

## ASX & Media Release

### Green Invest Limited (ASX: GNV)

# STRUCTURE FOR GROWTH

**Melbourne, Australia, 27 February 2009**, Green Invest Limited, (Green Invest or the Company), one of Australia's leading environmental solutions company, announced today that the consolidated loss of the group for the half-year, after providing for income tax, amounted to \$1,396,014. Almost 20% of this result relates to the expense generated in accordance with accounting standards to account for the value of shares issued to employees pursuant to the company's prospectus. The loss reflects the costs associated with aligning the business models within the group and preparing for the next phase of developmental growth. The board and management are reviewing fees and costs. Green Invest continued to build and structure its operations to position itself for rapid growth as the Australian government fully implements the Carbon Pollution Reduction Scheme ("CPRS") system in 2010 and as the new US administration, many US States independently, and Canada move to cap and trade systems in the near future.

Sustainable Footprint Pty Ltd, in its first six months of operations since acquisition, has focused on the development of training and support services to allow it to train a large number of carbon auditors and support them through a carbon auditing portal. The CPRS implementation is driving a rapid growth in carbon auditing as the system mandates audits annually. The ability to generate annuity type revenue through training and support (provide with a web portal access charge) is seen as the best way to tap into this rapidly expanding market.

The successful development of GreenPlumbers USA over the past six months has seen many new initiatives being driven out of the US. With more than 450,000 US plumbers who could be trained, the US operations have developed and now initiated an on-line training system for GreenPlumbers. Whilst this has taken time and money, the benefit will be a substantially lower cost per trainee in the future, more significant because of the potential number of plumbers to train and license as GreenPlumbers.

The expansion of the Sustainable Footprint training and support model into the US and the development of a GreenElectricians extension of the GreenPlumbers model (to target the 600,000 US Electricians ) makes the continued development of on-line training modules and capacity vital to Green Invest's long term success in its environmental services business.

Next Generation Energy Solutions Pty Ltd ("Nextgen") has continued to develop its green environmental broking services expertise. Just as importantly it has commenced the development of exchange traded environmental commodity capacity and an on-line broking capacity. Advisory services and an expanded financial services capacity is also currently being developed in line with the commencement of carbon trading in 2010 and the governments auctions of carbon off-sets for the largest emitters also to commence in 2010. This expansion of services will require close attention to AFSL requirements, and in order to ensure this, Green Invest has engaged Emergence Consulting, an expert in this field.

The group is also being structured to offer the full spectrum of services across the carbon cap and trade process to all customers no matter where they initially contact the group. This process is already producing results for example, customers using GreenPlumbers for installations

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services also utilising Nextgen for carbon trading.

Despite the current global market conditions and the likely decrease in consumer spending, Green Invest is still in a strong position and is expected to continue to grow through expansion of service offerings in both environmental services and financial services. Governments are continuing to allocate significant funding to the development of the low carbon economy and clean energy solutions. The focus on “green collar” job creation, especially in the US, makes the GreenPlumbers, GreenElectricians, GreenProfessionals and Sustainable Footprint training focus a driving force behind our globalisation of the Green Invest model.

Green Invest has developed plans to significantly expand its Financial Services offering and its Environmental Services business both nationally and on a global level during 2009.

Green Invest is operating in a rapidly developing international market for environmental products and services. Governments worldwide are investing heavily in green jobs and to combat global warming.

Over the past year we have been invested in establishing our model and are now entering the next stage of development to grow and capitalise on our unique structure and market position. As revenues build there remains a focus on reducing costs and preserving cash with all parts of the business under constant review.

#### **ABOUT GREEN INVEST LIMITED**

Green Invest Limited, Australia's leading environmental solutions company, comprises GreenPlumbers®, Sustainable Footprint and NextGen:



GreenPlumbers® is one of Australia's leading environmental products and installation services aggregating environmental commodities. Originally founded by the Master Plumbers and Mechanical Services Association of Australia (MPMSAA) in 2005, GreenPlumbers® now provides national distribution and installation of environmentally friendly plumbing products and green audits through a network of trained and accredited GreenPlumbers®



Sustainable Footprint was developed in order to satisfy the growing worldwide market demand for energy and water reduction. Sustainable Footprint provides clients with an insight into the status of energy and water use within their organisation through the process of an energy and water assessment. Sustainable Footprint also provides organisations with a full range of sustainable environmental training workshop.



Nextgen is Australia's leading broker of environmental commodities in both over-the-counter and exchange traded markets. With the arrival of emissions trading in the form of the Carbon Pollution Reduction Scheme (CPRS), Nextgen has developed a suite of products to assist clients in managing the opportunities and challenges, which arise from this structural change to the Australian economy. Nextgen also provides related market advisory services, data and the leading environmental publication “The Green Room” to assist clients with their financial and environmental objectives.

Green Invest plans to continue developing a portfolio of inter-related businesses with leading market positions in the emerging environmental commodities and services market. For more information please visit [www.greeninvest.com](http://www.greeninvest.com).

