



Greenpower Energy Limited
ABN 22 000 002 111

PO Box 1664 Fremantle
WA 6959 Australia

30 January 2017

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

Confirmation of issues of securities and Notice under Section 708A(5) of the Corporations Act

Attached is an Appendix 3B relating to:

Ordinary Shares:

- a) the issue of 12,500,000 Shares in accordance with the Phase 1 Earn-in for the Guyanese Morabisi Project announced on 20 September 2016 and approved at the General meeting held 23 January 2017;
- b) the issue of 50,000,000 Shares at an issue price of \$0.02 to raise \$1,000,000 with 25,000,000 Shares being issued in accordance with Resolution 4 of General meeting held 23 January 2017 and 25,000,000 Shares issued in accordance with ASX Listing Rule 7.1.

Unlisted Options:

- c) 10,000,000 Options issued to Timothy Wall per resolution 4 as approved at the AGM held 30 November 2016;
- d) 60,000,000 Options issued to consultants and contractors per resolution 5 as approved at the General Meeting held 23 January 2017;
- e) 4,000,000 Options issued to Gerard King per resolution 6 as approved at the General Meeting held 23 January 2017;
- f) 3,000,000 Options issued to Timothy Wall per resolution 7 as approved at the General Meeting held 23 January 2017;
- g) 3,000,000 Options issued to Simon Peters per resolution 8 as approved at the General Meeting held 23 January 2017;
- h) 3,000,000 Options issued to Matthew Suttling per resolution 9 as approved at the General Meeting held 23 January 2017;
- i) 3,000,000 Options issued to Alan Flavelle per resolution 10 as approved at the General Meeting held 23 January 2017;

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As at the date of this notice, the Company has complied with:

1. the provisions of Chapter 2M of the Corporations Act 2001 as they apply to the Company; and
2. Section 674 of the Corporations Act 2001.

The Company confirms that, as at the date of this notice and other than as set in this announcement, there is no information that:

1. has been excluded from a continuous disclosure notice given to ASX in accordance with the ASX Listing Rules; and
2. investors and their professional advisers would reasonably require for the purpose of making an informed assessment of:
 - a. the assets and liabilities, financial position and performance, profits and losses and prospects of the Company; and
 - b. the rights and liabilities attaching to fully paid ordinary shares,to the extent to which it would be reasonable for investors and their professional advisers to expect to find such information.

Yours faithfully



Matthew Suttling
Company Secretary

+ See chapter 19 for defined terms.

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

Greenpower Energy Limited

ABN

22 000 002 111

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

1 +Class of +securities issued or to be issued

- a) Fully paid ordinary shares
- b) Fully paid ordinary shares
- c) Unquoted Options
- d) Unquoted Options
- e) Unquoted Options
- f) Unquoted Options
- g) Unquoted Options
- h) Unquoted Options
- i) Unquoted Options

2 Number of +securities issued or to be issued (if known) or maximum number which may be issued

- a) 12,500,000
- b) 50,000,000
- c) 10,000,000
- d) 60,000,000
- e) 4,000,000
- f) 3,000,000
- g) 3,000,000
- h) 3,000,000
- i) 3,000,000

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

- | | |
|--|--|
| <p>3 Principal terms of the ⁺securities (e.g. if options, exercise price and expiry date; if partly paid ⁺securities, the amount outstanding and due dates for payment; if ⁺convertible securities, the conversion price and dates for conversion)</p> | <p>a) Fully paid ordinary shares issued in accordance with the Shareholder approved issued at \$0.026 per share based on the 30day VWAP from approval by shareholders.</p> <p>b) Fully paid ordinary shares issued at \$0.02 per Share</p> <p>c) Unlisted options exercisable at \$0.025 each on or before 23 January 2020</p> <p>d) Unlisted options exercisable at \$0.022 each on or before 1 January 2019</p> <p>e) Unlisted options exercisable at \$0.022 each on or before 1 January 2019</p> <p>f) Unlisted options exercisable at \$0.022 each on or before 1 January 2019</p> <p>g) Unlisted options exercisable at \$0.022 each on or before 1 January 2019</p> <p>h) Unlisted options exercisable at \$0.022 each on or before 1 January 2019</p> <p>i) Unlisted options exercisable at \$0.022 each on or before 1 January 2019</p> |
| <p>4 Do the ⁺securities rank equally in all respects from the ⁺issue date with an existing ⁺class of quoted ⁺securities?</p> <p>If the additional ⁺securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment | <p>a) Yes</p> <p>b) Yes</p> <p>c) No, but options may convert to fully paid ordinary shares</p> <p>d) No, but options may convert to fully paid ordinary shares</p> <p>e) No, but options may convert to fully paid ordinary shares</p> <p>f) No, but options may convert to fully paid ordinary shares</p> <p>g) No, but options may convert to fully paid ordinary shares</p> <p>h) No, but options may convert to fully paid ordinary shares</p> <p>i) No, but options may convert to fully paid ordinary shares</p> |
| <p>5 Issue price or consideration</p> | <p>a) \$0.026 per share</p> <p>b) \$0.02 per share</p> <p>c) Options issued at Nil per option</p> <p>d) Options issued at Nil per option</p> <p>e) Options issued at Nil per option</p> <p>f) Options issued at Nil per option</p> <p>g) Options issued at Nil per option</p> <p>h) Options issued at Nil per option</p> <p>i) Options issued at Nil per option</p> |

