

GREENLAND MINERALS AND ENERGY LIMITED
ABN 85 118 463 004

PROSPECTUS

For the Offer of 1 Share at an issue price of \$1.00.

This Prospectus has been prepared for the purposes of section 708(11) of the Corporations Act to remove any secondary trading restrictions on the sale of securities recently issued by the Company.

This Prospectus is a transaction-specific prospectus issued in accordance with section 713 of the Corporations Act 2001. This document is important and should be read in its entirety, together with the Application Form attached to this Prospectus. If, after reading this Prospectus, you have any questions about the Share being offered under this Prospectus, or any other matter relating to an investment in the Company, you should consult your professional adviser.

The Share offered under this Prospectus should be considered speculative.

IMPORTANT NOTICE

This Prospectus is dated 22 December 2010 and was lodged with ASIC on that date. Neither ASIC, ASX nor any of their respective officers take any responsibility for the contents of this Prospectus or the merits of the investment to which this Prospectus relates.

No securities will be allotted or issued on the basis of this Prospectus later than 13 months after the date of this Prospectus.

Application will be made to ASX within 7 days after the date of this Prospectus for the quotation of the Share the subject of this Prospectus.

The Company is an ASX listed company whose securities are granted official quotation by ASX.

In preparing this Prospectus regard has been had to the fact that the Company is a disclosing entity for the purposes of the Corporations Act and that certain matters may reasonably be expected to be known to investors and professional advisers who investors may consult.

No person is authorised to give any information or to make any representations in connection with this Offer that is not contained in this Prospectus. Any information or representation that is not contained in this Prospectus may not be relied upon as having been authorised by the Company or its Directors.

The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law and persons who come into possession of this Prospectus should seek advice on and observe any of these restrictions. Failure to comply with these restrictions may violate securities laws. Applicants who are resident in countries other than Australia should consult their professional advisers as to whether any governmental or other consents are required or whether any other formalities need to be considered and followed.

This Prospectus does not constitute an offer in any place in which, or to any person to whom, it should not be lawful to make such an offer.

It is important that investors read this Prospectus in its entirety and seek professional advice where necessary. An investment in the securities the subject of this Prospectus should be considered speculative.

Certain terms and abbreviations used in this Prospectus have defined meanings which are explained in the Glossary.

CORPORATE DIRECTORY

DIRECTORS

Mr Michael Hutchinson, Executive Chairman

Mr Roderick McIlree, Managing Director

Mr Simon Cato, Executive Director

Mr Jeremy Whybrow, Non-Executive Director

Mr Anthony Ho, Non-Executive Director

COMPANY SECRETARY

Mr Miles Guy

BUSINESS OFFICE

First Floor

33 Colin Street

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WEBSITE

www.ggg.gl

SOLICITORS TO THE OFFER

Fairweather Corporate Lawyers

Ground Floor

1 Havelock Street

West Perth, Western Australia, 6005

***SHARE REGISTRY**

Advanced Share Registry Services

150 Stirling Highway

Nedlands, Western Australia, 6009

* Advanced Share Registry Services has not been involved in the preparation of this Prospectus and has not consented to being named in this Prospectus. Its name is included for information purposes only.

1. IMPORTANT DATES

The following dates are indicative only and may be subject to change without notice.

Prospectus lodged with ASIC	22 December 2010
Opening Date	22 December 2010
Closing Date	23 December 2010
Despatch of holding statement	24 December 2010

The Company reserves the right to extend the Closing Date or close the Offer early without notice. Accordingly the date the Share is expected to commence trading on ASX may vary.

2. DETAILS OF THE OFFER

2.1 The Offer

By this Prospectus the Company offers for subscription 1 Share at \$1.00. The Share offered under this Prospectus will rank equally with Shares on issue at the date of this Prospectus. Applicants should only apply at the invitation of Directors.

The Offer is not underwritten. There is no sponsoring broker. No broker or financial services licensee will be paid any fee in relation to this Offer.

The details of how to apply for the Share is set out below.

2.2 Application for Share

An application for the Share may only be made by an investor at the direction of the Company and must be made using an Application Form.

A completed Application Form and accompanying cheque must be mailed or delivered to the Company as follows:

Post:

PO Box 1304
West Leederville WA 6901

Delivery:

First Floor, 33 Colin Street,
West Perth WA 6005

A cheque should be made payable to "Greenland Minerals and Energy Limited Share Offer Account" and crossed "Not Negotiable". A completed Application Form must reach the Company by no later than the Closing Date.

2.3 Minimum Subscription

The minimum subscription under the Offer is \$1.00. The Company will not issue the Share pursuant to this Prospectus until the minimum subscription is satisfied.

2.4 Allocation and Allotment

Allotment of the Share will take place as soon as practicable after the Closing Date. The Directors will determine the allottee of the Share and reserve the right to reject any Application.

2.5 Opening Date and Closing Date of the Offer

The Opening Date is 22 December 2010 and the Closing Date is estimated to be 12 noon WST on 23 December 2010. The Directors reserve the right to extend the Closing Date and the Offer or close the Offer early without notice.

