

4 May 2016

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

Dear Sir

Re: Notice given under Section 708A(5) of the Corporations Act

Greenpower Energy Limited (ACN 000 002 111) (**Company**) gives this notice in accordance with section 708A(5)(e) of the *Corporations Act 2001* (Cth) (**Corporations Act**).

On 2 May 2016, the Company issued 149,999,994 new fully paid ordinary shares in full and final satisfaction of the Company's obligations under the Converting Loan Agreements, as approved by Shareholders at the General Meeting held on 27 April 2016. It further issued 140,000,000 Shares to Pandora Nominees Pty Ltd in lieu of a loan repayment payable to Pandora Nominees Pty Ltd, also approved by Shareholders at the General Meeting held on 27 April 2016.

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.

The Company's forward plan continues to be exploration of its existing coal tenements, together with testing and developing the Oxidative Hydrothermal Dissolution (OHD) process for the conversion of coals to liquids. However, in recent times, the Company has been approached by third parties with additional opportunities in the resources sector and the Board will assess these opportunities to determine whether one or more of them will add value to shareholders.

Yours Faithfully



Matthew Suttling
Company Secretary