ENERJI LIMITED

ABN 62 009 423 189

SUPPLEMENTARY PROSPECTUS

IMPORTANT INFORMATION

This Supplementary Prospectus is dated 8 September 2009 and is supplementary to the prospectus dated 22 July 2009 issued by ENERJI LIMITED (ABN 62 009 423 189) (**Company**) (**Prospectus**).

This Supplementary Prospectus was lodged with the Australian Securities and Investments Commission (**ASIC**) on 8 September 2009. The ASIC does not take any responsibility for the contents of this Supplementary Prospectus.

This Supplementary Prospectus must be read together with the Prospectus. If there is a conflict between the Prospectus and this Supplementary Prospectus, this Supplementary Prospectus will prevail. Terms and abbreviations defined in the Prospectus have the same meaning in this Supplementary Prospectus.

This Supplementary Prospectus will be issued with the Prospectus as an electronic prospectus and may be accessed on the Internet at www.asx.com.au.

This document is important and should be read in its entirety. Please consult your legal, financial or other professional adviser if you to not fully understand the contents.

ENERJI LIMITED
ABN 62 009 423 189

SUPPLEMENTARY PROSPECTUS

1. UPDATE ON RECENT MATERIAL EVENTS

Since the date of lodgement of the Prospectus, the Company has released various announcements to ASX which contain information that could be considered material to an investor.

In order to ensure that these matters are properly incorporated into the Prospectus, they must be lodged with the ASIC (as an annexure to this Supplementary Prospectus) and released to ASX again.

This is simply a compliance exercise for the purposes of the Corporations Act.

Annexed to this Supplementary Prospectus are various announcements that the Company considers may be material.

2. DIRECTORS' AUTHORISATION

This Supplementary Prospectus is issued by the Company and its issue has been authorised by a resolution of the Directors.

In accordance with Section 720 of the Corporations Act, each Director has consented to the lodgement of this Supplementary Prospectus with the ASIC.

Mr Greg Pennefather
Director
For and on behalf of
ENERJI LIMITED

Note: All other details in relation to the terms of the Offer and other matters under the Prospectus remain unchanged.

28 July 2009
ENERCO\ASX051

The Company Announcements Platform
ASX Limited
Sydney NSW 2000

Conversion of Performance Shares

Enerji Limited ("**Enerji**" or "**the Company**") wishes to announce that the Class A, Class B and Class C Performance Shares approved at the Company's Annual General Meeting on 29 May 2009, for issue to Mr Ross Smith or his nominee, have today been converted into fully paid ordinary shares due to them having fulfilled their performance hurdles as set out in the explanatory statement to the Notice of Meeting released to the market on 27 April 2009.

For more information on Enerji, please visit our web site at www.enerji.com.au

Greg Pennefather
Managing Director
+61 414 411 622
greg.pennefather@enerji.com.au

ENERJI LIMITED

ACN 009 423 189

NOTICE OF GENERAL MEETING

TIME:	11am (WST)
DATE:	7 September 2009
PLACE:	The Celtic Club 48 Ord Street WEST PERTH WA 6005

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on (+61 8) 9367 8133.

CONTENTS PAGE

TIME AND PLACE OF MEETING AND HOW TO VOTE

VENUE

The General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 11am (WST) on 7 September 2009 at:

The Celtic Club
48 Ord Street
WEST PERTH WA 6005

YOUR VOTE IS IMPORTANT

The business of the General Meeting affects your shareholding and your vote is important.

VOTING IN PERSON

To vote in person, attend the General Meeting on the date and at the place set out above.

VOTING BY PROXY

To vote by proxy, please complete and sign the enclosed Proxy Form and return by:

(a) post to Enerji Limited, Level 2, Spectrum, 100 Railway Road, Subiaco, WA, 6008; or

(b) facsimile to the Company on facsimile number (+61 8) 9367 8812,

so that it is received not later than 11am (WST) on 5 September 2009.

Proxy Forms received later than this time will be invalid.

NOTICE OF GENERAL MEETING

Notice is given that the General Meeting of Shareholders will be held at 11 am (WST) on 7 September 2009 at The Celtic Club, 48 Ord Street, West Perth, Western Australia.

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the General Meeting. The Explanatory Statement and the Proxy Form are part of this Notice of Meeting.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the General Meeting are those who are registered Shareholders of the Company at 5pm (WST) on 5 September 2009.

Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.

AGENDA

1. RESOLUTION 1 – ELECTION OF MR ROLF HASSELSTRÖM

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

"That, Mr Rolf Hasselström, being eligible and having consented to act, be elected as a director of the Company."

2. RESOLUTION 2 – FIRST PLACEMENT OF SHARES

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 Directors to allot and issue up to 225,000,000 Shares at an issue price of $0.01 each on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast on this Resolution by any 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, and any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a 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. RESOLUTION 3 – ISSUE OF SHARES TO GREG PENNEFATHER

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

"That, for the purpose of Section 208 of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given for the Directors to allot and issue 15,000,000 Shares to Greg Pennefather (or his nominee) on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast on this Resolution by Greg Pennefather and any of its associates. However, the Company need not disregard a vote if it is cast by a person as a proxy for a 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.

4. RESOLUTION 4 – ISSUE OF OPTIONS – ROLF HASSELSTRÖM

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

"Subject to the approval of Resolution 1, that, for the purposes of Section 208 of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given for the Directors to allot and issue 4,000,000 Class A Options to Rolf Hasselström (or his nominee) on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast on this Resolution by Rolf Hasselström (or his nominee) or any of his associates. However, the Company need not disregard a vote if it is cast by a person as a proxy for a 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.

5. RESOLUTION 5 – ISSUE OF SHARES TO JABIRU METALS 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 Directors to allot and issue 1,500,000 Shares to Jabiru Metals Limited on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast on this Resolution by Jabiru Metals Limited and any 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, and any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a 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.

6. RESOLUTION 6 – ISSUE OF SHARES AND OPTIONS TO GOLDENWIRE INVESTMENTS PTY LTD

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

"That, for the purposes of Section 208 of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given for the Directors to allot and issue 6,550,504 Shares and 3,275,252 Goldenwire Options to Goldenwire Investments Pty Ltd on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast on this Resolution by Goldenwire Investments Pty Ltd and any 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, and any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a 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.

7. RESOLUTION 7 – RATIFICATION OF ISSUE OF SHARES

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

"That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, shareholders ratify the prior issue of 25,000,000 Shares at an issue price of $0.08 each on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast on this Resolution by any person who participated in the issue and any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a 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.

8. RESOLUTION 8 – SECOND PLACEMENT OF SHARES

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 Directors to allot and issue up to 2,800,000 Shares at an issue price of $0.10 each on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast on this Resolution by any 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, and any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a 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.

9. RESOLUTION 9 – ISSUE OF SHARES TO RM CORPORATE FINANCE PTY LTD

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

"That, for the purposes of Section 208 of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given for the Directors to allot and issue 4,118,025 Shares to RM Corporate Finance Pty Ltd (or its nominee) on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast on this Resolution by RM Corporate Finance Pty Ltd or any of its associates. However, the Company need not disregard a vote if it is cast by a person as a proxy for a 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.

DATED: 31 JULY 2009

BY ORDER OF THE BOARD

ROBERT MARUSCO
COMPANY SECRETARY

EXPLANATORY STATEMENT

This purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

1. RESOLUTION 1 – ELECTION OF MR ROLF HASSELSTRÖM

Generally, the Constitution requires that new directors are appointed by a resolution of Shareholders passed at a general meeting. Accordingly, pursuant to article 3.3 of the Constitution, Resolution 1 seeks the election of Mr Rolf Hasselström as a non executive director of the Company.

Set out below is a summary of the qualifications and experience of Mr Rolf Hasselström:

Rolf was born in 1951 and holds a Master of Business Administration from the Stockholm School of Economics.

He is currently the President and CEO of Opcon AB and has been member of the Opcon AB Board since 2005.

Rolf holds the following additional Board appointments: President of all companies in the Opcon Group, EKF Enskild Kapitalförvaltning AB; MNW Music Records Group; Lycknis AB; Calamus AB; Calamusgruppen AB; Svenska Rotor Holding AB; RMH Holding AB; Rolf Hasselström Konsult och Förvaltning AB; Landström Arkitekter AB; TPC Components AB; Rotor Estonia OÜ and GEP Action AB.

2. RESOLUTION 2 – FIRST PLACEMENT - SHARES

2.1 General

Resolution 2 seeks Shareholder approval for the allotment and issue of 225,000,000 Shares at an issue price of $0.01 per Share to raise $2,225,000 (**Share Placement**).

On 24 June 2009, the Company announced to ASX that it had received commitments to place all of these Shares to sophisticated and professional investors.

None of the subscribers pursuant to the Share Placement will be related parties of the Company.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue during any 12 month period any equity securities, or other securities with rights to conversion to equity (such as an option), if the number of those securities exceeds 15% of the number of securities in the same class on issue at the commencement of that 12 month period.

The effect of Resolution 2 will be to allow the Directors to issue the Shares pursuant to the Share Placement during the period of 3 months after the General Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

2.2 Technical information required by ASX Listing Rule 7.1

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to the Share Placement:

(a) the maximum number of Shares to be issued is 225,000,000;

(b) the Shares will be issued no later than 3 months after the date of the General Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that allotment will occur on the same date;

(c) the issue price will be $0.01 per Share;

(d) the Directors will determine to whom the Shares will be issued but these persons will not be related parties of the Company;

(e) the Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares; and

(f) the Company intends to use the funds raised from the Placement towards making a secured loan to CoGen Power Pty Ltd of up to $1.8 million, completion of due diligence on CoGen Power Pty Ltd and otherwise working capital of the Company.

3. RESOLUTION 3 – ISSUE OF SHARES TO GREG PENNEFATHER

3.1 General

The Company has agreed, subject to obtaining Shareholder approval, to allot and issue 15,000,000 Shares to Mr Greg Pennefather at an issue price of $0.0001 each.

By way of background, when Mr Pennefather joined the Company as Managing Director his remuneration package called for the issue to him of 15,000,000 Performance Shares on the same terms as those that were previously issued to Mr Ross Smith.

The Performance Shares were to be broken down into:

(a) 5,000,000 Class A Performance Shares;

(b) 5,000,000 Class B Performance Shares; and

(c) 5,000,000 Class C Performance Shares.

The performance hurdles for the Performance Shares were to be as follows:

(a) a Class A Performance Share will automatically convert into one fully paid, ordinary Share in the event the volume weighted average price of the Ordinary Shares as traded on ASX over 20 consecutive trading days is at least 3 cents (as adjusted for any consolidation or split of Enerji's shares after the date of issue of the Class A Performance Shares), provided this occurs before 31 December 2011;

(b) a Class B Performance Share will automatically convert into one fully paid, ordinary Share in the event the volume weighted average price of the Ordinary Shares as traded on ASX over 20 consecutive trading days is at least 6 cents (as adjusted for any consolidation or split of Enerji's shares after the date of issue of the Class B Performance Shares), provided this occurs before 31 December 2011; and

(c) a Class C Performance Share will automatically convert into one fully paid, ordinary Share in the event the volume weighted average price of the Ordinary Shares as traded on ASX over 20 consecutive trading days is at least 9 cents (as adjusted for any consolidation or split of Enerji's shares after the date of issue of the Class C Performance Shares), provided this occurs before 31 December 2011.

The milestones set out above were deemed appropriate and reasonable at the time because the Company's share price was trading at less than 3 cents per Share.

Each of the milestones set out above have already been satisfied and therefore the Company is now seeking to issue Mr Pennefather the ordinary Shares that he is now entitled to under his remuneration package.

3.2 Chapter 2E of the Corporations Act

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

(a) obtain the approval of the public company's members in the manner set out in Sections 217 to 227 of the Corporations Act; and

(b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in Sections 210 to 216 of the Corporations Act.

The issue of the Shares to Greg Pennefather constitutes the giving a financial benefit as Greg Pennefather will be a director of the Company. As such, Greg Pennefather is a related party of the Company.

It is the view of the Directors that the exceptions set out in Sections 210 to 216 of the Corporations Act do not apply in the current circumstances. Accordingly, Shareholder approval is sought for the issue of Shares to Greg Pennefather.

3.3 ASX Listing Rule 10.11

ASX Listing Rule 10.11 requires shareholder approval to be obtained where an entity issues, or agrees to issue, equity securities to a related party, or a person whose relationship with the entity or a related party is, in ASX's opinion, such that approval should be obtained, unless an exception in ASX Listing Rule 10.12 applies. It is the view of the Directors that the exceptions set out in ASX Listing Rule 10.12 do not apply.

The issue of the Shares to Greg Pennefather involves the issue of equity securities to a related party of the Company. Accordingly, approval is sought from Shareholders for the purposes of ASX Listing Rule 10.11.

