

GREENBELT RESOURCES CORPORATION  
Earley Lake Office Park  
1601 Southcross Drive West  
Burnsville, MN 55306

**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS  
TO BE HELD MAY 21, 2009**

May 4, 2009

*To our Stockholders:*

The Annual Meeting of Stockholders of Greenbelt Resources Corporation, a Nevada corporation, will be held on Thursday, May 21, 2009, at 1:30 p.m., local time, at Holiday Inn Burnsville, located at 14201 Nicollet Ave. S, Burnsville, Minnesota to:

1. Elect four (4) directors, each to serve until our 2010 Annual Meeting of Stockholders and until their respective successors shall be duly elected and qualified; and
2. Consider any other business that properly comes before the meeting.

Only stockholders of record at the close of business on April 28, 2009 will be entitled to notice of, and to vote at, the meeting and any adjournments of the meeting. **It is important that your shares be represented at the meeting. Please mark, sign, date, and mail the enclosed proxy card in the postage-paid envelope provided, regardless of whether you plan to attend in person.**

Sincerely,



Scott Pummill  
President & CEO

# GREENBELT RESOURCES CORPORATION

## PROXY STATEMENT FOR 2009 ANNUAL MEETING OF STOCKHOLDERS To Be Held May 21, 2009

The accompanying proxy is solicited on behalf of the board of directors of Greenbelt Resources Corporation in connection with our Annual Meeting of Stockholders to be held on Thursday, May 21, 2009, at 1:30 p.m., local time, at Holiday Inn Burnsville, located at 14201 Nicollet Ave. S, Burnsville, Minnesota for the purposes set forth in the accompanying Notice of Meeting.

Please mark and sign the enclosed proxy card and return it in the accompanying envelope. No postage is required if your returned proxy card is mailed within the United States. We will bear the cost of soliciting proxies, including the preparation, assembly and mailing of the proxies and soliciting material, as well as the cost of forwarding the materials to the beneficial owners of our common stock. Our directors, officers and regular employees may, without compensation other than their regular compensation, solicit proxies by telephone, electronic mail, personal conversation or other means of communication. We may reimburse brokerage firms and others for expenses in forwarding proxy material to the beneficial owners of our common stock.

Any proxy given pursuant to this solicitation and received in time for the Annual Meeting will be voted according to the instructions given in the proxy. Any stockholder giving a proxy may revoke it any time prior to its use at the Annual Meeting by giving a written revocation notice to our secretary, by filing a revoking instrument or a duly executed proxy bearing a later date with our secretary or by attending the Annual Meeting and voting in person.

We expect that this proxy statement, the proxy and notice of meeting will first be mailed to our stockholders on or about April 30, 2009.

### VOTING OF SHARES

Our board of directors has fixed the close of business on April 28, 2009 as the record date for determining the stockholders entitled to notice of, and to vote at, the Annual Meeting. On April 28, 2009, there were: (a) 71,546,950 issued and outstanding shares of common stock, (b) 5,000,000 issued and outstanding shares of Series B Preferred Stock, and (c) 5,000,000 issued and outstanding shares of Series C Preferred Stock of the Company. Each share of common stock outstanding on that date entitles its holder to one (1) vote in person or by proxy on each matter to be voted on at the Annual Meeting. Each share of Series B Preferred Stock outstanding on that date entitles its holder to one (1) vote in person or by proxy on each matter to be voted on at the Annual Meeting. Each share of Series C Preferred Stock outstanding on that date entitles its holder to one hundred (100) votes in person or by proxy on each matter to be voted on at the Annual Meeting.

### Quorum

The presence at the Annual Meeting, in person or by proxy, of the holders of a majority of the outstanding shares of common stock entitled to vote at the meeting is required for a quorum for the transaction of business. In general, shares of common stock represented by a properly signed and returned proxy card will be counted as shares present and entitled to vote at the meeting for purposes of determining a quorum.

### Vote Required for Approval

Pursuant to Section 78.330 of the Nevada General Corporation Law, a plurality of the shares voting at the Annual Meeting is required to elect directors. This means that if there are more nominees than the four (4) positions to be filled, the four (4) who receive the most votes will be elected. In counting votes on the election of directors, abstentions, broker non-votes (i.e. shares held of record by a broker which are not voted because the broker has not received voting instructions from the beneficial owner of the shares and either

lacks or declines to exercise authority to vote the shares in its discretion) and other shares not voted will be counted as not voted. These shares will be deducted from the total shares of which a plurality is required.

All other proposals presented in this proxy statement will be approved if a majority of the shares present or represented at the meeting and entitled to vote on the proposals are voted in favor of such matters. In counting votes on each such matter, abstentions will be counted as voted against the matter and broker non-votes will be counted as not voted on the matter. Shares that are not present or represented at the meeting will be deducted from the total number of shares of which a majority is required.

