



4 December 2014

Dear Shareholder

Green Rock Energy Limited (the **Company**), would like to offer you the opportunity to participate in a Prospectus offer to raise up to \$2,500,000 through the issue of up to 50,000,000 shares at an issue price of \$0.05 per share, along with one (1) free attaching option, exercisable at \$0.10 within eighteen (18) months of issue, for every four (4) Shares subscribed for.

The Company is currently going through an exciting time with a new management team and a refreshed focus on mineral resource exploration in Tanzania. Since announcing the initial acquisition of the Mahenge North Graphite Project in July 2014, the Company has assembled an exciting portfolio of mineral exploration tenements covering in excess of 1,500km<sup>2</sup> in Tanzania.

With a focus on identifying a significant graphite resource, we have undertaken two geophysical, sampling and trenching field programmes that have returned very encouraging results. Through these field exploration programmes we have identified two key prospects for an initial drilling programme expected to commence in January 2015.

### **PRIORITY OFFER TO EXISTING SHAREHOLDERS**

To thank our valued Shareholders for their continued support, the Company would like to offer all existing Eligible Shareholders the opportunity to participate in the Offer through a priority allocation of 10,000,000 shares and 2,500,000 options (**Priority Offer**).

Applications for Priority Offer Shares and Options must be for a minimum of 40,000 Shares (with 10,000 accompanying Options) and thereafter in multiples of 4,000 Shares. The Priority Offer is made inclusive of one (1) free attaching option for every four (4) shares applied for. In the event that the Company receives applications from eligible shareholders in excess of 10,000,000 shares, all applications will be processed on a first-come-first-served basis. The board of directors reserves the right to accept applications in excess of 10,000,000 shares subject to approval and consent of Lead Manager, Cygnet Capital Pty Ltd.

For further details and to complete a share application, please refer to the company's website [www.greenrock.com.au](http://www.greenrock.com.au).

I thank you for your time and encourage you to review this Prospectus carefully and in its entirety. 2015 will be an exciting time for the Company as we aim for exploration success and development on the new Tanzanian Projects.

Yours sincerely

**Richard Beresford**  
Chairman

***For any queries on the Prospectus do not hesitate to contact:***

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