3.4 Shareholder Approval (Chapter 2E of the Corporations Act and Listing Rule 10.11)

Pursuant to and in accordance with the requirements of Sections 217 to 227 of the Corporations Act and ASX Listing Rule 10.13, the following information is provided in relation to the proposed issue of Shares to Greg Pennefather:

(a) the related party is Greg Pennefather, who is a director of the Company. As such, Greg Pennefather is a related party of the Company;

(b) the maximum number of Shares (being the nature of the financial benefit being provided) to be issued to Greg Pennefather is 15,000,000;

(c) the Shares will be issued to Greg Pennefather no later than 1 month after the date of the General Meeting (or such later date as permitted by any ASX waiver or modification of the ASX Listing Rules) and it is anticipated the Shares will be issued on one date;

(d) the Shares will be issued at a price of $0.0001 each (raising $1,500). These funds will be used for working capital purposes;

(e) the Shares will be issued on the same terms and conditions as the Company's existing issued Shares;

(f) the relevant interests of Greg Pennefather and its associates in securities of the Company are set out below;

Related Party	Shares
Greg Pennefather	Nil

(g) the Company has paid Greg Pennefather historical fees of $20,961.54 as part of a salary of $250,000 per annum (plus superannuation) following his appointment as a Director;

(h) if the Shares are issued, this will increase the number of Shares on issue from 171,436,294 to 186,436,294 (assuming that no other Options are exercised, no convertible notes are converted and no other Shares issued) with the effect that the shareholding of existing Shareholders would be diluted by 8.75%;

(i) the trading history of the Shares on ASX in the 12 months before the date of this Notice of General Meeting is set out below:

	Price	Date
Highest	16 cents	19 June 2009
Lowest	0.4 cents	24 March 2009
Last	8.7 cents	16 July 2009

(j) the primary purpose of the issue of the Shares to Greg Pennefather is to provide a market linked incentive package in his capacity as Managing Director and for the future performance by him in this role. The Board does not consider that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Shares upon the terms proposed; and

(k) the Directors, (other than Greg Pennefather who has a material interest in the outcome of Resolution 3), recommend that Shareholders vote in favour of Resolution 3. The Board (other than Greg Pennefather) is not aware of any other information that would be reasonably required by Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass the Resolution.

Approval pursuant to ASX Listing Rule 7.1 is not required in order to issue the Shares to Greg Pennefather as approval is being obtained under ASX Listing Rule 10.11. Accordingly, the issue of the Shares to Mr Pennefather will not be included in the 15% calculation of the Company's annual placement capacity pursuant to ASX Listing Rule 7.1.

4. RESOLUTION 4 – ISSUE OF OPTIONS TO ROLF HASSELSTRÖM

4.1 General

The Company has agreed, subject to obtaining Shareholder approval, to allot and issue 4,000,000 Class A Options, on the terms and conditions set out below, to Rolf Hasselström (or his nominee).

4.2 Performance Hurdles for Class A Options

The Class A Options will only vest with the Optionholder upon the volume weighted average price of the Ordinary Shares, as traded on ASX over 20 consecutive trading days (VWAP), being at least 30 cents (as adjusted for any consolidation or split of Enerji's shares after the date of issue of the Class A Options), provided this occurs before 31 December 2016.

The milestone set out above and the exercise price of the Class A Options ($0.03 each) is considered reasonable by the Directors because:

(a) the Company's Share price was trading at less than $0.03 at the time the Company agreed to issue the Class A Options to Mr Hasselström; and

(b) in order for the Class A Options to vest, the Share price must trade above 30 cents over 20 consecutive trading days. This milestone is significant premium to the current trading price of the Company's shares.

4.3 Chapter 2E of the Corporations Act

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

(a) obtain the approval of the public company's members in the manner set out in Sections 217 to 227 of the Corporations Act; and

(b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in Sections 210 to 216 of the Corporations Act.

The issue of the Class A Options to Mr Hasselström constitutes the giving a financial benefit, and, as a proposed Director of the Company, Rolf Hasselström is a related party of the Company.

It is the view of the Directors that the exceptions set out in Sections 210 to 216 of the Corporations Act do not apply in the current circumstances. Accordingly, Shareholder approval is sought for the issue of the Class A Options to Mr Hasselström.

4.4 ASX Listing Rule 10.11

ASX Listing Rule 10.11 requires shareholder approval to be obtained where an entity issues, or agrees to issue, equity securities to a related party, or a person whose relationship with the entity or a related party is, in ASX's opinion, such that approval should be obtained, unless an exception in ASX Listing Rule 10.12 applies. It is the view of the Directors that the exceptions set out in ASX Listing Rule 10.12 do not apply.

The issue of the Class A Options to Mr Hasselström involves the issue of equity securities to a related party of the Company. Accordingly, approval is sought from Shareholders for the purposes of ASX Listing Rule 10.11.

4.5 Shareholder Approval (Chapter 2E of the Corporations Act and Listing Rule 10.11)

Pursuant to and in accordance with the requirements of Sections 217 to 227 of the Corporations Act and ASX Listing Rule 10.13, the following information is provided in relation to the proposed issue of the Class A Options:

(a) the related party is Mr Rolf Hasselström, and he is a related party by virtue of being a proposed Director;

(b) the maximum number of Class A Options (being the nature of the financial benefit being provided) to be issued to Mr Hasselström (or his nominee) is 4,000,000 Class A Options;

(c) the Class A Options will be issued to Mr Hasselström (or his nominee) no later than 1 month after the date of the General Meeting (or such later date as permitted by any ASX waiver or modification of the ASX Listing Rules) and it is anticipated the Class A Options will be issued on one date;

(d) the Class A Options will be issued for nil cash consideration, accordingly no funds will be raised;

(e) the terms and conditions of the Class A Options are set out in Schedule 1;

(f) the value of the Class A Options and the pricing methodology is set out in Schedule 2;

(g) the relevant interests of Mr Hasselström in securities of the Company is set out below;

Related Party	Shares	Options
Rolf Hasselström	Nil	Nil

(h) the remuneration and emoluments from the Company to Mr Hasselström for both the current financial year and previous financial year are set out below:

Related Party	Current Financial Year	Previous Financial Year
Rolf Hasselström	Nil	Nil

(i) it is proposed that Mr Hasselström will be paid fees of $50,000 per annum following his appointment as a Director;

(j) if the Class A Options issued to Mr Hasselström (or his nominee) are exercised, a total of 4,000,000 Shares would be allotted and issued. This will increase the number of Shares on issue from 171,436,294 to 175,436,294 (assuming that no other Options are exercised, no convertible notes are converted and no other Shares issued) with the effect that the shareholding of existing Shareholders would be diluted by 2.3%;

(k) the market price for Shares during the term of the Class A Options would normally determine whether or not the Options are exercised. If, at any time the Class A Options are exercised and the Shares are trading on ASX at a price that is higher than the exercise price of the Class A Options, there may be a perceived cost to the Company;

(l) the trading history of the Shares on ASX in the 12 months before the date of this Notice of General Meeting is set out below:

	Price	Date
Highest	16 cents	19 June 2009
Lowest	0.4 cents	24 March 2009
Last	8.9 cents	19 July 2009

(m) the primary purpose of the issue of the Class A Options to Mr Hasselström is to provide cost effective consideration to Mr Hasselström for his ongoing commitment and contribution to the Company in his role as a Non Executive Director. The Board does not consider that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Class A Options upon the terms proposed;

(n) the Board acknowledges the issue of the Class A Options to Mr Hasselström is contrary to Recommendation 8.2 of the ASX Corporate Governance Principles and Recommendations. However, the Board considers the issue of the Class A Options to Mr Hasselström is reasonable in the circumstances, given the necessity to attract the highest calibre of professionals to the Company, whilst maintaining the Company's cash reserves; and

(o) Rolf Hasselström declines to make a recommendation to Shareholders in relation to Resolution 4 due to his material personal interest in the outcome of the Resolution. The other Directors, who do not have a material interest in the outcome of Resolution 4, recommend that Shareholders vote in favour of Resolution 4 because they consider that the issue of the Class A Options represents reasonable remuneration to attract a high calibre professional such as Mr Hasselström. The Board is not aware of any other information that would be reasonably required by Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass the Resolution.

Approval pursuant to ASX Listing Rule 7.1 is not required in order to issue the Class A Options to Rolf Hasselström as approval is being obtained under ASX Listing Rule 10.11. Accordingly, the issue of the Class A Options to the Rolf Hasselström will not be included in the 15% calculation of the Company's annual placement capacity pursuant to ASX Listing Rule 7.1.

5. RESOLUTION 5 – ISSUE OF SHARES TO JABIRU METALS LIMITED

5.1 General

Resolution 5 seeks Shareholder approval for the allotment and issue of 1,500,000 Shares to Jabiru Metals Limited (**Jabiru Placement**).

The Jabiru Placement is proposed as part of the consideration to be paid to Jabiru Metals Limited under a share sale agreement to acquire CoGen Power Pty Ltd (an entity that holds some of the intellectual property relating to the Opcon transaction).

The sole subscriber pursuant to the Jabiru Placement will not be a related party of the Company.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue during any 12 month period any equity securities, or other securities with rights to conversion to equity (such as an option), if the number of those securities exceeds 15% of the number of securities in the same class on issue at the commencement of that 12 month period.

The effect of Resolution 5 will be to allow the Directors to issue the Shares pursuant to the Jabiru Placement during the period of 3 months after the General Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

5.2 Technical information required by ASX Listing Rule 7.1

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to the Jabiru Placement:

(a) the maximum number of Shares to be issued is 1,500,000;

(b) the Shares will be issued no later than 3 months after the date of the General Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that allotment will occur on the same date;

(c) the deemed issue price of the Shares will be $0.0666666667 each;

(d) the sole allottee of the Shares will be Jabiru Metals Limited;

(e) the Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares; and

(f) there will be no funds raised from the issue of the Shares as they are being issued as partial consideration under a share sale agreement entered into with Jabiru Metals Limited (to acquire CoGen Power Pty Ltd).

6. RESOLUTION 6 – ISSUE OF SHARES TO GOLDENWIRE INVESTMENTS PTY LTD

6.1 General

The Company has agreed, subject to obtaining Shareholder approval, to allot and issue to Goldenwire Investments Pty Ltd (an entity controlled by Mr Colin Barboutis, a former director of the Company) (**Goldenwire**):

(a) 6,550,504 Shares; and

(b) 3,275,252 Goldenwire Options,

(together, the **Goldenwire Securities**).

Goldenwire entered into a convertible note agreement with the Company in April 2009 and was, subject to Shareholder approval, to have been issued 6,550,504 Shares and a one (1) for two (2) free Option (with an exercise price of $0.03 and an expiry date of 31 December 2016).

At the Annual General Meeting of the Company held on 29 May 2009, shareholder approval was obtained under Listing Rule 7.1 to issue securities on conversion of various convertible notes, however, shareholder approval was not obtained to issue Shares and Options to Goldenwire in accordance with ASX Listing Rule 10.11 (when such an approval would be required in order to issue securities to Goldenwire because it is a related party of the Company). As such, the Company was not able to issue any Shares or Options to Goldenwire.

Goldenwire has made various allegations of default against the Company in relation to the convertible note agreement (all of which are denied by the Company), however, the Company has agreed to settle any potential dispute with Goldenwire by seeking Shareholder approval to issue it the Goldenwire Securities under Resolution 6.

6.2 Chapter 2E of the Corporations Act

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

(a) obtain the approval of the public company's members in the manner set out in Sections 217 to 227 of the Corporations Act; and

(b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in Sections 210 to 216 of the Corporations Act.

The issue of the Goldenwire Securities to Goldenwire constitutes the giving a financial benefit. Due to the fact that Goldenwire is controlled by Mr Barboutis (a former director of the Company) Goldenwire is a related party of the Company.

It is the view of the Directors that the exceptions set out in Sections 210 to 216 of the Corporations Act do not apply in the current circumstances. Accordingly, Shareholder approval is sought for the issue of the Goldenwire Securities to Goldenwire.

6.3 ASX Listing Rule 10.11

ASX Listing Rule 10.11 requires shareholder approval to be obtained where an entity issues, or agrees to issue, equity securities to a related party, or a person whose relationship with the entity or a related party is, in ASX's opinion, such that approval should be obtained, unless an exception in ASX Listing Rule 10.12 applies. It is the view of the Directors that the exceptions set out in ASX Listing Rule 10.12 do not apply.

The issue of the Goldenwire Securities to Goldenwire involves the issue of equity securities to a related party of the Company. Accordingly, approval is sought from Shareholders for the purposes of ASX Listing Rule 10.11.

6.4 Shareholder Approval (Chapter 2E of the Corporations Act and Listing Rule 10.11)

Pursuant to and in accordance with the requirements of Sections 217 to 227 of the Corporations Act and ASX Listing Rule 10.13, the following information is provided in relation to the proposed issue of the Goldenwire Securities:

(a) the related party is Goldenwire, and it is a related party by virtue of being controlled by a former Director (Mr Barboutis);

(b) the maximum number of securities (being the nature of the financial benefit being provided) to be issued to Goldenwire is:

    (i) 6,550,504 Shares; and

    (ii) 3,275,252 Goldenwire Options;

(c) the Goldenwire Securities will be issued to Goldenwire no later than 1 month after the date of the General Meeting (or such later date as permitted by any ASX waiver or modification of the ASX Listing Rules) and it is anticipated the Goldenwire Securities will be issued on one date;

(d) the Shares will be issued at a price of $0.007633 each, being the price they would have been issued under the convertible note agreement and the Goldenwire Options will be issued for nil consideration;

(e) the Shares issued are fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;

(f) the Goldenwire Options will be issued on the terms and conditions set out in Schedule 3;

(g) the valuation of the Goldenwire Options and the pricing methodology is set out in Schedule 4;

(h) the relevant interests of Mr Barboutis in securities of the Company is set out below;

Related Party	Shares	Options
Mr Barboutis	172,499	Nil

(i) the remuneration and emoluments from the Company to Mr Barboutis for both the current financial year and previous financial year are set out below:

Related Party	Current Financial Year	Previous Financial Year
Mr Barboutis	A$0.00	$178,500

(j) if the Goldenwire Securities the subject of Resolution 7 are issued to Goldenwire and the Goldenwire Options are converting into Shares, it will increase the number of Shares on issue from 171,436,294 to 181,262,050 (assuming that no other Options are exercised, no convertible notes are converted and no other Shares issued) with the effect that the shareholding of existing Shareholders would be diluted by 5.7%;

(k) the trading history of the Shares on ASX in the 12 months before the date of this Notice of General Meeting is set out below:

	Price	Date
Highest	16 cents	19 June 2009
Lowest	0.4 cents	24 March 2009
Last	8.9 cents	19 July 2009

(l) the primary purpose of the issue of the Shares to Goldenwire is set out above; and

(m) none of the current Directors have any interest in the outcome of the Resolution and each of the Directors recommends that Shareholders vote in favour of Resolution 6 because it will allow the Company to settle a dispute with Goldenwire.