2.6 Official Quotation by ASX

Application for official quotation by ASX of the Share to be issued by this Prospectus will be made within 7 days after the date of this Prospectus. If the Share to be issued by this Prospectus is not admitted to official quotation by ASX before the expiration of 3 months after the date of the Prospectus, or such period as is varied by ASIC, the Company will not issue the Share and will repay all application money within the time prescribed under the Corporations Act, without interest.

The fact that ASX may grant official quotation to the Share to be issued pursuant to this Prospectus is not to be taken in any way as an indication of the merits of the Company or the Share offered for subscription.

2.7 ASX Listed Company

The Company is included in the official list of ASX and the Listing Rules apply to securities issued by the Company.

2.8 Applicants Outside Australia

This Prospectus does not, and is not intended to, constitute an offer in any place or jurisdiction, or to any person to whom, it would not be lawful to make such an offer to issue this Prospectus. The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law and persons who come into possession of this Prospectus should seek advice on and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities law. No action has been taken to register or qualify the Share or otherwise permit a public offering of the Share the subject of this Prospectus in any jurisdiction outside Australia.

It is the responsibility of Applicants outside Australia to obtain all necessary approvals for the allotment and issue of the Share under this Prospectus. The return of a completed Application Form will be taken by the Company to constitute a representation and warranty by the Applicant that all relevant approvals have been obtained.

2.9 CHESS

The Company participates in the Clearing House Electronic Subregister System (CHESS). CHESS is operated by ASX Settlement and Transfer Corporation Pty Ltd (ASTC), a wholly owned subsidiary of ASX.

Under CHESS, the Company does not issue certificates to investors. Instead, Shareholders receive a statement of their holdings in the Company. If an investor is broker sponsored, ASTC will send a CHESS statement.

2.10 Risk Factors

Investors should carefully read the risk factors outlined in section 4. An investment of this kind involves a number of risks, some of which are specific to the Company and the industry in which it operates.

2.11 Rights Attaching to Shares

A summary of the rights attaching to Shares is set out in section 5.

2.12 Summary

This section is not intended to provide full details and information on the Offer. Shareholders must read this Prospectus in full in order to make a fully informed investment decision.

2.13 Enquiries

Any questions concerning the Offer should be directed to the Company on (08) 9226 1100.

3. PURPOSE AND EFFECT OF THE OFFER

3.1 Purpose of Offer

On 17 December 2010 the Company made an issue of 800,000 shares in lieu of a placement fee for a placement made in July 2010 (**Fee Shares**).

The Fee Shares were issued without a disclosure document under Chapter 6D of the Corporations Act. This Prospectus has been prepared for the purpose of section 708A(11) of the Corporations Act to remove any secondary sales restrictions on the sale of the Fee Shares.

The Company will only seeking to raise a nominal amount of \$1.00 under this Prospectus and accordingly raising capital is not a purpose of the Offer.

3.2 Effect of the Offer

The principal effect of the Offer will be to:

- (a) increase the number of Shares on issue by 1 Share; and
- (b) decrease the cash reserves of the Company by approximately \$5,500 being the costs of the Offer.

3.3 Capital Structure

The capital structure of the Company after the issue of 1 Share under this Prospectus is set out below.

	Number
SHARES	
Existing Shares (including the Fee Shares)	280,456,517
Share to be issued under this Prospectus	1
Total	280,456,518
OPTIONS	
Quoted options	110,269,146
Unquoted options	34,388,840
Total	144,657,986

Notes:

- (a) This table assumes that no additional Shares are issued by the Company before the Closing Date and that no Options are exercised before the Closing Date.
- (b) The quoted Options have an exercise price of 20 cents and an expiry date of 30 June 2011.
- (c) The unquoted Options have various exercise prices and expiry dates.

3.4 Effect on Financial Position

The issue of 1 Share under this Prospectus will not have a material impact on the Company's financial position.

In order to illustrate the effect of the exercise of various Options and the issue of the Fee Shares since 30 November 2010 and the effect of the Offer, a pro-forma balance sheet is set out below based on an unaudited balance sheet at 30 November 2010. The unaudited balance sheet reflects the financial effect of the following transactions as if they occurred at 30 November 2010:

- (a) the issue of the Fee Shares (800,000 Shares at a deemed price of 34 cents each in lieu of a fee of \$272,000). The sum of \$272,000 has been written off against the value of the Fee Shares;
- (b) the issue of 4,586,015 Shares as a result of the exercise of 4,086,015 20 cent quoted Options and 500,000 20 cent unquoted Options which has raised the sum of \$917,203;
- (c) the issue of 1 Share under this Prospectus raising \$1.00; and
- (d) the costs of the Offer of \$8,500.

