

Green Rock Energy Limited  
ACN 094 551 336

NOTICE OF GENERAL MEETING

For a General Meeting to be held on  
Friday 20 August 2010 at 11am (Australian Western  
Standard Time) at The Country Woman's Association of  
WA, 1176 Hay Street, West Perth, Western Australia.

*This is an important document. Please read it carefully.*

*If you are unable to attend the General Meeting,  
complete the form of proxy enclosed and return it in accordance  
with the instructions set-out on that form.*

## **TIME AND PLACE OF MEETING AND HOW TO VOTE**

### **Venue**

**The General Meeting of the Shareholders of Green Rock Energy Limited will be held at The Country Woman's Association of WA, 1176 Hay Street, West Perth, Western Australia on Friday 20 August 2010 commencing at 11.00 am (Australian Western Standard Time).**

### **How to Vote**

You may vote by attending the meeting in person or by attorney, by proxy, or in the case of corporate Shareholders, by appointing an authorised corporate representative to attend and vote.

### **Voting in Person (or by attorney)**

To vote in person, Shareholders, or their attorneys, must attend the meeting on the date and at the place set out above. The meeting will commence at 11.00 am.

Attorneys should bring with them an original or certified copy of the power of attorney under which they have been authorised to attend and vote at the meeting.

### **Voting by a corporation**

A Shareholder that is a corporation may appoint an individual to act as its representative and vote in person at the meeting. The appointment must comply with the requirements of section 250D of the Corporations Act. The representative should bring to the meeting evidence of their appointment, including any authority under which it is signed.

### **Voting by Proxy**

To vote by proxy, please complete and sign the Proxy Form enclosed with this Notice of Meeting as soon as possible and either:

- send the proxy by facsimile to the Company on facsimile number (08) 9482 0499 (International: + 61 8 9482 0499); or
- deliver to Unit 6, 38 Colin Street, West Perth, Western Australia, 6005 Australia; or
- post to PO Box 1177, West Perth, Western Australia, 6872 Australia

so that it is received no later than 11.00 am (Australian Western Standard Time) on Wednesday 18 August 2010.

Proxies lodged after this time will be invalid.

Further details about voting by proxy can be found in the Notes section at the end of this Notice of Meeting and on the enclosed Proxy Form.

## **YOUR PROXY FORM IS ENCLOSED**

# Green Rock Energy Limited

ACN 094 551 336

## NOTICE OF GENERAL MEETING

Notice is given that the General Meeting of Shareholders of Green Rock Energy Limited will be held in the Board Room, Level 2 at The Country Woman's Association of WA, 1176 Hay Street, West Perth, Western Australia, commencing at 11.00 am (Australian Western Standard Time) on Friday 20 August 2010.

### AGENDA

#### ORDINARY BUSINESS

##### 1. Resolution 1 – Ratification of Allotment and Issue of Shares

To consider and if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

*“That, for the purpose of Listing Rule 7.4 of the Listing Rules of the Australian Securities Exchange and for all other purposes, the Company approves and ratifies the allotment and issue of 30,000,000 Shares at an issue price of 1.5 cents per Share to the persons noted in the Explanatory Memorandum and otherwise on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice of Meeting.”*

**Short Explanation:** Resolution 1 seeks Shareholders' approval to ratify the allotment and issue of 30,000,000 Shares at an issue price of 1.5 cents per Share as part of the Placement announced on 29 June 2010. This approval is sought to 'refresh' the Company's placement ability under Listing Rule 7.1.

For the purposes of Resolution 1, the Company will disregard any votes cast on Resolution 1 by persons who participated in the issue the subject of Resolution 1 and any associate of those persons. However, the Company will not disregard a vote if:

- it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the meeting 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.

##### 2. Resolution 2 – Approval of Proposed Issue of Shares

To consider and if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

*“That, for the purpose of Listing Rule 7.1 of the Listing Rules of the Australian Securities Exchange and for all other purposes, the Company approves the proposed allotment and issue of 40,000,000 Shares at an issue price of 1.5 cents per Share to the persons noted in the Explanatory Memorandum and otherwise on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice of Meeting.”*

**Short Explanation:** Resolution 2 seeks Shareholders' approval to allot and issue 40,000,000 Shares at 1.5 cents per Share as part of the Placement announced on 29 June 2010. This approval is sought so that this issue of Shares is not included in the Company's placement ability under Listing Rule 7.1.