Approval pursuant to ASX Listing Rule 7.1 is not required in order to issue the Goldenwire Securities to Goldenwire as approval is being obtained under ASX Listing Rule 10.11. Accordingly, the issue of the Goldenwire Securities to Goldenwire will not be included in the 15% calculation of the Company's annual placement capacity pursuant to ASX Listing Rule 7.1.

7. RESOLUTION 7 – RATIFICATION OF ISSUE OF SHARES

7.1 General

On 6 July 2009, the Company announced it would undertake a placement of 25,000,000 Shares at $0.08 each (**Private Placement**). The Company has now completed the issue of 25,000,000 Shares at $0.08 each. None of the subscribers pursuant to this issue were related parties of the Company. Resolution 7 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of those Shares (**Ratification**).

By ratifying this issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% threshold set out in Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

7.2 Technical information required by ASX Listing Rule 7.4

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the Private Placement:

(a) the maximum number of Shares issued was 25,000,000;

(b) the issue price of the Shares was $0.08 each, raising a total of $2,000,000;

(c) the Shares were all issued on 28 July 2009;

(d) the Shares were issued to a number of professional and sophisticated investors. None of the subscribers to the Private Placement were related parties of the Company;

(e) the Shares issued are fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares; and

(f) the Company intends to use the funds raised from the Private Placement towards completion of due diligence on CoGen ORC Power and otherwise for general working capital.

8. RESOLUTION 8 – SECOND PLACEMENT OF SHARES

8.1 General

Resolution 8 seeks Shareholder approval for the allotment and issue of up to 2,800,000 Shares at an issue price of $0.10 per Share to raise up to $280,000 (**Second Share Placement**).

None of the subscribers pursuant to the Second Share Placement will be related parties of the Company.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue during any 12 month period any equity securities, or other securities with rights to conversion to equity (such as an option), if the number of those securities exceeds 15% of the number of securities in the same class on issue at the commencement of that 12 month period.

The effect of Resolution 8 will be to allow the Directors to issue the Shares pursuant to the Second Share Placement during the period of 3 months after the General Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

8.2 Technical information required by ASX Listing Rule 7.1

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to the Second Share Placement:

(a) the maximum number of Shares to be issued is 2,800,000;

(b) the Shares will be issued no later than 3 months after the date of the General Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that allotment will occur on the same date;

(c) the issue price will be $0.10 per Share;

(d) the Directors will determine to whom the Shares will be issued but these persons will not be related parties of the Company;

(e) the Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares; and

(f) the Company intends to use the funds raised from the Second Share Placement towards completion of due diligence on CoGen ORC Power and otherwise working capital of the Company.

9. RESOLUTION 9 – ISSUE OF SHARES TO RM CORPORATE FINANCE PTY LTD

9.1 General

The Company has agreed, subject to obtaining Shareholder approval, to allot and issue 4,118,025 Shares, on the terms and conditions set out below, to RM Corporate Finance Pty Ltd (or its nominee).

RM Corporate Finance Pty Ltd is a financial services company in which interests associated with Mr Guy Le Page has significant shareholding.

9.2 Chapter 2E of the Corporations Act

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

(a) obtain the approval of the public company's members in the manner set out in Sections 217 to 227 of the Corporations Act; and

(b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in Sections 210 to 216 of the Corporations Act.

The issue of the Shares to RM Corporate Finance Pty Ltd constitutes the giving a financial benefit. As interests associated with Mr Guy Le Page (a director of the Company) have a significant shareholding in RM Corporate Finance Pty Ltd, this entity is considered to be a related party of the Company.

It is the view of the Directors that the exceptions set out in Sections 210 to 216 of the Corporations Act do not apply in the current circumstances. Accordingly, Shareholder approval is sought for the issue of the Shares to RM Corporate Finance Pty Ltd.

9.3 ASX Listing Rule 10.11

ASX Listing Rule 10.11 requires shareholder approval to be obtained where an entity issues, or agrees to issue, equity securities to a related party, or a person whose relationship with the entity or a related party is, in ASX's opinion, such that approval should be obtained, unless an exception in ASX Listing Rule 10.12 applies. It is the view of the Directors that the exceptions set out in ASX Listing Rule 10.12 do not apply.

The issue of the Shares to RM Corporate Finance Pty Ltd involves the issue of equity securities to a related party of the Company. Accordingly, approval is sought from Shareholders for the purposes of ASX Listing Rule 10.11.

9.4 Shareholder Approval (Chapter 2E of the Corporations Act and Listing Rule 10.11)

Pursuant to and in accordance with the requirements of Sections 217 to 227 of the Corporations Act and ASX Listing Rule 10.13, the following information is provided in relation to the proposed issue of the Shares:

(a) the related party is RM Corporate Finance Pty Ltd;

(b) the maximum number of Shares (being the nature of the financial benefit being provided) to be issued to RM Corporate Finance Pty Ltd (or its nominee) is 4,118,025 Shares;

(c) the Shares will be issued to RM Corporate Finance Pty Ltd (or its nominee) no later than 1 month after the date of the General Meeting (or such later date as permitted by any ASX waiver or modification of the ASX Listing Rules) and it is anticipated the Shares will be issued on one date;

(d) the Shares will be issued for a total consideration of $26,250 ($7,500 per month) under a mandate agreement entered into between the Company and RM Corporate Finance Pty Ltd. This mandate agreement called for the issue of Shares to RM Corporate Finance Pty Ltd based on the volume weighted average trading price of the Shares in the calendar months of March, April, May and June 2009. The mandate agreement has now been terminated;

(g) the Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;

(e) the relevant interests of RM Corporate Finance Pty Ltd and Mr Guy Le Page in securities of the Company is set out below;

Related Party	**Shares**	**Options**	**Convertible Notes**
RM Corporate Finance Pty Ltd	7,000,000	7,000,000	
Guy T Le Page & Associates Pty Ltd	640,000		25,000
Guy Le Page		4,000,000	

(f) the remuneration and emoluments from the Company to RM Corporate Finance Pty Ltd and Guy Le Page for both the current financial year and previous financial year are set out below:

Related Party	**Current Financial Year**	**Previous Financial Year**
RM Corporate Finance Pty Ltd	$0.00	$73,351.00
Guy Le Page	$0.00	$9,000

(g) Guy Le Page is current paid a fee of $3,000 per month in return for being a non-executive director of the Company;

(h) if the Shares issued to RM Corporate Finance Pty Ltd (or his nominee) are exercised, a total of 4,118,025 Shares would be allotted and issued. This will increase the number of Shares on issue from 171,436,294 to 175,554,319(assuming that no other Shares are exercised, no convertible notes are converted and no other Shares issued) with the effect that the shareholding of existing Shareholders would be diluted by 2.4%;

(i) the trading history of the Shares on ASX in the 12 months before the date of this Notice of General Meeting is set out below:

	Price	Date
Highest	16 cents	19 June 2009
Lowest	0.4 cents	24 March 2009
Last	8.7 cents	16 July 2009

(j) Guy Le Page declines to make a recommendation to Shareholders in relation to Resolution 9 due to his material personal interest in the outcome of the Resolution. The other Directors, who do not have a material interest in the outcome of Resolution 9, recommend that Shareholders vote in favour of Resolution 9 because the Shares are required to be issued under a commercial mandate with RM Corporate Finance Pty Ltd.

Approval pursuant to ASX Listing Rule 7.1 is not required in order to issue the Shares to RM Corporate Finance Pty Ltd as approval is being obtained under ASX Listing Rule 10.11. Accordingly, the issue of the Shares to the RM Corporate Finance Pty Ltd will not be included in the 15% calculation of the Company's annual placement capacity pursuant to ASX Listing Rule 7.1.

10. ENQUIRIES

Shareholders are required to contact Robert Marusco on (+ 61 8) 9367 8133 if they have any queries in respect of the matters set out in these documents.

Glossary

$ means Australian dollars.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited.

ASX Listing Rules means the Listing Rules of ASX.

Board means the current board of directors of the Company.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Class A Option means an option to acquire a Share, the terms of which are contained in Schedule 1.

Company means Enerji Limited (ACN 009 423 189).

Constitution means the Company's constitution.

Corporations Act means the Corporations Act 2001 (Cth).

Directors means the current directors of the Company.

Explanatory Statement means the explanatory statement accompanying the Notice of Meeting.

General Meeting means the meeting convened by the Notice of Meeting.

Goldenwire Options means options to acquire Shares issued on the terms and conditions set out in Schedule 3.

Notice of Meeting or **Notice of General Meeting** means this notice of general meeting including the Explanatory Statement.

Option means an Option to acquire a share in the capital of the Company.

Optionholder means a holder of an Option as the context requires.

Resolutions means the resolutions set out in the Notice of Meeting, or any one of them, as the context requires.

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

Shareholder means a holder of a Share.

WST means Western Standard Time as observed in Perth, Western Australia.

SCHEDULE 1 – TERMS AND CONDITIONS OF CLASS A OPTIONS

The Class A Options entitle the holder to subscribe for Shares on the following terms and conditions:

(a) Each Class A Option gives the Optionholder the right to subscribe for one Share. To obtain the right given by each Class A Option, the Optionholder must exercise the Class A Options in accordance with the terms and conditions of the Options.

(b) All Class A Options will expire at 5:00 pm (WST) on 31 December 2016 (**Class A Expiry Date**). Any Class A Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(c) The amount payable upon exercise of each Class A Option will be $0.03 (**Class A Exercise Price**).

(d) The Class A Options will vest with the Optionholder upon the volume weighted average price of the Ordinary Shares as traded on ASX over 20 consecutive trading days (**VWAP**) is at least 30 cents (as adjusted for any consolidation or split of Enerji's shares after the date of issue of the Class A Options) (**Milestone**), provided this occurs before 31 December 2016 (**Expiry Date**).

(e) The Class A Options held by each Optionholder may be exercised in whole or in part, and if exercised in part, multiples of 1,000 must be exercised on each occasion.

(f) An Optionholder may exercise their Class A Options by lodging with the Company, before the Expiry Date:

    (i) a written notice of exercise of Class A Options specifying the number of Class A Options being exercised; and

    (ii) a cheque or electronic funds transfer for the Exercise Price for the number of Class A Options being exercised;

    (**Exercise Notice**).

(g) An Exercise Notice is only effective when the Company has received the full amount of the Exercise Price in cleared funds.

(h) Within 10 Business Days of receipt of the Exercise Notice accompanied by the Exercise Price, the Company will allot the number of Shares required under these terms and conditions in respect of the number of Class A Options specified in the Exercise Notice.

(i) The Class A Options are not transferable.

(j) All Shares allotted upon the exercise of Class A Options will upon allotment rank pari passu in all respects with other Shares.

(k) The Company will not apply for quotation of the Class A Options on ASX. However, The Company will apply for quotation of all Shares allotted pursuant to the exercise of Class A Options on ASX within 10 Business Days after the date of allotment of those Shares.

(l) If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

(m) There are no participating rights or entitlements inherent in the Class A Options and Optionholders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Class A Options. However, the Company will ensure that for the purposes of determining entitlements to any such issue, the record date will be at least 6 Business Days after the issue is announced. This will give Optionholders the opportunity to exercise their Class A Options prior to the date for determining entitlements to participate in any such issue.

(n) A Class A Option does not confer the right to a change in exercise price or a change in the number of underlying securities over which the Class A Option can be exercised.

SCHEDULE 2 – VALUATION OF CLASS A OPTIONS

The Class A Options to be issued to Mr Hasselström pursuant to Resolution 4 have been valued internally.

Using the theoretical Black & Scholes option model and based on the assumptions set out below, the Class A Options were ascribed a value range, as follows:

Assumptions	No early exercise of options No dividends to be paid prior to maturity date.
Valuation date	17 July 2009
Market price of Shares	$0.083
Exercise price	$0.03
Expiry date	31 December 2016
Risk free interest rate	3%
Volatility	83.2% (based on historical volatility)
Indicative value per Goldenwire Option	$0.0725

SCHEDULE 3 - TERMS AND CONDITIONS OF GOLDENWIRE OPTIONS

The Options entitle the holder to subscribe for Shares on the following terms and conditions:

(a) Each Option gives the Optionholder the right to subscribe for one Share. To obtain the right given by each Option, the Optionholder must exercise the Options in accordance with the terms and conditions of the Options.

