). Applications must not be made on the Entitlement and Acceptance Form attached to or accompanying the Replacement Prospectus.

The Supplementary Application Form contains detailed instructions on how it is to be completed.

7. Directors' Authorisation

This Supplementary Prospectus is issued by the Company and its issue has been authorised by a resolution of the Directors.

In accordance with section 720 of the Corporations Act, each Director has consented to the lodgement of this Supplementary Prospectus with ASIC.



Peter McCoy

Executive Chairman

Note: All other details in relation to the terms of the Offer and other matters under the Replacement Prospectus remain unchanged.