Consolidated Unaudited Balance Sheet as at 30 November 2010

	Unaudited 30 November 2010 \$	Unaudited pro- forma 30 November 2010 \$
Current Assets		
Cash and Cash Equivalents	9,771,910	10,680,614
Trade and Other Receivables	144,835	144,835
Other Current Assets	1,552,567	1,552,567
Total Current Assets	11,469,312	12,378,016
Non-Current Assets		
Property, Plant and Equipment	536,295	536,295
Capitalised exploration and evaluation expenditure	41,712,424	41,712,424
Total Non-Current Assets	42,248,719	42,248,719
Total Assets	53,718,031	54,626,735
Current Liabilities		
Trade and Other Payables	852,501	852,501
Short Term Provisions	1,186,046	1,186,046
Total Current Liabilities	2,038,547	2,038,547
Total Liabilities	2,038,547	2,038,547
Net Assets	51,679,484	52,588,188
Equity		
Issued Capital	141,196,860	142,386,064
Reserves	127,133,466	127,133,466
Accumulated Losses	(216,011,558)	(216,292,058)
Minority Interest	(639,284)	(639,284)
Total Equity	51,679,484	52,588,188

4. RISK FACTORS

4.1 Introduction

An investment in the securities the subject of this Prospectus is highly speculative as the Company is an exploration and development company which has a majority interest in the multi-element Kvanefjeld Project in south west Greenland. The following is a non-exhaustive list of the risks that may have a material effect on the financial position and performance of the Company and the value of its securities, as well as the Company's exploration and development and any mining activities and an ability to fund those activities.

The specific risks below are some of the risks specific to the Company including by reason of its involvement in the resource industry and the Kvanefjeld Project being located in Greenland. The general investment risks below are some of the risks to the Company of a general economic nature.

4.2 Specific Risks

Exploration and Development

Investors should understand that resource exploration and development is by its nature a high risk undertaking.

The Kvanefjeld Project is a multi-element project with a JORC Code Indicated Resource of uranium, rare earth oxide and zinc. The Company is seeking to progress to a definitive feasibility study. There can be no assurance that the existing resource will be upgraded to a higher category resource or reserve or that any of the elements present will be economically exploitable. The exploration and development costs associated with the Kvanefjeld Project are significant. There can be no guarantee of the successful outcome of a definitive feasibility study.

Mining

Possible future development of a mining operation at the Kvanefjeld Project is dependent on a number of factors including, but not limited to, failure to acquire and/or delineate economically recoverable ore bodies, unfavourable geological conditions, failing to receive the necessary approvals from all relevant authorities and parties including necessary environmental approvals, unseasonal weather patterns, unanticipated technical and operational difficulties encountered in extraction and production activities, mechanical failure of operating plant and equipment, unexpected shortages or increases in the price of consumables, spare parts and plant and equipment, cost overruns, risk of access to the required level of funding and contracting risk from third parties providing essential services.

In the event that the Company commences production, its operations may be disrupted by a variety of risks and hazards which are beyond its control, including environmental hazards, industrial accidents, technical failures, labour disputes, unusual or unexpected rock formations and extended interruptions due to inclement or hazardous weather conditions.

Resource Estimates

Resources estimates are expressions of judgment based on knowledge, experience and resource modelling. As such, resource estimates are inherently imprecise and rely to some extent on interpretations made.

Additionally, resource estimates may change over time as new information becomes available. Should the Company encounter mineralisation or geological formations different from those predicted by past drilling, sampling and interpretations, resource estimates may need to be altered in a way that could adversely affect the Company's operations.

Licensing and Government Regulations concerning Uranium

Until recently the Greenland Government has had a zero tolerance approach to the exploration and exploitation of uranium. Accordingly, exploration licence 2010/02, the subject of the Kvanefjeld Project does not include uranium as a commodity. In September 2010 the Greenland Government introduced regulations allowing the Bureau of Minerals and Petroleum to approve comprehensive feasibility studies to be undertaken on mineral projects that include radioactive elements (such as uranium) as exploitable minerals. As announced on 14 December 2010 the Company received a permit to evaluate the Kvanefjeld Project. This permit is supplementary to exploration licence 2010/02.

The issue of an exploitation licence (needed to mine) is a matter of Greenland Government discretion. The Greenland Government will need to be satisfied as to social and environmental considerations. A definitive feasibility study will need to be completed before the Company applies for an exploitation licence. There can be no guarantee or of the successful outcome of a definitive feasibility study or that the Greenland Government will issue an exploitation licence.

Commodity prices

As a multi-element explorer and potential producer for uranium, rare earths and other minerals, any earnings of the Company are expected to be closely related to the price of a range of minerals and the terms of any offtake agreements the Company enters into.

Commodity prices fluctuate and are affected by numerous factors beyond the control of the Company. These factors include worldwide and regional supply and demand for specific commodities, commodity trading on the futures markets, general world economic conditions and the outlook of interest rates, inflation and other economic factors on both a regional and global basis. These factors may have a positive or negative effect on the Company's exploration, project development and production plans and activities, together with the ability to fund those plans and activities.

Currency

The Company's future revenue so far as concerns its operations in Greenland may be in US dollars whilst its costs will be payable in Danish Kroner, Australian dollars and Euros. The exchange rates between the various currencies are affected by numerous factors beyond the control of the Company. These factors include economic conditions in the relevant country and elsewhere and the outlook for interest rates, inflation and other economic factors. These factors may have a positive or negative effect on the Company's exploration, project development and production plans and activities, together with the ability to fund those plans and activities.

Title

The Company considers the relevant Greenland exploration licences are valid, in force and enforceable in accordance with their terms with no charges or pledges recorded. The licences are subject to a number of legislative conditions which if not met would affect the standing of the licences and their ability to be renewed. Restrictions on uranium exploration and exploitation are dealt with in the Licensing and Government Regulations risk factor above.

Sovereign Risk

The Kvanefjeld Project is located in Greenland. Greenland is an autonomous country within the Kingdom of Denmark. A referendum on greater autonomy for Greenland was approved on 25 November 2008.