#### Further enquiries:

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Green Invest Limited  
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Stephen Munday  
Chief Financial Officer  
Green Invest Limited  
Ph: (03) 9220 0118

**Green Invest Limited  
ABN: 49 119 031 462  
AND CONTROLLED ENTITIES**

**HALF-YEAR INFORMATION  
FOR THE SIX MONTHS ENDED 31 DECEMBER 2008  
PROVIDED TO THE ASX UNDER LISTING RULE 4.2A**

**This half-year financial report is to be read in conjunction with the financial report for the year ended 30 June 2008.**

# Appendix 4D

## Half Year Report for the six months to 31 December 2008

Green Invest Limited  
ABN: 49 119 031 462

### 1. Reporting period

Report for the half year ended: 31 December 2008

Previous corresponding periods: Financial year ended 30 June 2008  
Half- year ended 31 December 2007

### 2. Results for announcement to the market

Revenues from ordinary activities	up	N/A	To	4,465,888
Loss from ordinary activities after tax attributable to members	down	251%	To	1,396,014
Net loss for the period attributable to members	down	251%	To	1,396,014

*(Prior year numbers are not comparable as they represent the business prior to listing)*

The commentary on the results for the period is contained in the review of operations section of the Directors Report which is in the Financial Report attached.

### 3. Dividends

No Dividends have been declared by the Directors for the current period or previous corresponding periods.

### 4. Net tangible assets per security

	31 December 2008	31 December 2007
Net tangible asset backing per ordinary security	(2.9) cents	2.3 cents

# Appendix 4D

## Half Year Report for the six months to 31 December 2008

Green Invest Limited.  
ABN: 49 119 031 462

### 5. Details of entities over which control has been gained or lost during the period:

#### Control gained over entities

Name of entities	Sustainable Footprint Pty Ltd	
Date of gain of control	1 July 2008	
Contribution to consolidated loss from ordinary activities after tax by the controlled entities since the date in the current period on which control was acquired		(\$165,421)
Profit (loss) from ordinary activities after tax of the controlled entities for the whole of the previous corresponding period		N/A

### 6. The financial information provided in the Appendix 4D is based on the half year condensed financial report (attached).

### 7. Independent review of the financial report.

The financial report has been independently reviewed. The financial report is not subject to a qualified independent review statement

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***green invest***

Investing in Sustainability

**GREEN INVEST LIMITED**

**ABN: 49 119 031 462**

**AND CONTROLLED ENTITIES**

**FINANCIAL REPORT  
FOR THE HALF-YEAR ENDED  
31 DECEMBER 2008**

This half-year financial report is to be read  
in conjunction with the financial report  
for the year ended 30 June 2008.



**GREEN INVEST LIMITED AND CONTROLLED ENTITIES  
FINANCIAL REPORT FOR THE HALF-YEAR ENDED  
31 DECEMBER 2008**

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## GREEN INVEST LIMITED AND CONTROLLED ENTITIES

ABN: 49 119 031 462

### DIRECTORS' REPORT

The directors present their report together with the condensed financial report of the consolidated entity consisting of Green Invest Limited and the entities it controlled, for the half-year ended 31 December 2008 and independent review report thereon. This financial report has been prepared in accordance with Australian equivalents of International Financial Reporting Standards.

#### Directors Names

The names of the director in office at any time during or since the end of the half-year are:

Name	Period of directorship
David Galbally	Director since 30 November 2007
Ian McMillan	Director since 30 November 2007
Ken Edwards	Director since 30 November 2007
Adrian Pratt	Director appointed 15 August 2008
Ron Lunt	Director appointed 16 February 2009
Jarmal Richard	Director appointed 16 February 2009

The directors have been in office since the start of the financial period to the date of this report unless otherwise stated.

#### Review of Operations

The consolidated loss of the group for the half-year after providing for income tax amounted to \$1,396,014. The loss reflects the costs associated with aligning the business models within the group. Green Invest continued to build and structure its operations to position itself for rapid growth as the Australian government fully implements the Carbon Pollution Reduction Scheme ("CPRS") in 2010 and as the new US administration, many US States independently and Canada move to cap and trade systems in the near future.

Sustainable Footprint Pty Ltd, in its first six months of operations since acquisition, has focused on the development of training and support services to allow it to train a large number of carbon auditors and support them through a carbon auditing portal. The CPRS implementation is driving a rapid growth in carbon auditing as the system mandates audits annually. The ability to generate annuity type revenue through training and support (provide with a web portal access charge) is seen as the best way to tap into this rapidly expanding market.

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The expansion of the Sustainable Footprint training and support model into the US and the development of a GreenElectricians extension of the GreenPlumbers model (to target the 600,000 US Electricians ) makes the continued development of on-line training modules and capacity vital to Green Invest's long term success in its environmental services business.