(b) The Options will expire at 5:00 pm (WST) on 31 December 2016 (**Expiry Date**). Any Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(c) The amount payable upon exercise of each Option will be $0.03 each (**Exercise Price**).

(d) The Options held by each Optionholder may be exercised in whole or in part, and if exercised in part, multiples of 1,000 must be exercised on each occasion.

(e) An Optionholder may exercise their Options by lodging with the Company, before the Expiry Date:

  (i) a written notice of exercise of Options specifying the number of Options being exercised; and

  (ii) a cheque or electronic funds transfer for the Exercise Price for the number of Options being exercised;

  (**Exercise Notice**).

(f) An Exercise Notice is only effective when the Company has received the full amount of the Exercise Price in cleared funds.

(g) Within 3 Business Days of receipt of the Exercise Notice accompanied by the Exercise Price, the Company will allot the number of Shares required under these terms and conditions in respect of the number of Options specified in the Exercise Notice.

(h) The Options are not transferable.

(i) All Shares allotted upon the exercise of Options will upon allotment rank pari passu in all respects with other Shares.

(j) The Company will not apply for quotation of the Options on ASX. However, the Company will apply for quotation of all Shares allotted pursuant to the exercise of Options on ASX within 3 Business Days after the date of allotment of those Shares.

(k) If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

(l) There are no participating rights or entitlements inherent in the Options and Optionholders will not be entitled to participate in new issues of capital 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 6 Business Days after the issue is announced. This will give Optionholders the opportunity to exercise their Options prior to the date for determining entitlements to participate in any such issue.

(m) An Option does not confer the right to a change in exercise price or a change in the number of underlying securities over which the Option can be exercised.

SCHEDULE 4 – VALUATION OF GOLDENWIRE OPTIONS

The Goldenwire Options to be issued to Goldenwire pursuant to Resolution 6, have been valued internally.

Using the theoretical Black & Scholes option model and based on the assumptions set out below, the Goldenwire Options were ascribed a value range, as follows:

Assumptions	No early exercise of options No dividends to be paid prior to maturity date.
Valuation date	17 July 2009
Market price of Shares	$0.083
Exercise price	$0.03
Expiry date	31 December 2016
Risk free interest rate	3%
Volatility	83.2% (based on historical volatility)
Indicative value per Goldenwire Option	$0.0725

PROXY FORM

APPOINTMENT OF PROXY
ENERJI LIMITED
ACN 009 423 189

GENERAL MEETING

I/We ______________________

of ______________________

being a member of Enerji Limited entitled to attend and vote at the General Meeting, hereby

Appoint ______________________

Name of proxy

OR ☐ the Chair of the General Meeting as your proxy

or failing the person so named or, if no person is named, the Chair of the General Meeting, or the Chair'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 11am (WST), on 7 September 2009 at The Celtic Club, 48 Ord Street, Western Australia, and at any adjournment thereof.

If no directions are given, the Chair will vote in favour of all the Resolutions.

☐ If the Chair of the General 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 **Resolutions 1 to 9** please place a mark in this box.

By marking this box, you acknowledge that the Chair of the General Meeting may exercise your proxy even if he has an interest in the outcome of Resolutions 1 to 9 and that votes cast by the Chair of the General Meeting for Resolutions 1 to 9 other than as proxy holder will be disregarded because of that interest. 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 Resolutions 1 to 9 and your votes will not be counted in calculating the required majority if a poll is called on Resolutions 1 to 9.

OR

Voting on Business of the General Meeting

	FOR	AGAINST	ABSTAIN
Resolution 1 – Appointment of Rolf Hasselstrom	☐	☐	☐
Resolution 2 – First Placement – Shares	☐	☐	☐
Resolution 3 – Issue of Shares– Greg Pennefather	☐	☐	☐
Resolution 4 – Issue of Options – Rolf Hasselstrom	☐	☐	☐
Resolution 5 – Issue of Shares to Jabiru Metals Limited	☐	☐	☐
Resolution 6 – Issue of Shares and Options to Goldenwire Investments Pty Ltd	☐	☐	☐
Resolution 7 – Ratification of Issue of Shares	☐	☐	☐
Resolution 8 – Second Placement - Shares	☐	☐	☐
Resolution 9 – Issue of Shares to RM Corporate Finance Pty Ltd	☐	☐	☐

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

Signature of Member(s): **Date:** ______________________

Individual or Member 1	**Member 2**	**Member 3**
Sole Director/Company Secretary	**Director**	**Director/Company Secretary**

Contact Name: ____________________________________ **Contact Ph (daytime):** ____________________________

ENERJI LIMITED
ACN 009 423 189

Instructions for Completing 'Appointment of Proxy' Form

1. (**Appointing a Proxy**): A member entitled to attend and vote at a General Meeting is entitled to appoint not more than two proxies to attend and vote on a poll on their behalf. The appointment of a second proxy must be done on a separate copy of the Proxy Form. Where more than one proxy is appointed, such proxy must be allocated a proportion of the member's voting rights. If a member appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half the votes. A duly appointed proxy need not be a member of the Company.

2. (**Direction to Vote**): A member may direct a proxy how to vote by marking one of the boxes opposite each item of business. Where a box is not marked the proxy may vote as they choose. Where more than one box is marked on an item the vote will be invalid on that item.

3. (**Signing Instructions**):

   - (**Individual**): Where the holding is in one name, the member must sign.

   - (**Joint Holding**): Where the holding is in more than one name, all of the members should sign.

   - (**Power of Attorney**): If you have not already provided the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

   - (**Companies**): Where the company has a sole director who is also the sole company secretary, that person must sign. Where the company (pursuant to Section 204A of the Corporations Act) does not have a company secretary, a sole director can also sign alone. Otherwise, a director jointly with either another director or a company secretary must sign. Please sign in the appropriate place to indicate the office held.

4. (**Attending the Meeting**): Completion of a Proxy Form will not prevent individual members from attending the General Meeting in person if they wish. Where a member completes and lodges a valid Proxy Form and attends the General Meeting in person, then the proxy's authority to speak and vote for that member is suspended while the member is present at the General Meeting.

5. (**Return of Proxy Form**): To vote by proxy, please complete and sign the enclosed Proxy Form and return by:

   (a) post to Enerji Limited, Level 2, Spectrum, 100 Railway Road, SUBIACO, WA, AUSTRALIA, 6008; or

   (b) facsimile to the Company on facsimile number +61 8 9367 8812,

   so that it is received not later than 11 am (WST) on 5 September 2009.

   Proxy forms received later than this time will be invalid.

Rule 4.7B

Appendix 4C

Monthly report
for entities admitted
on the basis of commitments

Introduced 31/3/2000. Amended 30/9/2001

Name of entity

ENERJI LIMITED

ABN	Month ended ("current Month")
62 009 423 189	**31 July 2009**

Consolidated statement of cash flows

Cash flows related to operating activities		Current month $A'000	Year to date (7 months) $A'000
1.1	Receipts from customers	-	-
1.2	Payments for (a) staff costs	-	-
	(b) advertising and marketing	-	-
	(c) research and development	-	-
	(d) leased assets	-	-
	(e) other working capital	(260)	(741)
1.3	Dividends received	-	-
1.4	Interest and other items of a similar nature received	6	6
1.5	Interest and other costs of finance paid	-	-
1.6	Income taxes paid	-	-
1.7	Other (provide details if material)	-	-
	Net operating cash flows	**(266)**	**(735)**

+ See chapter 19 for defined terms.

R:\client\ener0c0r\asx\asx063 Appendix 4C Mthly 31-07-09.doc

		Current month $A'000	Year to date (7 months) $A'000
1.8	Net operating cash flows (carried forward)	**(266)**	**(735)**
	Cash flows related to investing activities		
1.9	Payment for acquisition of:		
	(a) businesses (item 5)	-	-
	(b) equity investments	-	-
	(c) intellectual property	-	-
	(d) physical non-current assets	(11)	(11)
	(e) other non-current assets	-	-
1.10	Proceeds from disposal of:		
	(a) businesses (item 5)	-	-
	(b) equity investments	-	-
	(c) intellectual property	-	-
	(d) physical non-current assets	-	-
	(e) other non-current assets	-	-
1.11	Loans to other entities	2	(356)
1.12	Loans repaid by other entities	-	-
1.13	Other (provide details if material)	-	-
	Net investing cash flows	(9)	(367)
1.14	**Total operating and investing cash flows**	**(275)**	**(1,102)**
	Cash flows related to financing activities		
1.15	Proceeds from issues of shares, options, etc.	3,949	4,614
1.16	Proceeds from sale of forfeited shares	-	-
1.17	Proceeds from borrowings	-	-
1.18	Repayment of borrowings	-	-
1.19	Dividends paid	-	-
1.20	Other:		
	Share application funds received in advance	(773)	-
	Share Issue Costs	(102)	(144)
	Net financing cash flows	3,074	4,470
	Net increase (decrease) in cash held	**2,799**	**3,368**
1.21	Cash at beginning of Month/year to date	845	276
1.22	Exchange rate adjustments to item 1.20	-	-
1.23	**Cash at end of month**	**3,644**	**3,644**

+ See chapter 19 for defined terms.

Payments to directors of the entity and associates of the directors

Payments to related entities of the entity and associates of the related entities

		Current month $A'000
1.24	Aggregate amount of payments to the parties included in item 1.2	51
1.25	Aggregate amount of loans to the parties included in item 1.11	51

1.26 Explanation necessary for an understanding of the transactions

N/A

Non-cash financing and investing activities

2.1 Details of financing and investing transactions which have had a material effect on consolidated assets and liabilities but did not involve cash flows

N/A

2.2 Details of outlays made by other entities to establish or increase their share in businesses in which the reporting entity has an interest

N/A

Financing facilities available

Add notes as necessary for an understanding of the position. (See AASB 1026 paragraph 12.2).

		Amount available $A'000	Amount used $A'000
3.1	Loan facilities	-	-
3.2	Credit standby arrangements	-	-

+ See chapter 19 for defined terms.

Reconciliation of cash

Reconciliation of cash at the end of the month (as shown in the consolidated statement of cash flows) to the related items in the accounts is as follows.	Current month $A'000	Previous month $A'000
4.1 Cash on hand and at bank	188	72
4.2 Deposits at call	-	-
4.3 Bank overdraft	-	-
4.4 Other – Share application account	3,456	773
Total: cash at end of month (item 1.22)	**3,644**	**845**

Acquisitions and disposals of business entities

	Acquisitions *(Item 1.9(a))*	Disposals *(Item 1.10(a))*
5.1 Name of entity	-	-
5.2 Place of incorporation or registration	-	-
5.3 Consideration for acquisition or disposal	-	-
5.4 Total net assets	-	-
5.5 Nature of business	-	-

Compliance statement

1 This statement has been prepared under accounting policies which comply with accounting standards as defined in the Corporations Act (except to the extent that information is not required because of note 2) or other standards acceptable to ASX.

2 This statement does give a true and fair view of the matters disclosed.

Sign here: Date: 31 August 2009

Print name: **Robert Marusco**
Company Secretary

+ See chapter 19 for defined terms.

Notes

1. 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 wanting to disclose additional information is encouraged to do so, in a note or notes attached to this report.

2. The definitions in, and provisions of, *AASB 1026: Statement of Cash Flows* apply to this report except for the paragraphs of the Standard set out below.

   - 6.2 - reconciliation of cash flows arising from operating activities to operating profit or loss
   - 9.2 - itemised disclosure relating to acquisitions
   - 9.4 - itemised disclosure relating to disposals
   - 12.1(a) - policy for classification of cash items
   - 12.3 - disclosure of restrictions on use of cash
   - 13.1 - comparative information

3. **Accounting Standards.** ASX will accept, for example, the use of International Accounting Standards for foreign entities. If the standards used do not address a topic, the Australian standard on that topic (if any) must be complied with.

+ See chapter 19 for defined terms.

Enerji Limited

ABN 62 009 423 189

Interim Financial Report
30 June 2009

Enerji Limited
Contents

Enerji Limited

Corporate Directory

ABN 62 009 423 189

Directors

Ross Smith
Guy Le Page
Greg Pennefather

Secretary

Robert Marusco

Registered Office

Level 2, "Spectrum"
100 Railway Road
Subiaco WA 6008

Postal Address:
PO Box 8271
Subiaco WA 6008

Principal place of business

Unit A5
431-435 Roberts Road
Subiaco WA 6008

Share register

Security Transfer Registrars Pty Ltd
PO Box 535
Applecross WA 6953

Solicitors

Steinepreis Paganin
Level 4 Next Building
16 Milligan Street
Perth WA 6000

Bankers

Bankwest
108 St Georges Terrace
Perth WA 6000

Auditors

KPMG
Chartered Accountants
235 St George's Terrace
Perth WA 6000

Enerji Limited

Directors' Report

The directors present their report together with the consolidated financial report for the six months ended 30 June 2009 and the review report thereon.