For the purposes of Resolution 2, the Company will disregard any votes cast on Resolution 2 by persons who may participate in the proposed issue and by persons who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities if the resolution is passed, and any associate of those persons. However, the Company will not disregard a vote if:

- it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the meeting 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.

**3. Resolution 3 – Approval of Proposed Issue of Options to Cygnet Capital Pty Ltd**

To consider and if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

*“That, for the purpose of Listing Rule 7.1 of the Listing Rules of the Australian Securities Exchange and for all other purposes, the Company approves the proposed issue of 25,000,000 Options for no consideration, each Option having an exercise price of 2 cents and an expiry date of 30 June 2013 to Cygnet Capital Pty Ltd or a nominee, on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice of Meeting.”*

**Short Explanation:** Resolution 3 seeks Shareholders' approval to grant 25,000,000 Options with an expiry date of 30 June 2013 and an exercise price of 2 cents per Option to Cygnet Capital Pty Ltd. This approval is sought so that this issue of Options is not included in the Company's placement ability under Listing Rule 7.1.

For the purposes of Resolution 3, the Company will disregard any votes cast on Resolution 3 by persons who may participate in the proposed issue and by persons who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities if the resolution is passed, and any associate of those persons. However, the Company will not disregard a vote if:

- it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the meeting 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.

**4. General**

To transact any business which may lawfully be brought forward at the General Meeting.

**Dated the 14 July 2010 by order of the Board**

**Nigel Hodder  
Company Secretary**

## Notes:

- 1 Votes at this General Meeting may be given personally or by proxy, attorney or corporate representative.
- 2 A Shareholder who is entitled to attend and vote at a general meeting of Shareholders is entitled to appoint not more than two proxies. Each proxy will have the right to attend the General Meeting, vote on a poll and to speak at the General Meeting. Where more than one proxy is appointed, each must be appointed to represent a specified proportion of the shareholders voting rights. If the Shareholder appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half the votes.
- 3 A proxy may but need not be a Shareholder of the Company. A proxy can be either an individual or a body corporate.
- 4 If a proxy is not directed how to vote on an item of business, the proxy may vote, or abstain from voting, as they think fit. Should any resolution, other than those specified in this Notice of Meeting, be proposed at the meeting, a proxy may vote on that resolution as they think fit.
- 5 The instrument appointing the proxy must be in writing, executed by the appointor or their attorney duly authorised in writing or, if such appointor is a corporation, either under seal or under hand of an officer or attorney duly authorised.
- 6 The instrument of proxy (and the power of attorney or other authority, if any, under which it is signed) must be lodged by person, post, courier or facsimile and reach the registered office of the Company at least 48 hours prior to the meeting – proxies lodged after this time will be invalid. For the convenience of shareholders a Proxy Form is enclosed.
- 7 Where a voting exclusion applies, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote in accordance with the directions on the proxy form to vote as the proxy decides, or it is cast by the person chairing the meeting 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.
- 8 For the purposes of regulations 7.11.37 of the Corporations Regulations, the Company determines that members holding ordinary shares at 11.00 am (Australian Western Standard Time) on Wednesday 18 August 2010 will be entitled to attend and vote at the General Meeting.
- 9 Please note defined terms used in this Notice of Meeting have the meanings set out in the Glossary of the Explanatory Memorandum accompanying this Notice of Meeting.

## EXPLANATORY MEMORANDUM

This Explanatory Memorandum is intended to provide Shareholders with sufficient information to assess the merits of each Resolution contained in the accompanying Notice of Meeting.

The Directors recommend that Shareholders read this Explanatory Memorandum in full before making any decision in relation to the Resolutions.

The following information should be noted in respect of the various matters contained in the accompanying Notice of Meeting.

### 1. PLACEMENT

On 29 June 2010, the Company announced that it had entered into funding arrangements with stock broking and corporate advisory firm Cygnet Capital Pty Ltd ("**Cygnet**") for Cygnet to:

- lead a placement of 70,000,000 Shares to raise a total of \$1,050,000 before issue related costs at 1.5 cents per Share split across two tranches; and
- underwrite a non-renounceable rights issue of Shares to Shareholders on a one-for-three basis at 1.5 cents per Share to raise approximately \$1,600,000.

Upon completion of the Placement it is intended that a rights issue will occur shortly afterwards with subscribers to the Placement entitled to participate in the rights issue. New capital raised by the Placement and rights issue will be applied towards existing geothermal assets and reviewing new opportunities in the energy sector which draw on the existing skill set of the Board and the Company's management.

