

**GREENLAND MINERALS AND ENERGY LIMITED
ABN 85 118 463 004**

**NOTICE OF ANNUAL GENERAL MEETING
AND
EXPLANATORY STATEMENT**

**For the Shareholders' Annual General Meeting to be held
on Friday, 11 May 2012 at 10.30am (Western Standard Time) at the Celtic Club, 48 Ord
Street, West Perth, Western Australia**

This is an important document. Please read it carefully.

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

TIME AND PLACE OF GENERAL MEETING AND HOW TO VOTE

Venue

The Annual General Meeting of Greenland Minerals and Energy Limited will be held at:

**Celtic Club
(Upstairs Function Room)
48 Ord Street
WEST PERTH WA 6005**

**Commencing
at 10.30am (Western Standard Time)
on 11 May 2012**

How to Vote

You may vote by attending the Meeting in person, by proxy or authorised representative.

Voting in Person

To vote in person, attend the Meeting on the date and at the place set out above. The Meeting will commence at 10.30am (Western Standard Time).

Voting by Proxy

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

- send the proxy form by hand to the Company's office at Unit 6, 100 Railway Road, Subiaco, Western Australia, 6008;
- send the proxy form by post to PO Box 2006, Subiaco, Western Australia, 6904; or
- send the proxy form by facsimile to facsimile number +61 8 9382 2788.

so that it is received not later than 10.30am (Western Standard Time) on 9 May 2012.

Your proxy form is enclosed.

GREENLAND MINERALS AND ENERGY LIMITED
ABN 85 118 463 004

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of the Shareholders of GREENLAND MINERALS AND ENERGY LIMITED will be held at the Celtic Club, 48 Ord Street, West Perth, Western Australia on 11 May 2012 at 10.30am (Western Standard Time) for the purpose of transacting the following business.

The attached Explanatory Statement is provided to supply Shareholders with information to enable Shareholders to make an informed decision regarding the Resolutions set out in this Notice. The Explanatory Statement is to be read in conjunction with this Notice.

AGENDA

GENERAL BUSINESS

Accounts and Reports

To receive and consider the financial statements of the Company and the reports of the Directors and Auditors for the financial year ended 31 December 2011.

Resolution 1 – Adoption of Remuneration Report

To consider and, if thought fit, to pass, with or without amendment, the following in accordance with section 250R(2) of the Corporations Act:

"That the Remuneration Report in the 2011 Annual Report of the Company be adopted."

Short Explanation: The Remuneration Report is in the Directors Report section of the Company's Annual Report. Listed companies are required to put the Remuneration Report to the vote for adoption at the Company's Annual General Meeting. The resolution will be determined as an ordinary resolution but is advisory only and does not bind the Directors or the Company.

The Company will disregard any votes cast on this Resolution (in any capacity) by or on behalf of any of the following persons:

- a) a member of the key management personnel, details of whose remuneration are included in the Remuneration Report; or
 - b) a closely related party of such a member,
- unless:
- c) the person does so as a proxy appointed in writing that specifies how the proxy is to vote on this Resolution; and
 - d) the vote is not cast on behalf of a person described in paragraphs (a) or (b) above.

Resolution 2 – Re-Election of Director – Simon Cato

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

"That Simon Cato, who retires by rotation in accordance with rule 7.3 of the Constitution of the Company, and being eligible, offers himself for re-election, is hereby re-elected as a director of the Company."

Short Explanation: Under rule 7.3 of the Company's Constitution one third of the Company's Directors must retire at each Annual General Meeting. A Director who retires in accordance with rule 7.3 is eligible for re-election. Mr Cato is presented for re-election in accordance with the rotation requirements of the Company's Constitution.

Resolution 3 – Re-Election of Director – Jeremy Whybrow

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

"That Jeremy Whybrow, who retires by rotation in accordance with rule 7.3 of the Constitution of the Company, and being eligible, offers himself for re-election, is hereby re-elected as a director of the Company."

