



31 January 2012

**Company Announcements Office
Australian Securities Exchange**

By e-Lodgement

Dear Sirs,

**ISSUE OF GREEN ROCK ENERGY LIMITED SHARES – SECONDARY
TRADING NOTICE – NOTIFICATION PURSUANT TO PARAGRAPH
708A(5)(e) OF THE CORPORATIONS ACT 2001 ("Act")**

As announced on 31 January 2012, Green Rock Energy Limited (ASX:GRK) ("**Company**") intends to undertake a placement of up to 400,000,000 fully paid ordinary shares at an issue price \$0.005 per share to raise up to \$2,000,000 (before issue related costs) ("**Placement**").

On 31 January 2012, the Company allotted and issued Tranche 1 of the Placement, being 100,000,000 fully paid ordinary shares in the capital of the Company at \$0.005 ("**Tranche 1 Shares**") to sophisticated and institutional investors to raise \$500,000 for the purposes of working capital.

Tranche 2 of the Placement being the issue of up to a further 300,000,000 shares at \$0.005 is to be issued subject to shareholder approval at the General Meeting to be held in early March 2012.

Secondary Trading Exemption

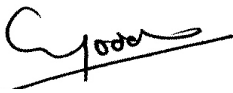
The Act restricts the on-sale of securities issued without disclosure, unless the sale is exempt under Sections 708 or 708A. By the Company giving this notice, sale of the Shares noted above will fall within the exemption Section 708A(5) of the Act.

The Company hereby notifies ASX under paragraph 708A(5)(e) of the Act that:

- (a) the Company issued the Tranche 1 Shares without disclosure to investors under Part 6D.2 of the Act;

- (b) as at 31 January 2012 the Company has complied with the provisions of Chapter 2M of the Act as they apply to the Company, and Section 674 of the Act; and
- (c) as at 31 January 2012 there is no there is no excluded information for the purpose of Sections 708A(7) and (8) of the Act in relation to the Company.

Yours faithfully,
Green Rock Energy Limited.

A handwritten signature in black ink, appearing to read 'Nigel Hodder', written over a horizontal line.

Nigel Hodder
Company Secretary