



ASX ANNOUNCEMENT

3 September 2019

GREENPOWER RAISES FUNDS TO FAST TRACK QLD GOLD MINES TOWARD DEVELOPMENT

\$1.36 million Capital Raising to fund exploration drilling and resource estimation at the Golden Ant project

Highlights:

- \$1.36 million capital raising (before costs) via a two-tranche Placement (\$900,000) and 1:5 Rights Issue to existing shareholders (\$460,000);
- Funded for drilling to commence in October with a minimum program of 5,000 meters planned;
- Company to be fully funded to advance exploration and resource drilling at the Golden Cup, Camel Creek and Big Rush Gold Mines;
- JORC Resource work progressing, update expected next quarter;
- Company to complete a 1:10 consolidation and name change to Great Northern Mines Limited post completion of the placement.

Greenpower Energy Limited (ASX:GPP) is pleased to announce it has received firm commitments to raise \$900,000 (before costs) through a two tranche placement of 900 million fully paid ordinary shares at \$0.001 per share to a range of supportive existing shareholders and important new strategic institutional investors (**Placement**). These shareholders share the Company's strategy for the exploration and development of the Golden Ant Project comprising the historic producing mines of Golden Cup, Camel Creek and Big Rush (**Golden Ant Project**).

In addition, the Company will raise up to \$460,000 (before costs) via a 1:5 Rights Issue (**Rights Issue**) to allow existing shareholders the opportunity to participate in the capital raising on the same terms as the Placement participants on a post consolidation basis. Refer to Table 3 below for the proposed capital structure of the Company after completion of the Placement, Consolidation and Rights Issue.

The funds raised via the Placement and the Rights issue will be used to:

- (a) undertake a resource drilling program at the Golden Ant Project;
- (b) undertake a JORC certification of the Golden Ant Project; and
- (c) augment working capital.

Details of the Placement

The Placement is comprised of two tranches as follows:



ASX ANNOUNCEMENT

3 September 2019

- (a) tranche 1 shares, at an issue price of \$0.001 to raise up to approximately \$300,000, issued pursuant to the Company's existing Listing Rule 7.1 capacity (**Tranche 1 Shares**); and
- (b) tranche 2 shares, at an issue price of \$0.001 to raise up to approximately \$600,000, to be issued subject to Shareholder approval (**Tranche 2 Shares**).

Subscribers of the Placement will also receive (subject to prior approval):

- (a) one unlisted option exercisable at \$0.0016, expiring 1 May 2020; and
- (b) one listed option exercisable at \$0.00225, expiring 1 July 2023,

for every two Placement Shares subscribed for (**Placement Options**).

The participants in the Placement are exempt investors in accordance with section 708 of the Corporations Act.

There was significant interest in the Tranche 1 Shares from professional and sophisticated investors which will be issued using the Company's 15% placement capacity under Listing Rule 7.1. The Company expects to issue the Tranche 1 Shares on or around 6 September 2019.

Shareholder approval will be sought to approve the issue of the balance of the Placement, being the Tranche 2 Shares and the Placement Options.

Details of Rights Issue

The Company intends to conduct a pro-rata non-renounceable Rights Issue to raise up to \$460,000 (before costs) on the basis of one new Share for every five existing shares held with free-attaching options on the same basis as the Placement but on a post consolidation basis. The record date for the Rights Issue will be after completion of the Consolidation. Accordingly the issue price of the shares and exercise price of the options issued under the Rights Issue will be multiplied by 10 to remain consistent with the terms of the securities issued under the Placement (being Rights Issue share issue price of \$0.01 per share and option exercise price of \$0.0016 (unlisted) and \$0.0225 (listed) respectively). The transaction specific prospectus and timetable in relation to the Rights Issue, once finalised, will be announced to the market. The Rights Issue is not underwritten.

Capital Consolidation & Name Change

Subject to shareholder approval, the Company will change its name to Great Northern Mines Limited in addition to conducting a consolidation of its capital on a 10:1 basis, which will take effect after the issue of all securities under the Placement and Rights Issue.

Indicative timetable of above mentioned events has been presented in Table 4 below.

Lead Manager

Xcel Capital Pty Ltd will act as Lead Manager for the Placement and the Rights Issue.



ASX ANNOUNCEMENT

3 September 2019

Projects

Board and Management welcome new institutional shareholders to the Company register, that were attracted to the potential of the North Queensland historic mines that have produced more than 150,000 oz at an average grade of 1.91g/t Au using simple heap leach surface mining methods. Greenpower is continuing to review historic drilling results that indicate gold mineralisation continues at depth beneath the shallow open pits. It will be a priority of the company to transition historic resources into JORC 2012 resources and an initial resource statement is expected to be announced in the December quarter.

