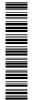
GREENPOWER ENERGY LIMITED

ABN 22 000 002 111



GPP

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

Lodge your vote:



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

Proxy Form XX

₹ For your vote to be effective it must be received by 10.00 am (AWST) Monday 28 November 2016

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

A proxy need not be a securityholder of the Company.

Signing Instructions

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.

Turn over to complete the form





View your securityholder information, 24 hours a day, 7 days a week:

www.investorcentre.com

Review your securityholding



✓ Update your securityholding

Your secure access information is:

SRN/HIN: 19999999999



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

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 999999999

LND

Proxy Form

Please mark **X** to indicate your directions

P 1 I/We b	• •	Vote on Your Behalf ower Energy Limited hereby appoint)
	the Chair of the Meeting OR		PLEASE NOTE: Leave this box bland you have selected the Chair of the Meeting. Do not insert your own name
as my/o been give at the o	our proxy to act generally at the Noven, and to the extent permitted	e named, or if no individual or body corporate is named, the Challeting on my/our behalf and to vote in accordance with the foby law, as the proxy sees fit) at the Annual General Meeting of , 15 Labouchere Road, South Perth WA on Wednesday 30 Notat Meeting.	ollowing directions (or if no directions has foreenpower Energy Limited to be h
as my/o Items 3 indirectl	our proxy (or the Chair of the Mee and 4 (except where I/we have i y with the remuneration of a mer	ed proxies on remuneration related resolutions: Where I/w eting becomes my/our proxy by default), I/we expressly authorindicated a different voting intention below) even though Items mber of key management personnel, which includes the Chair.	ise the Chair to exercise my/our proxy 3 and 4 are connected directly or
-		ting is (or becomes) your proxy you can direct the Chair of the the appropriate box in step 2 below.	Meeting to vote for or against or abst
P 2	Items of Business	PLEASE NOTE: If you mark the Abstain box for an item, you a behalf on a show of hands or a poll and your votes will not be compared to the poll of the	counted in computing the required majority
			For Against Abet
Item 2	Re-election of Director - Mr Timo	thy Wall	
Item 3	Adoption of Remuneration Repor	t	
Item 4	Issue of Options to Related Party	r - Mr Timothy Wall	
Item 5	Approve Placement Shares		

Computershare

Securityholder 3

Director/Company Secretary



Contact

Name

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Contact

Daytime

Telephone

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

Director

Securityholder 2



NOTICE OF THE ANNUAL GENERAL MEETING OF GREENPOWER ENERGY LIMITED (ACN 000 002 111)

Greenpower Energy Limited ABN 22 000 002 111

PO Box 1664 Fremanti
WA 6050 Australia

Take notice that the 117th Annual General Meeting of the shareholders of Greenpower Energy Limited ('the Company') will take place at the offices of William Buck, at Level 3, 15 Labouchere Road, South Perth WA 6151 on Wednesday 30th of November 2016, at 10.00 am (AWST)

AGENDA

1. Directors Report, Financial Statements and Audit Report.

To receive and consider the Directors' Report, Financial Statements of the Company and Notes, and the Independent Auditors Report thereon for the year ended 30 June 2016. (No Resolution is required.)

2. Election of Director

To consider and if thought fit to pass the following resolution as an ordinary resolution:

"That Timothy Wall, who retires as a director by rotation in accordance with the provisions of the Constitution of the Company, be re-elected a director of the Company."

3. Adoption of Remuneration Report (non binding)

To consider and, if thought fit, to pass the following as an ordinary resolution:

"That, for all purposes, the Remuneration Report set out in the Directors' Report for the year ended 30 June 2016 be adopted."

Please note that the vote on this resolution is advisory only, and does not bind the Directors or the Company.

4. Issue of Options to Related Party – Mr Timothy Wall

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

"That, subject to the passing of Resolution 2, for the purposes of section 195(4) of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 10,000,000 Options to Mr Timothy Wall (or his nominee) on the terms and conditions set out in the Explanatory Statement."

5. Placement Shares

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 up to 125,000,000 Shares on the terms and conditions set out in the Explanatory Statement."

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 2016 Annual General Meeting.

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 Annual General Meeting.

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

1 Financial Statements and Reports

The Annual Financial Report, Directors' Report and Auditor's Report for the Company for the year ended 30 June 2016 will be laid before the meeting.

There is no requirement for Shareholders to approve these reports. However, the Chairman will allow a reasonable opportunity for Shareholders to ask questions or make comments about those reports and the management of the Company.

In addition to taking questions at the meeting, written questions to the Chairman about the management of the Company, or to the Company's auditor about the content of the Auditor's Report and the conduct of the audit may be submitted no later than 5 business days before the meeting date to:

Greenpower Energy Limited
P O Box 1664 or admin@greenpowerenergy.com.au
Fremantle WA 6959

2 Resolution 2: Re-election of Director

In accordance with clause 12.11 of the Constitution, at every annual general meeting, one third of the Directors for the time being must retire from office and are eligible for reelection. The Directors to retire are to be those who have been in office for the longest in office since their appointment or last re-appointment or, if the Directors have been in office for an equal length of time, by agreement

Accordingly, Mr Timothy Wall offers to stand for election as a Director and Shareholder approval is sought for his re-election. Further information about Mr Wall is set out in the Company's 2016 Annual Report.

3 Resolution 3: Adoption of the Remuneration Report (non-binding)

The Remuneration Report of the Company for the financial year ended 30 June 2016 is set out in the Director's Report of the Company's 2016 Annual Report.