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## GREEN INVEST LIMITED AND CONTROLLED ENTITIES

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### Review of Operations (continued)

Despite the current global market conditions and the likely decrease in consumer spending, Green Invest is still in a strong position and is expected to continue to grow through expansion of service offerings in both environmental services and financial services. Governments are continuing to allocate significant funding to the development of the low carbon economy and clean energy solutions. The focus on "green collar" job creation, especially in the US, makes the GreenPlumbers, GreenElectricians, GreenProfessionals and Sustainable Footprint training focus a driving force behind our globalisation of the Green Invest model.

Green Invest has developed plans to significantly expand its Financial Services offering and its Environmental Services business both nationally and on a global level during 2009.

### Significant changes in the state of affairs

As reported in the annual financial report, the parent entity acquired 100% of Sustainable Footprint Pty Ltd on 1 July 2008, an environmental auditing and carbon off-set measurement company.

The Company issued \$475,000 of secured convertible notes on 30 September 2008 and \$50,000 of secured convertible notes on 3 October 2008. The notes attract 12% interest and are convertible at 25 cents. The interest rate on the notes increases to 3% above the Penalty Interest Rates Act 1993 rate after six months. Interest is accumulated with the principal amount quarterly in arrears. The Company also issued 2,000,000 shares and 1,000,000 options over ordinary shares in a share placement of \$500,000 on 30 September 2008. The options are unlisted, with an exercise price of 50 cents expiring in three years. The funding enables the consolidated entity to pursue several acquisition opportunities both locally and internationally in line with its growth strategy.

### Subsequent Events

On 27 February 2009 the Company issued \$225,000 of series B secured convertible notes. The terms of the notes include that interest at the rate of 12% is accumulated with the principal amount quarterly in arrears and at the option of the note holder the note will be repaid on 27 February 2010 or if the notes were to be converted at the option of the note holder, the conversion price would be the lower of 25 cents or such other price that shares might be issued during the term of the notes or such price as calculated by applying a 20% discount to the 30 day weighted average price the shares trade at after June 2009. The company issued 1,800,000 options over ordinary shares with an exercise price of 25 cents to the series B secured convertible note holders. These options are unlisted and expire in three years.

On 27 February 2009 the company signed agreements with several of the series A secured convertible note holders representing \$400,000 of the total \$525,000 series A secured convertible notes on issue:

- (a) \$300,000 of which relates to one of the company's major shareholders Francis William Galbally, this agreement included issuing 2,400,000 options over ordinary shares on identical terms to those issued to Series B secured convertible note holders and an amendment to the Series A secured convertible notes to include an extension of the redemption date to 25 March 2010 rather than March 2009. Interest at the rate of 12% is accumulated with the principal amount quarterly in arrears and at the option of the note holder, the note will be repaid on 25 March 2010, or if the notes were to be converted at the option of the note holder, the conversion price would be the lower of 25 cents or such other price that shares might be issued during the term of the notes, or such price as calculated by applying a 20% discount to the 30 day weighted average price the shares trade at after July 2009. The convertible notes are convertible to ordinary shares at any time by the note holder and will only be repaid in cash at the redemption date at the option of the note holder.
- (b) \$100,000 of which relates to convertible series A secured note holders, this agreement included issuing 400,000 options over ordinary shares on identical terms to those issued to Series B secured convertible note holders and an amendment to the Series A secured convertible notes to include an extension of the redemption date to 25 September 2009 rather than 25 March 2009. Interest at the rate of 12% is accumulated with the principal amount quarterly in arrears and at the option of the note holder the note will be repaid on 25 September 2009 or if the notes were to be converted at the option of the note holder the conversion price would be the lower of 25 cents or such other price that shares might be issued during the term of the notes or such price as calculated by applying a 20% discount to the 30 day weighted average price the shares trade at during July to September 2009. The convertible notes are convertible to ordinary shares at any time by the note holder and will only be repaid in cash at the redemption date at the option of the note holder.

**GREEN INVEST LIMITED AND CONTROLLED ENTITIES**

**ABN: 49 119 031 462**

**Subsequent Events (continued)**

The exercise prices of both series A and series B options have been determined by reference to the share price of the September private capital placement of \$500,000 which was approved by shareholders at the company's AGM in November 2008 and the current share price of 26 cents.

The funding enables the consolidated entity to continue to pursue several acquisition opportunities both locally and internationally in line with its growth strategy and is the finalisation of the funding announced in September 2008.

**Auditor's Independence Declaration**

A copy of the auditor's independence declaration in relation to the review for the half-year is provided with this report.

