
GREENPOWER ENERGY LIMITED**ACN 000 002 111****NOTICE OF GENERAL MEETING**

Notice is given that a General Meeting will be held at:

TIME: 10:00AM (AWST)

DATE: 19 July 2019

PLACE: Level 1, 33 Colin Street, West Perth WA 6005

The business of the Meeting affects your shareholding and your vote is important.

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 5:00pm (AWST) on 17 July 2019.

BUSINESS OF THE GENERAL MEETING

Notice is given that the General Meeting of Shareholders of Greenpower Energy Limited (**Company**) will be held at Level 1, 33 Colin Street, West Perth WA 6005 on 19 July 2019 commencing at 10:00 am (AWST) (**Meeting**).

The Explanatory Memorandum to this Notice provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form form part of this Notice.

The Directors have determined pursuant to regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders at 5:00pm(AWST) on 17 July 2019.

Terms and abbreviations used in this Notice and Explanatory Memorandum are defined in the Glossary.

AGENDA

1. RESOLUTION 1 – RATIFICATION OF PRIOR SHARE ISSUE – TRANCHE 1 SHARE PURCHASE PLAN SHORTFALL

To consider and, if thought fit, to pass, with or without amendment the following as an **ordinary resolution**:

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 253,461,804 Shares on the terms and conditions set out in the Explanatory Statement."

Voting exclusion

The Company will disregard any votes cast in favour of this Resolution by a person who participated in the issue and any associates of those persons.

However, the Company need not disregard a vote if:

- (a) it is cast by the person as a proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or
- (b) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction of the Proxy Form to vote as the proxy decides.

2. RESOLUTION 2 – ISSUE OF TRANCHE 2 SHARE PURCHASE PLAN SHORTFALL

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 30,913,125 on the terms and conditions set out in the Explanatory Statement."

Voting exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of:

- (a) a person (or persons) who is expected to participate in the proposed issue and a person who will obtain a material benefit as a result of the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or any associates of those persons.

However, the Company need not disregard a vote if:

- (b) it is cast by the person as a proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or
- (c) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction of the Proxy Form to vote as the proxy decides.

3. RESOLUTION 3 – ISSUE OF TRANCHE 3 SHARE PURCHASE PLAN SHORTFALL SHARES TO RELATED PARTIES

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purpose of, ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 28,125,000 Shares in the following manner:

- (a) 9,375,000 Shares to Alistair Williams (or his nominees); and*
- (b) 18,750,000 Shares to Simon Peters (or his nominees).*

on the terms and conditions set out in the Explanatory Statement."

Voting exclusion

The Company will disregard any votes cast in favour of these Resolutions by or on behalf of:

- (a) Alistair Williams (or his nominees) and Simon Peters (or his nominees).

However, the Company need not disregard a vote if:

- (b) it is cast by the person as a proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or
- (c) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction of the Proxy Form to vote as the proxy decides.

Dated : 17 June 2019

By order of the Board



David Peterson
Company Secretary

Voting in person

To vote in person, attend the Meeting at the time, date and place set out above.

Voting by proxy

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that changes to the Corporations Act made in 2011 mean that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

To vote by proxy, please complete and sign the proxy form enclosed with this Notice of General Meeting as soon as possible and either:

Online At www.investorvote.com.au

By mail Share Registry – Computershare Investor Services Pty Limited, GPO Box 242, Melbourne Victoria 3001, Australia

By fax 1800 783 447 (within Australia)
+61 3 9473 2555 (outside Australia)

By mobile Scan the QR Code on your proxy form and follow the prompts

Custodian Voting For Intermediary Online subscribers only (custodians) please visit www.intermediaryonline.com to submit your voting intentions

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 8 6214 0147.

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of Shareholders in relation to the business to be conducted at the Company's General Meeting to be held at 10:00AM (AWST) 19th July 2019 at Level 1, 33 Colin Street, West Perth WA 6005.

The purpose of this Explanatory Statement is to provide Shareholders with information relevant to a decision on how to vote on the resolutions in the accompanying Notice of General Meeting.

This Explanatory Statement should be read in conjunction with the Notice of General Meeting.

THE CHAIRMAN INTENDS TO DIRECT ALL UNDIRECTED PROXIES IN FAVOUR OF RESOLUTIONS 1 TO 3.

1. **RESOLUTION 1 – RATIFICATION OF PRIOR SHARE ISSUE – TRANCHE 1 SHARE PURCHASE PLAN SHORTFALL**

The Company announced its Share Purchase Plan to raise \$1,000,000 on 1 April 2019. The Share Purchase Plan closed on 17 May 2019 having raised \$199,000. On 29 May 2019, the Company announced receipt of firm commitments for \$500,000 of shortfall.

