



ASX RELEASE, 24 DECEMBER 2010

SECURITIES TRADING POLICY

In accordance with ASX Listing Rule 12.9, which takes effect on 1 January 2011, please find attached Greenearth Energy Limited (ASX:GER) Securities Trading Policy as approved by the Board of Directors.

The policy will also be placed on the Company's website.

Vicki Kahanoff
Company Secretary
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Energy Security in a Carbon Constrained World



Securities Trading Policy

1. Policy Introduction

This policy applies to all directors, officers, employees and contractors of Greenearth Energy and the companies in the group (collectively called Directors and Employees)

This policy:

- Provides guidance to Directors and Employees who may contemplate trading in Greenearth Energy securities
- Includes a brief summary of the laws that govern dealings of or in Greenearth Energy securities when Directors and Employees have inside information about Greenearth Energy (called insider trading)
- States Greenearth Energy's position on Directors and Employees trading in securities of other companies where they are in possession of inside information because of their position in Greenearth Energy

This policy applies to:

- Greenearth Energy Shares
- Other securities issued by Greenearth Energy, such as options
- Derivatives and financial and other products issued or created over the Greenearth Energy shares by Greenearth Energy or any third parties
- Securities of any other company or entity that may be affected by inside information, such as Greenearth Energy joint venture participants

If you do not understand the summary of the law or the policy, or if you are confused as to whether the law applies to you, please contact the Company Secretary. You may wish to seek your own professional legal advice prior to buying or selling shares.

2. When Trading in Greenearth Energy Securities are NOT permitted

In addition to the specific prohibition set out under the heading Insider Trading Prohibited for Trading in Greenearth Energy Securities, Directors and Employees are prohibited from dealing in Greenearth Energy's securities in the following circumstances:

- In the 2 week period preceding the lodgment of Greenearth Energy's quarterly reports with the ASX
- Where the Board has resolved that there is a prohibition on trading in Greenearth Energy's securities which will be notified to Directors and Employees by the Managing Director or Company Secretary by email or facsimile
- Where the trading would be regarded as "short term dealing."

3. When Trading in Greenearth Energy Securities are Permitted

Except for the times outlined above in Section 2, Directors or Employees may trade in Greenearth Energy securities when they are not in possession of inside information and the trading is not for short term or speculative gain.

If a Director or Employee intends trading in Greenearth Energy Securities:

- The director must give prior written notice (which may be by email) of an intention to trade to the Chairman or if the director is the Chairman, then to the Managing Director
- An employee must give prior written notice (which may be by email) of an intention to trade to the Company Secretary; and
- Greenearth Energy will use its best endeavors to advise in writing in a timely way if the trading is permitted;
- That person must trade as soon as possible and in any event within five business days of the permission being given, and;
- If the director or employee subsequently deals in Greenearth Energy's securities, the person must confirm the trading and the relevant details of the trade in writing to the person who was given prior notice, within 2 business days after trading
- A director or employee must also notify the Company Secretary if the proposed trading does not occur

4. Trading in exceptional circumstances

A Director or Employee, who is not in possession of inside information in relation to Greenearth Energy may be given prior written permission to trade in Greenearth Energy securities during a prohibited period under this policy where:

- A person may be in severe financial hardship
- A person has a pressing commitment that cannot be satisfied other than selling the relevant Greenearth Energy securities
- An exceptional circumstance exists (which is deemed exceptional by the Chairman or if the person is the Chairman, then by the Managing Director).

5. Trading not subject to this Policy

The following circumstances of trading are not subject to this policy:

- An undertaking to accept or the acceptance of a takeover offer;
- Trades in securities already held by the director or employee into a superannuation fund in which that person is a beneficiary
- Dealings under an offer or invitation made to all or most of the shareholders of Greenearth Energy, such as a rights issue, a shareholder purchase plan approved by the board
- Decisions to take up or not to take up the entitlements or to allow them to lapse, and the sale of sufficient entitlements to take up the balance of entitlements under a rights issue
- A dealing where the beneficial interest in the security does not change
- The cancellation, lapsing or surrender of an option or right under an equity based executive or employee incentive plan

6. Overview of the insider trading provisions in the Corporations Act

It is illegal for anybody to deal in any shares of a body corporate (including the Company), when in possession of information that the person knows, or ought reasonably to know:

- is not generally available (including information that the Company has not disclosed to the market in accordance with the Company's Continuous Disclosure Policy); and
- might have a material effect on the price or value of those shares if it was generally available (***Inside Information or Price Sensitive Information***).

This prohibition extends to procuring another person to deal, and, in the case of shares of listed corporations, extends to communicating the inside information to another person, if the person knows, or ought reasonably to know, that the other person would, or would be likely to, deal in the shares in question or procure another person to do so. To communicate Inside Information to another person is also an offence which carries both civil and criminal penalties.

A person in possession of Inside Information about the Company has a duty to keep that information confidential and must not in any way disclose or communicate that information to any person.

7. What is Inside Information or Price Sensitive Information

Inside Information or Price Sensitive Information means information in relation to Greenearth Energy that would, if the information were publicly known by likely to:

- Have a material effect on the price or value of Greenearth Energy shares; or
- Influence persons who commonly invest in securities in deciding whether or not to buy or sell Greenearth Energy securities

Information does not have to originate within Greenearth Energy to be price sensitive information.

Examples of possible inside or price sensitive information include:

- The financial performance of Greenearth Energy
- Information about results of exploration activities or project trials
- Entry into or termination of a material contract (such as a major transaction joint venture or partnership agreement)
- A material acquisition or sale of assets by Greenearth Energy
- A proposed dividend or a change in dividend policy

If information is generally available, it will not be price-sensitive information. Information is generally available if:

- It consists of a readily observable matter or
- It has been brought to the attention of investors through an announcement to the ASX, and a reasonable period has elapsed since the announcement

8. Insider Trading Prohibited for Trading in Greenearth Energy Securities

Directors and Employees who are in possession of inside information about Greenearth Energy's securities must not, irrespective of whether this policy would otherwise allow trading outside the prohibited period or if a trade is excluded from the operation of this policy:

- Trade in those securities
- Procure another person such as a family member, friend or associate to trade in those securities
- Communicate the inside information to another person who is likely to deal in Greenearth Energy's securities or procure another person to do so.

9. Insider Trading Prohibited for Trading in Securities of Other Companies

Directors and Employees, in the course of performing their duties for Greenearth Energy, may come into possession of inside information about other companies. The insider trading rules outlined above also apply to trading with securities in other companies. Directors and Employees are also bound by duties of confidentiality in relation to the inside information obtained about third parties in the course of performing their duties in or their position in Greenearth Energy.

10. Compliance with this Policy

Any Director or Employee may be asked to confirm their compliance with this policy or to provide confirmation of their trades in Greenearth Energy securities. Any request must be responded to promptly.

This policy must be strictly complied with and any breach will be regarded seriously.

11. Consequences of breach of Insider Trader Prohibition

Breach of the insider trading laws may subject you or members of your family to:
Criminal liability – penalties include heavy fines and imprisonment
Civil liability – you can be sued by another party or Greenearth Energy for any loss suffered as a result of illegal trading activities

Breach of the law or this policy will also be regarded by Greenearth Energy as serious misconduct which may lead to disciplinary action and or dismissal from employment with Greenearth Energy.

Approved: by the Board on 23 December 2010

Review Date: 23 December 2011