



ABN 55 095 006 090

22 October 2012

Dear Shareholder

Thank you for your support throughout the year. On behalf of the Board, I am delighted to invite you to attend the 2012 Annual General Meeting of Geodynamics Limited or to join the live webcast of the event.

Enclosed with this letter is our Notice of Meeting together with your Proxy form. (Note: If you have elected to receive electronic copies of those documents, these will have been emailed to you and will not be enclosed.)

If you are unable to attend the Annual General Meeting, you may appoint a proxy to vote for you at the meeting by completing the attached Proxy form. Alternatively, you are invited to vote online at www.investorvote.com.au.

In the interests of saving on paper distribution and minimising costs, we encourage shareholders to elect to receive these documents electronically in future and to vote online for the resolutions identified in the Notice of Meeting. Shareholders who wish to opt in to receive future documents by email should register their communication options via Computershare Investor Services Pty Limited's web portal at www.computershare.com.au.

The Annual General Meeting will commence at:

**6.00 pm (AEST)
Thursday 29 November 2012
Grand Ballroom, Level 2, Brisbane Marriott Hotel
515 Queen Street
Brisbane 4000**

After the official business concludes, we will provide shareholders with a presentation on the progress of the Company and the opportunity to ask any questions of our management team and Board of Directors. You are then invited to join us for drinks and to meet and talk to Directors and senior staff in an informal environment.

For catering and seating purposes, we would appreciate you registering your intention to attend by Monday 19 November 2012. If you are unable to attend, you are welcome to register for the live webcast of the Annual General Meeting. Please visit our website www.geodynamics.com.au/rsvp or contact Geodynamics on 07 3721 7500.

On behalf of the Directors, we look forward to seeing you at this meeting.

