

Appendix 3Y

Change of Director's Interest Notice

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 30/09/01 Amended 01/01/11

Name of entity	Greenearth Energy Ltd
ABN	60 120 710 625

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	Samuel Marks
Date of last notice	23 December 2015

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	Indirect
Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	Toroso Group Pty Ltd (Director and shareholder)
Date of change	12 December 2016
No. of securities held prior to change	1,126,375 fully paid ordinary shares 2,000,000 unlisted options exercisable at 10 cents expiring 30 September 2017 5,000,000 unlisted options exercisable at 15 cents expiring 30 September 2017 3,000,000 unlisted options exercisable at 20 cents expiring 30 September 2017 2,000,000 unlisted options exercisable at 7.5 cents expiring 30 September 2018 3,000,000 unlisted options exercisable at 10 cents expiring 30 September 2018 5,000,000 unlisted options exercisable at 12.5 cents expiring 23 December 2018
Class	Unlisted options over fully paid ordinary shares

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Number acquired	5,000,000 unlisted options exercisable at 12.5 cents expiring 12 December 2019
Number disposed	Nil
Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	Nil
No. of securities held after change	1,126,375 fully paid ordinary shares 2,000,000 unlisted options exercisable at 10 cents expiring 30 September 2017 5,000,000 unlisted options exercisable at 15 cents expiring 30 September 2017 3,000,000 unlisted options exercisable at 20 cents expiring 30 September 2017 2,000,000 unlisted options exercisable at 7.5 cents expiring 30 September 2018 3,000,000 unlisted options exercisable at 10 cents expiring 30 September 2018 5,000,000 unlisted options exercisable at 12.5 cents expiring 23 December 2018 5,000,000 unlisted options exercisable at 12.5 cents expiring 12 December 2019
Nature of change <small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small>	Grant of options to Managing Director as approved by Shareholders at Annual General Meeting held on 29 November 2016

Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

Detail of contract	Not applicable
Nature of interest	Not applicable
Name of registered holder (if issued securities)	Not applicable
Date of change	Not applicable
No. and class of securities to which interest related prior to change <small>Note: Details are only required for a contract in relation to which the interest has changed</small>	Not applicable
Interest acquired	Not applicable

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Interest disposed	Not applicable
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	Not applicable
Interest after change	Not applicable

Part 3 – ⁺Closed period

Were the interests in the securities or contracts detailed above traded during a ⁺ closed period where prior written clearance was required?	No
If so, was prior written clearance provided to allow the trade to proceed during this period?	Not applicable
If prior written clearance was provided, on what date was this provided?	Not applicable

⁺ See chapter 19 for defined terms.