

**Form 605**Corporations Act  
2001 Section  
671B**Notice of ceasing to be a substantial  
holder**To Company Name/Scheme Greenearth Energy LimitedACN/ARSN 120 710 625**1. Details of substantial holder (1)**Name Greenearth Energy LimitedACN/ARSN (if applicable) 120 710 625The holder ceased to be a  
substantial holder on 18/10 /16The previous notice was given to the company on 04/10/16The previous notice was dated 04/10/16**2. Changes in relevant interests**

Particulars of each change in, or change in the nature of, a relevant interest (2) of the substantial holder or an associate (3) in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (4)	Consideration given in relation to change(5)	Class (6) and number of securities affected	Person's votes affected
18/10/16	Greenearth Energy Limited	Restriction on disposal of shares issued on 18 April 2016 under voluntary escrow deeds between Greenearth Energy Limited and the registered holder of the shares, CEGT TA Pty Ltd as trustee for CEGT Trust A, dated 18 April 2016, gave Greenearth Energy Limited a technical 'relevant interest' in its own shares under section 608(1)(c) of the Corporations Act 2001 (Cth). These shares were released from escrow on 18 October 2016.	N/A	2,812,500 fully paid ordinary shares	N/A
18/10/16	Greenearth Energy Limited	Restriction on disposal of shares issued on 18 April 2016 under voluntary escrow deeds between Greenearth Energy Limited and the registered holder of the shares, CEGT TB Pty Ltd as trustee for CEGT Trust B, dated 18 April 2016, gave Greenearth Energy Limited a technical 'relevant interest' in its own shares under section 608(1)(c) of the Corporations Act 2001 (Cth). These shares were released from escrow on 18 October 2016.	N/A	2,812,500 fully paid ordinary shares	N/A

18/10/16	Greenearth Energy Limited	Restriction on disposal of shares issued on 18 April 2016 under voluntary escrow deeds between Greenearth Energy Limited and the registered holder of the shares, Cleantech Australia Fund, LP, dated 18 April 2016, gave Greenearth Energy Limited a technical 'relevant interest' in its own shares under section 608(1)(c) of the Corporations Act 2001 (Cth). These shares were released from escrow on 18 October 2016.	N/A	5,625,000 fully paid ordinary shares	N/A
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### 3. Changes in association

The persons who have become associates (3) of, ceased to be associates of, or have changed the nature of their association (7) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
N/A	N/A

### 4. Addresses

The addresses of persons named in this form are as follows:

Name	Address
Greenearth Energy Limited	Level 14, 500 Collins Street, Melbourne VIC 3000
CEGT TA Pty Ltd as trustee for CEGT Trust A	432 New Street Brighton, VIC 3186
CEGT TB Pty Ltd as trustee for CEGT Trust B	432 New Street Brighton, VIC 3186
Cleantech Australia Fund, LP	Level 2, 710 Collins Street, Docklands, VIC 3008

### Signature

print name Robert Smith

capacity Company secretary

sign here

date 20/10/2016