Short Explanation: Under rule 7.3 of the Company's Constitution one third of the Company's Directors must retire at each Annual General Meeting. A Director who retires in accordance with rule 7.3 is eligible for re-election. Mr Whybrow is presented for re-election in accordance with the rotation requirements of the Company's Constitution.

SPECIAL BUSINESS

Resolution 4 - Ratification of 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 purposes of ASX Listing Rule 7.4 and for all other purposes, the Company approves and ratifies the issue of 5,982,906 fully paid ordinary shares in the capital of the Company to Rimbal Pty Ltd on the terms set out in the Explanatory Statement accompanying this Notice."

Short Explanation: ASX Listing Rule 7.1 allows a company to issue equity securities in any 12 month period representing up to 15% of its ordinary share capital on issue at the commencement of that period without shareholder approval. Under ASX Listing Rule 7.4, shareholders may ratify the issue of the securities and thereby refresh the Company's capacity to make future issues of securities up to the 15% threshold. Please refer to the Explanatory Statement for details.

The Company will disregard any votes cast on this Resolution by a person who participated in the issue the subject of this Resolution and any of their associates. However, the Company will not disregard a vote cast on this Resolution 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 person chairing the meeting as a proxy for a person who is entitled to vote in accordance with a direction on the proxy form to vote as the proxy decides.

VOTING AND PROXIES

1. A Shareholder of the Company entitled to attend and vote is entitled to appoint not more than two proxies. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the Shareholder's voting rights. If the Shareholder appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half of the votes. A proxy need not be a Shareholder of the Company.
2. Where a voting exclusion applies, the Company need not disregard a vote if it is cast by the 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. In accordance with Regulation 7.11.37 of the Corporations Act, the Directors have set a date to determine the identity of those entitled to attend and vote at the Meeting. The date is 9 May 2012 at 5.00pm (Western Standard Time).
4. A proxy form is attached. If required it should be completed, signed and returned to the Company's registered office in accordance with the instructions on that form.
5. The Chairman of the Meeting will vote undirected proxies on, and in favour of, all of the proposed Resolutions, except for Resolution 1 (Remuneration Report). Any undirected proxies held by the Chairman of the Meeting will not be voted on Resolution 1. Accordingly, if you appoint the Chairman of the meeting as your proxy, you should direct him how to vote on Resolution 1 if you want your Shares to be voted on that Resolution. The same will apply if you appoint any other Director, any other of its key management personnel or any of their closely related parties. Key management personnel of the Company are the Directors and those other persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. Closely related parties of key management personnel are defined in the Corporations Act and include certain of their family members, dependants and companies they control.

By order of the Board



Director

Dated: 5th April 2012

GREENLAND MINERALS AND ENERGY LIMITED
ABN 85 118 463 004

EXPLANATORY STATEMENT

This Explanatory Statement is intended to provide Shareholders with sufficient information to assess the merits of the Resolutions contained in the Notice.

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

GENERAL BUSINESS

Annual Financial Report

The Annual Financial Report is available for download from our website, www.ggg.gl.

1. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

The Remuneration Report is in the Directors Report section of the Company's Annual Report.

By way of summary, the Remuneration Report:

- (a) explains the Company's remuneration policy and the process for determining the remuneration of its directors and executive officers;
- (b) addresses the relationship between the Company's remuneration policy and the Company's performance; and
- (c) sets out remuneration details for each Director and each of the Company's executives and group executives named in the Remuneration Report for the financial year ended 31 December 2011.

The Directors recommend that Shareholder vote in favour of Resolution 1. Section 250R(2) of the Corporations Act requires companies to put a resolution to their members that the remuneration report be adopted. The vote on this resolution is advisory only and does not bind the Board or the Company. The Board will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at the Meeting when reviewing the Company's remuneration policies. Under the Corporations Act, if 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive annual general meetings, Shareholders will be required to vote at the second of those meetings on a resolution (a "spill resolution") that another meeting be held within 90 days at which all of the Directors (other than the managing director) must go up for re-election.