The Remuneration Report sets out the Company's remuneration arrangements for the executive and non-executive Directors and executive employees of the Company.

A reasonable opportunity will be given for the discussion of the Remuneration Report at the meeting. Shareholders should note that the vote on this resolution is advisory only and does not bind the Company or the Directors.

However, the Board will take the outcome of the vote into consideration when reviewing the remuneration practices and policies of the Company.

Under the Corporations Act 2001, if 25% or more votes that are cast are voted against the adoption of the Remuneration Report at two consecutive Annual General Meeting's (AGM's), shareholders will be required to vote at the second of those AGM's on a resolution (a "spill resolution") that another meeting be held within 90 days at which all of the Company's Directors (other than the Managing Director and CEO) must go up for reelection.

Voting exclusion for Resolution 3

The Company will disregard any votes cast in respect of Resolution 3 by:

(a) a member of the key management personnel of the company (details of whose remuneration are included in the remuneration report, including each director) (KMP Member), or a closely related party of a KPM Member.

However, the company need not disregard a vote in relation to resolution 3 if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the 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 the direction on the proxy form to vote as the proxy decides (and the appointment expressly authorises the chair to vote in accordance with a direction on the proxy form to vote as the proxy decides).

The Chairman intends to vote undirected proxies held by him in favour of each resolution. Please refer to the proxy form accompanying this notice of meeting for more information.

4 Resolution 4: Issue of Options to Related Party – Mr Timothy Wall

General

The Company has agreed, subject to obtaining Shareholder approval, to issue 10,000,000 Options (Related Party Options) to Mr Timothy Wall (or his respective nominees) (Related Parties) on the terms and conditions set out below.

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,

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.

The grant of Related Party Options constitutes giving a financial benefit and Mr Timothy Wall being related party of the Company by virtue of being a Director.

As the grant of the Related Party Options involves the issue of securities to related parties 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.

Voting exclusion for Resolution 4:

The Company will disregard any votes cast in respect of Resolution 4 by:

(a) a member of the key management personnel of the company (details of whose remuneration are included in the remuneration report, including each director) (KMP Member), or a closely related party of a KPM Member.

However, the company need not disregard a vote in relation to resolution 4 if:

- (c) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (d) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with the direction on the proxy form to vote as the proxy decides (and the appointment expressly authorises the chair to vote in accordance with a direction on the proxy form to vote as the proxy decides).

The Chairman intends to vote undirected proxies held by him in favour of each resolution. Please refer to the proxy form accompanying this notice of meeting for more information.



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 proposed grant of the Related Party Options:

- (a) the Related Party Options will be granted to Mr Timothy Wall (or respective nominees) and they are related parties by virtue of being Directors;
- (b) the maximum number of Related Party Options to be granted to the Related Parties is 10,000,000 Related Party Options;
- (c) Each Option entitles the holder to subscribe for one Share upon exercise of the Option
- (d) the Related Party Options will be granted 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 issue of the Options will occur on the same date;
- (e) the issue price will be \$0.000001 per Related Party Option;
- (f) the Exercise price \$0.025; and
- (g) the term is three (3) years from the date of issue of the Options. An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

Approval pursuant to ASX Listing Rule 7.1 is not required for the grant of the Related Party Options as approval is being obtained under ASX Listing Rule 10.11. Accordingly, the grant of Related Party Options to the Related Parties (or their respective nominee) will not be included in the use of the Company's 15% annual placement capacity pursuant to ASX Listing Rule 7.1.

5 Resolution 5: Placement Shares

General

Resolution 5 seeks Shareholder approval for the issue of up to 125,000,000 Shares (Share Placement). There is no guarantee that the Company will utilise this additional placement in full, or at all

ASX Listing Rule 7.1 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.

The effect of Resolution 5 will be to allow the Company to issue the Shares pursuant to the Share Placement 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.

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 Resolution 5:

- (a) the maximum number of Shares to be issued is 125,000,000;
- (b) the 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 issue of the Shares will occur on the same date;
- (c) the issue price will be not less than 80% of the volume weighted average price for Shares calculated over the 5 days on which sales in the Shares are recorded before the day on which the issue is made or, if there is a prospectus, over the last 5 days on which sales in the securities were recorded before the date the prospectus is signed;
- (d) the Directors will determine to whom the Shares will be issued, all of which will be sophisticated or professional investors, and these persons will not be related parties of the Company;
- (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; and
- (f) the Company intends to use the funds raised from the Share Placement for the following purposes:
 - i. to fund exploration of the Company's tenements;
 - ii. continued development of the Thermaquatica "OHC" Coal to Liquid Technology; and
 - iii. for working capital.



Voting Exclusion:

The Company will disregard any votes cast on Resolution 5 by any person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the Resolution is passed and any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

The Chairman's Voting Intention for Undirected Proxies:

The Chairman in his capacity as proxy holder intends to vote undirected proxies in favour of all Resolutions.

Point At Which Voting Rights Are Determined

The Board of Directors has determined that under Corporations Regulations 7.11.37, for the purposes of the annual general meeting, shares will be taken to be held by the persons who are the registered holders at 4.00pm (AWST) on 28 November 2016. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

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

In person

Computershare Investor Services Pty Limited 452 Johnston Street Abbotsford VIC 3067

By mail

Share Registry - Computershare Investor Services Pty Limited GPO Box 242, MELBOURNE VIC 3001

By fax

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

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

by not later than 10.00am (AWST) on 28 November 2016.

Dated this 22nd day of October 2016
By order of the Board
Secretary