

## Greenpower Energy Limited

### Quarterly Report 30<sup>th</sup> September 2019

Greenpower Energy Limited (“Greenpower” or the “Company”) (ASX: GPP) is pleased to provide shareholders its Quarterly Report for the three-month period ending 30<sup>th</sup> September 2019.

#### Acquisition of Highly Prospective Gold Assets at Camel Creek, Golden Cup and Big Rush

On 15 August 2019, Greenpower announced it had exercised the option agreement with Q-Generate Pty Ltd to acquire the former producing gold mines of Camel Creek, Golden Cup and Big Rush in Northern Queensland (Figure 1) 215 km west of Townsville.

Last operated in the mid 1990’s the combined mines produced in excess of 150,000 ounces of gold at an average grade of over 2 g/t Au (Table 1). The Camel Creek and Golden Cup mines are adjacent to each other whilst Big Rush lies 100km to the south west. All of the mines ended in mineralisation when mining stopped in the 1990’s when the gold price was below US\$400/oz compared with today’s gold price of around US\$1,500/oz.

The mines consist of 11 granted Mining Leases and Greenpower has recently applied for further ground surrounding the Big Rush area (EPM 27283). The new EPM at Big Rush covers an area of 301km<sup>2</sup>. The previous production from the Camel Creek, Golden Cup and Big Rush Gold Mines was confined to shallow pits that provided oxide ore for heap leach operations as documented in Table 1 below.

**Table 1: Historic recorded gold production data**

Historic Mine	Ore Mined (tonnes)	Grade (g/t Au)	Ounces Produced
Camel Creek	1,059,696	1.68	57,238
Camel Creek Satellites	188,876	2.29	13,906
Golden Cup	201,081	2.83	18,296
Golden Cup Satellites	94,548	1.92	5,836
Big Rush	950,000	1.90	58,039
Total	2,494,201	1.91	153,315

**Figure 1: Location of the Camel Creek, Golden Cup and Big Rush projects in Northern Queensland.**



## A\$1.48m Capital Raising to Fast Track Queensland Gold Mines Toward Development

Greenpower announced it had received firm commitments to raise \$900,000 (before costs) through a two-tranche placement of 900 million fully paid ordinary shares at \$0.001 per share (on Pre-Consolidation basis) to a range of supportive existing shareholders and important new strategic institutional investors (“Placement”). These shareholders share the Company’s strategy for the exploration and development of the Golden Ant Project comprising the historic producing mines of Golden Cup, Camel Creek and Big Rush (“Golden Ant Project”).

In addition, the Company will raise up to \$580,449 (before costs) via a 1:5 Rights Issue (“Rights Issue”) to allow existing shareholders the opportunity to participate in the capital raising on the same terms as the Placement participants on a post consolidation basis.

The funds raised via the Placement and the Rights issue will be used to:

- a) undertake a resource drilling program at the Golden Ant Project;
- b) undertake a JORC certification of the Golden Ant Project; and
- c) augment working capital.

## Significant Exploration Potential Confirmed at the Golden Ant Gold Project

During the quarter, the Company completed site visits to each of Camel Creek, Golden Cup and Big Rush and evaluated the available historic drilling, trenching and grade control data. This work has allowed an Exploration Target to be defined for Golden Cup, Camel Creek and Big Rush which have previously been released to the Australian Securities Exchange (Table 2; Golden Cup - 20/06/2019; Camel Creek - 4/07/2019; Big Rush - 11/07/2019). The potential quantity and grade of the defined Exploration Target is conceptual in nature, there has been insufficient exploration to estimate a Mineral Resource and it is uncertain if further exploration will result in the estimation of a Mineral Resource.