The Placement will be undertaken in two tranches as follows.

#### **Tranche 1 – unconditional**

A total of 30,000,000 Shares is proposed to be issued on/or about 4 August 2010 at 1.5 cents per Share to raise \$450,000. This issue is to be completed using the Company's 15% placement capacity under the Listing Rules.

#### **Tranche 2 – conditional**

Subject to Shareholder approval, a total of 40,000,000 Shares will be issued at 1.5 cents per Share to raise \$600,000.

The funds raised from Tranche 1 and Tranche 2 of the Placement will be applied primarily towards working capital and to support the Company's ongoing exploration and development.

### 2. RESOLUTION 1 – RATIFICATION OF ALLOTMENT AND ISSUE OF SHARES

Resolution 1 seeks Shareholders' approval to ratify the allotment and issue of 30,000,000 Shares at an issue price of 1.5 cents per Share which is to be completed on/or about 4 August 2010 to sophisticated investors and professional investors to raise \$450,000. This is in order to restore the right of the Company to issue further Shares within Listing Rule 7.1's 15% limit during the next 12 months.

#### ***Listing Rule 7.4***

Listing Rule 7.4 permits the ratification of previous issues of securities made without prior shareholder approval, provided the issue did not breach the 15% threshold set by Listing Rule 7.1. The effect of such ratification is to restore the Company's maximum discretionary power to issue further shares up to 15% of the issued capital of the Company without requiring Shareholder approval.

The Company confirms that the issue will not breach Listing Rule 7.1. For Shareholders to subsequently approve an issue of Shares, the Company must provide the following information to comply with Listing Rule 7.5:

- a) the number of Shares allotted and issued was 30,000,000 to raise \$450,000;
- b) the price at which the Shares were issued was 1.5 cents each;
- c) the Shares allotted and issued were fully paid ordinary shares which rank equally with all other Shares on issue;
- d) the Shares were allotted and issued to sophisticated investors and professional investors who were not associates or related parties of the Company; and
- e) the funds raised from the Tranche 1 issue of Shares under the Placement will be used towards working capital and to support the Company's ongoing exploration and development.

### **3. RESOLUTION 2 – APPROVAL OF PROPOSED ISSUE OF SHARES**

Resolution 2 seeks Shareholders' approval to approve the allotment and issue of 40,000,000 Shares at an issue price of 1.5 cents per Share to sophisticated investors and professional investors to raise \$600,000. Such approval will ensure that the Tranche 2 issue of Shares under the Placement is not counted towards Company's capacity to issue further Shares within Listing Rule 7.1's 15% limit during the next 12 months.

#### ***Listing Rule 7.1***

Listing Rule 7.1 provides that a listed company may not issue securities in any 12 month period where the total number of securities issued exceeds 15% of the number of fully paid ordinary securities on issue 12 months before the date of issue, except with the prior approval of members of the Company in general meeting of the terms and conditions of the proposed issue.

For Shareholders to approve an issue of Shares, the Company must provide the following information to comply with Listing Rule 7.3 and for Shareholders to assess the issue of Shares contemplated by Resolution 2:

- a) the maximum number of Shares to be allotted and issued is 40,000,000 to raise \$600,000;
- b) the Shares the subject of Resolution 2 will be allotted and issued on one date and not later than three months after the date of this General Meeting or such later date as approved by ASX;
- c) the price at which the Shares will be issued is 1.5 cents each;
- d) the Shares to be allotted and issued are fully paid ordinary shares which rank equally with all other Shares on issue;
- e) the Shares will be allotted and issued to sophisticated investors and professional investors who are not associates or related parties of the Company; and
- f) the funds to be raised from the Tranche 2 issue of Shares under the Placement will be applied towards working capital and to support the Company's ongoing exploration and development.

**4. RESOLUTION 3 – APPROVAL OF PROPOSED ISSUE OF OPTIONS TO CYGNET CAPITAL PTY LTD**

Resolution 3 seeks Shareholders' approval to approve the proposed grant of 25,000,000 Options, each with an exercise price of 2 cents and an expiry date of 30 June 2013, to Cygnet Capital Pty Ltd. The terms of the Options are set out in Annexure A to this Explanatory Memorandum. Such approval will ensure that the grant of Options is not counted towards Company's capacity to issue further Shares within Listing Rule 7.1's 15% limit during the next 12 months.