Any undirected proxies held by the Chairman of the Meeting, other directors or other key management personnel or any of their closely related parties will not be voted on this Resolution. Key management personnel of the Company are the Directors and those other persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. Closely related parties of key management personnel are defined in the Corporations Act and include certain of their family members, dependants and companies they control.

If you choose to appoint a proxy you are encouraged to direct your proxy how to vote on this Resolution by marking either "For", "Against" or "Abstain" on the proxy form for this item of business.

The Directors recommend that Shareholders vote in favour of Resolution 1.

The Chairman will give Shareholders a reasonable opportunity to ask questions about or to make comments on the Remuneration Report.

2. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR SIMON CATO

Mr Cato was last re-elected as a director of the Company at the 2010 annual general meeting of the Company on 24 May 2010.

Pursuant to rule 7.3 of the Company's Constitution, Mr Cato, being a Director of the Company, retires by way of rotation and being eligible, offers himself for re-election as a Director of the Company.

Details of the qualifications and experience of Mr Cato are set out in the 2011 Annual Report for the Company.

3. RESOLUTION 3 – RE-ELECTION OF DIRECTOR – MR JEREMY WHYBROW

Mr Whybrow was last re-elected as a director of the Company at the 2010 annual general meeting of the Company on 24 May 2010.

Pursuant to rule 7.3 of the Company's Constitution, Mr Whybrow, being a Director of the Company, retires by way of rotation and being eligible, offers himself for re-election as a Director of the Company.

Details of the qualifications and experience of Mr Whybrow are set out in the 2011 Annual Report for the Company.

SPECIAL BUSINESS

4. RESOLUTION 4 - RATIFICATION OF ISSUE OF SHARES

As announced to the ASX on 13 December 2011, the Company agreed to issue 5,982,906 Shares to Rimbal Pty Ltd in accordance with the terms of an extension of a settlement agreement involving Rimbal Pty Ltd. The 5,982,906 Shares were allotted and issued to Rimbal Pty Ltd on 20 December 2011.

The Shares issued form part of the re-negotiated settlement deposit and the value of the Shares will be deducted from the total amount payable at settlement. The Company retains the right to cancel the Shares and make a cash payment in the place of the Shares, if the Shares are valued at more than \$4M at the time of settlement.

ASX Listing Rule 7.1 provides, subject to certain exceptions, that without shareholder approval, a listed company must not issue equity securities where the number of equity securities proposed to be issued represents more than 15% of the company's shares then on issue. The Company issued the Shares within its 15% capacity under Listing Rule 7.1.

ASX Listing Rule 7.4 provides that an issue of securities made without the approval under Listing Rule 7.1 is treated as having been made with approval if the issue of securities did not breach Listing Rule 7.1 (that is, the issue was within the Company's 15% capacity) and shareholders subsequently approve it. The Company now seeks Shareholder approval to ratify this issue and refresh its 15% capacity.

ASX Listing Rule 7.5 provides that for shareholders to approve an issue subsequently, the notice of meeting must include particular information. This information is as follows:

- (a) The number of securities allotted was 5,982,906 Shares.
- (b) The Shares were issued as part of an extension to a settlement agreement at a deemed issue price of 58.5 cents each.
- (c) The Shares are fully paid ordinary shares and rank equally with the Company's current issued Shares but subject to a holding lock
- (d) The Shares were allotted to Rimbal Pty Ltd.
- (e) There were no funds raised from the issue of the Shares.

GREENLAND MINERALS AND ENERGY LIMITED

ABN 85 118 463 004

GLOSSARY

In the Notice and this Explanatory Statement the following expressions have the following meanings:

"**ASX**" means the ASX Limited (ACN 008 624 691).

"**ASX Listing Rules**" or "**Listing Rules**" means the Listing Rules of the ASX.

"**Board**" means the Board of Directors of the Company.

"**Chairman**" means the chairman of the Company.

"**Company**" or "**GGG**" means Greenland Minerals and Energy Limited (ABN 85 118 463 004).

"**Constitution**" means the constitution of the Company.

"**Corporations Act**" means the Corporations Act 2001 (Cth).