**Yours sincerely
Geodynamics Limited**

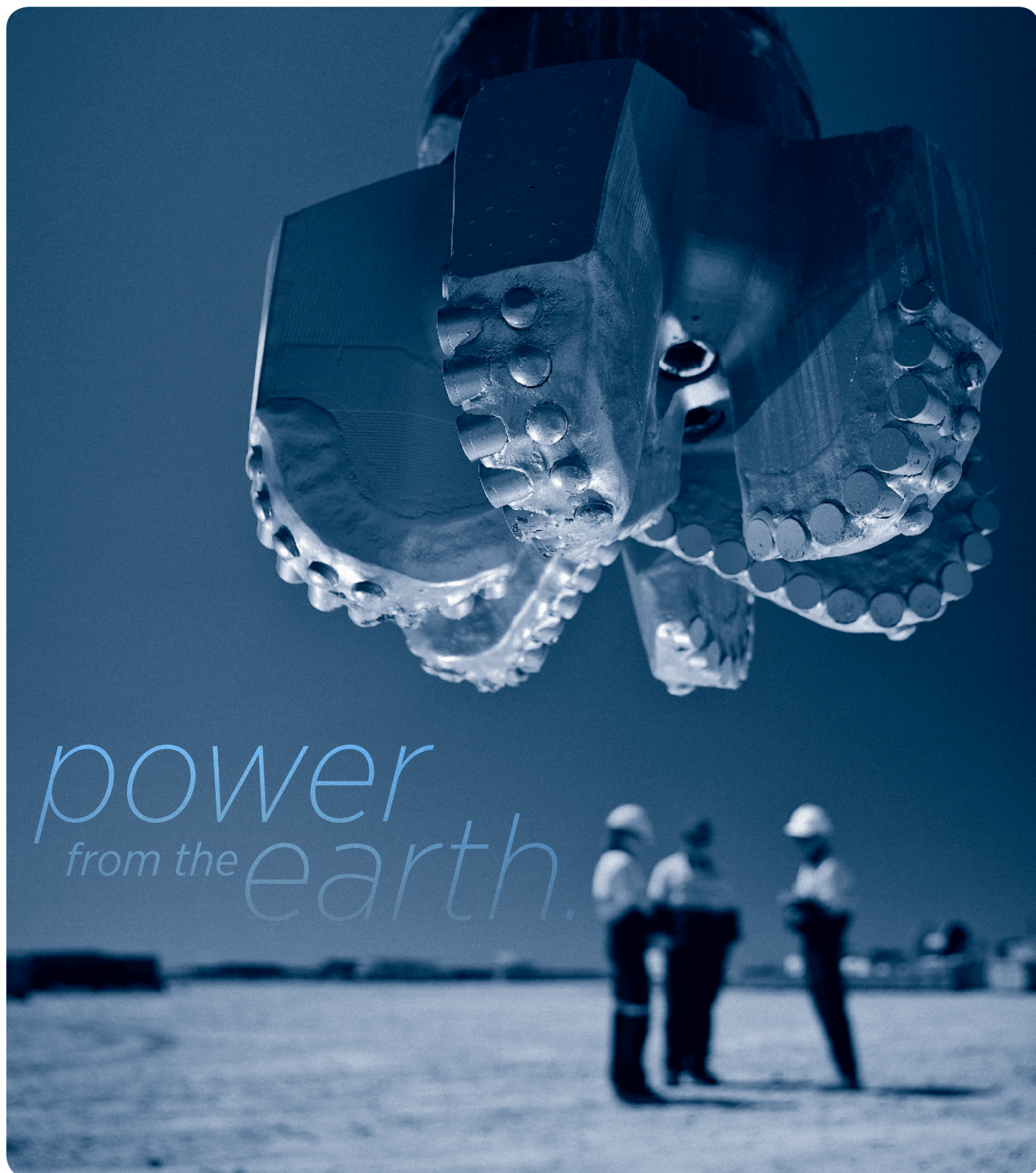
**Keith Spence
Chairman
ENCS**



Geodynamics Limited ABN 55 095 006 090

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of Shareholders of Geodynamics Limited (the "Company") will be held in the Grand Ballroom of the Brisbane Marriott Hotel, 515 Queen Street Brisbane, Qld at 6.00pm (Queensland time) on Thursday, 29 November 2012.



*power
from the earth.*

ORDINARY BUSINESS

FINANCIAL REPORT AND DIRECTORS' AND AUDIT REPORTS

1. To receive and consider the Financial Report, including the Directors' Declaration, for the year ended 30 June 2012 and the related Directors' Report and Auditor's Report.

REMUNERATION REPORT

2. To adopt the Remuneration Report for the financial year ended 30 June 2012.

Notes:

1. The vote on this resolution is advisory only and does not bind the Directors or the Company.
2. If 25% or more of votes that are cast are voted against the remuneration report at two consecutive AGM's, shareholders will be required to vote at the second of those AGM's on a resolution (a 'spill resolution') that another meeting be held within 90 days at which all of the Company's Directors (other than the Managing Director) must stand for re-election.

Voting exclusion

The Company will disregard and not count any votes cast (in any capacity) on Item 2 by or on behalf of either or both the following persons:

- (a) a member of the Company's Key Management Personnel; or
- (b) a Closely Related Party of a member of the Company's Key Management Personnel.

unless:

- (c) the person
 - (i) does so in relation to a resolution where they hold a Directed Proxy Form; or
 - (ii) is the Chairman of the Meeting and is expressly authorised to exercise the proxy even though the resolution is a Remuneration Resolution; and
- (d) the vote is not cast on behalf of a person described in paragraph (a) and (b) above.

ELECTION OF DIRECTORS

3. Mr Andrew Stock retires by rotation in accordance with Article 14.4 of the Company's Constitution, and being eligible, offers himself for re-election.
4. Mr Robert Davies retires by rotation in accordance with Article 14.4 of the Company's Constitution, and being eligible, offers himself for re-election.



By Order of the Board

Tim Pritchard

Company Secretary

22 October 2012

NOTES

- 1 The Directors have determined that the shareholding of each member for the purposes of ascertaining their voting entitlements at the Annual General Meeting will be as it appears in the share register at 6pm (Queensland time) on Tuesday 27 November 2012. Accordingly, those persons are entitled to attend and vote at the meeting.
- 2 If you are eligible, you may vote by attending the meeting in person or by proxy or attorney. A member who is a body corporate may appoint a representative to attend and vote on its behalf.
- 3 To vote by proxy, please complete, sign and return the enclosed proxy form in accordance with the following instructions. If you require an additional proxy form, the Company will supply it on request.
- 4 A member who is entitled to vote at the meeting, may appoint one proxy if the member is only entitled to one vote or one or two proxies if the member is entitled to more than one vote. A proxy need not be a member of the Company.
- 5 Where the member appoints 2 proxies, the appointment may specify the proportion or number of votes that each proxy may exercise. If the appointment does not specify a proportion or number, each proxy may exercise one-half of the votes, in which case any fraction of votes will be disregarded.
- 6 The proxy form must be signed by the member or the member's attorney. Proxies given by a corporation must be executed in accordance with the *Corporations Act* and the constitution of that corporation.
- 7 To be effective, the proxy form and the power of attorney or other authority (if any) under which it is signed or a certified copy, must be received by the Company at least 48 hours before the time for holding of the meeting or any adjourned meeting (or such lesser period as the Directors may permit):
 - 7.1 By mail c/- Computershare Investor Services Pty Limited, GPO Box 242, Melbourne, Victoria 3001.
 - 7.2 Mailed or hand delivered to the Company's registered business office at Level 3, 19 Lang Parade Milton QLD 4064, or
 - 7.3 Online by logging into www.investorvote.com.au and using the control number on the front of your proxy form. Intermediaries/Custodians can vote online by visiting www.intermediaryonline.com (subscribers only).
 - 7.4 By facsimile to 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia).
- 8 Any proxy form received after this deadline including at the meeting will be treated as invalid.
- 9 A member of the Company's Key Management Personnel or their Closely Related Party must not, whether in person or by proxy, vote in their own right on the adoption of the Remuneration Report in Item 2.
- 10 A person appointed as proxy may vote or abstain from voting as he or she thinks fit except in the following circumstances:
 - 10.1 The proxy holds a Directed Proxy Form;
 - 10.2 Where the proxy is voting in relation to a Remuneration Resolution and the proxy is either a Key Management Personnel for the Company or a Closely Related Party and holds an Undirected Proxy Form; and
 - 10.3 The proxy is required by law or the Company's Constitution to vote in a certain manner or abstain from voting.
- 11 Clause 10.2 does not apply if the Chairman of the meeting is appointed as proxy and his appointment expressly authorises the Chairman to exercise the proxy even if the resolution is a Remuneration Resolution.
- 12 The Chairman intends to vote all Undirected Proxy Forms in favour of all resolutions, including Remuneration Resolutions.
- 13 The following definitions apply in this document:

