

Company Announcement: Friday Aug 31st, 2012

# Amendment to Notice of Meeting to be held on 8<sup>th</sup> October 2012 at 10.30am (WST)

Greenland Minerals and Energy Limited (the "Company") advises of an error in the exercise price of the 4,999,520 options that are proposed to be issued in accordance with resolution 2, contained in the Notice of Meeting release to the market on 30<sup>th</sup> August 2012 and referred to in the Company's announcement on 6<sup>th</sup> August 2012. The excise price of the options should be \$0.75 and not \$1.50 as previously stated.

The Notice of Meeting that will be mailed to shareholders and attached to this announcement contains the correct option exercise price.

Miles Guy

**Company Secretary** 

### NOTICE OF GENERAL MEETING AND EXPLANATORY STATEMENT

For the General Meeting of Shareholders to be held on 8<sup>th</sup> October 2012 at 10:30am (Western Standard Time) at the CWA House, 1176 Hay 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 General Meeting of Greenland Minerals and Energy Limited will be held at:

CWA House 1176 Hay Street WEST PERTH WA 6005 Commencing at 10:30am (Western Standard Time) on 8<sup>th</sup> October 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 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 2:00 pm (Western Standard Time) on 5<sup>th</sup> October 2012.

Your proxy form is enclosed.

#### **NOTICE OF GENERAL MEETING**

Notice is hereby given that a General Meeting of the Shareholders of GREENLAND MINERALS AND ENERGY LIMITED will be held at the CWA House, 1176 Hay Street, West Perth, Western Australia on 8<sup>th</sup> October 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**

#### Resolution 1 - Approval to issue Shares to Rimbal 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 ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to allot and issue up to 55,000,000 fully paid ordinary shares in the capital of the Company to Rimbal Pty Ltd or its nominees on the terms set out in the Explanatory Statement accompanying this Notice.

**Short Explanation:** In accordance with the Restructured Westrip Settlement Transaction, the Company has agreed to issue 55,000,000 Shares to Rimbal or its nominees.

Under ASX Listing Rule 7.1, the Company may not issue or agree to issue equity securities in any 12 month period representing more than 15% of its ordinary share capital on issue at the commencement of that period without Shareholder approval. By obtaining the prior approval of Shareholders for the issue of securities proposed under this Resolution, the Company retains the flexibility to make future issues of securities up to that threshold.

The Company will disregard any votes cast on this Resolution by a person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if this Resolution is passed, and any associate of those persons. However, the Company will not disregard a vote 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 a person chairing that 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.

#### Resolution 2 – Approval to issue Shares and Options to the Westrip Minority Shareholders

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

"That for the purpose of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to allot and issue up to 19,824,998 fully paid ordinary shares in the capital of the Company and up to 4,999,520 options to acquire fully paid ordinary shares in the capital of the Company to the Westrip Minority Shareholders on the terms set out in the Explanatory Statement accompanying this Notice."

**Short Explanation:** In accordance with the Restructured Westrip Settlement Transaction, the Company has agreed to issue 19,824,998 Shares and 4,999,520 Options to the Westrip Minority Shareholders or their nominees.

Under ASX Listing Rule 7.1, the Company may not issue or agree to issue equity securities in any 12 month period representing more than 15% of its ordinary share capital on issue at the commencement of that period without Shareholder approval. By obtaining the prior approval of Shareholders for the issue of securities proposed under this Resolution, the Company retains the flexibility to make future issues of securities up to that threshold.

The Company will disregard any votes cast on this Resolution by a person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if this Resolution is passed, and any associate of those persons. However, the Company will not disregard a vote 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 a person chairing that 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.

#### Resolution 3 – Approval to issue Shares to Hackleton Investments Limited

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

"That, for the purpose of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 17,500,000 fully paid ordinary shares to Hackleton Investments Limited or its nominees on the terms set out in the Explanatory Statement accompanying this Notice."

**Short Explanation:** In accordance with the Royalty Restructure Transaction, the Company has agreed to issue 17,500,000 Shares to Hackleton Investments Limited or its nominees. Shareholder approval was previously obtained on 23 January 2012, which together with an ASX waiver, enabled the Shares to be issued until 30 June 2012. These Shares were not issued by 30 June 2012 and the Company thereby again seeks Shareholder approval to issue the Shares.