"**Directors**" mean the directors of the Company from time to time.

"**Explanatory Statement**" means this Explanatory Statement.

"**Meeting**" means the meeting convened by this Notice.

"**Notice**" means the notice of meeting that accompanies this Explanatory Statement.

"**Resolution**" means a resolution referred to in the Notice.

"**Share**" means a fully paid ordinary share in the capital of the Company.

"**Shareholder**" means a registered holder of Shares in the Company.

"**WST**" or "**Western Standard Time**" means Western Standard Time, Perth, Western Australia.

GREENLAND MINERALS AND ENERGY LIMITED
ABN 85 118 463 004
PROXY FORM

APPOINTMENT OF PROXY

I/We

being a Shareholder of Greenland Minerals and Energy Limited entitled to attend and vote at the Annual General Meeting, hereby

Appoint

Name of Proxy

or failing the person so named or, if no person is named, the Chairman of the Meeting or the Chairman's nominee, to vote in accordance with the following directions or, if no directions have been given, as the proxy sees fit at the Annual General Meeting to be held at Celtic Club, 48 Ord Street, West Perth, Western Australia on 11 May 2012 at 10.30am (WST) and at any adjournment thereof.

Voting on Business of the Annual General Meeting

FOR

AGAINST

ABSTAIN

Resolution 1	Adoption of Remuneration Report
Resolution 2	Re-election of Director – Simon Cato
Resolution 3	Re-election of Director – Jeremy Whybrow
Resolution 4	Ratification of Issue of Shares

☐
☐
☐
☐

☐
☐
☐
☐

☐
☐
☐
☐

☐ If the chair of the meeting is appointed as your proxy, or may be appointed by default and you do not wish to direct your proxy how to vote as your proxy in respect of a Resolution, please place a mark in the box.

By marking this box, you acknowledge that the Chair of the meeting may exercise your proxy even if he has an interest in the outcome of the Resolutions and that the votes cast by the Chair of the meeting for those Resolutions other than as proxy holder will be disregarded because of that interest. **The Chair intends to vote any such undirected proxies in favour of all Resolutions except for Resolution 1 (Remuneration Report). Any undirected proxies held by the Chair will not be voted on Resolution 1.** If you do not mark this box, and you have not directed your proxy how to vote, the Chair will not cast your votes on the Resolutions and your votes will not be counted in calculating the required majority if a poll is called on the Resolutions.

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

If two proxies are being appointed, the proportion of voting rights this proxy represents is _____%

Please return this Proxy Form to the Company Secretary, Greenland Minerals and Energy Limited, Unit 6, 100 Railway Road, Subiaco, Western Australia or by post to PO Box 2006, Subiaco, Western Australia 6904 or by fax to (08) 9382 2788 by 10.30am (WST) on 9 May 2012.

Signed this _____ day of _____ 2012.

By:

Individuals and joint holders

Signature

Signature

Signature

Companies (affix common seal if appropriate)

Director

Director/Secretary

Sole Director and Sole Secretary

GREENLAND MINERALS AND ENERGY LIMITED
ABN 85 118 463 004
Instructions for Completing Appointment of Proxy Form

1. In accordance with section 249L of the Corporations Act, 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. Where more than one proxy is appointed, such proxy must be allocated a proportion of the member's voting rights. If the shareholder appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half the votes.
2. A duly appointed proxy need not be a member of the Company. In the case of joint holders, all must sign.
3. 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:
 - 2 directors of the company;
 - a director and a company secretary of the company; or
 - 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 sections 129(5) and (6) of the Corporations Act, a document must appear to have been executed in accordance with sections 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 sections 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.

4. 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.
5. 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.
6. In accordance with section 250BA of the Corporations Act the Company specifies the following for the purposes of receipt of proxy appointments:

Registered Office: Unit 6, 100 Railway Road, Subiaco, Western Australia

Fax Number: +61 8 9382 2788

Postal Address: PO Box 2006, Subiaco, Western Australia 6904

by no later than 48 hours prior to the time of commencement of the Meeting.