



ASX ANNOUNCEMENT, 29 APRIL 2014

\$3.25 MILLION SHARE PLACEMENT AND SHARE PURCHASE PLAN

- Commitments of approximately \$3.25 million received via a two-tranche placement to sophisticated and professional investors;
- A Share Purchase Plan will also be offered to eligible shareholders;
- Funds to be used to invest in energy efficiency business growth, increase investment in NewCO2Fuels, and provide general working capital

Greenearth Energy Ltd (“Greenearth Energy”) (ASX:GER) is pleased to announce that it has received commitments from professional and sophisticated investors to raise approximately \$3.25 million by way of a placement, which is to be completed in two tranches at an issue price of 7.5 cents per share.

Greenearth Energy is also pleased to announce that it will be offering existing eligible shareholders the opportunity to participate in a Share Purchase Plan (“SPP”) at an issue price of 7.5 cents per share.

Together, the funds raised from the placement and the SPP will be used to invest in the continued growth of the company’s industrial energy efficiency business via its wholly-owned subsidiary, Greenearth Energy Efficiency Pty Ltd (“GEE”), to fund additional investment in NewCO2Fuels Ltd (Israel), and for general working capital purposes.

An investor presentation is being released to ASX simultaneously with this release which contains further details.

Greenearth Energy Managing Director, Samuel Marks said:

"This placement was well supported by new and existing investors and I would personally like to thank each of them for their strong backing and confidence in the company’s future. I would specifically like to mention our new cornerstone investor, Small Giants, who we are looking forward to working closely with as we grow our Energy Efficiency business and continue development of NewCO2Fuels. Small Giants is a Melbourne based Private Equity group that invests in companies making an environmental and/or social impact, on a commercially viable scale. The co-founders of Small Giants, Danny Almagor and Berry Liberman, are also major shareholders of the Impact Investment Group, who our Energy Efficiency business is currently partnering with on Lighting Upgrades. Small Giants is an exciting group to be involved with and it is great to have them on board."

"The proceeds from this placement and SPP will enable us to take a stronger position in the NewCO2Fuels business in Israel, as it moves to pilot phase, whilst importantly bolstering the working capital of the Industrial Energy Efficiency business. These two businesses are both at very exciting and positive stages of their development and this capital raising goes a long way to helping them meet their current objectives. Once again, I appreciate the support of both our new and prior investors and look forward to updating everyone on the progress of these businesses in the near future."

Placement

The first tranche of 17,293,330 new fully paid ordinary shares (approximately \$1.30 million) represents approximately 12% of the issued ordinary share capital in the company as at the date of this announcement. It is expected to be completed on 6 May 2014 and within the company's available capacity provided by the ASX Listing Rules.

The second tranche of 25,940,000 new fully paid ordinary shares (approximately \$1.95 million) represents approximately 18% of the issued ordinary share capital in the company as at the date of this announcement. It is expected to be completed subject to shareholder approval as required by the ASX Listing Rules, with such approval to be sought at an Extraordinary General Meeting of shareholders on or about 12 June 2014.

Further details in relation to the proposed Extraordinary General Meeting will be provided in due course.

An Appendix 3B and Cleansing Notice will be lodged with ASX upon the issue and allotment of the placement shares, following completion of each of the two tranches. Upon issue, the placement shares will rank equally alongside existing fully paid ordinary shares on issue.

Share Purchase Plan

Shareholders who are recorded on the share register as at 7.00pm on 28 April 2014 with a registered address in either Australia or New Zealand will be eligible to participate in the SPP.

Under the SPP, each eligible shareholder will be entitled to apply for up to AUD \$15,000 of new shares. The issue price of 7.5 cents represents a 9% discount to the average price of Greenerth Energy's shares quoted on the ASX during the five days immediately prior to the date of this announcement.

Eligible shareholders are able to purchase up to \$15,000 of new shares without incurring brokerage or transaction costs. All new shares issued under the SPP will rank equally with existing ordinary shares in the company. Full details of the SPP including acceptance forms are expected to be sent to shareholders on 9 May 2014.

The SPP is expected to close on 12 June 2014 and is not subject to shareholder approval.

Share Purchase Plan – Important Dates

Date	Event	Description
28 April 2014 (7pm Melbourne time)	Record Date	Date for determining eligible shareholders
29 April 2014	Announcement Date	SPP announced on ASX
9 May 2014	Opening Date	SPP opens and offer materials dispatched to eligible shareholders
12 June 2014	Closing Date	SPP closes at 5pm Melbourne time
19 June 2014	Allotment Date	Shares allotted under the SPP
20 June 2014	Despatch Date	Holding statements despatched

Note: Dates are indicative only and Greenearth Energy retains the right to vary these dates without advance notice.

The Company's shares can now be reinstated to official quotation.



Samuel Marks

Managing Director

Greenearth Energy Limited

Please direct all enquiries to Samuel Marks, Managing Director, telephone 03 9620 7299.

About Greenearth Energy Efficiency Pty Ltd

Greenearth Energy Efficiency ("GEE") is a business unit focused on the integration of energy efficiency technologies into the Industrial, Warehouse and Manufacturing sector across Asia. The core current product focus is on energy efficient lighting. The GEE strategy is to develop relationships with the OEM industry for utilizing Metrolight technology in their products, whilst also creating a rapidly growing demand for Metrolight equipped products direct with end-users.

When implemented as an intelligent lighting system the following benefits continue to be achieved:

- Energy Savings: **Up to 70% energy Savings & CO₂ reduction**
- Operating Cost Savings: **Up to 2x lamp life** - reduction of 50% in re-lamping costs
- Increased Control 100% flexibility of sophisticated **wired or wireless control**
- Individual Lighting Plans **Customised** to deliver maximum efficiency results
- Improved Lighting Quality **Improved light quality at a reduced cost**
- **Australian Standards Compliant**
- **VEEC & ESC accredited**

The product base continues to be received particularly keenly in sectors where facilities operate continuously and high standards are applied such as the food and beverage industries.

Greenearth Energy Efficiency Pty Ltd - <http://www.greenearthenergyefficiency.com.au>

About NewCO2Fuels

NewCO2Fuels(NCF) is an Israeli start-up company, which was formed in 2011 by a group of scientists and entrepreneurs with the support of Greenearth Energy Ltd and the Erdi Group. NCF was formed to develop and commercialize an innovative system to profitably produce fuels from CO₂ and water, using renewable high temperature heat from solar or excess heat from industry. The system is based on a technology developed at the Weizmann Institute of Science and exclusively licensed to NCF.

Review video at the attached link for further information -
http://www.youtube.com/watch?v=vH-YZdqB_SE

NewCO2 Fuels Website - <http://newco2fuels.co.il/>

About Greenearth Energy Ltd

Greenearth Energy Limited is a diversified Australian-based renewable energy company with interests in technology-focussed solutions in the energy efficiency and CO₂.to-fuel conversion markets as well as conventional geothermal resources in Australia and the wider Pacific Rim.

Greenearth Energy Ltd - <http://www.greenearthenergy.com.au>