As previously announced (5 August 2019) the three mines contain some very high-grade mineralisation and the company is optimistic of meeting the exploration targets that have been defined at each of Golden Cup, Camel Creek and Big Rush of between 198,000 and 590,000 ounces of gold to be present within the top 100 vertical metres alone, as documented in Table 2 below. The potential quantity and grade of the defined Exploration Target is conceptual in nature, there has been insufficient exploration to estimate a Mineral Resource and it is uncertain if further exploration will result in the estimation of a Mineral Resource.

Historic high-grade drill intersections have been confirmed at Golden Cup, Camel Creek and Big Rush Gold Mines, and include the following:

- 7m @ 22.92 g/t Au from 32m (Golden Cup; Hole GCRC028)
- 18m @ 7.98 g/t Au from 42m (Golden Cup; Hole GCRC030)
- 12m @ 8.4 g/t Au from 0m (Camel Creek; Hole GA343)
- 9m @ 10.4 g/t Au from 6m (Camel Creek; Hole GA 276)
- 32m @ 14 g/t Au from 69m (Big Rush; Hole BR136)
- 19m @ 3.51 g/t Au from 74m (Big Rush; Hole BR151)

Greenpower Energy Managing Director, Cameron McLean commented on the Capital Raise results: ***“The Board and Management of Greenpower are pleased with the results of this raising and are encouraged by the interest of new institutional investors who recognise the potential in our new North Queensland mines.*”**

Our exploration target of between 198,000 and 590,000 ounces is very exciting for a junior explorer and represents a significant scale increase to the value of the Company. We are pleased also to announce our name change to more accurately reflect the Company’s strategy for gold and our regional focus. We look forward to delivering encouraging news to shareholders as we progress these exciting new mines.”

*****ENDS*****

ASX ANNOUNCEMENT

3 September 2019

Table 1. Historical recorded gold production data as announced on 5 August 2019

Historic Mine	Ore Mined (tonnes)	Grade (g/t Au)	Ounces Produced
<i>Camel Creek</i>	<i>1,059,696</i>	<i>1.68</i>	<i>57,238</i>
<i>Camel Creek Satellites</i>	<i>188,876</i>	<i>2.29</i>	<i>13,906</i>
<i>Golden Cup</i>	<i>201,081</i>	<i>2.83</i>	<i>18,296</i>
<i>Golden Cup Satellites</i>	<i>94,548</i>	<i>1.92</i>	<i>5,836</i>
<i>Big Rush*</i>	<i>950,000</i>	<i>1.90</i>	<i>58,039</i>
TOTAL	2,494,201	1.91	153,315

Table 2. Golden Ant Project – Exploration Targets from surface down to 100m vertical depth

Project	Tonnes		Grade (g/t Au)		Ounces (Gold)	
	Minimum	Maximum	Minimum	Maximum	Minimum	Maximum
Golden Cup	450,000	750,000	3.5	5.5	50,643	132,637
Camel Creek	500,000	1,000,000	2	3.5	32,154	112,540
Big Rush	1,800,000	3,600,000	2	3	115,756	347,267

Table 3. Capital Structure post Placement and Rights Issue

	Fully Paid Ordinary Shares	\$0.01 Listed Options exp 13/10/2019	\$0.018 Listed Options exp 15/12/2021	\$0.016 Unlisted Options exp 1/5/2020 [POST 10:1 CONSOLIDATION]	\$0.0225 Listed Options exp 1/7/2023 [POST 10:1 CONSOLIDATION]
Currently on issue	2,002,245,290	85,100,000	185,787,108		
Tranche 1 Placement issue	300,000,000				
Total Securities on Issue [PRE-CONSOLIDATION]	2,302,245,290	85,100,000	185,787,108	-	-
10:1 Consolidation	(2,072,020,761)	(76,590,000)	(167,208,397)	-	-



ASX ANNOUNCEMENT

3 September 2019

Tranche 1 Placement Options				15,000,000	15,000,000
1:5 Rights Issue	46,000,000			23,000,000	23,000,000
Tranche 2 Placement Issue	60,000,000			30,000,000	30,000,000
Total Securities on Issue [POST CONSOLIDATION]	336,224,529	8,510,000	18,578,711	68,000,000	68,000,000