Under ASX Listing Rule 7.1, the Company may not issue or agree to issue equity securities in any 12 month period representing more than 15% of its ordinary share capital on issue at the commencement of that period without Shareholder approval. By obtaining the prior approval of Shareholders for the issue of securities proposed under this Resolution, the Company retains the flexibility to make future issues of securities up to that threshold.

The Company will disregard any votes cast on this Resolution by a person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if this Resolution is passed, and any associate of those persons. However, the Company will not disregard a vote 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 a person chairing that 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 6<sup>th</sup> October 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.

By order of the Board

Miles Guy

Company Secretary Dated: 30 August 2012

#### **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**

#### 1. BACKGROUND

In accordance with the Company's ASX announcement of 6<sup>th</sup> August 2012, the Company has renegotiated the settlement transaction with the shareholders of Westrip so that:

- (a) in lieu of the Company raising and paying to Rimbal the remaining \$28,000,000 cash settlement, the Company will issue 55,000,000 Shares (this is the subject of Resolution 1) and make a cash payment of \$5,000,000; and
- (b) in lieu of the Company raising and paying to the Westrip Minority Shareholders the remaining \$5,400,000 cash settlement, the Company will issue 11,999,998 Shares together with the 7,825,000 Shares and 4,999,520 Options that were previously agreed to be issued under the original Westrip settlement transaction. Thereby in total 19,824,998 Shares and 4,999,520 Options will be issued to the Westrip Minority Shareholders (this is the subject of Resolution 2)

("Restructured Westrip Settlement Transaction").

Resolution 3 concerns the issue of 17,500,000 Shares to Hackleton.

#### 2. RESOLUTION 1 – APPROVAL TO ISSUE SHARES TO RIMBAL PTY LTD

Under the terms of the Restructured Westrip Settlement Transaction, the Company must issue 55,000,000 Shares to Rimbal. Resolution 1 seeks Shareholder approval for the issue of these securities under Listing Rule 7.1.

ASX Listing Rule 7.1 provides, subject to certain exceptions, that a company must not during any 12 month period issue equity securities if the number of securities exceeds 15% of the total number of ordinary securities on issue at the commencement of the previous 12 month period. By obtaining Shareholder approval, the number of Shares that are issued to Rimbal are not included in the 15% calculation under Listing Rule 7.1.

The following information is provided to Shareholders for the purposes of ASX Listing Rule 7.1:

- (a) The maximum number of securities to be issued is 55,000,000 Shares.
- (b) The Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules).

- (c) The Shares will be issued for nil cash consideration. They are issued under the terms of the Restructured Westrip Settlement Transaction.
- (d) The Shares will be issued to Rimbal or its nominees. Rimbal is not a related party of the Company.
- (e) The Shares issued will be fully paid ordinary shares in the Company and will rank equally with the Company's current issued Shares.
- (f) The Shares will be issued under the terms of the Restructured Westrip Settlement Transaction. No funds will be raised by the issue of the Shares.
- (g) It is intended that the Shares will be allotted on one date.

# 3. RESOLUTION 2 – APPROVAL TO ISSUE SHARES AND OPTIONS TO THE WESTRIP MINORITY SHAREHOLDERS

Under the terms of the Restructured Westrip Settlement Transaction, the Company must issue a total of 19,824,998 Shares and 4,999,520 Options to the Westrip Minority Shareholders. Resolution 2 seeks Shareholder approval for the issue these securities under Listing Rule 7.1.

ASX Listing Rule 7.1 provides, subject to certain exceptions, that a company must not during any 12 month period issue equity securities if the number of securities exceeds 15% of the total number of ordinary securities on issue at the commencement of the previous 12 month period. By obtaining Shareholder approval, the number of Shares and Options that are issued to the Westrip Minority Shareholders are not included in the 15% calculation under Listing Rule 7.1.