### Voting of Proxies

Shares of common stock represented by properly executed proxy cards will be voted according to the choices specified. Proxies that are signed by stockholders but that lack any voting instructions will be voted FOR the election of all of the nominees for director listed in this proxy statement. If any other business properly comes before the Annual Meeting, shares represented by proxy will be voted according to the best judgment of the proxy holders named on the proxy card.

## **PROXY SOLICITATION**

We are soliciting proxies from our stockholders for our Annual Meeting of Stockholders. We will pay the cost of solicitation of proxies from our stockholders, including preparation, assembly, printing and mailing of this proxy statement and the proxy cards. Copies of solicitation materials will be furnished to banks, brokerage houses, fiduciaries and custodians holding in their names shares of our common stock beneficially owned by others to forward to such beneficial owners. We may reimburse persons representing beneficial owners of our common stock for their costs of forwarding solicitation materials to such beneficial owners. In addition to solicitation by use of the mails, proxies may be solicited by our board of directors, officers and employees, in person or by telephone, electronic mail, or other means of communication. No additional compensation for soliciting proxies will be paid to our board of directors, officers or regular employees for such services.

## **ELECTION OF DIRECTORS**

The Company currently has four (4) Directors, each of whose term of office will expire at the Annual Meeting. The Board of Directors has nominated four (4) persons to stand for election as a Director to serve until the 2010 Annual Meeting of Shareholders and until his successor has been duly elected and qualified.

### **Nominees for Director**

Each Director of the Company serves as a Director for a term of one (1) year and until his successor is duly elected and qualified. The following sets forth for each Nominee, his name and age, positions and/or offices held with the Company, the period during which each Nominee served in such positions and/or offices, a description of his business experience during the past five (5) years or more, and other biographical information.

**Floyd Butterfield**, age 53, has served as the Treasurer of the Company since and a Director of the Company since April 2007. Floyd S. Butterfield has over twenty-five years of experience in the biofuels industry and is the designer of Diversified Ethanol's "Butterfield Closed Cycle System™ ethanol plants". With his vast experience in ethanol production from a wide variety of conventional and alternative feedstocks, Mr. Butterfield's innovative approach to alternative fuel production earned him the top award from the California Department of Food & Agriculture and the California Waste Management's Fuel Alcohol Plant Design Competition in the early 1980's. Mr. Butterfield serves as Director of Engineering and Manufacturing for Diversified Ethanol. Previously, Mr. Butterfield founded FSB Energy, a provider of design, construction and operational consulting services to the biofuel and geothermal industries. Mr. Butterfield also founded and served as COO of Curbside Container Company, where he developed six patents related to recycling containers. He also served as CEO of FSB Farming, a grower of carrots and tomatoes for large packing operations. Since 1983 Mr. Butterfield has operated a diversified farming operation and continues to farm. Mr. Butterfield holds a B. A. in Geophysics from Occidental College and attended the Colorado School of Mines Geophysics Masters Program.

**Todd Hyldon**, age 47, has served as a Director of the Company since April 2008. An active member of his community, Todd Hylden wears many hats. Primarily Mr. Hylden is Vice President of Marketing for Black Lion Energae which raises capital to launch emerging businesses. He also manages a small farm > in North Dakota and is a proud father of two. Mr. Hylden's exotic work experience includes: two years with the US Department of Agriculture as a conservation supervisor; one year working as a commercial fisherman in the Bering Sea; and over time, leading four different congregations in western North Dakota. As Pastor, Todd collaborated with other regional community, business and education leaders to develop effective renewal initiatives combining intellectual, natural, financial, cultural, and creative resources in the region. Todd received an Associate Degree from Trinity Lutheran College of Seattle, WA; a Bachelor of Science Degree in secondary education and social sciences from Valley City State University of Valley City, ND; and a Masters of Divinity Degree from Luther Seminary of St Paul, MN.

**Darren Eng**, age 38, has served as the Secretary of the Company since, and a Director of the Company since October 2008. Darren Eng is a business management and professional association adviser. Founder and President of The Sponsorship Group, Mr. Eng also holds title of Executive Director of a number of Southern California professional organizations operated and managed by his staff. Other past senior management positions include: Executive Vice President of the Digital Evolution Center and Vice President of Virtual International Community. Prior to running various companies and organizations in SoCal, Mr. Eng enjoyed a nearly decade-long career in the environmental industry. For the last three of those years, he led teams of scientists and engineers at ENSR (acquired by AECOM) as a Project and Team Manager and as a Level III Associate Scientist himself. Work included regulatory compliance inspections and liability assessments of Southern Natural Gas facilities and other large bank financed industrial properties in eastern US from Maine to Louisiana. Mr. Eng is a member of the Mens Guild for Children's Hospital Los Angeles. He received a Bachelor of Science in Biology - Environmental Track from Yale University in New Haven Connecticut.