**Table 2: Golden Ant Project – Exploration Targets from surface down to 100m vertical depth.**

Project	Tonnes		Grade (g/t Au)		Ounces (Gold)	
	Minimum	Maximum	Minimum	Maximum	Minimum	Maximum
Golden Cup	450,000	750,000	3.5	5.5	50,463	132,637
Camel Creek	500,000	1,000,000	2	3.5	32,154	112,540
Big Rush	1,800,000	3,600,000	2	3	115,756	347,267

The site visits, combined with evaluation of the historic drilling data has indicated to the Company that significant further exploration potential exists at the Golden Ant Project and the Exploration Targets defined suggest the potential for between 198,000 to 590,000 ounces of gold to be present within the top 100 vertical metres alone. Example cross sections from Golden Cup (Figure 2), Camel Creek (Figure 3) and Big Rush (Figure 4) are included in this release. These historic gold mines have seen very limited exploration activity since mining ceased in the 1990’s and the majority of previous exploration was targeted towards finding additional shallow oxide gold mineralisation for the heap leach operations. The deepest drilling completed at the three mines was not deep (Golden Cup – 120m), Camel Creek (206m) and Big Rush (241m) so substantial further exploration upside exists.

Figure 2: Cross section through Pit 2 at the Golden Cup Gold Mine.

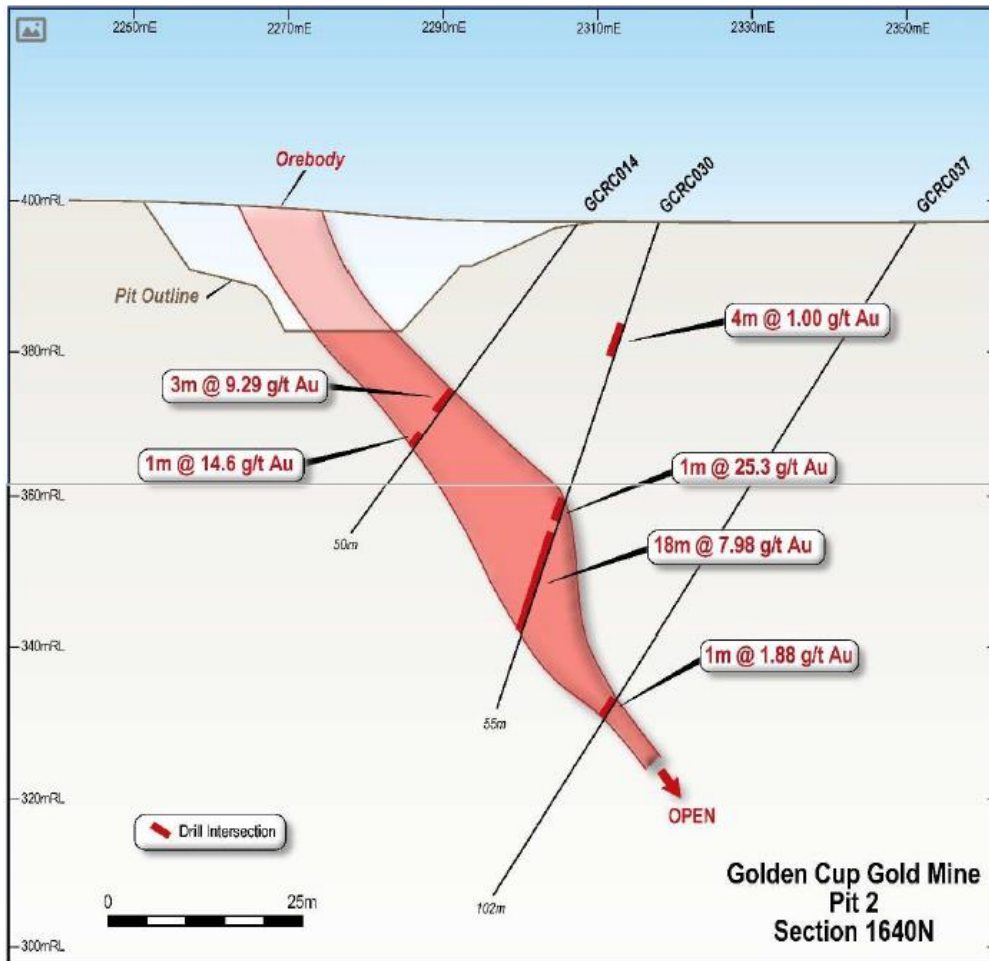


Figure 3: Cross section through the Central Pit at the Camel Creek Gold Mine.

