

**Odin Energy Limited**  
**ACN 124 491 416**  
to be renamed  
**gridComm Limited**

**SECOND SUPPLEMENTARY PROSPECTUS**

**THIS IS A SECOND SUPPLEMENTARY PROSPECTUS TO THE REPLACEMENT PROSPECTUS  
LODGED WITH ASIC ON 12 OCTOBER 2016 AND THE FIRST SUPPLEMENTARY  
PROSPECTUS DATED 12 DECEMBER 2016 AND MUST BE READ TOGETHER WITH THE  
REPLACEMENT PROSPECTUS AND FIRST SUPPLEMENTARY PROSPECTUS.**

**THIS IS AN IMPORTANT DOCUMENT AND SHOULD BE READ IN ITS ENTIRETY.**

**IF YOU ARE IN DOUBT ABOUT WHAT TO DO, YOU SHOULD  
CONSULT YOUR PROFESSIONAL ADVISER WITHOUT DELAY.**

**THE SECURITIES OFFERED BY THIS SECOND SUPPLEMENTARY PROSPECTUS ARE OF A  
SPECULATIVE NATURE.**

**This Second Supplementary Prospectus is intended to be read in conjunction with the Replacement  
Prospectus dated 12 October 2016 and the First Supplementary Prospectus dated 12 December 2016  
relating to the shares of Odin Energy Limited (ACN 124 491 416).**

---

## 1. IMPORTANT INFORMATION

This is a Second Supplementary Prospectus dated 10 March 2017 (**Second Supplementary Prospectus**). This Second Supplementary Prospectus should be read in conjunction with the Replacement Prospectus dated 12 October 2016 (**Replacement Prospectus**) issued by Odin Energy Limited ACN 124 491 416 (**Company**) and the First Supplementary Prospectus dated 12 December 2016 (**First Supplementary Prospectus**). A copy of this Second Supplementary Prospectus was lodged with ASIC on 10 March 2017. ASIC and ASX do not take any responsibility for the contents of this Second Supplementary Prospectus. The Replacement Prospectus dated 12 October 2016 replaced the Prospectus (**Original Prospectus**) dated 12 September 2016.

This Second Supplementary Prospectus is a “refresh document” as defined in section 724(3H) of the Corporations Act.

This Second Supplementary Prospectus must be read together with the First Supplementary Prospectus and the Replacement Prospectus. If there is a conflict between the Replacement Prospectus, the First Supplementary Prospectus and this Second Supplementary Prospectus, this Second Supplementary Prospectus will prevail.

Terms defined in the Replacement Prospectus have the same meaning as in this Second Supplementary Prospectus, unless otherwise indicated.

This Second Supplementary Prospectus, First Supplementary Prospectus and the Replacement Prospectus may be viewed on the Company's website. You may obtain a paper copy of the Replacement Prospectus, First Supplementary Prospectus and this Second Supplementary Prospectus free of charge by contacting the Company.

This document is important and should be read in its entirety and in conjunction with the Replacement Prospectus. If you do not understand its contents, you should consult your professional advisor without delay.

---

## 2. Supplementary Information

This Second Supplementary Prospectus has been prepared to:

- (a) extend the indicative Closing Date to 5.00pm (WST) on Tuesday 30<sup>th</sup> May 2017;
- (b) extend the period for the quotation of Shares offered under the Replacement Prospectus to 10 June 2017, being three months from the date of this Supplementary Prospectus (**Quotation Condition**); and
- (c) extend the period to raise the minimum subscription for the Public Offer under the Replacement Prospectus to 10 July 2017, being four months from the date of this Supplementary Prospectus (**Minimum Subscription Condition**),

pursuant to the ASIC Corporations (Minimum Subscription and Quotation Conditions) Instrument 2016/70 (**Instrument**).

---

## 3. Quotation and Minimum Subscription Condition

The Company makes the following statements regarding the Quotation Condition and Minimum Subscription Condition as required by the Instrument:

**This Second Supplementary Prospectus is intended to be read in conjunction with the Replacement Prospectus dated 12 October 2016 and the First Supplementary Prospectus dated 12 December 2016 relating to the shares of Odin Energy Limited (ACN 124 491 416).**

- (a) An application for admission to quotation of the Shares offered under the Replacement Prospectus was made within seven days after the date of the Original Prospectus.
- (b) The Shares offered under the Replacement Prospectus have not been admitted to quotation on ASX as at the date of this Second Supplementary Prospectus.
- (c) ASX has formally indicated to the Company that it will reinstate the Company to official quotation on the ASX and quote the Shares offered under the Replacement Prospectus, subject to the satisfaction of the following conditions:
  - (i) Provision of an updated Appendix 1A;
  - (ii) Close of the offers made under the Replacement Prospectus and First Supplementary Prospectus and completion of the allotment and issue of the securities under those offers;
  - (iii) Confirmation in a form acceptable to ASX that the Company has received cleared funds for the complete amount of the issue price of every security allotted and issued to every successful applicant for securities under the Public Offer;
  - (iv) Lodgement of all outstanding Appendix 3B's with ASX for issues of securities (if any);
  - (v) Provision of copies of restriction agreements entered into by the Company, together with undertakings provided by a bank, recognised trustee or the provider of registry services, in relation to the restricted securities of the Company;
  - (vi) ASX being satisfied that the Company has an appropriate spread of shareholders and there are at least 350 shareholders, each having a parcel of shares with a value of at least \$2,000 and at least 25% of the Company's ordinary shares are not held by related parties, excluding restricted securities;
  - (vii) Confirmation that the conditions to each of the Offers have been satisfied;
  - (viii) Confirmation of satisfaction of the conditions precedent to, and completion of, the Securities Sale Agreements;
  - (ix) Completion of the Company's change of name to gridComm Limited;
  - (x) Provision of a copy of the Company's certificate of name change from ASIC;
  - (xi) Confirmation that the notes issued by Austasia, for which Shares are being issued under the Convertible Note Conversion Offer, have converted into Shares and have been cancelled and that in respect of the Performance Shares, the Company will comply with the conditions set out by ASX;
  - (xii) Lodgement of Director's Interest Notices;
  - (xiii) Confirmation that there are no legal, regulatory or contractual impediments to the Company undertaking the activities the subject of the commitments disclosed in the Prospectus;
  - (xiv) The Company demonstrating free float at the time of admission of at least 20%, defined as the percentage of the Company's ordinary shares fully paid that are

not restricted or subject to voluntary escrow and held by non-affiliated shareholders;