**Scott Pummill**, age 38, has served as the President and a Director of the Company since October, 2008. Scott Pummill currently serves as Chief Executive Officer for Greenbelt Resources Corporation. In this role, Mr. Pummill has overseen the turnaround of GRCO through enhanced corporate governance, compliance and internal organization resulting in reduced debt, controlled cash flow, and attraction of new talent. Mr. Pummill began his nearly 17 year career in financial markets and marketing/advertising with three years at UBS/PaineWebber, primarily on the equities side of trading. He then moved to South Korea for a position with Motorola Ltd. where he developed marketing presentations and conducted business negotiations. On return to the States settling in California he spent the next eight years working in advertising/marketing not only for two well known companies, but he also started his own consulting firm in 2001. In 2005, Mr. Pummill decided to re-enter the trading markets and with a long time associate founded the trading firm Logic Powered Capital and Commodities. Concurrently he collaborated with South Eastern Bio Fuels Financial in raising Capital for startup Biodiesel and Ethanol companies. Mr. Pummill helped raise millions of US dollars over the last three years and participated in negotiations of feedstock and off-take agreements, with local, international and governmental organizations. He has also consulted to international and domestic clients in the development and technology selection of their plants and operations. Mr. Pummill received his Bachelor of Arts from Wright State University and Bowling Green State University.

## **OTHER MATTERS**

At the time of the preparation of this Proxy Statement, the Board of Directors of the Company had not been informed of any matters which would be presented for action at the Annual Meeting, other than the proposals specifically set forth in the Notice of Annual Meeting of Shareholders and referred to herein.  
By Order of the Board of Directors

Scott Pummill, President & CEO  
April 30, 2009  
Burnsville, Minnesota

**GREENBELT RESOURCES CORPORATION**  
**Annual Meeting of Shareholders May 21, 2009**  
**THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS**

The undersigned holder of Common Shares and/or Preferred Shares (as the case may be) of Greenbelt Resources Corporation, a Nevada corporation, does hereby appoint Scott Pummill and Darren Eng, and each of them, as due and lawful attorneys-in-fact (each of whom shall have full power of substitution), to represent and vote as designated below all of the Shares of Greenbelt Resources Corporation that the undersigned held of record at 5:00 p.m., Eastern Standard Time, on April 28, 2009, at the Annual Meeting of Shareholders of Greenbelt Resources Corporation to be held at the Holiday Inn Burnsville, located at 14201 Nicollet Ave. S, Burnsville, Minnesota on May 21, 2009 at 1:30 p.m., local time, or any adjournment thereof, on the following matter, and on such other business as may properly come before the meeting:

**1. ELECTION OF DIRECTORS**

Floyd Butterfield, Todd Hyldon, Darren Eng and Scott Pummill

**FOR ALL NOMINEES LISTED ABOVE** (except as marked to the contrary below)

**WITHHOLD AUTHORITY TO VOTE FOR ALL NOMINEES LISTED ABOVE**

**(Instructions: To withhold authority to vote for any individual nominee, write that Nominee's name on the space provided below.)**

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**2. IN THEIR DISCRETION, ON SUCH OTHER BUSINESS AS MAY PROPERLY COME BEFORE THE MEETING.**

**PLEASE SIGN AND RETURN PROMPTLY**

THIS PROXY WHEN PROPERLY EXECUTED WILL BE VOTED IN THE MANNER DIRECTED HEREIN BY THE SHAREHOLDER. IF NO DIRECTION IS GIVEN, THIS PROXY WILL BE VOTED FOR THE ELECTION OF ALL NOMINEES AS DIRECTORS.

**(Please sign, date, and return this proxy card exactly as your name or names appear below, whether or not you plan to attend the meeting.)**

\_\_\_\_\_ I plan to attend the Annual Meeting.      \_\_\_\_\_ I do not plan to attend the Annual Meeting.

Date: \_\_\_\_\_, 2009

Signature(s): \_\_\_\_\_

\_\_\_\_\_  
Title or Authority (if applicable)

**Please sign your name here exactly as it appears hereon. Joint owners should each sign. When signing as an attorney, executor, administrator, trustee, guardian, corporate officer or other similar capacity, so indicate. If the owner is a corporation, an authorized officer should sign for the corporation and state his title. This Proxy shall be deemed valid for all shares held in all capacities that they are held by the signatory.**