On 6 June 2019 the Company issued 253,461,804 Shares at an issue price of \$0.0016 per Share to raise \$405,539 (before costs) in respect of a portion of shortfall from the Share Purchase Plan (**Tranche 1 Shares**), under the Company's Listing Rule 7.1 capacity. Approval for the remaining amount of shortfall is being sought under Resolution 2 (**Tranche 2**) and Resolution 3 (**Tranche 3**) below.

Resolution 1 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue the Tranche 1 Shares (**Ratification**).

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1. It provides that where a company in general meeting ratifies the previous issue of securities made pursuant to ASX Listing Rule 7.1 (and provided that the previous issue did not breach ASX Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of ASX Listing Rule 7.1.

Technical information required by ASX Listing Rule 7.4

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the Ratification:

- (a) 253,461,804 Shares were issued pursuant to Tranche 1;
- (b) the issue price was \$0.0016 per Share;
- (c) the Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the Shares were issued to participants in the shortfall, being sophisticated and professional investors, being clients of Xcel Capital Pty Ltd (**Xcel Capital**) (the Lead Manager to the Share Purchase Plan). None of these subscribers are related parties of the Company; and
- (e) the funds raised from this issue will be used to commence exploration at the Company's Julia Creek Vanadium project and the Golden Ant project (subject to successful due diligence) and to commence essential OHD field trials, and for working capital.

A voting exclusion statement is set out in the Notice.

2. **RESOLUTION 2 - TRANCHE 2 SHARE PURCHASE PLAN SHORTFALL**

A summary of the Company's Share Purchase Plan and shortfall is set out in section 1 above.

Resolution 2 seeks Shareholder approval for the issue of Tranche 2 of the Shortfall, being 30,913,125 Shares at an issue price of \$0.0016 (**Tranche 2 Shares**).

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that period.

The effect of Resolution 2 will be to allow the Company to issue the Tranche 2 Shares during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

2.1 Technical information required by ASX Listing Rule 7.1

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to the Share Purchase Plan:

- (a) the maximum number of Shares to be issued is 30,913,125;
- (b) the Tranche 2 Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that allotment will occur on the same date;
- (c) the Shares were issued to participants in the shortfall, being sophisticated and professional investors, being clients of Xcel Capital (the Lead Manager to the Share Purchase Plan). None of these subscribers are related parties of the Company;
- (d) the Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares; and
- (e) the funds raised from this issue will be used to commence exploration at the Company's Julia Creek Vanadium project and the Golden Ant project (subject to successful due diligence) and to commence essential OHD field trials, and for working capital.

A voting exclusion statement is set out in the Notice.

3. RESOLUTION 3 – TRANCHE 3 SHARE PURCHASE PLAN SHORTFALL - ISSUE OF SHARES TO RELATED PARTIES

3.1 General

A summary of the Company's Share Purchase Plan and shortfall is set out in section 1 above.

Pursuant to Resolution 3 the Company is seeking Shareholder approval for the issue of up to 28,125,000 Shares at an issue price of \$0.0016 per Share to raise up to \$45,000 (**Tranche 3 Shares**) pursuant to the shortfall to the Share Purchase Plan of the Company announced on 1 April 2019.

Simon Peters and Alistair Williams, current directors of the Company, wish to participate in the Shortfall to the extent set out in section 3.4(b) below. Mr Peters and Mr Williams are related parties of the Company by virtue of being directors of the Company.

Resolution 3 seeks Shareholder approval for the issue of the Tranche 3 Shares to Mr Peters and Mr Williams (or their nominees) arising from the participation by them in the Shortfall (**Participation**).

3.2 Chapter 2E of the Corporations Act

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in Sections 217 to 227 of the Corporations Act; and

(b) give the benefit within 15 months following such approval, unless the giving of the financial benefit falls within an exception set out in Sections 210 to 216 of the Corporations Act.

The Participation will result in the issue of Shares which constitutes giving a financial benefit and Mr Peters and Mr Williams are a related party of the Company by virtue of being Directors.

The Directors (other than Mr Peters and Mr Williams who have a material personal interest in the Resolution) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the Participation because the Shares will be issued to Mr Peters and Mr Williams on the same terms as Shares issued to non-related party participants in the Share Purchase Plan and Shortfall and as such the giving of the financial benefit is on arm's length terms.

3.3 ASX Listing Rule 10.11

ASX Listing Rule 10.11 also requires shareholder approval to be obtained where an entity issues, or agrees to issue, securities to a related party, or a person whose relationship with the entity or a related party is, in ASX's opinion, such that approval should be obtained unless an exception in ASX Listing Rule 10.12 applies.