The political conditions in Greenland and Denmark are generally stable, however, changes in exchange rates, control or fiscal regulations and regulatory regimes, labour unrest, inflation or economic recession could affect the Company's business.

The management of the Company will closely monitor events and take advice, if necessary, from experts to prepare for any eventualities.

Environmental

The Company's operations are subject to the environmental risks inherent in the mineral exploration and production industries. The Company is subject to environmental laws and regulations in connection with all of its operations. Further, the Company may require approval from the relevant authorities before it can undertake activities that are likely to impact on the environment. Failure to obtain such approvals will prevent the Company from undertaking its desired activities. The Company is unable to predict the effect of additional environmental laws and regulations that may be adopted in the future, including whether any such laws or regulations would materially increase the Company's costs of doing business or affect its operations in any area. Restrictions on uranium exploration and exploitation are dealt with in the Licensing and Government Regulations risk factor above.

Future Capital Needs and Additional Funding

The Company's ability to raise further capital (equity or debt) within an acceptable time, of a sufficient amount and on terms acceptable to the Company will vary according to a number of factors, including the success of the exploration and development programs, feasibility studies, stock market and industry conditions and the price of relevant commodities and exchange rates.

No assurance can be given that future funding will be available to the Company on favourable terms (or at all). If adequate funds are not available on acceptable terms the Company may not be able to further develop its projects and it may impact on the Company's ability to continue as a going concern.

Competition

The Company competes with other companies, including major mineral exploration and mining companies. These companies will likely have greater financial and other resources than the Company and, as a result, may be in a better position to compete for future business opportunities. Many of the Company's competitors not only explore for and produce minerals, but also carry out downstream operations on these and other products on a worldwide basis. There can be no assurance that the Company can compete effectively with these companies.

Reliance on Key Personnel and Contractors

The Company's success largely depends on the core competencies of its Directors and management and their familiarisation with, and ability to operate in, the metals and mining industry and the Company's ability to retain its key executives.

Additionally, the Company relies on third party contractors to provide logistics and services for the exploration field seasons upon the Kvanefjeld Project.

Potential Acquisitions

As part of its business strategy, the Company may make acquisitions of or significant investments in other resource projects. Any such transactions would be accompanied by risks commonly encountered in making such acquisitions.

Westrip Litigation

The Company has supported litigation in England by minority shareholders of its joint venture partner, Westrip Holdings Limited ("Westrip"). The minority shareholders are making a derivative claim on behalf of Westrip against Westrip, its officers and entities associated with certain officers regarding ownership of certain mineral licences including Westrip's 39% interest in the Kvanefjeld Project. While the Company is not a party to the litigation there are inherent uncertainties in all litigation including but not limited to recovery of costs and the imposition of damages.

The Company has been served with writs by Westrip and Rimbal Pty Ltd issued in the Supreme Court of Western Australia. These matters arise out of the Company's support of the action being taken by the minority shareholders of Westrip in England, the ownership of Westrip's interest in the

joint venture, and the alleged repudiation of the joint venture by the Company. The writs also allege breaches of confidentiality, maintenance, misleading conduct and breach of contract. While the Company denies the allegations and is defending the actions, there are inherent uncertainties in all litigation including but not limited to recovery of costs and the imposition of damages.

On 29 June 2010 Westrip issued a letter to the Company purporting to terminate the joint venture agreement in respect of the Kvanefjeld Project including for reasons relating to the Company's support of the litigation in England and a purported failure by the Company to appoint representatives of Westrip to its Board. The Company denies there is or was any basis for such a letter. There is likely to be a continuing dispute about this issue and there are inherent risks in such a dispute including but not limited to costs and the imposition of damages.

4.3 General Risks

Securities Investments and Share Market Conditions

There are risks associated with any securities investment. The prices at which the securities trade may fluctuate in response to a number of factors.

Furthermore, the stock market, and in particular the market for exploration and mining companies may experience extreme price and volume fluctuations that may be unrelated or disproportionate to the operating performance of such companies. These factors may materially adversely affect the market price of the securities of the Company regardless of the Company's operational performance. Neither the Company nor the Directors warrant the future performance of the Company, or any return of an investment in the Company.

Economic Risk

Changes in both the world and Greenland economic conditions may adversely affect the financial performance of the Company. Factors such as inflation, currency fluctuations, interest rates, industrial disruption and economic growth may impact on future operations and earnings.

Legislative

Changes in relevant taxes, legal and administration regimes, accounting practice and government policies in either Greenland or Australia may adversely affect the financial performance of the Company.

5. RIGHTS AND LIABILITIES ATTACHING TO SHARES

Full details of the rights and liabilities attaching to the Shares are:

- detailed in the Constitution, a copy of which can be inspected, free of charge, at the registered office of the Company during normal business hours; and
- in certain circumstances, regulated by the Corporations Act, the Listing Rules and the general law.

The following is a summary of the more significant rights and liabilities attaching to the Shares. This summary is not exhaustive and does not constitute a definitive statement of the rights and liabilities of Shareholders. To obtain such a statement, persons should seek independent legal advice.

