



19 December 2012

Company Announcements Office
Australian Securities Exchange

Dear Sir/Madam

Cleansing Notice under 708A(5)(e) of the Corporations Act 2001

This notice is given by Greenland Minerals and Energy Limited (ASX: GGG) (the "Company") pursuant to section 708A(5)(e) of the Corporations Act 2001 ("Act").

The Company has on 18 December 2012 allotted 25,000,000 options (ASX:GGGO) with an exercise price of \$0.60, these options were allotted on the basis of 1 option for every 2 shares applied for in the capital raising announced to the market on the 1 October 2012. The issue of the options was approved by shareholders at a meeting on 6 December 2012.

The Company also allotted 25,000 shares in lieu of cash payable placement fees for services provided in relation to the capital raising. This takes the total number of shares issued for the payment of capital raising fees to a total of 1,538,382 shares.

In addition the Company has allotted a further 769,191 options. These are free attached options on the total of 1,538,382 shares that have been issued for capital raising fees. This issue of shares and options finalises the settlement of capital raising fees.

The Company notifies ASX under section 708A(5)(e) Act that:

- (a) this notice is being given under section 708A(5)(e) of the Act;
- (b) the Company issued the securities without disclosure to investors under Part 6D.2 of the Act;
- (c) as at the date of this notice, the Company has complied with the provisions of Chapter 2M of the Act as they apply to the Company and with section 674 of the Act; and
- (d) as at the date of this notice, there is no information that is excluded information for the purposes of sections 708A(7) and (8) of the Act.

Yours faithfully

Miles Guy
Company Secretary



Rule 2.7, 3.10.3, 3.10.4, 3.10.5

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12

Name of entity

Greenland Minerals and Energy Limited

ABN

85 118 463 004

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

- | | | |
|---|--|---|
| 1 | +Class of +securities issued or to be issued | <ul style="list-style-type: none">(i) Quoted shares(ii) Quoted options(iii) Quoted options |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | <ul style="list-style-type: none">(i) 25,000 Ordinary fully paid shares(ii) 25,000,000 Options (GGGO), ex price \$0.60(iii) 769,191 Options (GGGO), ex price \$0.60 |
| 3 | Principal terms of the +securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | <ul style="list-style-type: none">(i) 25,000 Ordinary fully paid shares(ii) 25,000,000 options with an exercise price of \$0.60, exercisable on or before 5:00pm WST on 5 October 2014.(iii) 769,191 options with an exercise price of \$0.60, exercisable on or before 5:00pm WST on 5 October 2014. |

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

<p>4 Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?</p> <p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 	<p>(i) Yes</p> <p>(ii) No, options are a new class of security</p> <p>(iii) No, options are a new class of security</p>
<p>5 Issue price or consideration</p>	<p>(i) \$0.30</p> <p>(ii) Nil</p> <p>(iii) Nil</p>
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>(i) Shares issued in lieu of cash payable capital raising fees</p> <p>(ii) Options issued as part of the capital raising announced to the market 1 October 2012. One free attached option has been issued for every two shares applied for.</p> <p>(iii) Attaching options issued on 1,538,382 shares issued in lieu of cash payable capital raising fee.</p>
<p>6a Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i</p>	<p>NA</p>
<p>6b The date the security holder resolution under rule 7.1A was passed</p>	<p>NA</p>

+ See chapter 19 for defined terms.

6c	Number of +securities issued without security holder approval under rule 7.1	25,000 Ordinary fully paid shares 679,191 Options (GGGO), ex price \$0.60	
6d	Number of +securities issued with security holder approval under rule 7.1A	Nil	
6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	25,000,000 Options (GGGO), ex price \$0.60 (Date of meeting 6 Dec 2012)	
6f	Number of securities issued under an exception in rule 7.2	Nil	
6g	If securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the issue date and both values. Include the source of the VWAP calculation.	NA	
6h	If securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	NA	
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	81,703,481	
7	Dates of entering +securities into uncertificated holdings or despatch of certificates	(i) 18/12/2012 (ii) 18/12/2012 (iii) 18/12/2012	
8	Number and +class of all +securities quoted on ASX (including the securities in section 2 if applicable)	Number 567,937,409 25,769,191	+Class FPO OPT

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

	Number	+Class
9 Number and +class of all +securities not quoted on ASX (including the securities in section 2 if applicable)	17,450,000	Performance rights
	4,999,520	Unlisted options exercisable @ \$0.75 on or before 15/10/2014
	7,000,000	Unvested unlisted employee performance options exercisable @ \$1.75 on or before 30/06/2013
	750,000	Unlisted employee options exercisable @ \$0.25 on or before 31/03/2013
10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	NA	

Part 2 - Bonus issue or pro rata issue

11 Is security holder approval required?	NA
12 Is the issue renounceable or non-renounceable?	NA
13 Ratio in which the +securities will be offered	NA
14 +Class of +securities to which the offer relates	NA
15 +Record date to determine entitlements	NA
16 Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	NA
17 Policy for deciding entitlements in relation to fractions	NA

+ See chapter 19 for defined terms.