***Listing Rule 7.1***

Listing Rule 7.1 provides that a listed company may not issue securities in any 12 month period where the total number of securities issued exceeds 15% of the number of fully paid ordinary securities on issue 12 months before the date of issue, except with the prior approval of members of the Company in general meeting of the terms and conditions of the proposed issue.

For Shareholders to approve the proposed issue of Options to Cygnet, the Company must provide the following information to comply with Listing Rule 7.3 and for Shareholders to assess the proposed grant of Options contemplated by Resolution 3:

- a) the maximum number of Options to be granted is 25,000,000 ;
- b) the Options the subject of Resolution 3 will be allotted and granted on one date and not later than three months after the date of this General Meeting or such later date as approved by ASX;
- c) the Options will be granted for no consideration, however the exercise price will be 2 cents per Option;
- d) the Options will be granted to Cygnet Capital Pty Ltd or a nominee who are not associates or related parties of the Company and who are sophisticated investors or professional investors;
- e) the Options will be subject to such terms and conditions as are set out in Annexure A to this Explanatory Memorandum; and
- f) the options are issued in consideration for corporate advisory services being provided in respect of the Placement and Rights Issue.

## GLOSSARY

In this Explanatory Memorandum and the Notice to the General Meeting, the following terms have the following meanings unless the context otherwise requires:

<b>ASX</b>	means ASX Limited ACN 008 624 691, and where the context permits, the Australian Securities Exchange operated by ASX Limited.
<b>Board</b>	means the board of Directors of the Company.
<b>Company</b>	means Green Rock Energy Limited ACN 094 551 336.
<b>Constitution</b>	means the constitution of the Company.
<b>Corporations Act</b>	means the <i>Corporations Act 2001</i> (Cth).
<b>Corporations Regulations</b>	means the <i>Corporations Regulations 2001</i> (Cth).
<b>Cygnnet</b>	means Cygnnet Capital Pty Ltd ABN 88 103 488 606.
<b>Director</b>	means a director of the Company.
<b>General Meeting</b>	means the general meeting of Shareholders the subject of the Notice of Meeting.
<b>Listing Rules</b>	means the Listing Rules of ASX.
<b>Notice of Meeting</b>	means the Notice of Meeting accompanying this Explanatory Memorandum.
<b>Option</b>	means an option to acquire a Share.
<b>Placement</b>	means the placement of 70,000,000 Shares to be issued in two tranches to certain sophisticated and professional investors, as those terms are defined by sections 708(8) and (11) of the Corporations Act, by the Company at 1.5 cents per Share and as announced to the ASX on 29 June 2010.
<b>Proxy Form</b>	means the enclosed appointment of proxy form.
<b>Resolution</b>	means a resolution detailed in the Notice of Meeting to be considered by Shareholders.
<b>Share</b>	means a fully paid ordinary share in the capital of the Company.
<b>Shareholder</b>	means a holder of a Shareholder.

## ANNEXURE A

### TERMS & CONDITIONS OF OPTIONS

The terms and conditions of the Options are as follows:

- (a) each Option entitles the holder to one (1) fully paid ordinary share ("**Share**") in the capital of Green Rock Energy Limited (the "**Company**");
- (b) the Options are exercisable at any time on or prior to 5.00pm (Australian Western Standard Time) on 30 June 2013;
- (c) the Option exercise price is 2 cents per Option;
- (d) an Option does not confer the right to a change in exercise price or a change in the number of underlying securities over which the Option can be exercised;
- (e) subject to the Corporations Act 2001 (Cth), the Listing Rules of ASX Limited and the Company's Constitution, the Options are freely transferable;
- (f) all Shares issued upon exercise of the Options will rank pari passu in all respects with the Company's then issued Shares. The Company will not apply for quotation of the Options on the Australian Securities Exchange however it will apply for quotation of all Shares issued upon exercise of the Options on the Australian Securities Exchange;
- (g) there are no participating rights or entitlements inherent to the Options and holders will not be entitled to participate in new issues of capital offered to shareholders during the currency of the Options. However, the Company will ensure that for the purposes of determining entitlements to any such issue, the record date will be at least 7 business days after the issue is announced. This will give Option holders the opportunity to exercise their options prior to the date for determining entitlements to participate in any such issue; and
- (h) if at any time the issued capital of the Company is reconstructed, all rights of the Option holder/s are to be changed in a manner consistent with the Corporations Act 2001 (Cth) and the Listing Rules of ASX Limited.