**Signed in accordance with a resolution of the directors:**



Ian McMillan

Managing Director

Dated this 27<sup>th</sup> day of February 2009

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**AUDITOR'S INDEPENDENCE DECLARATION****To the Directors of Green Invest Limited.**

In relation to the half-year independent review for the six months to 31 December 2008, to the best of my knowledge and belief there have been:

- (i) No contraventions of the auditor independence requirements of the Corporations Act 2001
- (ii) No contraventions of any applicable code of professional conduct



**PITCHER PARTNERS**  
Melbourne



**B J BRITTEN**  
27 February 2009

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## GREEN INVEST LIMITED AND CONTROLLED ENTITIES

ABN: 49 119 031 462

CONDENSED CONSOLIDATED INCOME STATEMENT  
FOR THE HALF YEAR ENDED 31 DECEMBER 2008

	Half-year	
	2008	2007
	\$	\$
Revenue		
Sales revenue	4,414,547	-
Other income	51,341	401
	<u>4,465,888</u>	<u>401</u>
Cost of sales	(2,693,996)	-
Employee benefits expense	(1,433,877)	(40,000)
Depreciation expenses	(54,921)	(5,354)
Occupancy expenses	(101,363)	-
Administrative expenses	(330,262)	(352,224)
Travel expenses	(61,095)	-
Consulting expenses	(190,643)	-
Professional fees	(357,167)	-
Finance costs	(16,734)	-
Share based payments (note 5(c))	(260,000)	-
Other expenses	(334,059)	-
	<u>(5,834,117)</u>	<u>(397,578)</u>
<b>Loss before income tax</b>	<b>(1,368,229)</b>	<b>(397,177)</b>
Income tax expense	(27,785)	-
<b>Loss from continuing operations</b>	<b>(1,396,014)</b>	<b>(397,177)</b>
<b>Loss attributable to the members of Green Invest Limited</b>	<b>(1,396,014)</b>	<b>(397,177)</b>
Basic earnings per share	(\$0.04)	(\$0.05)
Diluted earnings per share	(\$0.04)	(\$0.05)

The accompanying notes form part of these financial statements.

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## GREEN INVEST LIMITED AND CONTROLLED ENTITIES

ABN: 49 119 031 462

## CONDENSED CONSOLIDATED BALANCE SHEET

AS AT 31 DECEMBER 2008

	31 Dec 2008	30 June 2008
<b>CURRENT ASSETS</b>		
Cash and cash equivalents	1,424,044	1,581,384
Trade receivables	750,796	1,629,910
Work in Progress	133,275	109,838
Other	93,214	24,581
<b>TOTAL CURRENT ASSETS</b>	<u>2,401,329</u>	<u>3,345,713</u>
<b>NON-CURRENT ASSETS</b>		
Plant and equipment	320,444	331,391
Intangible assets	5,402,706	5,142,706
<b>TOTAL NON-CURRENT ASSETS</b>	<u>5,723,150</u>	<u>5,474,097</u>
<b>TOTAL ASSETS</b>	<u>8,124,479</u>	<u>8,819,810</u>
<b>CURRENT LIABILITIES</b>		
Trade and other payables	2,005,522	2,531,531
Interest bearing liabilities	225,000	-
Current tax liabilities	11,199	185,840
Provisions	50,931	51,715
Other	205,742	265,683
<b>TOTAL CURRENT LIABILITIES</b>	<u>2,498,394</u>	<u>3,034,769</u>
<b>NON-CURRENT LIABILITIES</b>		
Interest bearing liabilities	315,750	-
Provisions	7,070	3,462
<b>TOTAL NON-CURRENT LIABILITIES</b>	<u>322,820</u>	<u>3,462</u>
<b>TOTAL LIABILITIES</b>	<u>2,821,214</u>	<u>3,038,231</u>
<b>NET ASSETS</b>	<u>5,303,265</u>	<u>5,781,579</u>
<b>EQUITY</b>		
Share capital	8,283,139	7,365,439
Accumulated Losses	(2,979,874)	(1,583,860)
<b>TOTAL EQUITY</b>	<u>5,303,265</u>	<u>5,781,579</u>

The accompanying notes form part of these financial statements.

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GREEN INVEST LIMITED AND CONTROLLED ENTITIES

ABN: 49 119 031 462

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY  
FOR THE HALF YEAR ENDED 31 DECEMBER 2008

	Half-year	
	2008	2007
<b>TOTAL EQUITY AT THE BEGINNING OF THE HALF-YEAR</b>	5,781,579	59,576
<b>Loss for the half-year</b>	(1,396,014)	(397,177)
<b>Total recognised income and expense for the period</b>	(1,396,014)	(397,177)
Attributable to:		
Members of the parent	(1,396,014)	(397,177)
	(1,396,014)	(397,177)
<b>Transactions with equity holders in their capacity as equity holders:</b>		
Contributions	1,000,000	357,999
Capital raising costs	(82,300)	-
	917,700	357,999
<b>TOTAL EQUITY AT THE END OF THE HALF-YEAR</b>	5,303,265	20,398

The accompanying notes form part of these financial statements.