Table 4. Indicative Timetable of Events

Tranche 1 Placement Shares Issue	6 September 2019*
Notice of General Meeting dispatch to Shareholders	17 September 2019*
General Meeting of Shareholders	18 October 2019*
10:1 Capital Consolidation – Change of Details of Holding Dates. Deferred Settlement Market Ends	28 October 2019*
Rights Issue Prospectus Dispatch	29 October 2019*
Issue Date of Rights Issue Securities	22 November 2019*
Tranche 2 Placement Shares Issue	22 November 2019*
Tranche 1 and Tranche 2 Placement Attaching Options Issue	22 November 2019*

**Only Indicative Dates which are subject to change.*

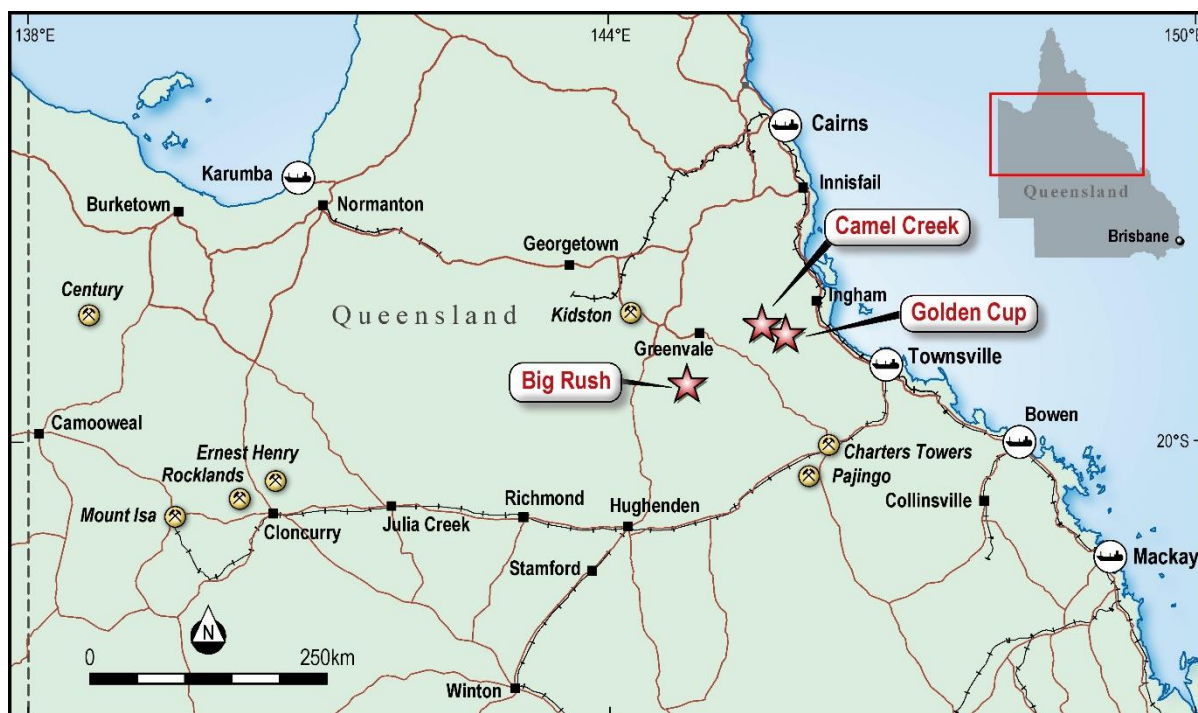
Golden Ant Gold Project (Comprising Camel Creek, Golden Cup and Big Rush Gold Mines)

The Golden Ant Project consists of 11 granted Mining Leases and GPP has recently applied for further ground surrounding the Big Rush area (EPM 27283). The new EPM at Big Rush covers an area of 301km². The previous production from the Camel Creek, Golden Cup and Big Rush Gold Mines was confined to shallow pits that provided oxide ore for heap leach operations as documented in Table 1 above.

ASX ANNOUNCEMENT

3 September 2019

Figure 1. Location of Golden Ant Project (Camel Creek, Golden Cup and Big Rush)



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Competent Persons Statement

The information in this report that relates to Exploration Results is based on information compiled by Andrew Jones, an employee of Greenpower Energy Limited. Mr Jones is a member of the Australasian Institute of Mining and Metallurgy and has sufficient experience of relevance to the styles of mineralisation and type of deposit under consideration and to the activity which he is undertaking to qualify as a Competent Person as defined in the 2012 Edition of the "Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves." Mr Jones consents to the inclusion in this report of the matters based on his information in the form and context in which they appear.

Refer to previous ASX announcements on the 14 May 2009, 20 June 2019, 4 July 2019, 11 July 2019, 5 August 2019 and 15 August 2019 in respect of historic drilling intersections and Exploration Targets. Greenpower is not aware of any new information or data that materially affects the information included in the relevant market announcements listed.