- (xv) Payment of any ASX fees, including listing fees, applicable and outstanding;
  - (xvi) Despatch of a notice from the Company under ASX Operating Rule 8.9.1 (in relation to all holdings on the CHESS sub-register) or issuer sponsored holding statements (in relation to all other holdings) and any refund money.
  - (xvii) Provision for release to the market as pre-reinstatement disclosure various information, statements or documentation that are typically required by ASX, including for example a distribution schedule of the number of holders in each class of security to be quote, a statement setting out the names of the top 20 largest holders of each class of securities, the capital structure of the Company following completion of the Offer, accounts of Austasia, gridComm and the Company, an updated statement of commitments and use of funds based on actual funds raised, an updated Appendix 3B reflecting the issue of securities under the Offers, the Company's securities trading policy, a statement setting out the number of securities subject to ASX restrictions and the restriction period applied to those securities and lodgement of any outstanding financial reports, if any, since the Company's securities were suspended and any other outstanding documents required by listing rule 17.5.
- (d) The Quotation Condition is being amended to extend the period for admission to quotation of Shares offered under the Replacement Prospectus to three months from the date of this Second Supplementary Prospectus.
  - (e) Subject to the lodgement of any future refresh document, the Quotation Condition must be satisfied by 10 June 2017.
  - (f) As at the date of this Second Supplementary Prospectus applications have been received for 119,514 Shares under the Replacement Prospectus.
  - (g) As at the date of this Second Supplementary Prospectus, the minimum subscription of \$6,000,000 specified in the Replacement Prospectus has not been achieved. The minimum subscription remains unchanged as at the date of this Supplementary Prospectus.
  - (h) The Minimum Subscription Condition is being amended to extend the period to raise the minimum subscription under the Public Offer to four months from the date of this Second Supplementary Prospectus.
  - (i) Subject to the lodgement of any future refresh document, the Minimum Subscription Condition must be satisfied by 10 July 2017.

---

## **4. Applications**

### **4.1 Investors who have previously submitted an Application Form**

A copy of this Second Supplementary Prospectus will be sent to all applicants who have subscribed for Shares under the Replacement Prospectus or First Supplementary Prospectus prior to the date of this Second Supplementary Prospectus. In accordance with section 724 of the Corporations Act, the Company will allow investors who have lodged Application Forms prior to the date of this Second Supplementary Prospectus one month from the date of this Second Supplementary Prospectus (being 10 March 2017) to obtain a refund of their Application Monies

if they do not wish to proceed with their application (**Withdrawal Period**). The Offers will remain open at least until the end of the Withdrawal Period.

Any investor who wishes to obtain a refund under the Offers should write to the Company at the following address:

Odin Energy Limited  
Suite 4, 16 Ord Street  
West Perth, Western Australia 6005

If you do not wish to withdraw your application, you do not need to take any action.

#### **4.2 Investors who have not previously submitted an Application Form**

The Offer of Shares is made in the Second Supplementary Prospectus, First Supplementary Prospectus and the Replacement Prospectus. If you wish to apply for Shares and have not yet completed an Application Form, please complete and return the Application Form attached to this Second Supplementary Prospectus. Applications must not be made on an Application Form attached to or accompanying the Replacement Prospectus or First Supplementary Prospectus.

The Application Form must be received by 5.00pm (WST) on 23 May 2017 and must be completed in accordance with the relevant instructions in Section 2.19 of the Replacement Prospectus and the Application Form.

---

## **5. Indicative Timetable**

The indicative timetable set out immediately before section 1 of the Prospectus is deleted and replaced with the following:

<b>Indicative timetable</b>	
Lodgement of this Second Supplementary Prospectus with ASIC	10 <sup>th</sup> March 2017
Closing Date of the Public Offer	5.00pm (WST) Tuesday 23 <sup>rd</sup> May 2017
Completion of the Proposed Acquisition	Tuesday 30 <sup>th</sup> May 2017
Issue of Consideration Securities and Securities under the Public Offer and Other Offers	Tuesday 30 <sup>th</sup> May 2017
Despatch of holding statements	Friday 2 <sup>nd</sup> June 2017
Expected date for Shares to be re-instated to trading on ASX (subject to ASX's discretion)	Friday 9 <sup>th</sup> June 2017

**This Second Supplementary Prospectus is intended to be read in conjunction with the Replacement Prospectus dated 12 October 2016 and the First Supplementary Prospectus dated 12 December 2016 relating to the shares of Odin Energy Limited (ACN 124 491 416).**

**The above dates are indicative only. The Directors of the Company reserve the right to vary these dates, including to further extend the Closing Date.**

---

## **6. Directors' Authorisation**

In accordance with section 720 of the Corporations Act, each Director of the Company has consented to the lodgement of this Second Supplementary Prospectus with ASIC and has not withdrawn that consent prior to lodgement.

This Second Supplementary Prospectus is signed for and on behalf of the Company by

Mr Alex Bajada

Chairman

Dated: 10 March 2017