Voting

At any meeting, each Shareholder present in person or by proxy, attorney or representative has one vote for each ordinary fully paid share held either upon a show of hands or by a poll. Holders of partly paid shares shall have a fraction of a vote for each partly paid share held with the fractional vote of each share being equivalent to the proportion which the amount actually paid (not credited) for that share is of the total amounts paid and payable (excluding amounts credited) for that share. Amounts paid in advance of a call are ignored when calculating proportions.

The holder of a partly paid share shall not be entitled to vote at a meeting in respect of those shares on which calls are outstanding.

Subject to the Corporations Act in relation to a special resolution, a resolution of members at a general meeting will be carried if more than one half of the votes at the meeting are cast in favour of the resolution.

General Meetings

Each ordinary Shareholder in the Company will be entitled to receive notice of and attend and vote at general meetings of the Company and to receive all notices, accounts and other documents required to be sent to Shareholders under the Constitution or the Corporations Act. The Directors may whenever they think fit, convene a general meeting of the members of the Company and the Directors will convene a general meeting whenever requisitioned by the members in accordance with the Corporations Act.

Dividends

The profits of the Company, which the Directors may from time to time determine to distribute to the members by way of dividend, will be divisible amongst the members in proportion to the amounts paid on the shares held by them, subject to the rights attached to any shares issued upon special terms.

An amount paid in advance of a call is not to be included as an amount paid on a share for the purposes of calculating entitlement to dividends for such a share.

No dividend is currently declared or proposed.

Rights on Winding Up

Subject to the rights of members (if any) entitled to shares with special rights in a winding up, all moneys and property that are to be distributed amongst members on a winding up, shall be distributed in proportion to the shares held by them respectively, irrespective of the amount paid up or credited as paid up on the shares.

Transfer of Shares

Subject to the Constitution, the Corporations Act, the Listing Rules and any other applicable law of Australia, Shares are freely transferable.

Variation of Rights

The rights, privileges and restrictions attaching to shares of a class, can be altered, with the approval of a special resolution passed at a separate general meeting of the holders of shares of that class, (being a three quarters majority of those holders who, being entitled to do so, vote at that meeting) or with the written consent of the holders of at least three quarters of that class of shares on issue. Any variation is subject to the provisions of the Corporations Act.

Creation and Issue of Further Shares

The issue and allotment of any additional shares is under the control of the Directors, and, subject to any restriction on the issue and allotment of shares imposed by the Constitution, the Corporations Act, the Listing Rules or as may be directed by the members of the Company at a general meeting when authorising the issue of any new shares, the Directors may issue and allot such shares on such terms and conditions and with such rights and privileges as they deem fit.

Predominance of Listing Rules

If the Company is admitted to trading on the Official List, then despite anything in the Constitution, if the Listing Rules prohibit an act being done, the act must not be done. Nothing in the Constitution prevents an act being done that the Listing Rules require to be done. If the Listing Rules require an act to be done or not to be done, authority is given for that act to be done or not to be done (as the case may be). If the Listing Rules require the Constitution to contain a provision and it does not contain such a provision, the Constitution is deemed to contain that provision. If the Listing Rules require the Constitution not to contain a provision and it contains such a provision, the Constitution is deemed not to contain that provision. If a provision of the Constitution is inconsistent with the Listing Rules, the Constitution is deemed not to contain that provision to the extent of the inconsistency.

6. ADDITIONAL INFORMATION

6.1 Interests of Directors

Other than as set out below or elsewhere in this Prospectus, no Director or proposed Director holds at the date of this Prospectus, or held at any time during the last two years before the date of lodgement of this Prospectus with ASIC, any interest in:

- (a) the formation or promotion of the Company; or
- (b) any property acquired or proposed to be acquired by the Company in connection with its formation or promotion of the Company or the Offer; or
- (c) the Offer;

and no amounts have been paid or agreed to be paid by any person and no benefits have been given or agreed to be given by any person:

- (d) to a Director or proposed Director to induce him or her to become, or to qualify as, a Director; or
- (e) for services provided by a Director or proposed Director in connection with the formation or promotion of the Company or the Offer.

Holdings of Directors

The Directors have a relevant interest in Shares and Options as follows:

Director	Shares	Options
Michael Hutchinson	nil	2,000,000 unquoted options exercisable at 50c 2,000,000 unquoted options exercisable at \$1.00 All exercisable by 30 June 2011
Roderick McIlree	3,331,095	2,772,000 quoted options exercisable at 20c 6,600,000 unvested unquoted options exercisable at 20c All exercisable by 30 June 2011
Simon Cato	920,100	800,100 quoted options exercisable at 20c 6,600,000 unvested unquoted options exercisable at 20c All exercisable by 30 June 2011
Jeremy Whybrow	900,100	710,100 quoted options exercisable at 20c 6,600,000 unvested unquoted options exercisable at 20c All exercisable by 30 June 2011
Anthony Ho	250,000	500,000 unquoted options exercisable at \$1.00 500,000 unquoted options exercisable at \$1.50 All exercisable by 30 June 2011

Michael Hutchinson is paid a director's fee of £100,000 per annum. This currently represents approximately \$156,000 per annum based on an English pounds: Australian dollar exchange rate of 1:1.56 at 20 December 2010. In the two years prior to the date of this Prospectus Mr Hutchinson has received a total remuneration of \$227,768.