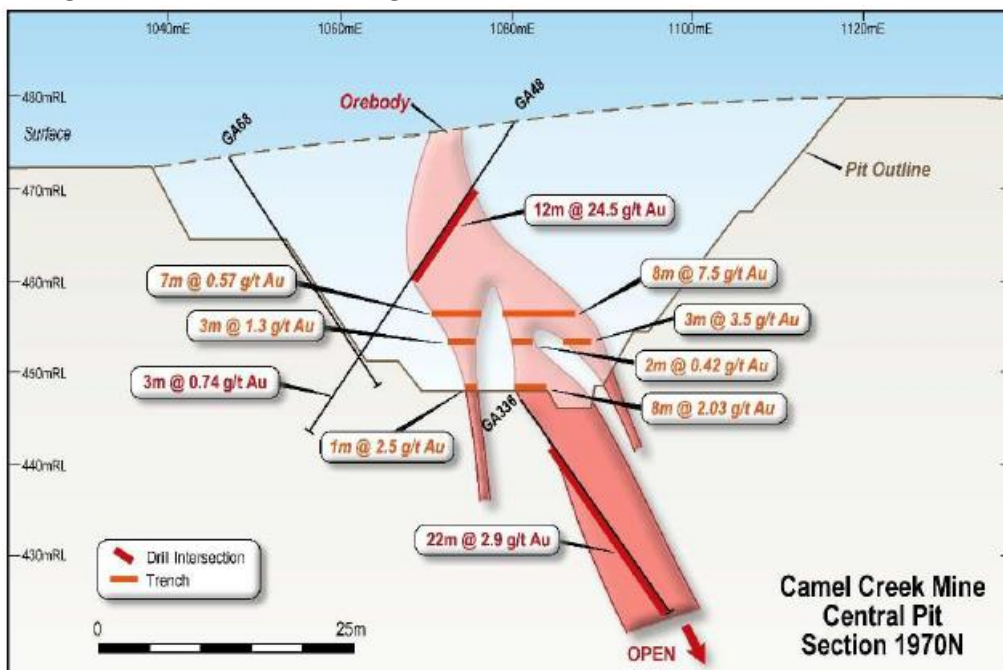
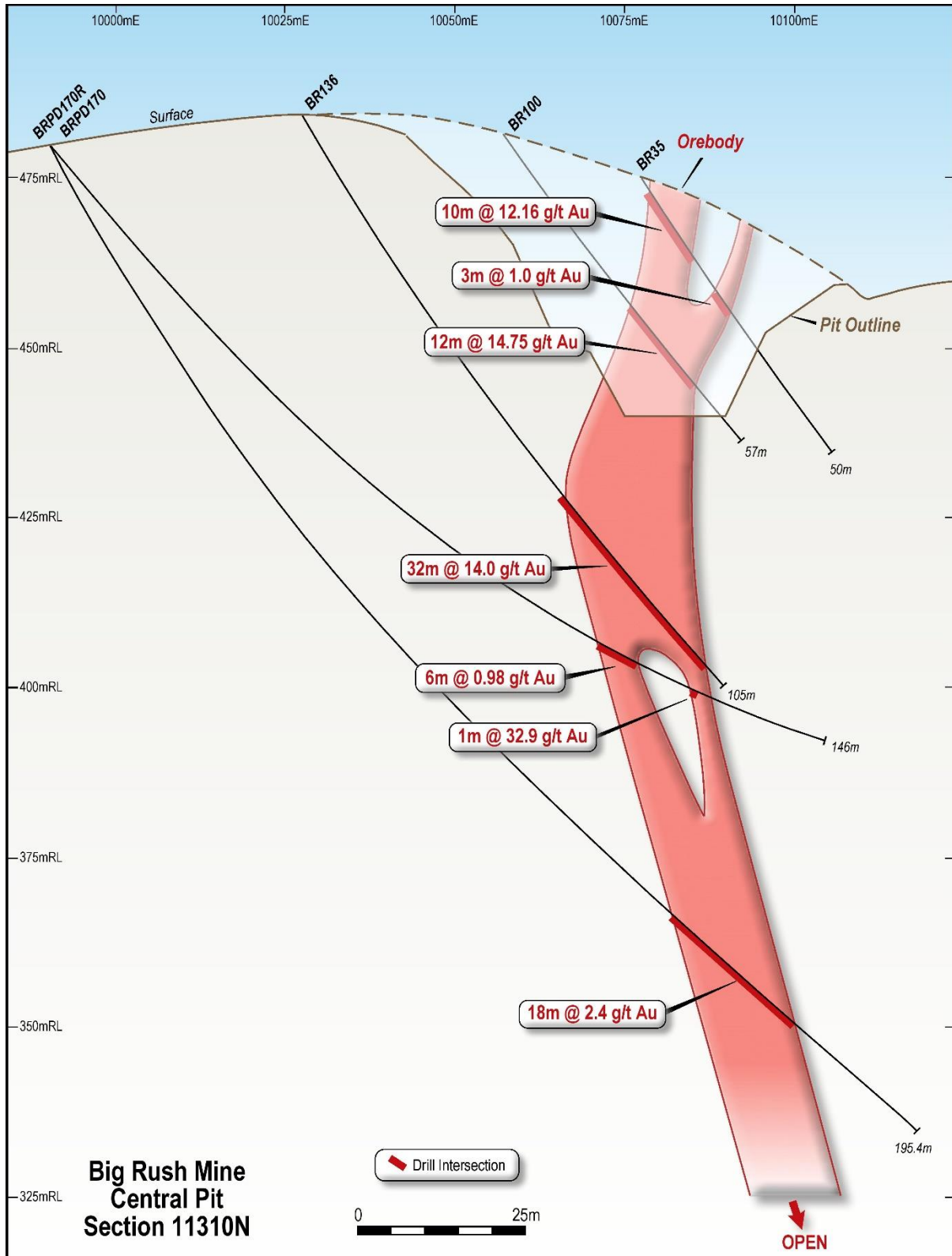