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## GREEN INVEST LIMITED AND CONTROLLED ENTITIES

ABN: 49 119 031 462

**CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS**  
**FOR THE HALF YEAR ENDED 31 DECEMBER 2008**

	Half-year	
	2008	2007
<b>CASH FLOW FROM OPERATING ACTIVITIES</b>		
Receipts from customers	5,966,624	-
Payments to suppliers and employees	(6,815,579)	(411,708)
Interest received	16,299	378
Borrowing costs	(984)	-
Income tax paid	(202,426)	-
<b>Net cash used by operating activities</b>	<u>(1,036,066)</u>	<u>(411,330)</u>
<b>CASH FLOW FROM INVESTING ACTIVITIES</b>		
Payment for property, plant and equipment	(43,974)	(785)
Payment for investments	(20,000)	-
<b>Net cash used by investing activities</b>	<u>(63,974)</u>	<u>(785)</u>
<b>CASH FLOW FROM FINANCING ACTIVITIES</b>		
Proceeds from share issue	417,700	357,999
Proceeds from borrowings	525,000	21,390
<b>Net cash provided by financing activities</b>	<u>942,700</u>	<u>379,389</u>
<b>Net increase in cash and cash equivalents</b>	(157,340)	(32,726)
Cash and cash equivalents at beginning of half year	1,581,384	34,103
<b>Cash and cash equivalents at end of the half-year</b>	<u>1,424,044</u>	<u>1,377</u>

The accompanying notes form part of these financial statements.

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**GREEN INVEST LIMITED AND CONTROLLED ENTITIES**

**ABN: 49 119 031 462**

**NOTE 1: BASIS OF PREPARATION OF THE HALF-YEAR FINANCIAL REPORT**

This half-year financial report does not include all the notes of the type usually included in an annual financial report.

It is recommended that this financial report be read in conjunction with the financial report for the year ended 30 June 2008 and any public announcements made by Green Invest Limited during the half-year in accordance with any continuous disclosure obligations arising under the *Corporations Act 2001*.

The half-year financial report was authorised for issue by the directors as at the date of the director's report.

**(a) Basis of preparation of the half-year financial report**

This general purpose half year financial report has been prepared in accordance with Accounting Standard AASB 134 *Interim Financial Reporting* and the *Corporations Act 2001*.

The half year financial report has been prepared under the historical cost convention, as modified by revaluations to fair value for certain classes of assets as described in the accounting policies.

**(b) Summary of the significant accounting policies:**

The half-year consolidated financial statements have been prepared using the same accounting policies as used in the annual financial statements for the year ended 30 June 2008.

**(c) Principles of Consolidation**

The consolidated financial statements are those of the consolidated entity, comprising the financial statements of the parent entity and of all entities, which Green Invest Limited controlled from time to time during the half year and at balance date.

The financial statements of subsidiaries are prepared for the same reporting period as the parent entity, using consistent accounting policies. Adjustments are made to bring into line any dissimilar accounting policies, which may exist. All inter-company balances and transactions, including any unrealised profits or losses have been eliminated on consolidation.

**(f) Acquisition of subsidiary**

As reported in the annual financial report, the parent entity acquired 100% of Sustainable Footprint Pty Ltd on 1 July 2008, an environmental auditing and carbon off-set measurement company. Refer to Note 2 for further information.

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## GREEN INVEST LIMITED AND CONTROLLED ENTITIES

ABN: 49 119 031 462

### NOTE 2: CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

#### In relation to Goodwill on consolidation

The consolidated entity has recognised goodwill on consolidation for its three Cash Generating Units ('CGU') being:

Next Generation Energy Solutions Pty Ltd	\$4,200,000
GreenPlumbers Global Corporation Pty Ltd	\$ 942,706
Sustainable Footprint Pty Ltd	\$ 260,000
	<u>\$ 5,402,706</u>

Each CGU goodwill amount has been tested for impairment in accordance with AASB 136.

For all of three CGU's the testing has been based on projected cash flows approved by management covering five years. Management has projected expected cash flows based on each CGU's strategic plans and expected resultant trading and cash flow. The discounting applied to each CGU's five year cash flow was based on the groups weighted average cost of capital which has been calculated as 15%.

#### Key assumptions in relation to each CGU's projected cash flows:

##### **Next Generation Energy Solutions Pty Ltd**

Next Generation Energy Solutions Pty Ltd cash flows have been projected based on the increased business expected to result from the Federal Governments Carbon Pollution Reduction Scheme CPRS implementation in relation to reporting of GHG emission by June 2009 and trade/surrender of carbon deficits by mid 2010. The projections are below growth expectations published by the Clean Energy Council in relation to the environmental commodities market growth. The projections also include growth in the international trading of Kyoto Protocol approved carbon off-set units and the expansion of the carbon derivatives market as the carbon trading market expands. Projected revenue increases for Black and Green Brokerage as a result of the markets growth result in revenue growth is expected to be 27% in 2010. The company also expects to generate revenue and growth from other sources including International Brokerage, Conferences, Memberships and other Derivative markets. The total projected revenue increase is 49% in 2010 and 15% per annum thereafter.

Whilst the Australian Government has committed to establishing an Australian emissions trading scheme by 2010 and President Obama has recently announced that the United States of America are travelling in the same direction, uncertainty still surrounds the timing of the scheme which will affect the environmental commodities market, growth projections and future outlook. The Green Energy market is still in its formative stages and is continuously evolving. The company is unable to predict the impact (if any) the current global financial crisis may have on the timing or extent of emissions trading and the associated impact on future cashflows.