Directors

The directors of the Company at any time during or since the end of the interim period are:

Ross Smith (Appointed 20 March 2009)

Guy Le Page (Appointed 20 March 2009)

Greg Pennefather (Appointed 9 June 2009)

Steve Bamford (Appointed 8 July 2008, resigned 19 June 2009)

Jonathan Asquith (Appointed 10 December 2003, resigned 20 March 2009)

Colin Barboutis (Appointed 20 August 2007, resigned 20 March 2009)

Review of operations

During the financial period the principal activities of the Company were to identify and assess new business opportunities. In this regard the Company identified two opportunities namely a device that produces water by condensing water vapour present in the air, owned by Water Un Ltd and a recovered energy generation business owned by Jamalcom Pty Ltd trading as CoGen ORC Power.

The Company made a loss of $3,189,616 for the period.

Water Un Ltd

On 6 March 2009 Enerji Ltd entered into a heads of agreement with Water Un Ltd that gave the Company a call option to acquire all of the share capital of Water Un Ltd or, failing that, acquire all of its assets. It also gave the shareholders of Water Un Ltd a put option to have the Company purchase all of their shares subject to performance criteria.

Subsequent to the end of the financial period, the Company terminated the heads of agreement with Water Un Ltd as announced on 21 July 2009.

CoGen ORC Power

On 4 June 2009 Enerji Ltd entered into a heads of agreement with Jamalcom Pty Ltd trading as CoGen ORC Power that gave the Company a call option to acquire all of the share capital of CoGen or, failing that, acquire all of its assets. It also gave the shareholders of Jamalcom Pty Ltd trading as CoGen ORC Power a put option to have the Company purchase all of their shares subject to performance criteria.

Jamalcom Pty Ltd trading as CoGen ORC Power has exclusive agreements with Swedish companies Opcon AB and Airec AB for the use of their leading organic Rankine cycle and heat exchanger technologies (respectively) in Australia. These technologies along with Jamalcom Pty Ltd trading as CoGen ORC Power's waste heat recovery concepts and its build own operate business model form the basis of a promising business for the future of the Company.

New Board and Management

On 20 March 2009 two new directors of the company were appointed, namely Mr Ross Smith and Mr Guy Le Page and two of the former directors Mr Jonathan Asquith and Mr Colin Barboutis resigned. Subsequently, on 9 June 2009 Mr Greg Pennefather joined the board and on 16 June 2009 it was announced that the last remaining former director, Mr Steve Bamford, had resigned.

Since the appointment of the new board and management, Enerji Ltd has managed to identify a promising business for the Company, namely Jamalcom Pty Ltd trading as CoGen ORC Power's recovered energy business. Consequently the Company has been able to garner interest from the investment community and raise sufficient capital to continue to fund its activities and loan funds to Jamalcom Pty Ltd trading as CoGen ORC Power to enable the development of its recovered energy business. There has been renewed interest in the trading of the Company's shares during the financial period with the share price rising from as low as $0.004 prior to the new directors being appointed to as high as $0.16 following the appointment of the new directors.

Capital Raisings

In May 2009 the Company issued 12,741,429 Fully Paid Ordinary Shares at $0.007 to raise $89,190 and 12,741,429 December 2016 Unlisted Options exercisable at $0.03 each. At the same time the Company issued 500,000 Convertible Notes with a $1.00 face value. The monies raised were used to enhance the Company's assets as well as for working capital purposes. Subsequently, during the half year, all the Convertible Notes have been converted.

Enerji Limited

Directors' Report

The lead auditor's independence declaration is set out on page 6 and forms part of the directors' report for the six months ended 30 June 2009.

Dated at Perth this 31 day of August 2009.

Signed in accordance with a resolution of the directors:

Greg Pennefather
Director

KPMG

Lead Auditor's Independence Declaration under Section 307C of the Corporations Act 2001

To: the directors of Enerji Limited

I declare that, to the best of my knowledge and belief, in relation to the review for the half-year ended 30 June 2009 there have been:

(i) no contraventions of the auditor independence requirements as set out in the Corporations Act 2001 in relation to the review; and

(ii) no contraventions of any applicable code of professional conduct in relation to the review.

KPMG

KPMG

Graham Hogg
Partner

Perth

31 August 2009

Enerji Limited

Consolidated statement of financial position

		Consolidated	
	Notes	30 June 2009 $	31 December 2008 $
Assets			
Property, plant and equipment		3,524	5,119
Total non-current assets		3,524	5,119
Cash and cash equivalents	5	845,035	275,849
Trade and other receivables	6	686,753	4,656
Other investments	7	-	100,000
Prepayments		-	6,519
Total current assets		1,531,788	387,024
Total assets		1,535,312	392,143
Equity			
Share capital	8	29,265,608	28,644,962
Reserves	9	2,669,938	380,660
Retained earnings		(31,866,096)	(28,676,480)
Total equity		69,450	349,142
Liabilities			
Loans and borrowings		27,500	-
Trade and other payables	10	1,187,862	43,001
Provisions	14(iv)	250,500	-
Total current liabilities		1,465,862	43,001
Total liabilities		1,465,862	43,001
Total equity and liabilities		1,535,312	392,143

The notes on pages 12 to 20 are an integral part of these consolidated interim financial statements.

Enerji Limited

Consolidated statement of comprehensive income

For the six months ended 30 June

	Notes	Consolidated	
		30 June 2009	30 June 2008
		$	$
Continuing operations			
Employment costs		**(110,958)**	(743)
Director fees		**(184,609)**	(42,000)
Depreciation and amortisation		**(1,595)**	-
Consulting and professional fees		**(165,837)**	(61,358)
Settlement of obligation	14 (iv)	**(250,500)**	-
Share based payment expense	11	**(2,289,278)**	-
Other expenses		**(187,817)**	(2,429)
Results from operating activities		**(3,190,594)**	(106,530)
Finance income		**978**	17,264
Net finance income		**978**	17,264
Loss before income tax		**(3,189,616)**	(89,266)
Income tax expense		**-**	-
Loss for the period attributable to owners of the company		**(3,189,616)**	(89,266)
Loss per share			
Basic loss per share (cents)		**(3.38)**	(0.13)
Diluted loss per share (cents)		**(3.38)**	(0.13)

The notes on pages 12 to 20 are an integral part of these consolidated interim financial statements.

Enerji Limited

Consolidated statement of changes in equity

For the six months ended 30 June 2008

	Attributable to equity holders of the Company				
	Share Capital	Options reserve	Share based payments reserve	Accumulated Losses	Total Equity
	$	$	$	$	$
Balance at 1 January 2008	28,382,410	380,660	-	(27,999,949)	763,121
Total comprehensive income for the period					
Loss	-	-	-	(89,266)	(89,266)
Total comprehensive loss for the period	-	-	-	(89,266)	(89,266)
Transactions with owners recorded directly in equity					
Contributions by and distributions to owners					
Issue of ordinary shares (net of costs)	162,551	-	-	-	162,551
At 30 June 2008	28,544,961	380,660	-	(28,089,215)	836,406

The notes on pages 12 to 20 are an integral part of these consolidated interim financial statements.

Enerji Limited

Consolidated statement of changes in equity (continued)

For the six months ended 30 June 2009

	Attributable to equity holders of the Company				
	Issued Capital	Options reserve	Share based payments reserve	Accumulated Losses	Total Equity
	$	$	$	$	$
Balance at 1 January 2009	28,644,962	380,660	-	(28,676,480)	349,142
Total comprehensive loss for the period					
Loss	-	-	-	(3,189,616)	(3,189,616)
Total comprehensive loss for the period	-	-	-	(3,189,616)	(3,189,616)
Transactions with owners recorded directly in equity					
Contributions by and distributions to owners					
Issue of ordinary shares (net of costs)	620,646	-	-	-	620,646
Share-based payment transactions	-	-	2,289,278	-	2,289,278
Balance at 30 June 2009	29,265,608	380,660	2,289,278	(31,866,096)	69,450

The notes on pages 12 to 20 are an integral part of these consolidated interim financial statements.

Enerji Limited

Consolidated statement of cash flows

For the six months ended 30 June 2009

	Notes	2009 $	2008 $
Cash Flows From Operating Activities			
Loss for the period		(3,189,616)	(89,266)
Adjustments for:			
Depreciation		1,595	-
Impairment losses on other investments		100,000	-
Settlement of obligation		250,500	-
Equity-settled share-based payments transactions		2,289,278	-
Doubtful debts		35,262	-
Net finance income		(978)	(17,264)
		(513,959)	(106,530)
Change in trade and other receivables		(34,201)	2,490
Change in trade and other payables		84,618	22,553
Change in prepayments		(6,519)	-
Net cash (used in) operating activities		(470,061)	(81,487)
Cash flows from investing activities			
Interest received		978	17,264
System two option		-	(250,000)
Loans to other related entities		(355,497)	-
Net Cash used in investing activities		(354,519)	(232,736)
Cash flows from financing activities			
Capital raising costs		(42,128)	(32,046)
Proceeds from the issue of convertible notes		500,000	-
Proceeds from the issue of share capital		162,774	200,000
Net cash from financing activities		620,646	167,954
Net decrease in cash and cash equivalents		(203,934)	(146,269)
Cash and cash equivalents at 1 January		275,849	785,384
Cash and cash equivalents at 30 June	5	71,915	639,115

The notes on pages 12 to 20 are an integral part of these consolidated interim financial statements.

Notes to the consolidated interim financial statements

1. Reporting entity

Enerji Limited is a company domiciled in Australia. The consolidated interim financial statements of the Company as at and for the six months ended 30 June 2009 comprise the Company and its subsidiaries (together referred to as the "Group") and the Group's interests in associates and jointly controlled entities.

The consolidated financial statements of the Group as at and for the year ended 31 December 2008 are available upon request from the Company's registered office at Level 2, "Spectrum", 100 Railway Road, Subiaco WA 6008 or at www.enerji.com.au

2. Statement of compliance

Basis of Preparation

These consolidated interim financial statements have been prepared in accordance with AASB 134 Interim Financial Reporting. They do not include all of the information required for full annual financial statements, and should be read in conjunction with the consolidated financial statements of the Group as at 31 December 2008.

These consolidated interim financial statements were approved by the Board of Directors on 31 August 2009.

3. Significant accounting policies

Except as described below, the accounting policies applied by the Group in these consolidated interim financial statements are the same as those applied by the Group in its consolidated financial statements as at and for the year ended 31 December 2008.

(a) Change in accounting policy

Presentation of financial statements

The Group applies AASB 101 Presentation of Financial Statements (2007), which became effective as of 1 January 2009. As a result, the Group presents in the consolidated statement of changes in equity all owner changes in equity, whereas all non-owner changes in equity are presented in the consolidated statement of comprehensive income. This presentation has been applied in these interim financial statements as of and for the six months period ended on 30 June 2009.

Comparative information has been re-presented so that it also is in conformity with the revised standard. Since the change in accounting policy only impacts presentation aspects, there is no impact on earnings per share.

(b) *Accounting policies for new transactions and events*

Accounting for non-vesting conditions in a share-based payment transaction

The grant date fair value of equity-settled share-based payment awards granted to employees is recognised as an employee expense, with a corresponding increase in equity, over the period that employees become unconditionally entitled to the awards. The amount recognised as an expense is adjusted to reflect the number of awards for which the related service and non-market vesting conditions are expected to be met, such that the amount ultimately recognised as an expense is based on the number of awards that do meet the related service and non-market conditions at the vesting date. When a share-based payment arrangement contains a non-vesting condition, the fair value is discounted to reflect such a condition and there is no true-up for differences between expected and actual outcomes.

3. **Significant accounting policies (continued)**

(c) ***Going Concern***

The interim financial statements have been prepared on a going concern basis, which contemplates continuity of normal business activities and the realisation of assets and liabilities in the ordinary course of business.

In the period ended 30 June 2009 the Company recorded a net loss of $3,189,616 and a net operating cash outflow of $470,061. The Company has a working capital surplus (net current assets) of $65,926 at 30 June 2009. At 30 June 2009 the Company held cash of $845,035, including $773,120 held in the Share Application Account. Following the end of the period a further $1,226,880 was received in finalisation of the $2,000,000 Capital Raising announced on 4 July 2009.

As at 30 June 2009 the Company had 59,247,790 December 2016 Unlisted options exercisable at $0.03. It is expected that a number of these Options will be exercised within the next 12 months to raise further capital of up to $1,777,434.

In addition, on 7 September 2009 the Company has convened a General Meeting of Shareholders to approve the issue of 225,000,000 Fully Paid Ordinary Shares at $0.01 each to raise $2,137,500 after costs. Following shareholder approval for this issue the funds will be available for working capital purposes. As at the date of this report the placement has been fully subscribed.

In June 2009 the consolidated entity executed a Heads of Agreement to acquire 100% of the issued capital of Jamalcom Pty Ltd trading as CoGen ORC Power the owner of power generation technology rights for $5,000,000, to be settled by a combination of cash and shares in the Company, together with the commitment to fund Jamalcom Pty Ltd trading as CoGen ORC Power to acquire and install power generation equipment in the amount of $1,800,000. The $1,800,000 is to be funded by way of a secured interest free loan. Instalments pursuant to that facility of $579,596 have been loaned prior to 30 June 2009 (refer note 15).

The ability of the Company and the consolidated entity to continue to pay its debts as and when they fall due and successfully complete its plans to acquire and commence a power generation business is dependent upon the Company raising additional share capital.

The Directors believe it is appropriate to prepare these accounts on a going concern basis and are confident that the Company will successfully raise sufficient additional equity funds. However, should adequate funding not be available there is significant uncertainty as to whether the Company and the consolidated entity will continue as a going concern and therefore realise its assets and extinguish its liabilities in the normal course of business and at the amounts stated in the financial report.