Figure 4: Cross section through the Central Pit at the Big Rush Gold Mine.



#### Planned Work at Golden Ant

- Obtain environmental approvals
- Undertake an exploration drilling program to validate the exploration targets

- Produce an updated exploration target and/or mineral resource estimate
- Complete a feasibility study to assess the projects viability

### **Issued Capital Consolidation & Company Name Change**

Subsequent to the quarter end, the Company held a General Meeting at which the shareholders approved resolutions for the Company to change its name to Great Northern Minerals Limited, in addition to conducting a consolidation of its capital on a 10:1 basis.

### **Sale of Walyering Royalty Update**

During the quarter, Greenpower provided an update in relation to its proposed sale to ASX listed Gasfields Limited (ASX:GFS) (Gasfields) of a 1.5% wellhead royalty over 50% of any production from EP447, being the proportionate share of the Tenement held by GCC Methane Pty Ltd (a wholly owned subsidiary of ASX listed Strike Energy Limited (ASX:STX), via its ownership of United Energy Limited)) (GCC Methane) (Transaction).

As announced on 28 March 2019, the parties entered into a binding Deed of Assignment of Royalty to affect the Transaction (DAR). On 23 April 2019, the Company announced that the parties agreed to amend the DAR with respect to payment of consideration. Since that announcement the Company confirms that it has received \$125,000 from Gasfields as part payment of the outstanding consideration for the Transaction.

The parties have now mutually agreed to further amend the payment of the Transaction consideration as follows:

- a) the outstanding Tranche 1 cash consideration element has been amended whereby Gasfields must pay Greenpower \$125,000 by 3 July 2019 (Tranche 1);
- b) the Tranche 2 cash consideration element has been amended where provided Gasfields does not choose to withdraw from the Transaction it must pay Greenpower \$125,000.00 by 31 October 2019 (Tranche 2); and
- c) The Tranche 3 cash consideration element has been amended whereby Gasfields must pay Greenpower \$125,000 by 30 November 2019 (Tranche 3), (Collectively, the Variations).

The Company will keep the market informed as the Transaction progresses.

### **Greenpower to Divest Guyana Asset**

Greenpower ceased its operations in Guyana during the quarter and is actively seeking third party interest in relation to acquiring Greenpower's 51% equity investment in Guyana Strategic Metals ("Guyana") which owns the Morabisi Rare Earths/Lithium project.

### **Julia Creek Vanadium Project, Ashburton Cobalt Project, OHD Coal to Bio-stimulant Project**

Following the quarter end, Greenpower moved to exit non-core projects in order to focus solely on the three North Queensland gold mines. As a result, the Company will no longer continue to invest in the Ion Minerals projects of Julia Creek and Ashburton and additionally the OHD Coal to Bio-stimulant project.