##### **Green Plumbers Global Corporation Pty Ltd**

GreenPlumbers Global Corporation Pty Ltd cash flows have been projected on increases in revenues from known projects and government grants based project work. The largest of these being the National Solar for Schools Federal Government program which replaced the Green School Voucher and Commonwealth Water Grants programs. Projected revenues also include a growth in the GreenPlumber® program. These projections see revenue growth averaging slightly less than 15% per annum over the five years.

##### **Sustainable Footprint Pty Ltd**

Sustainable Footprint Pty Ltd cash flows have been projected based on the increased business expected to result from the Federal Governments Carbon Pollution Reduction Scheme CPRS implementation in relation to reporting of GHG emission by June 2009. The growth in the business for the next twelve months is based on known opportunities and an extrapolation of current growth rate in this first year of operations. Revenue growth in future years has been limited to 5% increases.

GREEN INVEST LIMITED AND CONTROLLED ENTITIES

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NOTE 3: CHANGES IN THE COMPOSITION OF THE ENTITY

**Business Combination**

On 10 July 2008, Green Invest Limited entered into a contract to acquire 100% of the share capital of Sustainable Footprint Pty Ltd (ACN: 131 691 015) The effective date of the acquisition was 1 July 2008.

The acquired business contributed revenues of \$28,791 and a net loss of \$165,421 to the group for the period from 1 July 2008 to 31 December 2008.

Details of the fair value of assets and liabilities acquired and goodwill are as follows:

<b>Consideration</b>	<b>\$</b>	
- Cash paid	20,000	
<b>Total cash paid</b>	<b>20,000</b>	
Shares issued as consideration (a)	240,000	
<b>Total acquisition cost</b>	<b>260,000</b>	
<b>Net assets acquired</b>	<b>Fair Value</b>	<b>Carrying Amount</b>
Net assets acquired	-	-
<b>Goodwill on acquisition</b>	<b>260,000</b>	<b>260,000</b>

(a) Shares issued as consideration

800,000 ordinary shares were issued on 27 August 2008 as part of the consideration. The issue price of \$0.30 was based on the fair value as at the completion date being both the price at which shares traded and the shares closing share price on the ASX of the 26<sup>th</sup> of August 2008.

(b) Goodwill on acquisition

The goodwill on acquisition arises as a result of the value of the business and brand created by the expertise of the four founders of Sustainable Footprint Pty Ltd. Given the limited scope of operation carried out by the subsidiary, it is not practical to reliably measure and recognise separately any other intangible assets.

The goodwill is attributable to the expected profitability of the acquired business and the expected synergies to arise after the group's acquisition of Sustainable Footprint Pty Ltd.

(c) Contingent consideration

Refer to Note 7 Contingent Liabilities in regard to contingent consideration on acquisition of Sustainable Footprint Pty Ltd.

## GREEN INVEST LIMITED AND CONTROLLED ENTITIES

ABN: 49 119 031 462

### NOTE 4: SEGMENT INFORMATION

The consolidated entity has the following business segments and geographical segments:

#### (a) Business Segments

- (i) Energy, green energy and carbon off-set certificate trading. Refer to Next Generation Energy Solutions below;
- (ii) Project management of environmentally friendly initiatives for government, NGO's and commercial enterprises. Refer to GreenPlumbers disclosure below; and
- (iii) Environmental auditing and carbon off-set measurement. Refer to Sustainable Footprint disclosure below.

#### (b) Geographical Segments

The consolidated entity operates predominantly in Australia.

	Half-year	
	2008	2007
	\$	\$
<b>Segment revenue</b>		
Next Generation Energy Solutions	1,341,620	-
GreenPlumbers	3,087,391	-
Sustainable Footprint	28,791	-
Unallocated	8,086	401
<b>Total revenue</b>	<u>4,465,888</u>	<u>401</u>
<b>Segment results</b>		
Next Generation Energy Solutions	75,159	-
GreenPlumbers	(195,338)	-
Sustainable Footprint	(165,421)	-
Unallocated	(1,082,629)	(397,177)
<b>Loss before income tax</b>	<u>(1,368,229)</u>	<u>(397,177)</u>

**GREEN INVEST LIMITED AND CONTROLLED ENTITIES**

ABN: 49 119 031 462

**NOTE 5: ISSUANCES, REPURCHASES, AND REPAYMENTS OF DEBT AND EQUITY SECURITIES**

	\$	\$
	<b>31 December 2008</b>	<b>30 June 2008</b>
<b>Issued and Paid Up Capital</b>	8,283,139	7,365,439

The following movements in issued capital occurred during the half year.

	Note	Number of Shares	\$
<b>Balance 1 July 2008</b>		30,901,500	7,365,439
Shares Issued pursuant to Acquisition Agreement (\$0.30 each)	5(a)	800,000	240,000
Shares Issued pursuant to private capital placement (\$0.25 each)	5(b)	2,000,000	500,000
Shares Issued to Next Generation Energy Solutions employees	5(c)	520,000	260,000
Transaction Costs			(82,300)
<b>Balance 31 December 2008</b>		<b>34,221,500</b>	<b>8,283,139</b>

- (a) Issued as consideration for the acquisition of Sustainable Footprint Pty Ltd completed on 1 July 2008.
- (b) Issued for private capital placement by Electrical Trade Union of \$2,000,000 completed on 30 September 2008.
- (c) Issued in accordance with the prospectus of Green Invest Limited. The fair value at the time of granting of these securities was \$0.50. Issued and allocated in November 2008.