4. **Segment Information**

The Group predominately operates in only one segment being investment in power technology in Australia.

5. **Cash and cash equivalents**

	Consolidated	
	30 June 2009	**31 December 2008**
Bank balances	71,915	275,849
Share application funds on deposit	773,120	-
	845,035	275,849

Share application funds were received in advance for a private share placement (refer note 14). The funds are restricted until shares issue.

6. Trade and other receivables

	Consolidated	
	30 June 2009	31 December 2008
Goods and services tax receivable	44,283	4,656
Other receivables	32,611	-
	76,894	4,646
Loan to related party	609,859	-
	686,753	4,656

The loan to related party was made to Jamalcom Pty Ltd trading as CoGen ORC Power in accordance with the Heads of Agreement for the purchase of the Opcon Powerbox. The loan is interest free, repayable on 31 May 2011. Security is by way of a charge over the assets of Jamalcom Pty Ltd trading as CoGen ORC Power.

7. Other investments

	Consolidated	
	30 June 2009	31 December 2008
Option fee	100,000	100,000
Impairment loss	(100,000)	-
	-	100,000

The agreement to acquire Water Un Limited terminated in July 2009. The directors have therefore reviewed the carrying amount of this financial asset at balance date and considered that the amount is not recoverable. This impairment loss is recorded in other expenses.

8. Share Capital

	Consolidated 30 June 2009 Number	Consolidated 31 December 2008 Number
Fully paid ordinary shares	171,436,294	84,943,879
Fully paid performance shares	15,000,000	-
Total share capital	186,436,294	84,943,879

Movements in ordinary shares on issue:	
On issue at 1 January 2009	84,943,879
Issued for cash	12,741,429
Issued for convertible notes	65,504,770
Granted as a share based payment	7,000,000
Options exercised	1,246,216
On issue at 30 June 2009	171,436,294

Movements in performance shares on issue:	
On issue at 1 January 2009	-
Granted as a share based payment	15,000,000
On issue at 30 June 2009	15,000,000

Terms and Conditions of Contributed Equity

Ordinary shares have the right to receive dividends as declared and, in the event of winding up the company, to participate in the proceeds from the sale of all surplus assets in proportion to the number of and amounts paid up on shares held.

Ordinary shares entitle their holder to one vote, either in person or by proxy, at a meeting of the company. Ordinary shares are fully paid and have no par value.

Performance shares were issued in accordance with a Resolution at the Annual General Meeting held on 29 May 2009. The performance shares were converted to fully paid ordinary shares post 30 June 2009.

9. Reserves

	Consolidated		
	Options reserve	Share based payments reserve	Total
	$	$	$
Balance at 1 January 2009	380,660	-	380,660
Share based payment	-	2,289,278	2,289,278
At 30 June 2009	380,660	2,289,278	2,669,938

10. Trade and other payables

	Consolidated 30 June 2009	Consolidated 31 December 2008
Trade payables	24,526	-
Other payables and accrued expenses	390,216	43,001
Share application funds received in advance	773,120	-
	1,187,862	43,001

Share application funds were received in advance for a private share placement (refer note 14).

11. Share-based payments

Options

There are no specific option plans. The terms and conditions of the option grants made during the six months ended 30 June 2009 are as follows; all options are to be settled by physical delivery of shares:

Grant date / employees entitled	Number of Instruments	Vesting conditions	Contractual life of the options
Options granted to directors on 29 May 2009 (Maturing 31 December 2016)	15,000,000	The Options vested immediately upon grant	2,773 days
Total share options	15,000,000		

The fair value of services received in return for share options granted is based on the fair value of share options granted, which is measured using a binomial lattice model with the following inputs:

Fair value at grant date	$694,278
Share price at grant date	$0.0725
Exercise price	$0.03
Expected volatility (expressed as weighted average volatility used in the modelling under binomial lattice model)	128%
Predicted Option life (expressed as weighted average life used in the modelling under binomial lattice model)	184 days
Expected dividends	Nil
Risk-free interest rate (based on government bonds)	3%

11. Share-based payments (continued)

Shares

The terms and conditions of share grants made during the six months ended 30 June 2009 are as follows:

Grant date / employees entitled	Number of Instruments	Vesting conditions
Shares granted to directors on 29 May 2009	7,000,000	The Shares vested immediately upon grant
Performance Shares granted to directors on 29 May 2009	15,000,000	The Performance Shares vested immediately upon grant
Total shares	22,000,000	

The fair value of services received in return for ordinary shares granted is based on the 1-day VWAP on the day of grant less any consideration.

Fair value at grant date	$507,500
Share price at grant date	$0.0725
Consideration	Nil

The fair value of services received in return for performance shares granted is based on the fair value of performance options granted, which is measured using a binomial lattice model with the following inputs:

Fair value at grant date	$1,087,500
Share price at grant date	$0.0725
Exercise price	Nil
Expected volatility (expressed as weighted average volatility used in the modelling under binomial lattice model)	128%
Predicted Performance Share life prior to conversion (expressed as weighted average life used in the modelling under binomial lattice model)	184 days
Expected dividends	Nil
Risk-free interest rate (based on government bonds)	3%

Share based payment expense

	Consolidated	
In AUD	30 June 2009	30 June 2008
Share options granted – directors	694,278	-
Shares granted – directors	1,595,000	-
Total share based expense recognised	2,289,278	-

12. Related Party Disclosure

1) The following Securities were issued to the Directors and/or their nominees following the 29 May 2009 Annual General Meeting:

Mr R Smith:
- 5,000,000 Class A Performance Shares, issued for nil consideration (i)
- 5,000,000 Class B Performance Shares, issued for nil consideration (i)
- 5,000,000 Class C Performance Shares, issued for nil consideration (i)
- 4,000,000 December 2016 Unlisted Options, issued for nil consideration

Mr G Le Page:
- 4,000,000 December 2016 Unlisted Options, issued for nil consideration (ii)

GT Le Page and Associates Pty Ltd (an entity associated with Mr G Le Page):
- 25,000 Convertible Notes, convertible at lower of $0.03 and 85% of VWAP of the Company's shares over the last 5 days on which sales in shares were recorded before the date of conversion. The notes are unsecured and bear no interest rate.

RM Corporate Finance (an entity associated with Mrs D Le Page):
- 7,000,000 Fully Paid Ordinary Shares, issued for nil consideration
- 7,000,000 December 2016 Unlisted Options, issued at nil consideration (i)

(i) The Performance Shares were subsequently converted to Fully Paid Ordinary Shares post 30 June 2009 following the triggering of conversion milestones.

(ii) The December 2016 Unlisted Options are exercisable by 5.00pm (WST) on the 31 December 2016 at an exercise price of 3 cents. As at 30 June 2009 none of the Directors had converted their Option holdings.

2) On 4 June 2009 the Company announced that it had entered into a Heads of Agreement with Jamalcom Pty Ltd trading as CoGen ORC Power, an entity wholly owned by Mr G Pennefather:

Under the terms of the agreement the Company is granted a call option to acquire 100% of the shares in Jamalcom Pty Ltd trading as CoGen ORC Power in exchange for consideration comprising of cash and shares to the value of $5,000,000.

The Call Option may be exercised as follows:

- The Call Option will expire 24 months after the date of the Heads of Agreement, being the Expiry Date;
- Enerji Limited may exercise the Call Option at any time prior to the above date by serving written notice on Jamalcom Pty Ltd trading as CoGen ORC Power; and
- If the Call Option is not exercised prior to the Expiry Date then the Option will lapse.

The Put Option may be exercised as followed:

- The Put Option will expire 24 months after the date of the Heads of Agreement, being the Expiry Date;
- Each Shareholder may exercise the Put Option at any time prior to the above date by serving written notice on Enerji Limited; and
- If the Put Option is not exercised prior to the Expiry Date then the Option will lapse.

12. Related Party Disclosure (continued)

Completion of the acquisition of the Jamalcom Pty Ltd trading as CoGen ORC Power Shares on exercise of either the Call or the Put Option will be conditional upon the satisfaction of the following conditions precedent:

- Enerji Limited obtaining all required regulatory and shareholder approvals to proceed with the acquisition;

- If required by ASX, Enerji Limited re-complying with Chapters 1 and 2 of the ASX Listing Rules as if it were completing a new listing on ASX (including completing a new full form prospectus and undertaking a capital raising pursuant to that prospectus); and

- Enerji Limited raising sufficient cash to discharge its obligations to pay the Cash Consideration to the Shareholders.

During the half year A$609,859 was advanced as part of an overall commitment of USD$770,000 to Jamalcom Pty Ltd trading as CoGen ORC Power as per the Heads of Agreement for the acquisition of an Opcon Powerbox. The loan between Enerji Limited and Jamalcom Pty Ltd trading as CoGen ORC Power is interest free (refer note 6). Jamalcom Pty Ltd trading as CoGen ORC Power is wholly owned by Mr G Pennefather.

The following payments were made to Director's and their associated entities for salaries, fees and services during the period:

Mr R Smith	$ 81,115
Mr G Le Page	$ 42,235
Mr G Pennefather	$ 9,615
Mr S Bamford	$ 14,203
Mr C Barboutis	$175,250
Mr J Asquith	$ 14,152
	$336,570

13. Contingencies

In April 2009 the Company and Goldenwire Investments Pty Ltd as trustee for The Goldenwire Trust ("Goldenwire") entered into a Convertible Note Agreement whereby Goldenwire would apply for the issue of Convertible Notes with a face value of $50,000.

As the director of Goldenwire was a former director of Enerji Limited and therefore a related party of the Company at that time shareholder approval of the Notes was required under the Corporations Act 2001. At the Company's Annual General Meeting on 29 May 2009, the Company did not seek approval for the issue of the Notes to Goldenwire and as a result the Notes were not issued.

The cheque was deposited into the Trust Account of Nissen Kestel Harford, the Company's Accountants and was subsequently returned to Goldenwire during the half year.

Goldenwire believes it has suffered financial loss and damage as a result of this non-issue and has therefore lodged a Writ of Summons dated 1 July 2009 against the Company.

The Company now seeks shareholder approval to issue 6,550,504 Fully Paid Shares and 3,275,252 free attaching Options to Goldenwire at the forthcoming General Meeting of shareholders to be held on 7 September 2009. If the Resolution is passed the Writ will be withdrawn otherwise legal proceedings will continue under the terms of the Writ. No provision has been provided for in the accounts as at 30 June 2009.

Notes to the consolidated interim financial statements

14. Subsequent events

(i) The Company completed a placement to private investors within its 15% capacity and issued 25,000,000 Fully Paid Ordinary Shares at a price of $0.08, which was finalised in July 2009. The $1,900,000 raised after costs is being used for working capital purposes.

(ii) On 21 July 2009 the Company announced that the Heads of Agreement entered into with Water Un Limited in March 2008 had been terminated.

(iii) On 28 July 2009 the Company announced that the Class A, Class B and Class C Performance Shares had been converted into Fully Paid Ordinary Shares following satisfaction of the required performance hurdles.

(iv) On 31 July 2009 the Company paid $150,000 to Jabiru Metals Limited in part settlement with the remaining portion of the settlement to be approved by shareholders at the forthcoming General Meeting.

Enerji Limited has acquired CoGen Power Pty Ltd. Shareholders at the forthcoming General Meeting have been asked to approve the issue of 1,500,000 Shares to Jabiru Metals Ltd as the final instalment of the consideration for the purchase of CoGen Power Pty Ltd.

(v) On 18 August 2009, 25,000 Convertible Notes held by GT Le Page & Associates Ltd, an entity associated with Mr Le Page were converted into Fully Paid Ordinary Shares and free attaching Options. The $25,000 received from the issue of the Notes has been contributed to fund working capital. Refer note 12.

(vi) On 7 September 2009 the Company has convened a General Meeting of Shareholders to approve the issue of 225,000,000 Fully Paid Ordinary shares at $0.01 each to raise $2,250,000. Following shareholder approval for this issue the funds will be available for working capital purposes.

(viii) Other than the above there has not arisen in the interval between the end of the reporting period and the date of this report any item, transaction or event of a material and unusual nature likely, in the opinion of the directors of the Company, to affect significantly the operations of the Group, the results of those operations, or the state of affairs of the Group, in future financial years.

15. Commitments

Pursuant to the Heads of Agreement the Company has committed $1,800,000 in the form of an interest free loan to be repaid by 31 May 2011 to Jamalcom Pty Ltd trading as CoGen ORC Power.(refer note 6).

There is also a commitment under the Heads of Agreement for Enerji Limited to acquire Jamalcom Pty Ltd trading as CoGen ORC Power (refer note 12).

Enerji Limited

Directors' Declaration

In the opinion of the directors of Enerji Limited ("the Company"):

1. the financial statements and notes set out on pages 7 to 20, are in accordance with the Corporations Act 2001 including:
   (a) giving a true and fair view of the Group's financial position as at 30 June 2009 and of its performance for the six month period ended on that date; and
   (b) complying with Australian Accounting Standard AASB 134 Interim Financial Reporting and Corporations Regulations 2001; and
2. there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.

Dated at Perth this 31 day of August 2009.