Roderick McIlree is paid a base salary of \$212,000 per annum. In addition, superannuation of 9% is paid on Mr McIlree's base salary and director's fees. In the two years prior to the date of this Prospectus Mr McIlree has received a total remuneration \$375,500.

Simon Cato is paid a base salary of \$140,000 per annum. In addition, superannuation of 9% is paid on Mr Cato's base salary and director's fees. In the two years prior to the date of this Prospectus Mr Cato has received a total remuneration of \$267,500.

Jeremy Whybrow is paid director's fee of \$40,000 per annum. In addition, superannuation of 9% is paid on Mr Whybrow's director's fees. In the two years prior to the date of this Prospectus Mr Whybrow has received a total remuneration \$255,000. Mr Whybrow was an executive director until March 2010.

Anthony Ho is paid a director's fee of \$50,000 per annum. In addition, superannuation of 9% is paid on Mr Ho's director's fees. In the two years prior to the date of this Prospectus Mr Ho has received a total remuneration of \$112,500.

Directors are entitled to be paid out of pocket expenses necessarily incurred in the performance of their duties including relating to travel, entertainment, accommodation, meals and telephone.

The Directors are not required to hold any Shares in the Company under the Constitution.

6.2 Interests of Experts and Advisors

Except as disclosed in this Prospectus, no expert, promoter or any other person named in this Prospectus as performing a function in a professional advisory or other capacity in connection with the preparation or distribution of the Prospectus, nor any firm in which any of those persons is or was a partner nor any company in which any of those persons is or was associated with, has now, or has had, in the two year period ending on the date of this Prospectus, any interest in:

- (a) the formation or promotion of the Company; or
- (b) property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the Offer; or
- (c) the Offer.

Except as disclosed in this Prospectus, no amounts of any kind (whether in cash, securities or otherwise) have been paid or agreed to be paid to any expert, promoter or any other person named in this Prospectus as performing a function in a professional advisory or other capacity in connection with the preparation or distribution of the Prospectus, or to any firm in which any of those persons is or was a partner or to any company in which any of those persons is or was associated with, for services rendered by that person in connection with the formation or promotion of the Company or the Offer.

Fairweather Corporate Lawyers have acted as solicitors to the Company in relation to the Offer. In respect of this work, the Company will pay approximately \$3,000 exclusive of GST and disbursements. Subsequently fees will be paid in accordance with normal hourly rates. Fairweather Corporate Lawyers has received fees of \$4,850 exclusive of GST and disbursements in the 2 years prior to the date of this Prospectus. Fairweather & Lemonis (an entity of which the principal of Fairweather Corporate Lawyers was a partner) has received approximately \$100,000 exclusive of GST and disbursements in the 2 years prior to the date of this Prospectus for other legal services.

6.3 Expenses of the Offer

The total expenses connected with the Offer including legal fees, ASX and ASIC fees and other miscellaneous expenses will be approximately \$8,500.

6.4 Consents

The following party has given its written consent to be named in this Prospectus and for the inclusion of statements made by that party (as described below in the form and context in which they are included), and has not withdrawn such consent before lodgement of this Prospectus with ASIC.

FW Legal Pty Ltd trading as Fairweather Corporate Lawyers has consented to Fairweather Corporate Lawyers being named as the Solicitors to the Offer.

The party referred to above in this section:

- does not make, or purport to make any statement in this Prospectus, or on which a statement made in this Prospectus is based other than as specified in this Section;
- to the maximum extent permitted by law, expressly disclaims and takes no responsibility for any part of this Prospectus other than a reference to its name and a statement included in the Prospectus with the consent of that party as specified in this Section; and
- has not caused or authorised the issue of this Prospectus.

6.5 Share Trading History

The Company is a disclosing entity for the purposes of the Corporations Act and its Shares are enhanced disclosure securities quoted on ASX.

The highest and lowest market price of the Company's quoted Shares on ASX during the three months immediately preceding the date of lodgement of this Prospectus with ASIC and the respective dates of those sales and the last sale on the day prior to lodgement of this Prospectus with ASIC were :

	Price	Date
Highest	\$1.05	14 December 2010
Lowest	\$0.535	28 September 2010
Latest	\$0.945	21 December 2010

6.6 Continuous Disclosure Obligations

The Company is a "disclosing entity" (as defined in Section 111AC of the Corporations Act) for the purposes of section 713 of the Corporations Act and, as such, is subject to regular reporting and disclosure obligations. Specifically, like all listed companies, the Company is required to continuously disclose any information it has to the market which a reasonable person would expect to have a material effect on the price or the value of the Company's securities. The Share that will be issued pursuant to this Prospectus will be in the same class of Shares that have been granted official quotation by ASX during the 3 months prior to the issue of this Prospectus.

In general terms "transaction specific prospectuses" are only required to contain information in relation to the effect of the Offer on the Company and the rights and liabilities attaching to the securities offered. It is not necessary to include general information in relation to all of the assets and liabilities, financial position, profits and losses or prospects of the issuing company.

Having taken such precautions and having made such enquiries as are reasonable, the Company believes that it has complied with the general and specific requirements of ASX as applicable from time to time throughout the 3 months before the issue of this Prospectus which required the Company to notify ASX of information about specified events or matters as they arise for the purpose of ASX making that information available to the securities market conducted by ASX.