⁺ See chapter 19 for defined terms.

6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	<p>Greenpower will use the placement proceeds to:</p> <ul style="list-style-type: none"> - Complete the terms of the initial investment in the Guyanese Morabisi Project - To fund exploration of the Company's projects. - Continued development of the Thermaquatica "OHC" Coal to Liquid Technology; and - For working capital.
6a	Is the entity an ⁺ eligible entity that has obtained security holder approval under rule 7.1A? If Yes, complete sections 6b – 6h <i>in relation to the ⁺securities the subject of this Appendix 3B</i> , and comply with section 6i	Yes
6b	The date the security holder resolution under rule 7.1A was passed	23 January 2017
6c	Number of ⁺ securities issued without security holder approval under rule 7.1	25,000,000
6d	Number of ⁺ securities issued with security holder approval under rule 7.1A	147,500,000
6e	Number of ⁺ securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	N/a
6f	Number of ⁺ securities issued under an exception in rule 7.2	N/a
6g	If ⁺ securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the ⁺ issue date and both values. Include the source of the VWAP calculation.	N/a

⁺ See chapter 19 for defined terms.

Appendix 3B

New issue announcement

6h	If +securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	N/a								
6i	Calculate the entity’s remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	7.1: 117,709,996								
7	+Issue dates Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A. Cross reference: item 33 of Appendix 3B.	a) 27 January 2017 b) 27 January 2017 c) 27 January 2017								
8	Number and +class of all +securities quoted on ASX (<i>including</i> the +securities in section 2 if applicable)	<table><tr><th>Number</th><th>+Class</th></tr><tr><td>976,399,976</td><td>Fully Paid Ordinary Shares</td></tr><tr><td>85,100,000</td><td>Options exercisable at \$0.01 each on or before 13 October 2019</td></tr></table>	Number	+Class	976,399,976	Fully Paid Ordinary Shares	85,100,000	Options exercisable at \$0.01 each on or before 13 October 2019		
Number	+Class									
976,399,976	Fully Paid Ordinary Shares									
85,100,000	Options exercisable at \$0.01 each on or before 13 October 2019									
9	Number and +class of all +securities not quoted on ASX (<i>including</i> the +securities in section 2 if applicable)	<table><tr><th>Number</th><th>+Class</th></tr><tr><td>76,000,000</td><td>Unlisted options exercisable at \$0.022 each on or before 1 January 2019</td></tr><tr><td>10,000,000</td><td>Unlisted options exercisable at \$0.025 each on or before 1 January 2020</td></tr></table>	Number	+Class	76,000,000	Unlisted options exercisable at \$0.022 each on or before 1 January 2019	10,000,000	Unlisted options exercisable at \$0.025 each on or before 1 January 2020		
Number	+Class									
76,000,000	Unlisted options exercisable at \$0.022 each on or before 1 January 2019									
10,000,000	Unlisted options exercisable at \$0.025 each on or before 1 January 2020									
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	No dividends intended at present								

Part 2 - Pro rata issue

11	Is security holder approval required?	N/a
12	Is the issue renounceable or non-renounceable?	N/A
13	Ratio in which the +securities will be offered	N/a

+ See chapter 19 for defined terms.

14	+Class of +securities to which the offer relates	N/a
15	+Record date to determine entitlements	N/a
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	N/a
17	Policy for deciding entitlements in relation to fractions	N/a
18	Names of countries in which the entity has security holders who will not be sent new offer documents <small>Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.</small>	N/a
19	Closing date for receipt of acceptances or renunciations	N/a
20	Names of any underwriters	N/a
21	Amount of any underwriting fee or commission	N/a
22	Names of any brokers to the issue	N/a
23	Fee or commission payable to the broker to the issue	N/a
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	N/a
25	If the issue is contingent on security holders' approval, the date of the meeting	N/a
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	N/a
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	N/a

+ See chapter 19 for defined terms.

