



GEODYNAMICS LIMITED
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ABN: 55 095 006 090

ASX Announcement

14 September 2015

Geodynamics Compulsory Acquisition of Quantum Power Limited Shares

As previously announced, Geodynamics Limited ACN 095 006 090 (**Geodynamics**) now holds a relevant interest of 99.86% of the issued shares of Quantum Power Limited (**Quantum**), providing Geodynamics with the right to compulsorily acquire all the remaining Quantum shares for which it has not already received acceptances of its takeover offer.

Accordingly, in accordance with section 661B(1)(d) of the Corporations Act we provide Form 6021 (**Compulsory Acquisition Notice**) and the covering letter to be sent to the remaining shareholders in Quantum.

The Compulsory Acquisition Notice was lodged with the Australian Securities and Investments Commission today in accordance with section 661B(1)(b) of the Corporations Act.

The Compulsory Acquisition Notice and the covering letter will be sent to the remaining Quantum shareholders no later than 18 September 2015.

A handwritten signature in black ink, appearing to read "Geoff Ward".

Geoff Ward
Managing Director and Chief Executive Officer

— ends —



14 September 2015

Dear Quantum Shareholder,

**Geodynamics Limited Takeover Offer for shares in Quantum Power Limited
Compulsory Acquisition of your Quantum Shares**

I refer to the Geodynamics Limited (**Geodynamics**) Takeover Offer for all of the shares in Quantum Power Limited (**Quantum**).

Geodynamics now holds a relevant interest in more than 90% of the Quantum shares on issue. Accordingly, Geodynamics will now compulsorily acquire the remaining Quantum shares under the compulsory acquisition provisions of the Corporations Act. The compulsory acquisition will be on the same terms as the Takeover Offer, being four and a half (4.5) Geodynamics shares for every one (1) Quantum share you hold.

According to our records, we have not received a valid acceptance of the Takeover Offer from you. Therefore, unless you have already posted your acceptance, your Quantum shares will be subject to the compulsory acquisition procedure.

We enclose an Australian and Securities Commission (**ASIC**) Form 6021 (Notice of compulsory acquisition following takeover bid) which Geodynamics is required to give you under section 661B(1)(c)(i) of the Corporations Act to exercise its right to compulsorily acquire your Quantum shares. This form, which has been filed with ASIC, sets out the compulsory acquisition procedure and your rights in relation to it. **Please read this form carefully.**

At the conclusion of the compulsory acquisition procedure, likely to be in about six weeks time, Geodynamics will, in accordance with the requirements of the Corporations Act, issue the Geodynamics shares to which you are entitled to Quantum, which will hold those shares for you. Those Geodynamics shares will not be transferred to you automatically – you will need to claim them from Quantum.

If you have any questions relating to the Offer please call the Offer Information Line on +61 37217500.

Yours faithfully

A handwritten signature in black ink, appearing to read "Geoff Ward", written over a light blue horizontal line.

Geoff Ward
Chief Executive Officer and Managing Director
Geodynamics Limited

Notice of compulsory acquisition following takeover bid

Notice

Description of class of securities to which the bid relates

To each holder of:

Ordinary Shares

('Bid Class Securities')

Name of target company or body

in

Name ('the Company')

Quantum Power Limited

ACN/ARBN/ARSN

ABN 63 115 910 659

Tick applicable box(es)

and each holder of securities that will or may be converted into, or confer rights to be issued, in the next 6 weeks, securities to which the bid relates.

and each holder of non-transferable securities issued under an employee incentive scheme referred to in paragraph 2.

Name of bidder

1. Under a takeover bid offers were made by

Geodynamics Limited

in respect of the acquisition of Bid Class Securities in the company.

The offers

Tick one box

closed

are scheduled to close

Date offers closed or are scheduled to close

on

Date

1 1 / 0 9 / 1 5
[D] [D] [M] [M] [Y] [Y]

Tick applicable box(es).
(See subsection 661A(4) and (4A))

2. You are, as at the date of this notice, the holder of one or more of the following

securities in respect of which the takeover offer was made, but have not accepted the offer. (If you have accepted the offer but have received this notice you do not need to do anything in response to this notice—the bidder will acquire your securities under the offer.)

securities to which the bid related issued after the end of the offer period and before the date of this notice

securities that will or may be converted into, or confer rights to be issued, in the next 6 weeks, securities to which the bid related

securities issued under an employee incentive scheme to which restrictions on transfer apply under the company's constitution or the terms of issue, being

Description of securities

Description of securities

the following securities in the bid class in which the bidder has a relevant interest

3. The bidder gives you notice under subsection 661B(1) of the Corporations Act 2001 ('the Act') that the bidder has become entitled pursuant to subsection

Tick one box

661A(1)

661A(3)

of the Act to compulsorily acquire your securities and desires to acquire those securities.

Continued... Notice

- 4 Under section 661D of the Act, you have the right, by notice in writing given to the bidder within one month after this notice is lodged with ASIC, to ask the bidder for a written statement of the names and addresses of everyone else the bidder has given this notice to.

This notice was lodged with ASIC on

Date

1	4	/	0	9	/	1	5
[D	D]		[M	M]		[Y	Y]

Date of lodgement

Insert paragraph 4A only where alternative forms of consideration were offered under the bid.

- 4A. You are entitled, within one month after being given this notice (see paragraph 8), or within 14 days after being given a statement requested under section 661D of the Act (as referred to in paragraph 4 of this notice), whichever is the later, by notice in writing to the bidder, to elect which of the following forms of consideration will apply to the acquisition of your securities:

Details of alternative terms.

If you do not elect which of the alternative forms of consideration will apply to the acquisition of your securities, the form of consideration that will apply will be:

Set out the terms that will apply

5. Under section 661E of the Act, you have the right, within one month after being given this notice (see paragraph 8) or within 14 days after being given a statement requested under section 661D of the Act (as referred to in paragraph 4 of this notice), whichever is later, to apply to the Court for an order that the securities not be compulsorily acquired.
6. The bidder is entitled and bound to acquire the securities on the terms that applied under the takeover bid immediately before
7. Unless the Court otherwise orders, on application made by you under section 661E of the Act within one month after being given this notice (see paragraph 8) or within 14 days after being given a statement under section 661D (as referred to in paragraph 4 of this notice), whichever is the later, the bidder must comply with paragraph 6 of this notice.
8. A notice sent by post to you is taken to be given to you 3 days after it is posted.

Tick one box

- this notice was given.
 the end of the offer period.

Signature

Name of person signing

Tim Pritchard

Capacity

Company Secretary

Signature



Date signed

1	4	/	0	9	/	1	5
[D	D]		[M	M]		[Y	Y]