## PROXY FORM

### APPOINTMENT OF PROXY

#### GREEN ROCK ENERGY LIMITED

ACN 094 551 336

Unit 6, 38 Colin Street, West Perth, Western Australia, 6005 Australia  
PO Box 1177, West Perth, Western Australia, 6872 Australia  
Facsimile: (08) 9482 0499 (International: + 61 8 9482 0499)

### 2010 AUGUST GENERAL MEETING

I/We .....  
of .....  
being a member/members of GREEN ROCK ENERGY LIMITED entitled to attend and vote at  
the 2010 August General Meeting, hereby

appoint .....  
Name of Proxy 1 Name of Proxy 2

of .....  
Address of Proxy 1 Address of Proxy 2

or failing the person(s) so named or, if no person(s) is/are named, the Chair of the meeting or  
the Chair's nominee, to vote in accordance with the following directions or, if no directions  
have been given, at the General Meeting to be held in

***The Board Room, Level 2, The Country Woman's Association of WA, 1176 Hay Street,  
West Perth, Western Australia on Friday 20 August 2010 at 11.00am (Australian  
Western Standard Time)***

and at any adjournment thereof.

### Voting on Business of the General Meeting

	For	Against	Abstain
Resolution 1 – Ratification of Allotment and Issue of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 – Approval of Proposed Issue of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 – Approval of Proposed Issue of Options to Cygnet Capital Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If you have appointed the Chair of this meeting as your proxy, or if you have not named any  
person as your proxy, and you do not wish to direct your proxy how to vote, please place a mark  
in the box.

The Chairperson intends to vote any undirected proxies in favour of all the Resolutions.  
YOU MUST EITHER MARK THE BOXES DIRECTING YOUR PROXY HOW TO VOTE OR  
MARK THE BOX INDICATING THAT YOU DO NOT WISH TO DIRECT YOUR PROXY HOW  
TO VOTE, OTHERWISE YOUR VOTES WILL NOT BE COUNTED IN CALCULATING THE  
REQUIRED MAJORITY IF A POLL IS CALLED ON A RESOLUTION.

If you mark the abstain box for a particular item, you are directing your proxy not to vote on that item on a poll and that your shares are not to be counted in computing the required majority on a poll.

*This Proxy is appointed to represent \_\_\_ % of my voting right, or if 2 proxies are appointed Proxy 1 represents \_\_\_% and Proxy 2 represents \_\_\_% of my total votes.  
My total voting right is \_\_\_\_\_ shares*

Signed this.....day of .....2010

By:

Individuals and joint holders                      Companies (affix common seal if appropriate)

Signature.....                      Director / Individual 1

Signature.....                      Director/ Company Secretary / Individual 2

Signature.....                      Sole Director and Sole Company Secretary

**Instructions for Completing 'Appointment of Proxy' Form**

- a. A shareholder of the Company who is entitled to attend and cast two or more votes at a general meeting of shareholders is entitled to appoint two proxies. When more than one proxy is appointed, such proxy must be allocated a proportion of the members voting rights. If the shareholder appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half the votes.
- b. A duly appointed proxy need not be a member of the Company. In the case of joint holders, all must sign.
- c. Corporate shareholders should comply with the execution requirements set out on the Proxy Form or otherwise with the provisions of section 127 of the Corporations Act. Section 127 of the Corporations Act provides that a company may execute a document without using its common seal if the document is signed by:
  - (i) directors of the company;
  - (ii) a director and a company secretary of the company; or
  - (iii) for a proprietary company that has a sole director who is also the sole company secretary – that director.

For the Company to rely on the assumptions set out in section 129(5) and (6) of the Corporations Act, a document must appear to have been executed in accordance with section 127(1) or (2). This effectively means that the status of the persons signing the document or witnessing the affixing of the seal must be set out and conform to the requirements of section 127(1) or (2) as applicable. In particular, a person who witnesses the affixing of a common seal and who is the sole director and sole company secretary of the company must state that next to his or her signature.

- d. Completion of a proxy form will not prevent individual shareholders from attending the Meeting in person if they wish. Where a shareholder completes and lodges a valid proxy form and attends the Meeting in person, then the proxy's authority to speak and vote for that shareholder is suspended while the shareholder is present at the Meeting.
- e. Where a Proxy form or form of appointment of corporate representative is lodged and is executed under power of attorney, the power of attorney must be lodged in like manner as this proxy.