**Options**

The following options to subscribe for ordinary fully paid shares were allotted during the reporting period.

Class	Expiry Date	Exercise Price	Number of Options
Electrical Trade Union Placement Options	30 September 2011	50 cents	1,000,000
Company Executive Option Plan	24 December 2013	60 cents	3,900,000

Additional options have been issues subsequent to period end, refer to Note 8.

**Convertible Notes**

The consolidated entity issued \$475,000 of secured convertible notes on 24 September 2008 and \$50,000 of secured convertible notes on 3 October 2008. The notes attract 12% interest and at the option of the note holder the note will be repaid on 30 March 2009 and 3 April 2009 respectively or if the notes were to be converted at the option of the note holder the conversion price would be the lower of 25 cents or such other price that shares might be issued during the term of the notes. The interest rate on the notes increases to 3% above the Penalty Interest Rates Act 1993 rate after six months. Interest is accumulated with the principal amount quarterly in arrears. The convertible notes are convertible to ordinary shares at any time by the note holder and will only be repaid in cash at the redemption date at the option of the note holder. \$300,000 of these notes have been extended on 24 September 2010, and \$100,000 for 25 March 2009 refer note 8.

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## GREEN INVEST LIMITED AND CONTROLLED ENTITIES

ABN: 49 119 031 462

### NOTE 6: CONTROLLED ENTITIES

The consolidated financial statements include the financial statements of Green Invest Limited and its controlled entities listed below:

	Country of Incorporation	Percentage Owned	
		31 December 2008	30 June 2008
<b>Parent Entity</b>			
Green Invest Limited	Australia		
<b>Subsidiaries of Green Invest Limited</b>			
Next Generation Energy Solutions Pty Ltd	Australia	100%	100%
Green Plumbers Global Corporation Ltd	Australia	100%	100%
Sustainable Footprint Pty Ltd (a)	Australia	100%	-
<b>Subsidiaries of Green Plumbers Global Corporation Ltd</b>			
Green Plumbers International Pty Ltd (Trustee for Green Plumbers Unit Trust)	Australia	100%	100%

- (a) Sustainable Footprint Pty Ltd was purchased on 1 July 2008 refer to Changes in the Composition of the Entity Note 3.

### NOTE 7: CONTINGENT LIABILITIES

The acquisition agreement entered into by Green Invest Limited and Sustainable Footprint Pty Ltd on 1 July 2008 includes deferred purchase components. The future payments are based on the future performance of the business and are as follows:

- (a) Year ended 30 June 2009

An additional 400,000 shares in Green Invest Limited will be issued if Sustainable Footprint Pty Ltd exceeds a revenue target of \$1,344,531 and a net profit after tax target of \$247,158.

- (b) Year ended 30 June 2010

An additional 400,000 shares in Green Invest Limited will be issued if Sustainable Footprint Pty Ltd exceeds a revenue target of \$3,720,340 and a net profit after tax target of \$1,113,364.

Based on half-year results the contingent liabilities are not considered probable as at 31 December 2008 and therefore have not been taken up as liabilities in the financial statements.

## GREEN INVEST LIMITED AND CONTROLLED ENTITIES

ABN: 49 119 031 462

### NOTE 8: SUBSEQUENT EVENTS

Material events subsequent to the end of the half-year that have not been recognised in the half-year financial statements:

On 27 February 2009 the Company issued \$225,000 of series B secured convertible notes. The terms of the notes include that interest at the rate of 12% is accumulated with the principal amount quarterly in arrears and at the option of the note holder the note will be repaid on 27 February 2010 or if the notes were to be converted at the option of the note holder, the conversion price would be the lower of 25 cents or such other price that shares might be issued during the term of the notes or such price as calculated by applying a 20% discount to the 30 day weighted average price the shares trade at after June 2009. The company issued 1,800,000 options over ordinary shares with an exercise price of 25 cents to the series B secured convertible note holders. These options are unlisted and expire in three years.

