



Greenpower Energy Limited
ABN 22 000 002 111

PO Box 1664 Fremantle
WA 6959 Australia

18 November 2016

ASX Compliance Pty Limited
Level 8 Exchange Plaza
2 The Esplanade
Perth WA 6000

Attention Shannon Nicholson

Dear Shannon

Re G King Appendix 3Y – 1 November 2016

Further to your letter of 17 November 2016 regarding listing rules 3.19A and 3.19B and Guidance Note 22 “Director Disclosure of Interests and Transactions in Securities - Obligations of Listed Entities”, we acknowledge that the Appendix 3Y for the disposal of shares by a related party of Mr King was not lodged on time.

The delay in lodgment was in inadvertent oversight by Mr King and his broker. The Directors are aware of their disclosure obligations.

Greenpower Energy Limited has taken the opportunity to reiterate the disclosure requirements and timing of advising the ASX of such. Currently at each Directors meeting the relationships are declared and GPP will take the opportunity to reiterate the disclosure rules at that time.

Yours faithfully

A handwritten signature in black ink that reads 'Matthew Suttling'.

Matthew Suttling
Company Secretary



17 November 2016

Mr Matthew Suttling
Level 1
46 Ord Street
WEST PERTH WA 6005

By email: matt@suttling.com

Dear Mr Suttling

Greenpower Energy Limited (the "Company")

We refer to the Company's announcement lodged with ASX Ltd ("ASX") on 1 November regarding a change of director's interest notice for Gerard King ("Appendix 3Y").

Listing rule 3.19A which requires an entity to tell ASX the following:

3.19A.1 The notifiable interests of a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) at the following times:

- *On the date that the entity is admitted to the official list.*
- *On the date that a director is appointed.*

The entity must complete Appendix 3X and give it to ASX no more than 5 business days after the entity's admission or a director's appointment.

3.19A.2 A change to a notifiable interest of a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) including whether the change occurred during a closed period where prior written clearance was required and, if so, whether prior written clearance was provided. The entity must complete Appendix 3Y and give it to ASX no more than 5 business days after the change occurs.

3.19A.3 The notifiable interests of a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) at the date that the director ceases to be a director. The entity must complete Appendix 3Z and give it to ASX no more than 5 business days after the director ceases to be a director.

Listing rule 3.19B which states as follows.

An entity must make such arrangements as are necessary with a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) to ensure that the director discloses to the



entity all the information required by the entity to give ASX completed Appendices 3X, 3Y and 3Z within the time period allowed by listing rule 3.19.A. The entity must enforce the arrangements with the director.

The Companies Update dated 27 June 2008, reminding listed entities of their obligation to notify ASX within 5 business days of the notifiable interests in securities held by each director and outlining the action that ASX would take in relation to breaches of listings rules 3.19A and 3.19B.

As the Appendix 3Y indicates that a change in Gerard King's notifiable interest occurred on 19 October 2016 the Appendix 3Y should have been lodged with the ASX by 26 October 2016. As the Appendix 3Y was lodged on 1 November 2016 it appears that the Company may be in breach of listing rules 3.19A and/or 3.19B.

Please note that ASX is required to record details of breaches of the listing rules by listed companies for its reporting requirements.

ASX reminds the Company of its contract with ASX to comply with the listing rules. In the circumstances ASX considers that it is appropriate that the Company make necessary arrangements to ensure there is not a reoccurrence of a breach of the listing rules.

Having regard to listing rules 3.19A and 3.19B and Guidance Note 22: "Director Disclosure of Interests and Transactions in Securities - Obligations of Listed Entities", we ask that you answer each of the following questions.

1. Please explain why the Appendix 3Y was lodged late.
2. What arrangements does the Company have in place with its directors to ensure that it is able to meet its disclosure obligations under listing rule 3.19A?
3. If the current arrangements are inadequate or not being enforced, what additional steps does the Company intend to take to ensure compliance with listing rule 3.19B?

Your response should be sent to me by e-mail to Shannon.Nicholson@asx.com.au and Hayley.Pratt@asx.com.au. It should not be sent to ASX Market Announcements.

A response is requested as soon as possible and, in any event, not later than **3:00pm AWST Monday 21 November 2016**.

Under listing rule 18.7A, a copy of this query and your response will be released to the market, so your response should be in a form suitable for release and must separately address each of the questions asked. If you have any queries or concerns, please contact me immediately.

Yours sincerely,

[sent electronically without signature]

Shannon Nicholson
Principal Adviser, Listings Compliance (Perth)