18	Names of countries in which the entity has +security holders who will not be sent new issue documents Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.	NA
19	Closing date for receipt of acceptances or renunciations	NA
20	Names of any underwriters	NA
21	Amount of any underwriting fee or commission	NA
22	Names of any brokers to the issue	NA
23	Fee or commission payable to the broker to the issue	NA
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of +security holders	NA
25	If the issue is contingent on +security holders' approval, the date of the meeting	NA
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	NA
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	NA
28	Date rights trading will begin (if applicable)	NA

+ See chapter 19 for defined terms.

Appendix 3B

New issue announcement

- | | | |
|----|--|----|
| 29 | Date rights trading will end (if applicable) | NA |
| 30 | How do ⁺ security holders sell their entitlements <i>in full</i> through a broker? | NA |
| 31 | How do ⁺ security holders sell <i>part</i> of their entitlements through a broker and accept for the balance? | NA |
| 32 | How do ⁺ security holders dispose of their entitlements (except by sale through a broker)? | NA |
| 33 | ⁺ Despatch date | NA |

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

- 34 Type of securities
(tick one)
- (a) ☒ Securities described in Part 1
- (b) ☐ All other securities
- Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

- 35 ☒ If the ⁺securities are ⁺equity securities, the names of the 20 largest holders of the additional ⁺securities, and the number and percentage of additional ⁺securities held by those holders (refer to annexure 3)

⁺ See chapter 19 for defined terms.

- 36 ☒ If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories (refer to annexure 3)
- 1 - 1,000
1,001 - 5,000
5,001 - 10,000
10,001 - 100,000
100,001 and over
- 37 ☐ A copy of any trust deed for the additional +securities

Entities that have ticked box 34(b)

- | | | |
|----|--|----|
| 38 | Number of securities for which +quotation is sought | NA |
| 39 | Class of +securities for which quotation is sought | NA |
| 40 | <p>Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?</p> <p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none"> the date from which they do the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment | NA |
| 41 | <p>Reason for request for quotation now</p> <p><small>Example: In the case of restricted securities, end of restriction period</small></p> <p>(if issued upon conversion of another security, clearly identify that other security)</p> | NA |

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

42 Number and ⁺class of all
⁺securities quoted on ASX
(*including* the securities in clause
38)

Number	⁺ Class
NA	

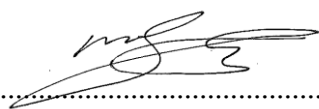
⁺ See chapter 19 for defined terms.

Quotation agreement

- 1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.
- 2 We warrant the following to ASX.
 - The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
 - There is no reason why those +securities should not be granted +quotation.
 - An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty
 - Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
 - If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.
- 3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
- 4 We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here:


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(Director/Company secretary)

Date: 19/12/2012

Print name: Miles Guy

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+ See chapter 19 for defined terms.

Appendix 3B – Annexure 1

Calculation of placement capacity under rule 7.1 and rule 7.1A for⁺ eligible entities

Introduced 01/08/12

Part 1

Rule 7.1 – Issues exceeding 15% of capital													
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated													
Insert number of fully paid ordinary securities on issue 12 months before date of issue or agreement to issue	410,407,582												
Add the following: <ul style="list-style-type: none"> Number of fully paid ordinary securities issued in that 12 month period under an exception in rule 7.2 Number of fully paid ordinary securities issued in that 12 month period with shareholder approval Number of partly paid ordinary securities that became fully paid in that 12 month period <p><i>Note:</i></p> <ul style="list-style-type: none"> Include only ordinary securities here – other classes of equity securities cannot be added Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed It may be useful to set out issues of securities on different dates as separate line items 	3B Date <table> <tr> <td>26/10/2012</td><td>6,858,499</td></tr> <tr> <td>23/12/2011</td><td>5,982,906</td></tr> <tr> <td>05/10/2012</td><td>40,581,334</td></tr> <tr> <td>12/10/2012</td><td>7,482,566</td></tr> <tr> <td>16/10/2012</td><td>74,824,997</td></tr> <tr> <td>26/10/2012</td><td>19,436,100</td></tr> </table>	26/10/2012	6,858,499	23/12/2011	5,982,906	05/10/2012	40,581,334	12/10/2012	7,482,566	16/10/2012	74,824,997	26/10/2012	19,436,100
26/10/2012	6,858,499												
23/12/2011	5,982,906												
05/10/2012	40,581,334												
12/10/2012	7,482,566												
16/10/2012	74,824,997												
26/10/2012	19,436,100												
Subtract the number of fully paid ordinary securities cancelled during that 12 month period													
“A”	565,573,984												