As the Tranche 3 Shares involve the issue of Shares to a related party of the Company, Shareholder approval pursuant to ASX Listing Rule 10.11 is required unless an exception applies. It is the view of the Directors that the exceptions set out in ASX Listing Rule 10.12 do not apply in the current circumstances.

3.4 Technical Information required by ASX Listing Rule 10.13

Pursuant to and in accordance with ASX Listing Rule 10.13, the following information is provided in relation to the Participation

- (a) the Shares will be issued to Mr Peters and Mr Williams (or their nominees);
- (b) the maximum number of Shares to be issued is 28,125,000 in the following manner;

Related Party	Number of Shares	\$
Simon Peters	18,750,000	30,000
Alistair Williams	9,375,000	15,000

- (c) the Tranche 3 Shares will be issued no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that allotment will occur on the same date;
- (d) the issue price will be \$0.0016 per Share, being the same as all other Shares issued under the Share Purchase Plan and Shortfall;
- (e) the Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares
- (f) the funds raised from this issue will be used to commence exploration at the Company's Julia Creek Vanadium project and the Golden Ant project (subject to successful due diligence), to commence essential OHD field trials, and for working capital.

Approval pursuant to ASX Listing Rule 7.1 is not required for the Participation as approval is being obtained under ASX Listing Rule 10.11. Accordingly, the issue of Shares to Mr Peters and Mr Williams (or their nominees) will not be included in the use of the Company's 15% annual capacity pursuant to ASX Listing Rule 7.1.

The Board (excluding Mr Peters and Mr Williams) recommends that Shareholders vote in favour of Resolution 3. The Chairman of the meeting intends to vote undirected proxies in favour of Resolution 3.

GLOSSARY

\$ means Australian dollars.

ASIC means the Australian Securities & Investments Commission.

ASX means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

ASX Listing Rules means the Listing Rules of ASX.

Board means the current board of directors of the Company.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Chair means the chair of the Meeting.

Company or **GPP** or **Greenpower** means Greenpower Energy Limited (ACN 000 002 111).

Constitution means the Company's constitution.

Corporations Act means the *Corporations Act 2001* (Cth).

Directors means the current directors of the Company.

Explanatory Statement means the explanatory statement accompanying the Notice.

General Meeting or **Meeting** means the meeting convened by the Notice.

Notice or **Notice of Meeting** means this notice of meeting including the Explanatory Statement and the Proxy Form.

Proxy Form means the proxy form accompanying the Notice.

Resolutions means the resolutions set out in the Notice, or any one of them, as the context requires.

Section means a section of the Explanatory Statement.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a registered holder of a Share.

AWST means Australian Western Standard Time as observed in Perth, Western Australia.

Greenpower Energy Limited

ABN 22 000 002 111

Lodge your vote:



Online:

www.investorvote.com.au



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

GPP

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Proxy Form

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Vote online

- Go to www.investorvote.com.au or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.

Your access information that you will need to vote:

Control Number: 9999999

SRN/HIN: I9999999999

PIN: 99999

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.



For your vote to be effective it must be received by 10:00am (AWST) Wednesday, 17 July 2019

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 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions for Postal Forms

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".

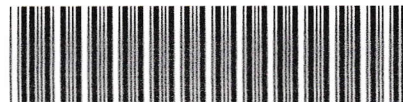
Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

GO ONLINE TO VOTE,
or turn over to complete the form →

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030



Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark ☒ to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

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I/We being a member/s of Greenpower Energy Limited hereby appoint



the Chairman
of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the General Meeting of Greenpower Energy Limited to be held at Level 1, 33 Colin Street, West Perth, Western Australia on Friday, 19 July 2019 at 10:00am (AWST) and at any adjournment or postponement of that meeting.

Important Note: If the Chair of the Meeting is (or becomes) your proxy you can direct the Chair of the Meeting to vote for or against or abstain from voting on Resolutions 1 to 3(b) by marking the appropriate box in step 2 below.

STEP 2 Items of Business



PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
Resolution 1	Ratification of prior Share Issue - Tranche 1 Share Purchase Plan shortfall	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Issue of Tranche 2 Share Purchase Plan shortfall	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3a	Issue of Tranche 3 Share Purchase Plan shortfall shares to related party - 9,375,000 Shares to Alistair Williams (or his nominees)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3b	Issue of Tranche 3 Share Purchase Plan shortfall shares to related party - 18,750,000 Shares to Simon Peters (or his nominees)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

SIGN

Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact
Name

Contact
Daytime
Telephone

Date / /

GPP

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Computershare +