



NOTICE OF GENERAL MEETING

Notice is given that a General Meeting of shareholders of Greenearth Energy Limited (the "Company") will be held at 11am on 19 September 2016 at the offices of Baker & McKenzie, Level 19, 181 William Street, Melbourne.

Resolution 1: Approval of previous issue of shares – Placement (Listing Rule 7.1)

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

"That for the purposes of ASX Listing Rule 7.4 and for all other purposes, the shareholders of the Company approve and ratify the previous issue of 22,468,812 fully paid ordinary shares in the capital of the Company under Listing Rule 7.1 on the basis set out in the Explanatory Notes."

Voting Exclusion Statement (Resolution 1)

The Company will disregard any votes cast on Resolution 1 by a person (and any associates of such a person) who participated in the issue.

However, the Company need not disregard a vote cast on Resolution 1 if:

- (a) it is cast by a person 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 the Chairman as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.*

Resolution 2: Approval of previous issue of shares – Placement (Listing Rule 7.1A)

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

"That for the purposes of ASX Listing Rule 7.4 and for all other purposes, the shareholders of the Company approve and ratify the previous issue of 28,402,125 fully paid ordinary shares in the capital of the Company under Listing Rule 7.1A on the basis set out in the Explanatory Notes."

Voting Exclusion Statement (Resolution 2)

The Company will disregard any votes cast on Resolution 2 by a person (and any associates of such a person) who participated in the issue.

However, the Company need not disregard a vote cast on Resolution 2 if:

- (a) it is cast by a person 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 the Chairman as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.*

Resolution 3: Approval of previous issue of shares - Illum-a-Lite Acquisition

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

"That for the purposes of ASX Listing Rule 7.4 and for all other purposes, the shareholders of the Company approve and ratify the previous issue of 15,534,375 fully paid ordinary shares in the capital of the Company under Listing Rule 7.1 on the basis set out in the Explanatory Notes."

Voting Exclusion Statement (Resolution 3)

The Company will disregard any votes cast on Resolution 3 by a person (and any associates of such a person) who participated in the issue.

However, the Company need not disregard a vote cast on Resolution 3 if:

- (a) it is cast by a person 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 the Chairman as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.*

By order of the Board of Greenerth Energy Limited



Robert Smith
Company Secretary
Dated 19 August 2016



Proxies and Other Information

A shareholder who is entitled to attend and vote at the meeting has a right to appoint a proxy. The proxy need not be a member of the Company. If a shareholder is entitled to cast two or more votes at the meeting, that shareholder may appoint two proxies and may specify the proportion of the votes that each proxy is appointed to exercise. Where two proxies are appointed, but the appointments do not specify the proportion of votes which each proxy may exercise, each proxy may exercise half of the votes (fractions being disregarded).

If a proxy is not directed how to vote on an item of business, the proxy may vote or abstain from voting on that resolution as they think fit. If a proxy is instructed to abstain from voting on an item of business, they are directed not to vote on the shareholder's behalf on the poll and the shares that are the subject of the proxy appointment will not be counted in calculating the required majority. Shareholders who return their proxy forms with a direction on how to vote but do not nominate the identity of their proxy will be taken to have appointed the Chairman of the meeting as their proxy to vote on their behalf. If a proxy form is returned but the nominated proxy does not attend the meeting, or does not vote on the resolution, the Chairman of the meeting will act in place of the nominated proxy and vote in accordance with any instructions.

Proxy appointments in favour of the Chairman of the meeting, the secretary or any Director that do not contain a direction on how to vote will be used where possible to support each of the resolutions proposed in this Notice of Meeting.

