



GREENBOX GROUP LIMITED NOTICE OF ANNUAL GENERAL MEETING

to be held at 2.00 pm on
Friday 29 April 2011
The offices of Kemp Strang
Level 16, 55 Hunter Street,
Sydney NSW 2000

A copy of the Company's 2010 Financial Statements which covers the period the Company was in Administration may viewed on the Company's website www.greenbox-group.com/investor-centre. If you wish to receive a hard copy of the document please write to enquiries@greenbox-group.com

Registered Office
Suite 105, 9-11 Claremont Street
South Yarra, Melbourne
VIC 3141

GreenBox Group Limited

ACN 006 768 332

Notice is hereby given that the Annual General Meeting ("the Meeting") of GreenBox Group Limited ("the Company") will be held at 2.00 pm on Friday 29 April 2011 at the offices of Kemp Strang, Level 16, 55 Hunter Street, Sydney NSW 2000.

ORDINARY BUSINESS

Consideration of Financial Report

To consider the Financial Report covering the period during which the Company was in Administration being for the year ended 30 June 2010.

Neither the Corporations Act 2001 nor the Company's Constitution requires a vote of shareholders on the reports or statements. However, shareholders will be given the opportunity to ask questions or make comments on the reports and statements at the meeting.

Issue of Convertible Notes

Resolution 1 To consider and if thought fit, pass the following ordinary resolution:

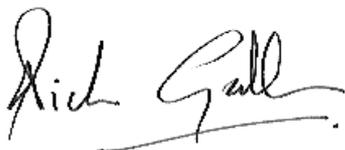
"That approval be given under and for the purposes of ASX Listing Rule 7.1 and all other purposes, and that the Company and the Directors of the Company are hereby authorised to undertake, the issue of up to a total of 46,666,666 fully paid ordinary shares in the capital of the Company via a Convertible Note with a coupon of 5% and a Face Value of 3c, redeemable by the Company on 30 June 2012 or convertible at the investors option, to such persons as constitute a professional or sophisticated investor (as defined in the Corporations Act 2001) and in accordance with the terms summarised in the Explanatory Notes accompanying and forming part of this Notice of Meeting."

Votes to be excluded:

The Company will disregard any votes cast on Resolution 1 by an person who may participate in the issue and any person who might obtain a benefit, except a benefit solely in the capacity of a holder of shares, if the resolution is passes or by any of their associates. However, the Company need not disregard a vote if:

- 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
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a director on the proxy form to vote as the proxy decides.

BY ORDER OF THE BOARD



N J V Geddes
Company Secretary

GreenBox Group Limited

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EXPLANATORY NOTES

This Explanatory Memorandum has been prepared for the shareholders of GreenBox Group Limited to provide information about the items of business to be considered at the Annual General Meeting of shareholders to be held on Friday 29 April 2011. Shareholders are encouraged to read this document in full.

All of the resolutions to be voted on are ordinary resolutions. An Ordinary resolution requires a simple majority of votes cast by shareholders entitled to vote on the resolution in order for it to be carried.

If appropriate, and if time permits, the Chairman will discuss key issues raised by shareholders prior to the meeting and will invite questions and comments from shareholders on these key issues and any other matters that shareholders would like to raise at the Meeting.

Shareholders will also be able to ask questions of Stannards, GreenBox Group Limited's external auditor.

In addition, a reasonable opportunity will be given to members present at the Meeting to ask the Company's auditor questions relevant to the conduct of the audit, the preparation and content of the Auditor's report, the accounting policies adopted by the Company in relation to the preparation of the financial statements and the independence of the auditor.

If you have an issue or question that you would like discussed at the Meeting, or would like to submit a written question to Stannards before the Meeting, please send your issue or question to the Company Secretary ngeddes@austcosec.com.au.

Resolution 1 – Issue of Convertible Notes

ASX Listing Rule 7.1 restricts the Company from issuing equity securities, which in any 12 month period amount to more than 15% of the Company's total shares on issue 12 months before the date of the proposed issue.

Resolution 1 seeks authorisation pursuant to ASX Listing Rule 7.1 for the Board without using the Company's annual 15% placement capacity to issue up to a total of 46,666,666 fully paid ordinary shares in the capital of the Company via a 1:1 Convertible Note with a coupon of 5% and a Face Value of 3c, redeemable by the Company on 30 June 2012 or convertible at the investors option, within 3 months from the date of the AGM.

ASX Listing Rule 7.3 requires that the information below be provided to shareholder when seeking approval for the purposes of ASX Listing Rule 7.1:

- (a) the maximum number of Notes that will be issued is 46,666,666 at a Face Value of 3c;
- (b) the Notes will have a coupon value of 5% pa to be capitalised and paid on maturity or conversion;
- (c) the Notes will mature on 30 June 2012 and will be redeemable by the Company on this date or Convertible into ordinary shares at the option of the Note Holder;
- (d) the Company proposes to issue the Notes to professional and sophisticated investors none of whom will be Related Parties of the Company;
- (e) the Notes will be issued within 3 months of the date of the AGM;
- (f) the funds raised by the issue of shares will be applied to provide working capital.

The Directors unanimously recommends that shareholder vote in favour of Resolution 1.

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NOTES

1. A member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on the member's behalf. If the member is entitled to cast two or more votes at the Meeting, the member may appoint not more than two proxies to attend and vote on the member's behalf.
2. If a member appoints two proxies, each proxy should be appointed to represent a specified proportion or number of the member's votes. In the absence of such a specification, each proxy will be entitled to exercise half the votes.
3. A proxy need not be a member of the Company.
4. To appoint a proxy (or two proxies), a proxy form must be signed by the member or the member's attorney duly authorised in writing. If the member is a corporation, the proxy form must be signed either under the corporation's common seal (if any) or under the hand of its attorney or officer duly authorised.
5. To be effective, a proxy form (and, if it is signed by an attorney, the authority under which it is signed or a certified copy of the authority) must be received by the Company not later than 48 hours prior to the Meeting. Proxy forms and authorities may be sent to the Company by post, personal delivery or fax:

The completed proxy form may be:

- Mailed to Link Market Services Limited, Locked Bag A14, Sydney South, NSW 1235;
- Faxed to 61 2 9287 0309;
- Delivered by hand to Link Market Services Limited, Level 12, 680 George Street, Sydney, NSW 2000; or
- Completed on-line at www.linkmarketservices.com.au

provided that members who forward their proxy forms by fax are required to make available the original executed form of the proxy for production, if called upon at the Meeting to do so.

6. A corporate shareholder entitled to attend and vote at the meeting may appoint a body corporate representative to attend and vote for the shareholder. Also, as noted previously, a body corporate may be appointed as a proxy.

GreenBox Group Limited will accept the original appointment, a certified copy of the appointment or a certificate from the company giving notice of the appointment as satisfactory evidence of the appointment.

You can lodge your body corporate representative appointment document before the AGM or present the document at the registration desk at the Meeting.

7. For the purposes of the Annual General Meeting, persons on the register of members as at 7.00pm on Wednesday 27 April 2011 will be treated as members. This means that if you are not the registered holder of a relevant share at that time you will not be entitled to vote in respect of that share.