



Greenvale Energy NL

Sale of Nagoorin and Lowmead tenements

ASX Release

3 June 2015

Greenvale Energy NL, the strategic oil shale company with assets in Queensland, Australia (ASX: GRV) is pleased to announce the following;

Highlights:

- Receipt from joint venture partner of a conditional offer for the purchase of GRV's interest in two tenements for \$4 million
- Board to review options for the Company and strategic direction
- Use of sale proceeds yet to be determined
- Rights issue postponed and alternative short term funding plan to be put into place

Conditional offer from QER, joint venture partner

GRV is currently the owner of the following licences:

Tenement	Interest	Status
Lowmead (MDL 188)	50%	Current to 30 September 2011 – renewal lodged 22 March 2011 being assessed.
Nagoorin (MDL 234)	66.67%	Current to 31 October 2017
Nagoorin (EPM 7721)	66.67%	Current to 21 March 2017
Alpha (MDL 330)	99.99%	Current to 31 January 2017
Madre North (EPM 25795)	100%	Current to 22 December 2019
Madre South (EPM 25792)	100%	Application

The Board has received a conditional offer, which is subject to finalisation of terms from its joint venture partner, Queensland Energy Resources Limited (“QER”) for the sum of \$4 million, payable fully in cash for the Lowmead and Nagoorin tenements (“**Proposal**”). The Alpha tenement does not form part of the Proposal and at this stage is to be retained by GRV.

Based on documentation received to date, the key terms of the offer are as follows:

- subject to shareholder approval;
- usual legal representations around title and ownership; and
- board approvals; and

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- QER satisfying any requirements of the Foreign Acquisitions and Takeover requirements.

The Board considers that given that the Proposal is from its joint venture partner and the implied value of price set out in the Proposal is considerably above that of the last traded GRV share price that it is important for all shareholders to be allowed to voice their opinion on the Proposal. The Board's recommendation on the Proposal will be outlined in the notice of meeting ("**NOM**"), including the conditions and merits. The Board notes that the Proposal remains subject to a superior offer.

Strategic direction

The Board intends to include in the NOM an outline on the proposed direction of GRV in the event of that the Proposed Transaction is approved. No decision has been made as yet on this matter.

Use of sale proceeds

No decision has been made in respect of the use of the sale proceeds. Consideration will be given in the NOM to the treatment of the Convertible Notes currently on issue. Currently these Convertible Notes are due to mature on the 31 August 2016 ("**Maturity Date**") and can be converted at any time after 31 August 2015 until the Maturity Date at the election of the Noteholder into ordinary shares at the lesser of \$0.10 per ordinary share or 85% of the 5 day volume weighted average price immediately prior to the issue of a conversion notice by the Convertible Noteholder.

Rights issue and funding plan

In view of the Proposal, the Board has decided to postpone its planned rights issue. The Board is currently seeking funding from certain shareholders/Board members to provide the Company with the necessary funds to meet its short term objectives.

Further details

Further details of the timing for the shareholders meeting, NOM, temporary funding and strategic direction of GRV will be made available as and when they become available.

Contact details

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