The following information is provided to Shareholders for the purposes of ASX Listing Rule 7.1:

- (a) The maximum number of securities to be issued is 19,824,000 Shares and 4,999,520 Options.
- (b) The Shares and Options will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules).
- (c) The Shares and Options will be issued for nil cash consideration. They are issued under the terms of the Restructured Westrip Settlement Transaction.
- (d) The Shares and Options will be issued to the Westrip Minority Shareholders as set out in Annexure 1 or their nominees. None of the Westrip Minority Shareholders are related parties of the Company.
- (e) The Shares issued will be fully paid ordinary shares in the Company and will rank equally with the Company's current issued Shares. The Options have an exercise price of \$0.75 and will expire 2 years from the date of issue. The full terms of the Options are set out in Annexure 2.
- (f) The Shares and Options will be issued under the terms of the Restructured Westrip Settlement Transaction. No funds will be raised by the issue of these securities.
- (g) It is intended that the Shares and Options will be allotted on one date.

# 4. RESOLUTION 3 - APPROVAL TO ISSUE SHARES TO HACKLETON INVESTMENTS LIMITED

By a royalty restructure transaction the Company will acquire a 3% net profit royalty in GME in consideration of the issue of 17,500,000 Shares ("Royalty Restructure Transaction"). GME will be 100% owned by the Company at settlement of the Royalty Restructure Transaction.

On 23 January 2012 Shareholders approved the Company acquiring the royalty and further approved the issue of the 17,500,000 Shares. The effect of the Shareholder approval, together with an ASX waiver, was that the Shares could be issued until 30 June 2012. The Shares were not issued by 30 June 2012 and the Company thereby again seeks Shareholder approval to issue the Shares. The issue of the Shares will occur on settlement of the Royalty Restructure Transaction which is contingent upon settlement of the Restructured Westrip Settlement Transaction.

Previously, Shareholder approval was obtained under Listing Rule 10.11 as Hackleton was an Associate of a Shareholder which had a relevant interest in greater than 10% of the Shares in the Company. That Shareholder no longer has a relevant interest in 10% or more of the Shares in the Company. Therefore, by Resolution 3 the Company now seeks Shareholder approval under Listing Rule 7.1.

ASX Listing Rule 7.1 provides, subject to certain exceptions, that a company must not during any 12 month period issue equity securities if the number of securities exceeds 15% of the total number of ordinary securities on issue at the commencement of the previous 12 month period. By obtaining Shareholder approval, the number of Shares that are issued to Hackleton are not included in the 15% calculation under Listing Rule 7.1.

The following information is provided to Shareholders for the purposes of ASX Listing Rule 7.1:

- (a) The maximum number of securities to be issued is 17,500,000 Shares.
- (b) The Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules).
- (c) The Shares will be issued for nil cash consideration under the terms of the Royalty Restructure Transaction.
- (d) The Shares will be issued to Hackleton or its nominees. Hackleton is not a related party of the Company.
- (e) The Shares issued will be fully paid ordinary shares in the Company and will rank equally with the Company's current issued Shares.
- (f) The Shares will be issued under the terms of the Royalty Restructure Transaction. No funds will be raised by the issue of the Shares.
- (g) It is intended that the Shares will be allotted on one date.

#### **GLOSSARY**

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

- "Associate" has the meaning given to it by Division 2 of Part 1.2 of the Corporations Act.
- "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.
- "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.
- "GME" means Greenland Minerals and Energy (Trading) A/S (A/S 408372), a company incorporated in Greenland.
- "Hackleton" means Hackleton Investments Limited, a company registered in Nevis, British Virgin Islands.
- "Meeting" means the meeting convened by this Notice.
- "Notice" means the notice of meeting that accompanies this Explanatory Statement.
- "Option" means an option to subscribe for a Share.
- "Resolution" means a resolution referred to in the Notice.
- "Restructured Westrip Settlement Transaction" has the meaning as in section 1 of the Explanatory Statement.
- "Rimbal" means Rimbal Pty Ltd (ACN 009 223 438).
- "Royalty Restructure Transaction" has the meaning as in section 4 of the Explanatory Statement.
- "Share" means a fully paid ordinary share in the capital of the Company.
- "Shareholder" means a registered holder of Shares in the Company.
- "Westrip" means Westrip Holdings Limited (Company number 04354219), a company incorporated in England and Wales.
- "Westrip Minority Shareholders" means the shareholders of Westrip whose names are listed in Annexure 1 who together hold 39% of the shares in Westrip.

"WST" or "Western Standard Time" means Western Standard Time, Perth, Western Australia.					
"\$" means Australian dollars unless otherwise stated.					