Appendix 3B

New issue announcement

28	Date rights trading will begin (if applicable)	N/a
29	Date rights trading will end (if applicable)	N/a
30	How do security holders sell their entitlements <i>in full</i> through a broker?	N/a
31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	N/a
32	How do security holders dispose of their entitlements (except by sale through a broker)?	N/a
33	+Issue date	N/a

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

34 Type of +securities
(tick one)

(a) ☒ +Securities described in Part 1

(b) ☐ All other +securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

35 ☐ If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders

36 ☐ If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories
1 - 1,000
1,001 - 5,000

+ See chapter 19 for defined terms.

5,001 - 10,000
10,001 - 100,000
100,001 and over

- 37 ☐ A copy of any trust deed for the additional +securities

Entities that have ticked box 34(b)

38	Number of +securities for which +quotation is sought					
39	+Class of +securities for which quotation is sought					
40	<p>Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?</p> <p>If the additional +securities do not rank equally, please state:</p> <ul style="list-style-type: none"> the date from which they do the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 					
41	<p>Reason for request for quotation now</p> <p><small>Example: In the case of restricted securities, end of restriction period</small></p> <p>(if issued upon conversion of another +security, clearly identify that other +security)</p>					
42	Number and +class of all +securities quoted on ASX (<i>including</i> the +securities in clause 38)	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 50%; padding: 5px;">Number</th> <th style="width: 50%; padding: 5px;">+Class</th> </tr> </thead> <tbody> <tr> <td style="height: 60px;"></td> <td></td> </tr> </tbody> </table>	Number	+Class		
Number	+Class					

Quotation agreement

+ See chapter 19 for defined terms.

Appendix 3B

New issue announcement

1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.

2 We warrant the following to ASX.

- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4 We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.



30 January 2017

Sign here: Date:
(Director/Company secretary)

Print name: Matthew Suttling
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+ See chapter 19 for defined terms.

Appendix 3B – Annexure 1

Calculation of placement capacity under rule 7.1 and rule 7.1A for eligible entities

Introduced 01/08/12 Amended 04/03/13

Part 1

Rule 7.1 – Issues exceeding 15% of capital	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
Insert number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue	92,465,787
Add the following: <ul style="list-style-type: none"> Number of fully paid +ordinary securities issued in that 12 month period under an exception in rule 7.2 Number of fully paid +ordinary securities issued in that 12 month period with shareholder approval Number of partly paid +ordinary securities that became fully paid in that 12 month period Note: <ul style="list-style-type: none"> Include only ordinary securities here – other classes of equity securities cannot be added Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed It may be useful to set out issues of securities on different dates as separate line items 	38,140,262 issued on 12 April 2016 174,459,720 issued on 3 May 2016 289,999,994 issued on 3 May 2016 13,834,213 issued on 4 April 2016 91,000,000 issued on 5 August 2016 59,000,000 issued on 13 October 2016 110,000,000 issued on 25 November 2016 37,500,000 issued on 27 January 2017
Subtract the number of fully paid +ordinary securities cancelled during that 12 month period	Nil

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

“A”	951,399,976
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+ See chapter 19 for defined terms.

Step 2: Calculate 15% of “A”	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
Multiply “A” by 0.15	142,709,996
Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used	
Insert number of ⁺ equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued: <ul style="list-style-type: none"> • Under an exception in rule 7.2 • Under rule 7.1A • With security holder approval under rule 7.1 or rule 7.4 Note: <ul style="list-style-type: none"> • <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i> • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	25,000,000
“C”	25,000,000
Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1	
“A” x 0.15 <i>Note: number must be same as shown in Step 2</i>	142,709,996
Subtract “C” <i>Note: number must be same as shown in Step 3</i>	25,000,000
Total [“A” x 0.15] – “C”	117,709,996 <i>[Note: this is the remaining placement capacity under rule 7.1]</i>

⁺ See chapter 19 for defined terms.

Part 2

Rule 7.1A – Additional placement capacity for eligible entities	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
“A” <i>Note: number must be same as shown in Step 1 of Part 1</i>	
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	
Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used	
Insert number of ⁺ equity securities issued or agreed to be issued in that 12 month period under rule 7.1A <i>Notes:</i> <ul style="list-style-type: none"> <i>This applies to equity securities – not just ordinary securities</i> <i>Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed</i> <i>Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained</i> <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	
“E”	

⁺ See chapter 19 for defined terms.

Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A	
“A” x 0.10 <i>Note: number must be same as shown in Step 2</i>	
Subtract “E” <i>Note: number must be same as shown in Step 3</i>	
Total [“A” x 0.10] – “E”	<i>Note: this is the remaining placement capacity under rule 7.1A</i>

+ See chapter 19 for defined terms.