GREENPOWER ENERGY LIMITED

ABN 22 000 002 111



Lodge your vote:



By Mail:

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

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

For Intermediary Online subscribers only (custodians) www.intermediaryonline.com

For all enquiries call:

(within Australia) 1300 850 505 (outside Australia) +61 3 9415 4000

Proxy Form

₩ For your vote to be effective it must be received by 11.00am (AWST) on Saturday 21 January 2017

How to Vote on Items of Business

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

Appointment of Proxy

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

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

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

A proxy need not be a securityholder of the Company.

Signing Instructions

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

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

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

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

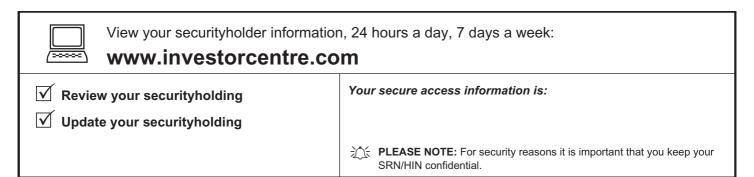
Attending the Meeting

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

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

Turn over to complete the form →





		L_	correct Securit broker comme	nis box and make to ion in the space to syholders sponsore (reference number ences with 'X') show toker of any change	the left. d by a · uld advise				
Proxy	Form		Please mark X to indicate your direction						ection
P1 Ap	point a Proxy to	Vote on You	ır Beha	alf					
I/We being a	a member/s of Greenpo	ower Energy Lin	nited her	eby appoint					
the Ch of the	nair Meeting <u>OR</u>					PLEAS you hav Meeting	e selected the Double inse	ave this box ne Chair of ert your own	the n name(s)
generally at th extent permitte Level 3, 15 La meeting. Chairman aut Meeting as my Resolutions 6, are connected	ndividual or body corporate e meeting on my/our behaled by law, as the proxy see bouchere Road, South Perthorised to exercise undiv/our proxy (or the Chair be 7, 8, 9 and 10 (except what directly or indirectly with the Chair of the Meetit	If and to vote in access fit) at the General that on Monday 23 Jaceted proxies on ecomes my/our proxiere I/we have indicate remuneration of	ordance w I Meeting of anuary 20° remunera sy by defau ated a diffe a member	with the following of Greenpower E 17 at 11.00am (A tion related result), I/we express erent voting intent of key manager	directions (or energy Limited AWST) and at colutions: Wh sly authorise the tion below) evenent personne	if no direction to be held at any adjournmere I/we have the Chair to expend the though Real, which inclu	as have been the offices the offices then to riposite appointed the describes much describes the characteristic and the control of the characteristic and the ch	en given, as of William tponemen the Chair our proxy 6, 7, 8, 9 a air.	and to the Buck, and of that of the on and 10,
0.2	ms of Business	PLEASE NOTE behalf on a sho	E: If you ma				nputing the r	equired ma	ajority.
		For Against	Abstain				€ot	Against.	Abstain
Resolution 1	Approval for the proposed transaction			Resolution 10	Issue of option				
Resolution 2	Issue of consideration shares								
Resolution 3	Ratification of prior issue of shares								
Resolution 4	Placement - Issue of shares								
Resolution 5	Issue of options to consultants and contractors								
Resolution 6	Issue of options to Gerard King								
Resolution 7	Issue of options to Timothy Wall								
Resolution 8	Issue of options to Simon Peters								
Resolution 9	Issue of options to Matthew Suttling								
voting intention	Meeting intends to vote undire	e an ASX announcem	ent will be n	nade.		ces, the Chair o	f the Meeting	g may chan	ige his/he
_		Tyholder(s) This section must be completed Securityholder 2				/. Securityholder 3			
Individual or Se	scurityrioluer i	Securitynold	CI 4		Seci	uritynoider 3			
Sole Director a	nd Sole Company Secretary	Director				Director/Company Secretary			
Contact Name			D	ontact aytime elephone			Date	1	1

Change of address. If incorrect,