



22 November 2017

**Integrated Green Energy Solutions Ltd
ACN 003 669 163**

SUPPLEMENT TO NOTICE OF ANNUAL GENERAL MEETING

Notice was given on 1 November 2017 that the Annual General Meeting of Shareholders of Integrated Green Energy Solutions Ltd ("**IGES**" or the "**Company**") for 2017 will be held at offices of IGES, Suite 3A, 18 Smith St, Chatswood, NSW, 2067 on 30 November 2017 at 11.00am (Sydney time).

This Notice ("**Supplementary Notice**") supplements the Notice of Annual General Meeting, and should be read in conjunction with it.

Other than set out below, all details in relation to the Notice and Explanatory Memorandum remain unchanged.

Unless otherwise indicated, the terms defined and used in the Notice have the same meaning in this Supplementary Notice.

Agenda

1. Resolution 5 – Approval of Issues of New Shares to Sophisticated and Professional Investors – Repayment of Loans

To consider, and if thought fit 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 Directors to allot and issue 12,832,493 Shares at a price outlined in the Explanatory Statement to sophisticated and professional investors as repayment of certain loans made to the Company on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: IGES will disregard any votes cast on Resolution 5 by a 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 Shares and any of their associates. However, IGES will not disregard any votes cast on Resolution 5 by such person if:

- (a) the person is acting 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 a person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

2. Resolution 6 – Approval of Issue of Shares to David McIntosh – Repayment of Loan

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

"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue to non-executive Director of the Company, David McIntosh, (or his nominee) 195,384 Shares at a price of \$0.149 per Share, in satisfaction of the loan to the Company made by Mr McIntosh, on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: IGES will disregard any votes cast on Resolution 6 by David McIntosh and any of his Associates. However, IGES will not disregard any votes cast on Resolution 6 by such person if:

- (a) the person is acting 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 a person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

3. Resolution 7 – Approval of Issue of Shares to Stuart Clark – Repayment of Loan

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

"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue to Managing Director Stuart Clark (or his nominee) 202,616 Shares at a price of \$0.151 per Share, in satisfaction of the loan to the Company made by Mr Clark, on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: IGES will disregard any votes cast on Resolution 7 by Stuart Clark and any of his Associates. However, IGES will not disregard any votes cast on Resolution 7 by such person if:

- (a) the person is acting 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 a person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Explanatory Memorandum

Resolution 5 – Approval of Issues of Shares to Sophisticated and Professional Investors – Repayment of Loans

Resolution 5 seeks Shareholders approval for the allotment and issue of 12,832,493 Shares at an issue price outlined in the table below to sophisticated and professional investors in consideration for the repayment of certain loans made to the Company. Each loan is unsecured. None of the allottees pursuant to this proposed issue are related parties of the Company.

The effect of Resolution 5 will be to allow the Directors to issue the Shares to the allottees set out in the table below within one (1) month 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 this resolution:

- (a) the maximum number of Shares to be issued is 13,082,492;
- (b) the Shares will be issued no later than one (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 allotment will occur on the same date;
- (c) issue price per share is outlined in the table below;
- (d) the Shares will be allotted and issued to Eugene Litvak, James Freestun, Tracey Tabor, Philip Gutierrez, Mitra Nobakht, Eivaly, William Graves, Keith Bjork, Teresa Vallis, Grant Findlay-Shirras, Stefan Schaeren, Sidi Ouedraogo, United Marketing Pty Ltd, PMRC Pty Ltd, Kaikobad Deboo and Amanda Galvin Deboo, and Howard Fineman (or their nominees), none of whom are related parties of the Company;
- (e) the Shares 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) there will be no proceeds raised from the issue as the Shares will be issued in payment for outstanding debts of the Company.

Shares issued as full and final satisfaction of debt:

Lender	Debt Amount	Shares to be issued	Price per Share
Eugene Litvak	87,705	584,998	\$0.15
James Freestun	191,556	1,257,781	\$0.15
Tracey Tabor	71,041	455,205	\$0.16
Philip Henry Gutierrez	46,078	295,612	\$0.16
Mitra Nobakht-Eivaly	138,926	894,630	\$0.16
William Graves	239,280	1,574,684	\$0.15
Keith Bjork	238,238	1,570,903	\$0.15
Teresa Vallis	13,104	85,518	\$0.15
Grant Findlay-Shirras	154,433	1,024,105	\$0.15
Stefan Schaeren	122,882	814,411	\$0.15
Sidi Ouedraogo	76,423	506,769	\$0.15
United Marketing Pty Ltd	60,521	402,603	\$0.15
PMRC Pty Ltd	117,096	785,479	\$0.15
Kaikobad Deboo	57,627	388,137	\$0.15
Howard Fineman	360,789	2,441,657	\$0.15
Total	1,975,699	13,082,492	

Board recommendation:

The Directors recommend that Shareholders vote in favour of Resolution 5.