A proxy form accompanies this Notice of General Meeting and to be effective must be received at the Company's share registry by using one of the following methods:

Fascimile: (within Australia) 1800 783 447 (Outside Australia) +61 3 9473 2555

Mail: Computershare Investor Services Pty Limited
GPO Box 242
Melbourne Victoria, 3001

By Hand: Computershare Investor Services Pty Limited
Yarra Falls, 452 Johnston Street
Abbotsford Vic 3067

Online: For Intermediary Online Users (custodians) only at: www.intermediaryonline.com

An appointment of a proxy will not be valid unless the proxy's appointment, and (if relevant) the Power of Attorney or other authority under which it is signed (or a certified copy of that power or authority), are received by the Company at its registered office, or at one of the addresses or the fax number set out above, at least 48 hours before the meeting.

Corporate Representatives

Any corporation that is a shareholder of the Company may authorise (by a form of execution authorised by the laws of that corporation's place of incorporation, or in any other manner satisfactory to the Chairman) a natural person to act as its representative at any general meeting.

Further information

In accordance with regulation 7.11.37 of the *Corporations Regulations 2001 (Cth)*, the Company has determined that, for the purposes of the meeting all shares in the Company are to be taken as being held by the persons who held them at 7.00 pm (Melbourne time) on 17 September 2016. All holders of ordinary shares in the Company at that time are entitled to vote at the meeting (subject to the restrictions on voting referred to above).

The directors of the Company are not aware of any other information which is relevant to the consideration by members of the proposed resolutions set out in the notice of general meeting.

Explanatory Notes

The directors recommend members read these explanatory notes in full and, if desired, seek advice from their own independent financial or legal adviser as to the effect of the proposed resolutions before making any decision in relation to the proposed resolutions.

Resolutions 1 and 2: Approval of previous issue of shares – Placement (Listing Rules 7.1 and 7.1A)

ASX Listing Rule 7.1 provides that a company must not, subject to certain exceptions, issue or agree to issue more equity securities in any 12 month period, other than the amount which is equal to 15% of its fully paid ordinary securities on issue at the start of that 12 month period ("15% share issue capacity").

ASX Listing Rule 7.1A provides that certain eligible companies may seek shareholder approval at its AGM to issue up to a further 10% of its fully paid ordinary securities on issue at the start of the 12 month period commencing on the date of the AGM ("10% share issue capacity"). The Company is an eligible company and sought and received shareholder approval to the 10% share issue capacity at its AGM on 25 November 2015.

ASX Listing Rule 7.4 provides that an issue of securities made without approval under Listing Rule 7.1 or 7.1A will be treated as having been made with shareholder approval for the purposes of those Listing Rules if shareholders subsequently approve it and the issue did not breach Listing Rule 7.1.

As announced to ASX on 29 July 2016, the Company raised \$3.8 million from a fully paid ordinary share issue of a total of 50,870,937 shares at an issue price of 7.5 cents each. These shares were issued on 8 August 2016. 22,468,812 shares were issued without securityholder approval under Listing Rule 7.1, and 28,402,125 shares were issued without securityholder approval under Listing Rule 7.1A.

Accordingly, the Company is seeking shareholder approval under Listing Rule 7.4 to approve the 8 August 2016 issue of:

- 22,468,812 shares issued under the Company's 15% share issue capacity, and
- 28,402,125 shares issued under the Company's 10% share issue capacity.

The investors were existing shareholders and new sophisticated and professional investors following a bookbuild process conducted by Lodge Corporate Pty Ltd on behalf of the Company. Lodge Corporate acted as lead manager to the issue.

The issued shares were issued on the same terms as, and rank equally with, all shares currently on issue.

The new funds raised will be used to expand and accelerate growth and for general working capital purposes.

Without shareholder approval pursuant to Listing Rule 7.4, the issues will be counted towards the Company's 15% share issue capacity and 10% share issue capacity respectively and will therefore reduce the Company's capacity to issue securities in the future without obtaining shareholder approval.

Accordingly, these resolutions seek shareholder approval to allow the Company to refresh its 15% share issue capacity (Resolution 1) and 10% share issue capacity (Resolution 2).