The Company decided not to exercise the option agreement with Zenith Minerals in relation to the four Ashburton tenements.



## **Corporate**

### **Company Secretary Appointment**

Greenpower announced the appointment of Aida Tabakovic of Mining Corporate during the quarter to the position of Company Secretary replacing David Peterson.

Miss Tabakovic has over 11 years' experience in the accounting profession. She holds a double degree in Accounting and Finance and a Postgraduate Degree in Business Law. Miss Tabakovic provides services to a number of ASX listed companies specialising in financial accounting and reporting and corporate compliance. Miss Tabakovic has also been involved in listing a number of junior exploration companies on the ASX.

### **Cash**

As at 30 September 2019, Greenpower has \$120,000 cash at bank.

## Appendix 5B

# Mining exploration entity and oil and gas exploration entity quarterly report

Introduced 01/07/96 Origin Appendix 8 Amended 01/07/97, 01/07/98, 30/09/01, 01/06/10, 17/12/10, 01/05/13, 01/09/16

### Name of entity

**Greenpower Energy Limited (to be renamed Great Northern Minerals Limited) and its Controlled Entities**

### ABN

22 000 002 111

### Quarter ended ("current quarter")

30 September 2019

Consolidated statement of cash flows	Current quarter \$A'000	Year to date (3 months) \$A'000
<b>1. Cash flows from operating activities</b>		
1.1 Receipts from customers	-	-
1.2 Payments for		
(a) exploration & evaluation	(386)	(386)
(b) development	-	-
(c) production	-	-
(d) staff costs	(59)	(59)
(e) administration and corporate costs	(227)	(227)
1.3 Dividends received (see note 3)	-	-
1.4 Interest received	1	1
1.5 Interest and other costs of finance paid	-	-
1.6 Income tax benefit / (paid)	224	224
1.7 Other – Proceeds from Sale of Royalty	20	20
<b>1.8 Net cash from / (used in) operating activities</b>	<b>(427)</b>	<b>(427)</b>

<b>2. Cash flows from investing activities</b>		
2.1 Payments to acquire:		
(a) property, plant and equipment	-	-
(b) tenements (see item 10)	(65)	(65)
(c) investments	-	-
(d) other non-current assets	-	-

<b>Consolidated statement of cash flows</b>		<b>Current quarter \$A'000</b>	<b>Year to date (3 months) \$A'000</b>
2.2	Proceeds from the disposal of:		
	(a) property, plant and equipment	-	-
	(b) tenements (see item 10)	-	-
	(c) investments	-	-
	(d) other non-current assets	-	-
2.3	Cash flows from loans to other entities	-	-
2.4	Dividends received (see note 3)	-	-
2.5	Other – cash on acquisition of subsidiary	-	-
<b>2.6</b>	<b>Net cash from / (used in) investing activities</b>	<b>(65)</b>	<b>(65)</b>

*\*Refer to ASX announcement released 14 May 2019*

<b>3.</b>	<b>Cash flows from financing activities</b>		
3.1	Proceeds from issues of shares	391	391
3.2	Proceeds from issue of convertible notes	-	-
3.3	Proceeds from exercise of share options	-	-
3.4	Transaction costs related to issues of shares, convertible notes or options	-	-
3.5	Proceeds from borrowings	-	-
3.6	Repayment of borrowings	-	-
3.7	Transaction costs related to loans and borrowings	-	-
3.8	Dividends paid	-	-
3.9	Other (provide details if material)	-	-
<b>3.10</b>	<b>Net cash from / (used in) financing activities</b>	<b>391</b>	<b>391</b>

<b>4.</b>	<b>Net increase / (decrease) in cash and cash equivalents for the period</b>		
4.1	Cash and cash equivalents at beginning of period	221	221
4.2	Net cash from / (used in) operating activities (item 1.9 above)	(427)	(427)
4.3	Net cash from / (used in) investing activities (item 2.6 above)	(65)	(65)
4.4	Net cash from / (used in) financing activities (item 3.10 above)	391	391
4.5	Effect of movement in exchange rates on cash held	-	-
<b>4.6</b>	<b>Cash and cash equivalents at end of period</b>	<b>120</b>	<b>120</b>