Information that is already in the public domain has not been reported in this Prospectus other than that which is considered necessary to make this Prospectus complete.

The Company, as a disclosing entity under the Corporations Act, states that:

- (a) it is subject to regular reporting and disclosure obligations;
- (b) copies of documents lodged with ASIC in relation to the Company (not being documents referred to in section 1274(2)(a) of the Corporations Act) may be obtained from, or inspected at, the offices of ASIC; and
- (c) it will provide a copy of each of the following documents, free of charge, to any person on request between the date of issue of this Prospectus and the Closing Date:
 - (i) the annual financial report most recently lodged by the Company with ASIC;
 - (ii) any half year financial report lodged with ASIC by the Company after the lodgement of the annual financial report referred to in paragraph (i) and before the lodgement of this Prospectus with ASIC; and
 - (iii) any continuous disclosure notices given by the Company after the lodgement of the annual financial report and before the lodgement of the copy of the Prospectus with ASIC.

The Company lodged its latest annual financial report with ASX on 30 April 2010. The following documents have been lodged with ASX since the date of lodgement of the Company's latest annual financial report:

Date	Description of Announcement
30/04/2010	Annual Report to shareholders
3/05/2010	Appendix 3B
11/05/2010	Company structure and management moves
20/05/2010	Appendix 3B
24/05/2010	Results of Meeting
24/05/2010	AGM Poll Voting results correction
26/05/2010	Update on stakeholder views in Greenland
3/06/2010	Start of 2010 drilling season
21/06/2010	Trading Halt
22/06/2010	Suspension from Official Quotation
2/07/2010	Westrip legal update
6/07/2010	Equity Raising Update
8/07/2010	AU\$21m funding for Kvanefjeld secured
8/07/2010	Reinstatement to Official Quotation
9/07/2010	Appendix 3B
12/07/2010	Cleansing Prospectus
13/07/2010	Appendix 3B

Date	Description of Announcement
28/07/2010	Change in substantial holding
28/07/2010	Quarterly Cashflow Report
29/07/2010	Update on current drilling program
30/07/2010	Quarterly Activities Report
2/08/2010	Trading Halt
2/08/2010	Trading Halt Request
3/08/2010	Suspension from Official Quotation
3/08/2010	Voluntary suspension Political update
12/08/2010	Update on suspension
23/08/2010	Update on suspension
27/08/2010	Westrip litigation update
7/09/2010	Progress report on discussions with Greenland authorities
7/09/2010	Reinstatement to Official Quotation
10/09/2010	Positive policy change for Kvanefjeld
10/09/2010	Media Release
13/09/2010	Half Year Accounts
17/09/2010	Change in substantial holding
20/09/2010	New metallurgy manager appointed
21/09/2010	Appendix 3B
28/09/2010	Change to board and company secretary
28/09/2010	Final Director's Interest Notice
29/09/2010	Amended Appendix 3Z
5/10/2010	Appendix 3B
8/10/2010	Appendix 3B
14/10/2010	Appendix 3B
18/10/2010	Change in substantial holding
19/10/2010	Response to ASX Price and Volume Query
19/10/2010	Appendix 3B
22/10/2010	Appendix 3B

Date	Description of Announcement
25/10/2010	Change in substantial holding
28/10/2010	Quarterly Activities Report
28/10/2010	Appendix 3B
29/10/2010	Quarterly Cashflow Report
1/11/2010	Appendix 3B
3/11/2010	New mineralogical study
5/11/2010	Appendix 3B
9/11/2010	Appendix 3B
9/11/2010	Updated Company Presentation
10/11/2010	Appendix 3B
10/11/2010	Letter re Becoming a substantial holder
16/11/2010	Appendix 3B
19/11/2010	Appendix 3B
25/11/2010	Appendix 3B
2/12/2010	Appendix 3B
8/12/2010	Appendix 3B
13/12/2010	Trading Halt
14/12/2010	Approval to evaluate uranium at Kvanefjeld
20/12/2010	Appendix 3B
21/12/2010	Shaw stockbroking initiates research coverage

7. DIRECTORS' AUTHORISATION AND CONSENT

This Prospectus is authorised by the Company and lodged with the ASIC pursuant to section 718 of the Corporations Act.

Each Director has consented to lodgement of this Prospectus with ASIC in accordance with the terms of section 720 of the Corporations Act and has not withdrawn that consent.

Dated: 22 December 2010

A handwritten signature in black ink, appearing to read 'S. Cato', written over a dotted line.

Signed for and on behalf of Greenland Minerals and Energy Limited
By Simon Cato
Director

8. GLOSSARY

Where the following terms are used in this Prospectus they have the following meanings:

Applicant	a person(s) who submits a valid Application Form pursuant to this Prospectus.
Application	a valid application made on an Application Form to subscribe for 1 Share pursuant to this Prospectus.
Application Form	the application form attached to this Prospectus.
ASIC	the Australian Securities & Investments Commission.
ASX	the ASX Limited ACN 008 624 691.
Board	the Board of Directors.
Closing Date	the closing date for receipt of Application Forms under this Prospectus, estimated to be 12 noon WST on 23 December 2010 or an amended time as set by the Board.
Company or Greenland Minerals and Energy	Greenland Minerals and Energy Limited ABN 85 118 463 004.
Constitution	the constitution of the Company.
Corporations Act	the Corporations Act 2001 (Cth).
Director	a director of the Company.
Kvanefjeld Project	the multi-element project in south west Greenland to which the Company currently has a 61% interest.
Listing Rules	the official listing rules of the ASX.
Offer	an invitation made in this Prospectus to subscribe for 1 Share.
Official List	the official list of ASX.
Opening Date	22 December 2010.
Option	an option to subscribe for a Share.
Prospectus	this Prospectus.
Share	a fully paid ordinary share in the Company.
Shareholder	the registered holder of Shares in the Company.
WST	Western Standard Time, Perth, Western Australia.
\$ or Dollars	Australian dollars unless otherwise stated.