On 27 February 2009 the company signed agreements with several of the series A secured convertible note holders representing \$400,000 of the total \$525,000 series A secured convertible notes on issue:

- (a) \$300,000 of which relates to one of the company's major shareholders Francis William Galbally, this agreement included issuing 2,400,000 options over ordinary shares on identical terms to those issued to Series B secured convertible note holders and an amendment to the Series A secured convertible notes to include an extension of the redemption date to 25 March 2010 rather than March 2009. Interest at the rate of 12% is accumulated with the principal amount quarterly in arrears and at the option of the note holder, the note will be repaid on 25 March 2010, or if the notes were to be converted at the option of the note holder, the conversion price would be the lower of 25 cents or such other price that shares might be issued during the term of the notes, or such price as calculated by applying a 20% discount to the 30 day weighted average price the shares trade at after July 2009. The convertible notes are convertible to ordinary shares at any time by the note holder and will only be repaid in cash at the redemption date at the option of the note holder.;
- (b) \$100,000 of which relates to other convertible series A secured note holders, this agreement included issuing 400,000 options over ordinary shares on identical terms to those issued to Series B secured convertible note holders and an amendment to the Series A secured convertible notes to include an extension of the redemption date to 25 September 2009 rather than 25 March 2009, an interest at the rate of 12% is accumulated with the principal amount quarterly in arrears and at the option of the note holder, the note will be repaid on 25 September 2009, or if the notes were to be converted at the option of the note holder, the conversion price would be the lower of 25 cents or such other price that shares might be issued during the term of the notes, or such price as calculated by applying a 20% discount to the 30 day weighted average price the shares trade at during July to September 2009. The convertible notes are convertible to ordinary shares at any time by the note holder and will only be repaid in cash at the redemption date at the option of the note holder.

The conversion prices of both series A and series B options have been calculated considering the share price of the September private capital placement of \$500,000 which was approved by shareholders at the company's AGM in November 2008 and the current share price of 26 cents.

The funding enables the consolidated entity to continue to pursue several acquisition opportunities both locally and internationally in line with its growth strategy and is the finalisation of the funding announced in September 2008.

**GREEN INVEST LIMITED AND CONTROLLED ENTITIES**

**ABN: 49 119 031 462**

**DIRECTORS DECLARATION**

The directors declare that the financial statements and notes set out on pages 7 to 17 in accordance with the *Corporations Act 2001*:

- (a) Comply with Accounting Standard AASB 134 "Interim Financial Reporting" and the *Corporations Regulations 2001*, and
- (b) Give a true and fair view of the financial position of the consolidated entity as at 31 December 2008 and of its performance as represented by the results of its operations and its cash flows, for the half-year ended on that date.

In the directors' opinion there are reasonable grounds to believe that Green Invest Limited will be able to pay its debts as and when they become due and payable.

This declaration is made in accordance with a resolution of the directors.



Ian McMillan  
Managing Director  
Melbourne  
27 February 2009

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**INDEPENDENT AUDITOR'S REVIEW REPORT  
TO THE MEMBERS OF GREEN INVEST LIMITED**

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**Report on the Half-Year Financial Report**

We have reviewed the accompanying half-year financial report of Green Invest Limited, which comprises the condensed consolidated balance sheet as at 31 December 2008, and the condensed consolidated income statement, condensed consolidated statement of changes in equity and condensed consolidated cash flow statement for the half-year ended on that date, a statement of accounting policies, other selected explanatory notes and the directors' declaration.

*Directors' Responsibility for the Half-Year Financial Report*

The directors of Green Invest Limited are responsible for the preparation and fair presentation of the half-year financial report in accordance with Australian Accounting Standards (including the Australian Accounting Interpretations) and the *Corporations Act 2001*. This responsibility includes establishing and maintaining internal control relevant to the preparation and fair presentation of the half-year financial report that is free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

*Auditor's Responsibility*

Our responsibility is to express a conclusion on the half-year financial report based on our review. We conducted our review in accordance with Auditing Standard on Review Engagements ASRE 2410 *Review of Interim and Other Financial Reports Performed by the Independent Auditor of the Entity*, in order to state whether, on the basis of the procedures described, we have become aware of any matter that makes us believe that the financial report is not in accordance with the *Corporations Act 2001* including: giving a true and fair view of the consolidated entity's financial position as at 31 December 2008 and its performance for the half-year ended on that date; and complying with Accounting Standard AASB 134 *Interim Financial Reporting* and the *Corporations Regulations 2001*. As the auditor of Green Invest Limited, ASRE 2410 requires that we comply with the ethical requirements relevant to the audit of the annual financial report.

A review of a half-year financial report consists of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Australian Auditing Standards and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

*Independence*

In conducting our review, we have complied with the independence requirements of the *Corporations Act 2001*.

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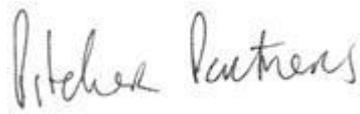
**INDEPENDENT AUDITOR'S REVIEW REPORT cont'd  
TO THE MEMBERS OF GREEN INVEST LIMITED**

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*Conclusion*

Based on our review, which is not an audit, we have not become aware of any matter that makes us believe that the half-year financial report of Green Invest Limited is not in accordance with the *Corporations Act 2001* including:

- (a) giving a true and fair view of the consolidated entity's financial position as at 31 December 2008 and of its performance for the half-year ended on that date; and
- (b) complying with Accounting Standard AASB 134 *Interim Financial Reporting* and *Corporations Regulations 2001*.



**PITCHER PARTNERS**  
Melbourne



**B J BRITTEN**  
27 February 2009

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