The Directors recommend (with Mr Philip Zajac abstaining on the basis that he is also a director of Erdi Fuels Pty Ltd, a participant in the placement the subject of Resolution 1) that shareholders vote in favour of Resolution 1.

The Directors unanimously recommend that shareholders vote in favour of Resolution 2.



Resolution 3: Approval of previous issue of shares - Ilum-a-Lite Acquisition

ASX Listing Rule 7.1 provides that a company must not, subject to certain exceptions, issue or agree to issue more equity securities in any 12 month period, other than the amount which is equal to 15% of its fully paid ordinary securities on issue at the start of that 12 month period ("15% share issue capacity").

ASX Listing Rule 7.4 provides that an issue of securities made without approval under Listing Rule 7.1 will be treated as having been made with shareholder approval for the purposes of those Listing Rules if shareholders subsequently approve it and the issue did not breach Listing Rule 7.1.

As announced to the ASX on 18 April 2016, 15,534,375 fully paid ordinary shares were issued as part consideration to the vendors of Ilum-a-Lite at an issue price of 8 cents per share. The Company acquired 100% of the share capital of Ilum-a-Lite. These shares were issued without shareholder approval under Listing Rule 7.1.

Accordingly, the Company is seeking shareholder approval under Listing Rule 7.4 to approve the 18 April 2016 issue of 15,534,375 fully paid ordinary shares under the Company's 15% share issue capacity.

The issued shares were issued on the same terms as, and rank equally with, all shares currently on issue but are subject to voluntary escrow restrictions (subject to the usual exceptions) as follows:

- 11,250,000 shares will cease to be subject to voluntary escrow after 18 October 2016; and
- 4,284,375 shares will cease to be subject to voluntary escrow after 18 April 2018, of which 3,281,348 shares are also subject to an exception to allow disposal in certain circumstances in order to meet contractual warranty claims.

Resolution 3, if passed, will enable the Company to retain the flexibility to issue the same number of equity securities within the next 12 months without the requirement to obtain prior shareholder approval.

The Directors unanimously recommend that shareholders vote in favour of Resolution 3.

GER

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Lodge your vote:



By Mail:

Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:

(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

Proxy Form

XX

For your vote to be effective it must be received by 11:00am (AEST) on Saturday, 17 September 2016

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

Turn over to complete the form →



View your securityholder information, 24 hours a day, 7 days a week:

www.investorcentre.com

- Review your securityholding
- Update your securityholding

Your secure access information is:

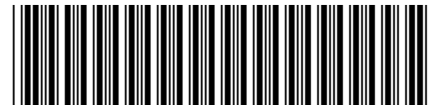
SRN/HIN: I9999999999



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

MR SAM SAMPLE
 FLAT 123
 123 SAMPLE STREET
 THE SAMPLE HILL
 SAMPLE ESTATE
 SAMPLEVILLE VIC 3030

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf XX

I/We being a member/s of Greenearth Energy Limited hereby appoint

the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the General Meeting of Greenearth Energy Limited to be held at the offices of Baker & McKenzie, Level 19, 181 William Street, Melbourne on Monday, 19 September 2016 at 11:00am (AEST) and at any adjournment or postponement of that meeting.

STEP 2 Items of Business **PLEASE NOTE:** If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

	For	Against	Abstain
Resolution 1 Approval of previous issue of shares – Placement (Listing Rule 7.1)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Approval of previous issue of shares – Placement (Listing Rule 7.1A)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Approval of previous issue of shares - Ilum-a-Lite Acquisition	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1	Securityholder 2	Securityholder 3
<input style="width: 90%; height: 20px;" type="text"/>	<input style="width: 90%; height: 20px;" type="text"/>	<input style="width: 90%; height: 20px;" type="text"/>
Sole Director and Sole Company Secretary	Director	Director/Company Secretary

Contact Name _____ Contact Daytime Telephone _____ Date ____/____/____