Resolution 6 - Approval of Issue of Shares to David McIntosh – Repayment of Loan

As of the date of the Meeting, the Company will owe Mr McIntosh an amount of \$29,076.11 for loans made to the Company (**McIntosh Loan**). The McIntosh Loan is unsecured. The Company has agreed to issue Shares in satisfaction of the McIntosh Loan. Resolution 6 seeks Shareholder approval for the repayment of the McIntosh Loan to be satisfied by the issue to David McIntosh (or his nominee) of 195,384 Shares (representing 0.25% of the Company's total issued Share capital as at the date of this Notice, such number being 77,189,858 Shares).

ASX Listing Rule 10.11

ASX Listing Rule 10.11 provides that an entity must not issue, or agree to issue, equity securities to a related party without the approval of its shareholders. For the purposes of the Corporations Act, a "related party" of the Company includes the Directors of the Company. Mr McIntosh is a Director of the Company and, accordingly, a related party of the Company for the purposes of both the Corporations Act and the ASX Listing Rules. The Company therefore seeks Shareholder approval to issue the Shares to Mr McIntosh (or his nominee) for the purposes of ASX Listing Rule 10.11.

Information required by ASX Listing Rule 10.13

The following information is provided in accordance with ASX Listing Rule 10.13:

- (g) A total of 195,384 Shares will be issued to Mr McIntosh (or his nominee) for satisfaction of payment of the McIntosh Loan.
- (h) All of the Shares will be issued not more than one (1) month after the date of this Meeting, or such later date as permitted by the ASX (it is intended that the Shares will be issued immediately after this Resolution 6 is passed).
- (i) The issue price of each Share will be \$0.149 per Share. The Shares will be issued as fully paid ordinary shares in the capital of the Company and on the same terms as the Company's existing shares on issue.
- (j) No funds will be raised from the proposed issue of the Shares. The Shares are being issued in satisfaction of the McIntosh Loan.

Board recommendation:

The Directors, other than Mr McIntosh, recommend that Shareholders vote in favour of Resolution 6.

Resolution 7 - Approval of Issue of Shares to Stuart Clark – Repayment of Loan

As of the date of the Meeting, the Company will owe Mr Clark an amount of \$30,523.29 for loans made to the Company (**Clark Loan**). The Clark Loan is unsecured. The Company has agreed to issue Shares in satisfaction of the Clark Loan. Resolution 7 seeks Shareholder approval for the repayment of the Clark Loan to be satisfied by the issue to Stuart Clark (or his nominee) of 202,616 Shares (representing 0.26% of the Company's total issued Share capital as at the date of this Notice, such number being 77,189,858 Shares).

ASX Listing Rule 10.11

ASX Listing Rule 10.11 provides that an entity must not issue, or agree to issue, equity securities to a related party without the approval of its shareholders. For the purposes of the Corporations Act, a "related party" of the Company includes the Directors of the Company. Mr Clark is a Director of the Company and, accordingly, a related party of the Company for the purposes of both the Corporations Act and the ASX Listing Rules. The Company therefore seeks Shareholder approval to issue the Shares to Mr Clark (or his nominee) for the purposes of ASX Listing Rule 10.11.

Information required by ASX Listing Rule 10.13

The following information is provided in accordance with ASX Listing Rule 10.13:

- (a) A total of 202,616 Shares will be issued to Mr Clark (or his nominee) for satisfaction of the Clark Loan.
- (b) All of the Shares will be issued not more than one (1) month after the date of this meeting, or such later date as permitted by the ASX (it is intended that the Shares will be issued immediately after this Resolution 7 is passed).
- (c) The deemed issue price of each Share will be \$0.151 per Share. The Shares will be issued as fully paid ordinary shares in the capital of the Company and on the same terms as the Company's existing shares on issue.
- (d) No funds will be raised from the proposed issue of the Shares. The Shares are being issued in satisfaction of the Clark Loan.

Board recommendation:

The Directors, other than Mr Clark, recommend that Shareholders vote in favour of Resolution 7.