Signed in accordance with a resolution of the directors:

Greg Pennefather
Director

Independent auditor's review report to the members of Enerji Limited

Report on the financial report

We have reviewed the accompanying half-year financial report of Enerji Limited (the company), which comprises the consolidated statement of financial position as at 30 June 2009, consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the half-year ended on that date, a description of significant accounting policies and other explanatory notes 1 to 15 and the directors' declaration set out on page 21 of the Group comprising the company and the entities it controlled at the half-year's end or from time to time during the half-year.

Directors' responsibility for the half-year financial report

The directors of the company 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 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 half-year financial report is not in accordance with the *Corporations Act 2001* including: giving a true and fair view of the Group's financial position as at 30 June 2009 and its performance for the half-year ended on that date; and complying with Australian Accounting Standard AASB 134 *Interim Financial Reporting* and the *Corporations Regulations 2001*. As auditor of Enerji 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.

KPMG

Independence

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

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 Enerji Limited is not in accordance with the *Corporations Act 2001*, including:

(a) giving a true and fair view of the Group's financial position as at 30 June 2009 and of its performance for the half-year ended on that date; and

(b) complying with Australian Accounting Standard AASB 134 *Interim Financial Reporting* and the Corporations Regulations 2001.

Material uncertainty regarding continuation as a going concern

Without qualifying our conclusion, we draw attention to Note 3(c) in the financial report setting out matters which indicate the existence of a material uncertainty which may cast significant doubt about the consolidated entity's ability to continue as a going concern and therefore whether it will realise its assets and extinguish its liabilities in the normal course of business and at the amounts stated in the financial report.

KPMG

KPMG

Graham Hogg
Partner

Perth

31 August 2009

2 September 2009
ENERCO\ASX

The Company Announcements Platform
ASX Ltd
Sydney NSW 2000

Capital Raising with Patersons Securities Ltd in Melbourne

Enerji Limited ("**Enerji**" or the "**Company**") (**ASX:ERJ**) is pleased to announce that it has placed 12,500,000 fully paid ordinary shares at a price of $0.08 to raise $1,000,000 before costs ("**Placement**"). The Placement is made under the provisions of section 708 of the Corporations Act and within the Company's 15% capacity pursuant to ASX Listing Rule 7.1. The Placement is conditional on shareholders ratifying, in general meeting on 7 September as set out in the notice of meeting released on 5 August 2009, the private placement announced on 4 July 2009 (resolution 7).

Patersons Securities Ltd ("**Patersons**"), as Lead Manager, is pleased to have been able to place the stock with institutional and sophisticated investor clients of their firm.

Enerji is delighted to have this support from a national broker like Patersons.

The funds will be used for working capital purposes and to fund activities related to the business of CoGen ORC Power.

This is the announcement referred to in the Company's request for a trading halt on 31 August 2009.

For more information on Enerji please visit our web site at www.enerji.com.au

Greg Pennefather
Managing Director

Suite A5, 431–435 Roberts Road, Subiaco WA 6008
Telephone: +618 6380 2354 Facsimile: +618 6380 2495

3rd September 2009

The Company Announcement Platform
ASX Limited
SYDNEY NSW 2000

Appointment of Company Secretary and Change to Registered Office

Pursuant to Listing Rule 3.16.1, we wish to advise that:

- Mr Robert Marusco has resigned as Company Secretary; and
- Mr Gregory MacMillan has been appointed Company Secretary

In accordance with Listing Rule 3.14 we advise that the Enerji Ltd **Registered Office** has relocated to:

c/- Australian Heritage Group
Level 22, 77 St Georges Tce
Perth WA 6000

The Company confirms its **Head Office** remains at Level 2, 100 Railway Rd, Subiaco WA 6008, and its telephone number, and facsimile number remain unchanged.

Mr Gregory MacMillan
Company Secretary

3rd September 2009
ENERCO\ASX

The Company Announcements Platform
ASX Ltd
Sydney NSW 2000

Correction to ASX Announcement

The Company confirms its **Head Office** remains at Suite A5, 431–435 Roberts Road, Subiaco WA 6008 and its telephone number, and facsimile number remain unchanged.

Mr Gregory MacMillan
Company Secretary

3 September 2009
ENERCO\ASX

The Company Announcements Platform
ASX Ltd
Sydney NSW 2000

Press Release by Opcon AB
Stora Enso invites media to viewing of Opcon Powerbox for production of green electricity

Enerji Ltd ("**Enerji**" or the "**Company**") (**ASX:ERJ**) is pleased to provide the attached press release made by Opcon AB this week.

One of Opcon AB's European customers, Stora Enso, will, on 7 September, throw its doors open to the worlds media to display its environmental credentials at its pulp mill in Skutskär, Sweden. A key component of these credentials is the Opcon Powerbox.

Stora Enso's and Opcon's confidence in demonstrating a production Powerbox generating clean power from a waste heat source is clear evidence of the technology and its application being ready for widespread implementation.

The Opcon Powerbox installed at the pulp mill will produce power from process water (at just 70ºC) that previously required electricity to be cooled for re-use in the plant. This showcases the fact that the Opcon Powerbox provides benefits to all parties involved in its implementation;

- Less expensive power for the customer
- Lower carbon foot print for the customer and the environment
- Existing electricity consumption levels reduced due to removal of parasitic loads eg. Cooling
- A sustainable business model for the service provider eg. Enerji, Opcon AB

Greg Pennefather
Managing Director

Suite A5, 431–435 Roberts Road, Subiaco WA 6008
Telephone: +61 8 6380 2354 Facsimile: +61 8 6380 2495

OPCON

PRESS RELEASE
31 August 2009
Stockholm

Stora Enso invites media to viewing of Opcon Powerbox for production of green electricity

On 7 September, Stora Enso, a world leader in sustainable forestry included on the Global 100 list of the world's most sustainable companies, is inviting the media to view its activities within industry-integrated renewable energy. The Nordic region's first industry-integrated site for renewable energy is currently being created at Stora Enso's pulp mill in Skutskär, Sweden, and Opcon Powerbox is a key element.

Opcon Powerbox, an innovative new product for carbon-free production of electricity from waste and surplus heat from Opcon, the energy and environmental technology Group, will enable Stora Enso's Skutskär mill to produce more than 4,000 MWh of electricity from 70°C surplus heat that the mill was previously unable to exploit. This will mean a saving of over 3,000 tons of carbon, corresponding to the total annual consumption of 500 Swedes. Waste water at the mill will also be cooled, which will reduce the mill's requirement for electricity otherwise needed for cooling. Net production corresponds to half of the amount of electricity produced by one large wind power plant (2 MW) while not having to rely on the right weather conditions.

> "Waste heat has a currently enormous, otherwise unexploited, global potential. If we are to succeed in reducing emissions then more companies must start working proactively with energy efficiency, like Stora Enso are doing, and utilise the energy they have already used. Opcon Powerbox provides attractive, carbon-free electricity generation using waste heat at low temperatures. This is something completely new," says Rolf Hasselström, President and CEO of Opcon AB.

Timetable: Stora Enso Skutskär Pulp Mill 7 September 2009, 12.00 noon

11.45	Meet at entrance to the Skutskärs mill
12.00	Lunch
12.30	Presentation of Stora Enso's investment in renewable energy
	Opcon Powerbox
	Wind power plant
13.30	Coffee break
13.45	Guided tour of Skutskär mill and presentation of Opcon Powerbox and wind power plant
16.00	Summary
16.15	End of presentation

If you are intending to come on the tour, please send notification by 3 September to:

Jonas Nordlund, information manager, Stora Enso Sverige AB
Mail: jonas.nordlund@storaenso.com
Telephone : +46 705 782 763

Facts about Opcon Powerbox:

Opcon Powerbox has been developed by Opcon to produce carbon-free electricity from waste and surplus heat starting at temperatures as low as 55° C. Opcon Powerbox, 0.74 MW in standard form, can be installed in large process plants, power plants, on large diesel engines or on large ships. Opcon Powerbox utilises waste heat to produce electricity from a source that would otherwise be wasted. Waste heat has enormous, largely unutilised potential. According to the American Energy Department there is more waste and surplus heat available in American industry than electricity production from all renewable energy sources in the US combined.

For further information, please contact
Niklas Johansson, vice president, Investor Relations, tel. +46 8-466 45 00, +46 70-592 54 53

Opcon AB, Box 15085, 104 65 Stockholm, SWeden
Tel. +46 8-466 45 00, faxm+46 8-716 76 61
e-mail: info@Opcon.se
www.Opcon.se

About the Opcon Group

Opcon is an energy and environmental technology Group that develops, produces and markets systems and products for eco-friendly, efficient and resource-effective use of energy.

Opcon has activities in Sweden, China, Germany, the UK and Denmark. There are around 360 employees. The company's shares are listed on OMX Nordic Exchange.
The Group comprises three business areas:

Renewable Energy focuses on generating electricity from waste heat, bioenergy, systems for handling natural gas, industrial cooling, recycling of heat, drying processes, treatment of flue gases, air systems for fuel cells and measurement and monitoring of processes. The business area comprises the following subsidiaries: Svenska Rotor Maskiner (SRM), Opcon Energy Systems (OES), REF Technology, Svensk Rökgasenergi (SRE), Saxlund, Värmlands Montageteknik, and the brands Opcon Autorotor and Mitec Instrument.

Engine Efficiency focuses on ignition systems for combustion engines including ethanol, natural gas and biogas engines. The business area comprises the following subsidiaries: SEM, Opcon Technology Suzhou and Laminova Production.

Mobility Products focuses on technology for positioning, motion and regulation for electrical vehicles and electrical wheelchairs. The business area comprises the REAC and Balle A/S subsidiaries.

7 September 2009
ENERCO\ASX

The Company Announcements Platform
ASX Ltd
Sydney NSW 2000

GENERAL MEETING RESULTS

The following information regarding the results of the General Meeting of Enerji Limited ("**Enerji**" or the "**Company**") held on 7 September 2009 is provided in accordance with listing rule 3.13.2. and section 251AA of the Corporations Act 2001.

Resolutions 1, 2, 3, 4, 5, 7, 8, and 9 considered by the meeting were passed on a show of hands. Resolution 6 considered by the meeting was defeated on a show of hands.

The total numbers of proxy votes exercisable by proxies validly appointed gave instructions for each of the resolutions as per the attached summary.

Valid proxies were received from 31 shareholders representing 66,431,609 shares in the company.

The attached presentation that has been previously released to the market was also provided to the meeting.

As set out in the explanatory statement in the Notice of General Meeting (released 5 August 2009, "**Notice of Meeting**") for the general meeting held today and in the prospectus released on 22 July 2009, Enerji had entered into an agreement ("**Settlement Deed**") with Goldenwire Investments Pty Ltd ("**Goldenwire**") to settle a potential dispute regarding allegations of default against the Company. The matter broadly relates to a dispute between Goldenwire and the Company concerning the issue of convertible notes under an agreement executed in April 2009.

Both the Company and Goldenwire agree that the issue of any securities (including a convertible note) to Goldenwire required the prior approval of shareholders in general meeting due to the fact that Goldenwire is controlled by a former director of the Company (Mr Colin Barboutis) (i.e. it is a related party transaction).

Shareholder approval was not obtained at the general meeting held on 29 May 2009 because Mr Barboutis did not notify the Company, in time for the issue of the notice of annual general meeting, that he was participating in the issue of the convertible notes. Due to this, the Company considered that it was not able to issue any convertible notes to Goldenwire without breaching the ASX Listing Rules.

Suite A5, 431–435 Roberts Road, Subiaco WA 6008
Telephone: +618 6380 2354 Facsimile: +618 6380 2495

Goldenwire has alleged that the Company did not comply with its obligations under the convertible note agreement, which the Company denies.

Resolution 6 of the Notice of Meeting in respect of todays shareholders' meeting, sought shareholder approval to issue various shares and options to Goldenwire in accordance with the terms of the Settlement Deed. The resolution was defeated on a show of hands and the proxy votes are shown below.

Goldenwire terminated the Settlement Deed prior to the meeting of shareholders today. The Company expects that Goldenwire will now continue with its dispute against the Company including making a claim for damages. The Company will vigorously defend any such action by Goldenwire and will keep the market fully informed as to the status of events in this regard. For the avoidance of doubt, the Directors believe that there is no basis for any claim and will be seeking an application for it to be struck out.

The Company notes that Mr Barboutis demanded a termination payment of $150,000 when he resigned as a director of the Company and also sold his entire shareholding in the Company soon after the CoGen ORC Power heads of agreement was announced. The current Board therefore does not consider him to be an active supporter of the Company or its future business plans.

