



## ASX Announcement

Company Announcements Office  
Australian Securities Exchange

*By e-lodgement*

**9 January 2012**

**(ASX Code GRK)**

### NOTICE UNDER SECTION 708AA(2)(f) OF THE CORPORATIONS ACT

On 22 November 2011, Green Rock Energy Limited (**Company**) announced its intention to undertake a rights issue on the basis of one (1) new fully paid ordinary share in the Company for every three (3) shares held together with one (1) free option for each new share issued, to all shareholders (**Offer**) pursuant to an offer document.

The Offer was fully underwritten by Cygnet Capital pursuant to an underwriting agreement (**Underwriting Agreement**). A termination event in the Underwriting Agreement has occurred and Cygnet Capital has advised the Company that it intends to rely on that event to terminate the Underwriting Agreement.

In light of this and the low take up of shareholders' entitlements, the Company has elected to withdraw the Offer. All application proceeds received by the Company will be refunded to shareholders as soon as possible.

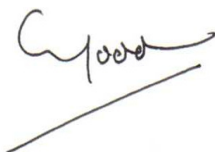
Following Cygnet Capital's termination of the Underwriting Agreement and given current capital market conditions, the Board is considering the timing and extent of the Company's capital requirements particularly in view of its cost reduction initiatives announced on 4 January 2012. A further announcement in this regard will be made in due course.

The Company gives this notice pursuant to Section 708AA(2)(f) of the Corporations Act as notionally modified by Australian Securities and Investment Commission Class Order 08/35.

The Company hereby notifies ASX under paragraph 708AA(2)(f) of the Act that:

- a) it has withdrawn its offer of shares and options for issue without disclosure to investors under Part 6D.2 of the Act as notionally modified by CO 08/35;
- b) the Company is providing this notice under paragraph 2(f) of section 708AA of the Act as notionally modified by CO 08/35;
- c) as at the date of this notice, the Company has complied with the provisions of Chapter 2M of the Act as they apply to the Company;
- d) as at the date of this notice, the Company has complied with section 674 of the Act;
- e) as at the date of this notice, there is no information of the type referred to in sections 708AA(8) and 708AA(9) of the Corporations Act as notionally modified by CO 08/35; and
- f) the withdrawal of the Offer is not expected to have any effect on the control of the Company.

Yours faithfully,

A handwritten signature in black ink, appearing to read 'Nigel Hodder', with a long horizontal line underneath it.

Nigel Hodder  
Company Secretary