## Mining exploration entity and oil and gas exploration entity quarterly report

<b>5. Reconciliation of cash and cash equivalents</b> at the end of the quarter (as shown in the consolidated statement of cash flows) to the related items in the accounts	<b>Current quarter \$A'000</b>	<b>Previous quarter \$A'000</b>
5.1 Bank balances	58	46
5.2 Call deposits	62	175
5.3 Bank overdrafts	-	-
5.4 Other (provide details)	-	-
<b>5.5 Cash and cash equivalents at end of quarter (should equal item 4.6 above)</b>	<b>120</b>	<b>221</b>

<b>6. Payments to directors of the entity and their associates</b>	<b>Current quarter \$A'000</b>
6.1 Aggregate amount of payments to these parties included in item 1.2	77
6.2 Aggregate amount of cash flow from loans to these parties included in item 2.3	-
6.3 Include below any explanation necessary to understand the transactions included in items 6.1 and 6.2	

The amounts reported in 6.1 relate to payments to directors including non-executive directors' fees and superannuation for the quarter.

<b>7. Payments to related entities of the entity and their associates</b>	<b>Current quarter \$A'000</b>
7.1 Aggregate amount of payments to these parties included in item 1.2	-
7.2 Aggregate amount of cash flow from loans to these parties included in item 2.3	-
7.3 Include below any explanation necessary to understand the transactions included in items 7.1 and 7.2	

N/a

<b>8. Financing facilities available</b> <i>Add notes as necessary for an understanding of the position</i>	<b>Total facility amount at quarter end \$A'000</b>	<b>Amount drawn at quarter end \$A'000</b>
8.1 Loan facilities	-	-
8.2 Credit standby arrangements	-	-
8.3 Other (please specify)	-	-
8.4 Include below a description of each facility above, including the lender, interest rate and whether it is secured or unsecured. If any additional facilities have been entered into or are proposed to be entered into after quarter end, include details of those facilities as well.		

<b>9.</b>	<b>Estimated cash outflows for next quarter</b>	<b>\$A'000</b>
9.1	Exploration and evaluation	(589)
9.2	Development	-
9.3	Production	-
9.4	Staff costs	(59)
9.5	Administration and corporate costs	(269)
9.6	Other (Investment)	-
<b>9.7</b>	<b>Total estimated cash outflows</b>	<b>(917)</b>

\*Subsequent to the quarter end, the Company raised \$600,000 (before costs) and is finalising Rights Issue Prospectus to raise further funds during the quarter and be in position to fund the estimated cash outflows.

<b>10.</b>	<b>Changes in tenements (items 2.1(b) and 2.2(b) above)</b>	<b>Tenement reference and location</b>	<b>Nature of interest</b>	<b>Interest at beginning of quarter</b>	<b>Interest at end of quarter</b>
10.1	Interests in mining tenements and petroleum tenements lapsed, relinquished or reduced	E08/3018 Ashburton, WA	Relinquished	100%	0%
		E08/3019 Ashburton, WA	Relinquished	100%	0%
		E08/3020 Ashburton, WA	Relinquished	100%	0%
		E08/2966 Ashburton WA	Relinquished	100%	0%
		EL6388 Moe, Victoria	Relinquished	100%	0%
10.2	Interests in mining tenements and petroleum tenements acquired or increased	N/A			

### Compliance statement

- This statement has been prepared in accordance with accounting standards and policies which comply with Listing Rule 19.11A.
- This statement gives a true and fair view of the matters disclosed.

Sign here: .....Aida Tabakovic..... Date: .....31 October 2019.....  
(Company secretary)

Aida Tabakovic  
Print name: .....

### Notes

- The quarterly report provides a basis for informing the market how the entity's activities have been financed for the past quarter and the effect on its cash position. An entity that wishes to disclose additional information is encouraged to do so, in a note or notes included in or attached to this report.
- If this quarterly report has been prepared in accordance with Australian Accounting Standards, the definitions in, and provisions of, AASB 6: Exploration for and Evaluation of Mineral Resources and AASB 107: Statement of Cash Flows apply to this report. If this quarterly report has been prepared in accordance with other accounting standards agreed by ASX pursuant to Listing Rule 19.11A, the corresponding equivalent standards apply to this report.
- Dividends received may be classified either as cash flows from operating activities or cash flows from investing activities, depending on the accounting policy of the entity.