Mr Gregory MacMillan
Company Secretary

RESOLUTION	FOR	UNDIRECTED CHAIRMAN	AGAINST	EXCLUDED
1. Election of Rolf Hasselström as a Director	66,221,609	210,000	Nil	Nil
2. Issue of 225,000,000 Shares	43,094,844	210,000	Nil	Nil
3. Issue of 15,000,000 Shares	65,377,252	210,000	844,357	Nil
4. Issue of 4,000,000 Class A Options	66,221,609	210,000	Nil	Nil
5. Issue of 1,500,000 Shares to Jabiru Metals Limited	65,177,252	210,000	844,357	Nil
6. Issue of 6,550,504 Shares and 3,275,252 Options to Goldenwire Investments Pty Ltd	1,406,357	150,000	64,675,252	Nil
7. Issue of 25,000,000 Shares	66,221,609	210,000	Nil	Nil
8. Issue of 2,800,000 Shares	66,221,609	210,000	Nil	Nil
9. Issue of 4,118,025 Shares to RM Corporate Finance Pty Ltd	66,221,609	210,000	Nil	Nil

enerji LIMITED
Suite A5, 431–435 Roberts Road, Subiaco WA 6008
Telephone: +618 6380 2354 Facsimile: +618 6380 2495

Institutional Investor Presentation

enerji LIMITED

Ross Smith, CEO
Greg Pennefather, MD

20 August, 2009

The Future of Clean Energy

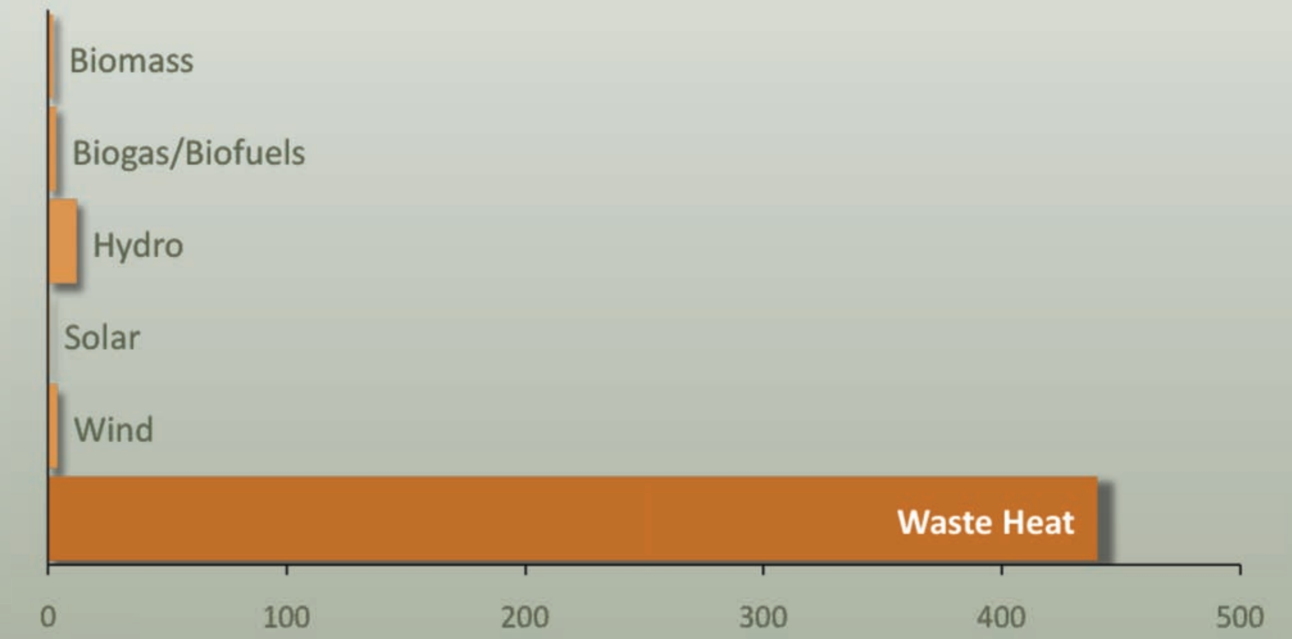
Recovered Energy Power Plan

Extraordinary Solution for a Clean Energy Future

enerji

The largest available energy source in Australia is Waste Heat

- At 440 TWh, waste heat is 20 times the combined renewable energy production in Australia.
- It is a clean, emission-free energy and available now!



Reference: Australian Bureau of Agricultural and Resource Economics (ABARE), 07/08 Energy data

Australian Annual Energy Production

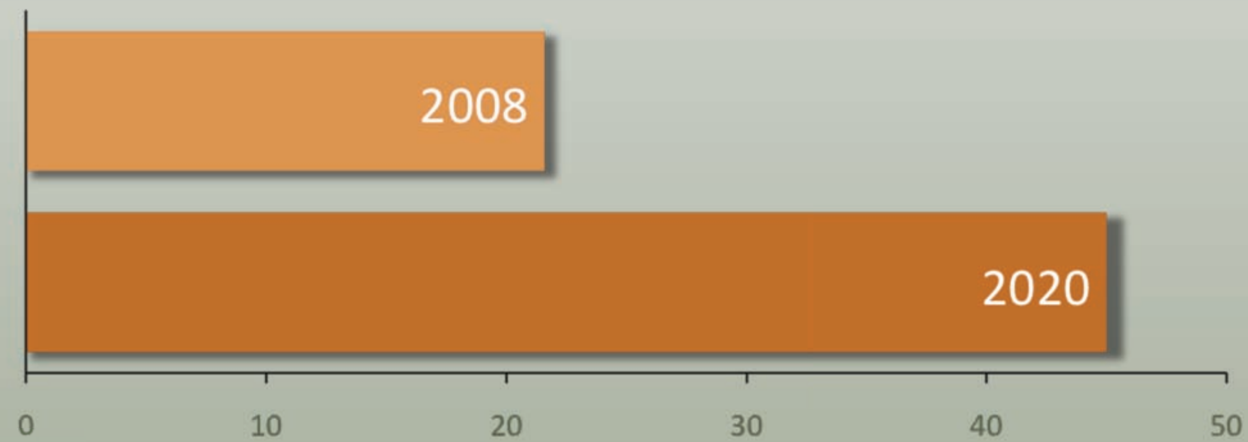
- One barrel of oil = 1.69 megawatt-hours of electricity
- Thus 443.46 TWh = 261,716,254 barrels of oil or 74% of Australia's annual oil consumption (US$17.5 Billion)

* First Law of Thermodynamics

Reference: NationMaster.com, CIA World Factbook

Recovered Energy Market Drivers

- Australia's renewable energy production of 21.6 TWh needs to grow to 45 TWh to meet the mandatory renewable energy target of 20% by 2020.
- This mean's Australia needs to grow this sector by 208% to achieve target within 12 years.



Renewable Energy Production in Australia

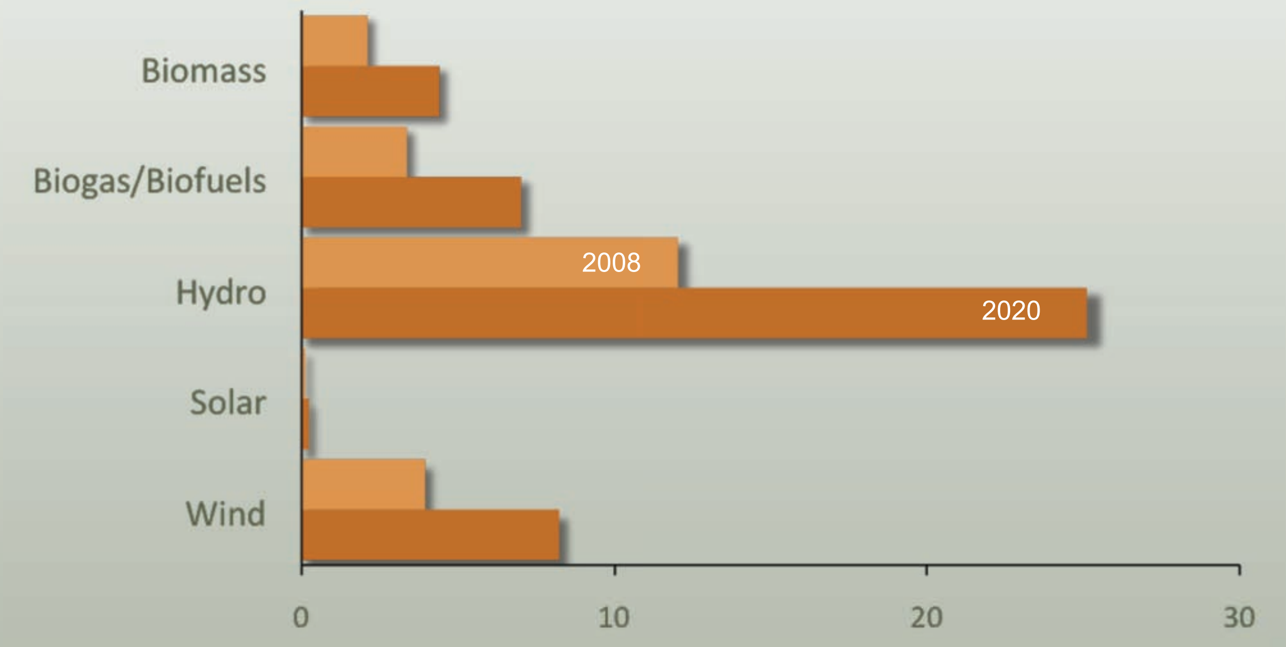
	2007/2008	To meet 2020 target
Biomass	2.1 TWh	4.4 TWh
Biogas/Biofuel	3.4 TWh	7.0 TWh
Hydro	12.1 TWh	25.1 TWh
Solar	0.1 TWh	0.2 TWh
Wind	3.9 TWh	8.2 TWh
	21.6 TWh	45.0 TWh

Reference: Australian Bureau of Agricultural and Resource Economics (ABARE)

enerji

Renewable Energy Production in Australia

Required Growth by 2020



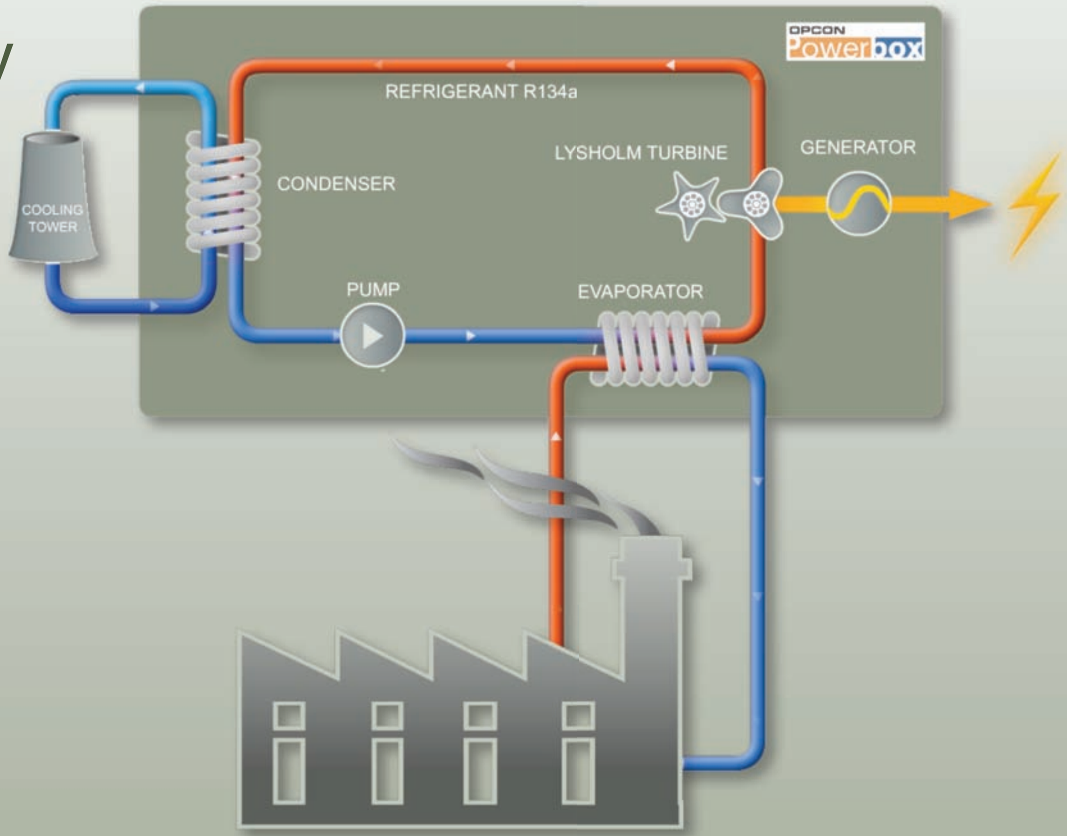
For example, this would mean that 2.1 million 2MW wind turbines would need to be built within 12 years to meet this mandated target

enerji

Reference: Australian Bureau of Agricultural and Resource Economics (ABARE), 07/08 Energy data

Enerji's Recovered Energy Solution

Enerji Limited has exclusive technology from Sweden to turn waste heat into clean and valuable electrical energy.



enerji

The Enerji Advantage

- We don’t have to drill for it.
- We don’t have to apply for it.
- There are no lengthy environmental approvals required for the generation of this clean energy.
- There is no CAPEX associated with the capturing of this energy – it is simply there for the taking.

enerji

Channel to Market

- Our Channel partners will be large engineering firms that deal with existing clients that emit waste heat.
- At no cost to their client, these firms offer to reduce their energy cost and their carbon footprint.
- Enerji becomes the client of these engineering firms who take on all engineering, design, project management and installation of our recovered energy solution.

enerji

Enerji's Core Business

- Enerji will specialise in the financing and operation of a multi-megawatt roll-out of Organic Rankine Cycle (ORC) Powerbox's providing our clients with cheap, clean energy while reducing their Emissions Trading Scheme (ETS) liabilities.
- CAPEX of A$2.5 million per MW (including all engineering, project management and installation) with ongoing revenue of A$1.752 per MW linked to CPI on a take or pay basis (min. 10 year contract).

enerji