### **ANNEXURE 1**

### **WESTRIP MINORITY SHAREHOLDERS**

NAME	NUMBER OF SHARES TO BE ISSUED	NUMBER OF OPTIONS TO BE ISSUED		
Christopher Read	5,431,505	1,369,863		
Dimitri lesini	4,345,205	1,095,889		
Simon Stafford-Michael	2,715,755	684,931		
Christopher and Rita Read	1,086,300	273,972		
Carey Depel	1,086,300	273,972		
Giacobbe lesini	1,086,300	273,972		
David Somers	814,726	205,479		
Mark Law	543,151	136,987		
Barbara Duvoisin	543,151	136,987		
Trevor Scanlon	543,151	136,987		
Jean-Luc Orsi	543,151	136,987		
Andrew Deaves-Small	543,151	136,987		
Eduardo Covarrubias	543,151	136,987		
TOTAL	19,824,998	4,999,520		

#### **ANNEXURE 2**

#### **TERMS OF OPTIONS**

(Resolution 2)

The terms of the Options are:

- 1. Each Option entitles the holder to one Share.
- 2. The Options are exercisable at any time prior to 5.00 pm Western Standard Time on or before the day that is 2 years from the date of issue ("**Expiry Date**").
- 3. The exercise price of the Options is \$0.75 per Option.
- 4. The Options are freely transferable.
- 5. The Company will provide to each Option holder a notice that is to be completed when exercising the Options ("**Notice of Exercise**"). The Options may be exercised wholly or in part by completing the Notice of Exercise and delivering it together with payment to the secretary of the Company to be received any time prior to the Expiry Date. The Company will process all relevant documents received at the end of every calendar month.
- 6. Upon the exercise of an Option and receipt of all relevant documents and payment, the holder in accordance with paragraph 5 will be allotted and issued a Share ranking pari passu with the then issued Shares.
- 7. There will be no participating rights or entitlements inherent in the Options and the holders will not be entitled to participate in new issues of capital which may be 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 Optionholders the opportunity (where Options have vested) to exercise their Options prior to the date for determining entitlements to participate in any such issue.
- 8. If there is a bonus issue ("**Bonus Issue**") to Shareholders, the number of Shares over which an Option is exercisable will be increased by the number of Shares which the holder would have received if the Option had been exercised before the record date for the Bonus Issue ("**Bonus Shares**"). The Bonus Shares must be paid up by the Company out of profits or reserves (as the case may be) in the same manner as was applied in the Bonus Issue, and upon issue will rank equally in all respects with the other Shares on issue as at the date of issue of the Bonus Shares.
- 9. In the event of any reconstruction (including consolidation, sub-division, reduction or return) of the issued capital of the Company prior to the Expiry Date, all rights of an Optionholder are to be changed in a manner consistent with the Listing Rules.
- 10. In the event that the Company makes a pro rata issue of securities, the exercise price of the Options will be adjusted in accordance with the formula set out in Listing Rule 6.22.2.

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

APPOINTMENT OF PROXY Greenland Minerals and Energy Limited ABN 85 118 463 004						
I/We						
	being a Shareholder of Greenland Minerals and Energy Limited entitled to attend and vote at the 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 General Meeting to be held at the CWA House, 1176 Hay Street, West Perth, Western Australia on 8 <sup>th</sup> October 2012 at 10:30am (WST) and at any adjournment thereof.						
Voting on B	usiness	of the General Me	eting	FOR	AGAINST	ABSTAIN
Resolution 1		Approval to issue Pty Ltd	Shares to Rimbal			
Resolution 2		Approval to issue Options to Westrip Shareholders				
Resolution 3		Approval to issue Hackleton Investm				
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. <b>The Chair intends to vote any such undirected proxies in favour of all Resolutions.</b> 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.						
	nds or o	n box for a particula n a poll and that y				
If two proxies a proportion of v represents is		g appointed, the hts this proxy		%		
6, 100 Railwa	ay Road	xy Form to the Com , Subiaco, Wester xx to (08) 9382 2788	n Australia or by	post to PO	Box 2006, Sub	

2012.

Signed this

day of

By: Individuals and joint holders	Companies (affix common seal if appropriate)
Signature	Director
Signature	Director/Secretary
Signature	Sole Director and Sole Secretary

#### **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