APPLICATION FORM

Only complete this Application Form if you are directed to do so by the Company.

This Application Form relates to the issue of 1 Share in Greenland Minerals and Energy Limited at an issue price of \$1.00 to a Prospectus dated 22 December 2010. The expiry date of the Prospectus is the date which is 13 months after the date of the Prospectus. The Prospectus contains information about investing in the Shares of the Company and it is advisable to read this document before applying for the Share. A person who gives another person access to this Application Form must at the same time and by the same means give the other person access to the Prospectus, and any supplementary prospectus (if applicable).

We the undersigned (the "Applicant") hereby apply to the Company for:

Number of Shares applied for:

Broker Stamp

Application moneys at \$1.00 per Share: \$

Title	Given Names/Company Name	Surname/ACN
.....		
Joint applicants or account designation		
.....		
.....		

Postal Address

City/Town State Postcode

Contact Name Daytime Contact No.

Email contact

CHESS Details: PID HIN

Tax File No/Exemption Category

Applicant 1

Applicant 2

Applicant 3

Payment Details

Drawer

Bank

Branch

Amount

\$.....

\$.....

DECLARATION

By lodging this Application Form and a cheque for the Application money the Applicant hereby:

- a) applies for the number of Shares specified in the Application Form or such lesser number as may be allocated by the Directors;
- b) agrees to be bound by the Constitution of the Company; and
- c) authorises the Directors to complete or amend this Application Form where necessary to correct any errors or omissions.

INSTRUCTIONS

1. Enter the number of Shares you wish to apply for.
2. Enter the total amount of application moneys payable. To calculate this amount, multiply the number of Shares you are applying for by the issue price for each Share.
3. Enter the full name(s) of all legal entities that are to be recorded as the registered holders.
4. Enter the postal address for all communications from the Company.
5. Enter the name and telephone number of the person who should be contacted if there are any questions with respect to this application.
6. If you are CHESSE sponsored, enter your Participant Identification Number (PID) and Holder Identification Number (HIN), otherwise leave this box blank and a Shareholder Reference Number (SRN) will be allocated to you on issue.
7. Enter the tax file number(s) of the Applicant(s) - this is not mandatory.
8. Unless otherwise agreed by the Company, payment must be made to ***“Greenland Minerals and Energy Limited Share Offer Account”*** by cheque drawn or payable on a bank within Australia, crossed ***“Not Negotiable”*** and be in Australian dollars. Receipt of payment will not be acknowledged.
9. This Application Form does not need to be signed. Return of this Application Form with the required application moneys will constitute acceptance of that number of Shares stated on this form.

If you have received an Application Form without a complete and unaltered copy of this prospectus, please contact the Company who will send you, free of charge, either a printed or electronic version of this Prospectus (or both).

CORRECT FORMS OF REGISTRABLE TITLE

Note that only legal entities are allowed to hold securities. Application Forms must be in the name(s) of a natural person(s), companies or other legal entities acceptable to the Company. At least one full name and the surname are required for each natural person. Application Forms cannot be completed by persons less than 18 years of age. Examples of the correct form of registrable title are set out below:

Type of Investor	Correct Form of Registrable Title	Incorrect Form of Registrable Title
Trusts	Mr John David Brown <John David Brown A/C>	John Brown Family Trust
Deceased Estates	Mr John David Brown <Est John David Brown A/C>	John Brown <Deceased>
Partnerships	Mr John David Brown and Mr Michael James Brown	John Brown & Son
Clubs/ Unincorporated Bodies	Mr John David Brown <ABC Tennis Association A/C>	Brown Investment Club or ABC Tennis Association
Super Funds	John Brown Pty Ltd <Super Fund A/C>	John Brown Superannuation Fund

PAYMENT DETAILS

Please note that if an Application Form is not completed correctly, or if the accompanying payment is for the wrong amount, it may still be accepted. Any decision of the Directors as to whether to accept an Application Form, and how to construe, amend or complete it shall be final. An Application Form will not be treated as having offered to subscribe for more Shares than is indicated by the amount of the accompanying cheque. Please return the completed Application Form (accompanied by a cheque for the application moneys) at any time prior to the Closing Date to Greenland Minerals and Energy Limited:

Post:

PO Box 1304
West Leederville WA 6901

Delivery:

First Floor, 33 Colin Street,
West Perth WA 6005

Applications must be received by the Closing Date.

Please telephone the Company on (08) 9226 1100 if you have any questions with respect to this application form.

Applications are for Shares as detailed in the Prospectus dated 22 December 2010.