Closely Related Party means the closely related parties of Key Management Personnel as defined in the *Corporations Act 2001*, and include certain members of their family, dependents and companies they control.

Directed Proxy Form means a proxy form which specifies how a proxy is to vote.

Key Management Personnel of the Company are the Directors of the Company and those other persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. The Remuneration Report identifies the Company's key management personnel for the financial year to 30 June 2012.

Remuneration Resolution means a resolution connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

Undirected Proxy Form means a proxy form which does not specify how the proxy is to vote.

EXPLANATORY MEMORANDUM

This explanatory memorandum has been prepared to assist shareholders with their consideration of the resolutions to be put to the Annual General Meeting to be held at 6.00pm on Thursday, 29 November 2012. These explanatory notes should be read with, and form part of, the accompanying Notice of Annual General Meeting.

ITEM 1 – ANNUAL FINANCIAL REPORT

The *Corporations Act 2001* requires the Reports of the Directors and of the Auditors and the Annual Financial Report, including the Financial Statements, to be laid before the Annual General Meeting and the Company's Constitution provides for such Reports and Statements to be received and considered at the Meeting. Neither the *Corporations Act* nor the Constitution requires a vote of shareholders at the Annual General Meeting on such Reports or Statements. However, shareholders will be given ample opportunity to raise questions on the Reports and Statements at the Meeting. The Company's auditor will be available at the meeting to answer any questions in relation to the conduct of the audit, the preparation and content of the Auditor's Report, the accounting policies adopted by the Company in relation to the preparation of the Financial Statements; and the independence of the auditor in relation to the conduct of the audit.

ITEM 2 – REMUNERATION REPORT

The Company's Remuneration Report for the financial year ended 30 June 2012 is set out in the Directors' Report contained within the Company's 2012 Annual Report. Section 250R(2) of the *Corporations Act 2001* requires Geodynamics to propose a resolution that the Remuneration Report be adopted. Prior to holding this vote, shareholders will be given reasonable opportunity to ask questions or make comments on the Remuneration Report.

The vote on this resolution is advisory only and does not bind the Directors. The Board will consider the outcome of the vote and comments made by shareholders on the Remuneration Report at the meeting when reviewing the Company's remuneration policies.

Under the *Corporations Act 2001*, if 25% or more of the votes that are cast are voted against the adoption of the Remuneration Report at two consecutive AGMs, shareholders will be required to vote at the second of those AGMs on a resolution (a 'spill' resolution) that another meeting be held within 90 days at which all of the Company's directors (other than the Managing Director) must go up for re-election.

The 2011 remuneration report received positive shareholder support at the 2011 Annual General Meeting with a vote of 93.8% in favour.

A voting exclusion applies to Key Management Personnel and their Closely Related Parties in certain circumstances – see the voting exclusion in the notes to the Resolution.

As the Directors have a personal interest in the proposed resolution, they make no recommendations as to how shareholders should vote on the resolution.

EXPLANATORY MEMORANDUM

CONTINUED

ITEM 3 – RE-ELECTION OF MR ANDREW STOCK AS A DIRECTOR

Clause 14.4 of the Company's Constitution requires one third of the Directors (excluding the Managing Director and any casual Director), or, if their number is not three or a multiple of three, then the number nearest but not exceeding one-third, to retire from office by rotation. The Directors to retire in each year shall be those who have been longest in office since their last election. Mr Andrew Stock retires from office by rotation and seeks re-election as a Director.

Resident of Adelaide

Term of office – Non-Executive Director since October 2003.

Independent – Yes (from date of re-election).