⁺ See chapter 19 for defined terms.

Step 2: Calculate 15% of “A”	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
Multiply “A” by 0.15	84,836,097
Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used	
Insert number of equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued: <ul style="list-style-type: none"> • Under an exception in rule 7.2 • Under rule 7.1A • With security holder approval under rule 7.1 or rule 7.4 Note: <ul style="list-style-type: none"> • <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i> • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	3,132,616
“C”	3,132,616
Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1	
“A” x 0.15 <i>Note: number must be same as shown in Step 2</i>	84,836,097
Subtract “C” <i>Note: number must be same as shown in Step 3</i>	3,132,616
Total [“A” x 0.15] – “C”	81,703,481 <i>[Note: this is the remaining placement capacity under rule 7.1]</i>

+ See chapter 19 for defined terms.

Part 2

Rule 7.1A – Additional placement capacity for eligible entities	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
“A” <i>Note: number must be same as shown in Step 1 of Part 1</i>	
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	
Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used	
Insert number of equity securities issued or agreed to be issued in that 12 month period under rule 7.1A Notes: <ul style="list-style-type: none"> • <i>This applies to equity securities – not just ordinary securities</i> • <i>Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	
“E”	

+ See chapter 19 for defined terms.

Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A	
“A” x 0.10 <i>Note: number must be same as shown in Step 2</i>	
Subtract “E” <i>Note: number must be same as shown in Step 3</i>	
Total [“A” x 0.10] – “E”	 <i>Note: this is the remaining placement capacity under rule 7.1A</i>

+ See chapter 19 for defined terms.

ANNEXURE 2
TERMS OF OPTIONS
(GGGO)

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 5 October 2014 ("**Expiry Date**").
3. The exercise price of the Options is A\$0.60 (60 cents) 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.

+ See chapter 19 for defined terms.

ANNEXURE 3

Distribution of Option Holders

SPREAD OF HOLDINGS	NUMBER OF UNITS	NUMBER OF HOLDERS	% OF TOTAL ISSUE CAPITAL
1 - 1000	1	1	0.00%
1001 - 5000	17,213	4	0.07%
5001 - 10000	77,490	10	0.30%
10001 - 100000	4,351,452	104	16.85%
100001 – and over	21,323,062	44	82.78%
TOTAL	25,769,191	163	100%

Top 20 Option Holders

Name	Number of options	Percentage
TRACOR LTD	5,500,000	21.3%
SAMPENSION KP LIVSFORSIKRING	2,333,333	9.1%
UBS NOMINEES PTY LTD	1,900,000	7.4%
PRE-EMPTIVE TRADING PTY LTD	1,706,250	6.6%
ORCA CAPITAL GMBH	750,000	2.9%
TWOFIVETWO PTY LTD	625,500	2.4%
ACCBELL NOMINEES PTY LTD	504,916	2.0%
MERRILL LYNCH (AUSTRALIA)	416,666	1.6%
RBC INVESTOR SERVICES	416,665	1.6%
ABN AMRO CLEARING SYDNEY	383,333	1.5%
CITICORP NOMINEES PTY LIMITED	370,647	1.4%
BT GLOBAL HOLDINGS PTY LTD	333,608	1.3%
JP MORGAN NOMINEES AUSTRALIA	333,334	1.3%
RAH (STC) PTY LIMITED	333,325	1.3%
MR ANTHONY RICHARD BANGOR	266,667	1.0%
GREATSIDE HOLDINGS PTY LTD	250,000	1.0%
BERGEN GLOBAL OPPORTUNITY FUND	250,000	1.0%
RAH STC PTY LTD	250,000	1.0%
MR PAUL GABRIEL SHARBANEE	250,000	1.0%
PER WIMMER	250,000	1.0%
TOTAL	17,424,244	67.6%

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