Andrew Stock was an officer of Origin Energy Limited (**Origin**), the Company's fourth largest shareholder, until 30 June 2012. Under the Investment Deed with Geodynamics, Origin has the right to appoint and maintain a Non-executive Director to the Board of the Company providing it maintains a holding of 10 million fully paid ordinary shares. Mr Stock was appointed to the Board on 24 February 2003 as Origin's director representative under this condition.

Mr Stock will continue as Origin's nominee until his retirement at the AGM. Following his retirement, he will cease to be Origin's nominee and, having no further association with Origin, will seek re-election at the AGM as an independent Director and not as Origin's nominee under the Investment Deed.

The Directors believe that Mr Stock should be considered as independent because he is independent of management and free from any business or other relationship that could materially interfere with, or could reasonably be perceived to materially interfere with, the independent exercise of his judgement.

Skills, experience and expertise

Mr Andrew Stock was the Director, Executive Projects for Origin Energy until 30 June 2012. In previous roles, he was responsible for Origin's major capital investments in upstream petroleum, power generation, and low emissions technology businesses.

With over 35 years of experience, he previously held senior management positions in energy industries in Australia and overseas. He is a Non-executive Director of the listed company Horizon Oil Limited (since February 2011), Board Member of the Clean Energy Finance Corporation, a member of the Advisory Board of the Faculty of Engineering, Computer and Mathematical Sciences, Institute for Mineral and Energy Resources and

Centre for Energy Technology at the University of Adelaide, and Melbourne University's Energy Institute. He has a Chemical Engineering degree (Honours) from the University of Adelaide, is a Fellow of the Institution of Engineers Australia, and a Graduate member of the Australian Institute of Company Directors.

Board Committee membership – Chairman of the Remuneration and Nominations Committee, Member of the Health, Safety & Environment Committee

The Directors (with Mr Stock abstaining) recommend that shareholders vote in favour of this resolution.

ITEM 4 – RE-ELECTION OF MR ROBERT DAVIES AS A DIRECTOR

Article 14.4 of the Company's Constitution requires one third of the Directors (excluding the Managing Director and any casual Director), or, if their number is not three or a multiple of three, then the number nearest but not exceeding one-third, to retire from office by rotation. The Directors to retire in each year shall be those who have been longest in office since their last election. Mr Davies retires from office by rotation and seeks re-election as a Director.

Resident of Melbourne

Term of office – Non-Executive Director since November 2008.

Independent – Yes

Skills, experience and expertise

Mr Robert Davies is a Certified Management Accountant (Canada) and has extensive senior finance experience with global mining and resource companies. He was formerly the Chief Executive Officer and a Director of Australian Energy Company Limited, an unlisted public company. Prior to that he was Executive Vice President and Chief Financial Officer for Inco Ltd, a major listed nickel producer. Prior to that, he was Chief Financial Officer for Alumina Ltd., and General Manager Treasury Tax and Investor Relations for WMC Ltd. He has previously held senior finance positions with BHP in Canada, the US, Chile and Australia, acquiring significant operational and corporate finance experience. He was also previously a director of PT Inco and Alcoa of Australia.

Board Committee membership – Chairman of the Audit and Risk Committee, member of the Remuneration and Nominations Committee

The Directors (with Mr Davies abstaining) recommend that shareholders vote in favour of this resolution.





GEODYNAMICS

LIMITED

ABN 55 095 006 090

000001 000 GDY
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030



Lodge your vote:



Online:

www.investorvote.com.au



By Mail:

Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:

(within Australia) 1300 552 270
(outside Australia) +61 3 9415 4000

Proxy Form



Vote online or view the annual report, 24 hours a day, 7 days a week:

www.investorvote.com.au



Cast your proxy vote



Access the annual report



Review and update your securityholding

Your secure access information is:

Control Number: 999999

SRN/HIN: 1999999999



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

For your vote to be effective it must be received by 6.00pm (Queensland time) Tuesday 27 November 2012

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote as they choose. If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions for Postal Forms

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged 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, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the information tab, "Downloadable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,
or turn over to complete the form →**

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030



Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark ☒ to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Geodynamics Limited hereby appoint

☐

the Chairman
of the Meeting OR



PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Geodynamics Limited to be held in the Grand Ballroom of the Brisbane Marriott Hotel, 515 Queen Street Brisbane, Qld on Thursday, 29 November 2012 at 6.00pm (Queensland time) and at any adjournment or postponement of that Meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Item 2 (except where I/we have indicated a different voting intention below) even though Item 2 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Item 2 by marking the appropriate box in step 2 below.

STEP 2 Items of Business



PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

Ordinary Business

	For	Against	Abstain
2 Adoption of the Remuneration Report for the financial year ended 30 June 2012	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Re-election of Mr Andrew Stock as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Re-election of Mr Robert Davies as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote all available proxies in favour of each item of business.

SIGN

Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact
Name

Contact
Daytime
Telephone

Date / /

GDY

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