



GEODYNAMICS
LIMITED

ABN 55 095 006 090

20 October 2014

Dear Shareholder

Thank you for your support throughout the year. On behalf of the Board, I am delighted to invite you to attend the 2014 Annual General Meeting of Geodynamics Limited.

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.investorcentre.linkmarketservices.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 by completing the enclosed form and returning it to the registry in the reply paid envelope supplied or by providing this information online via Link Market Services Limited's web portal at www.investorcentre.linkmarketservices.com.au.

Details for the 2014 Annual General Meeting are as follows:

6.00 pm (AEST)
Thursday 27 November 2014
Room Three Sixty
Level 10, Y Block, QUT
2 George Street, Brisbane 4000

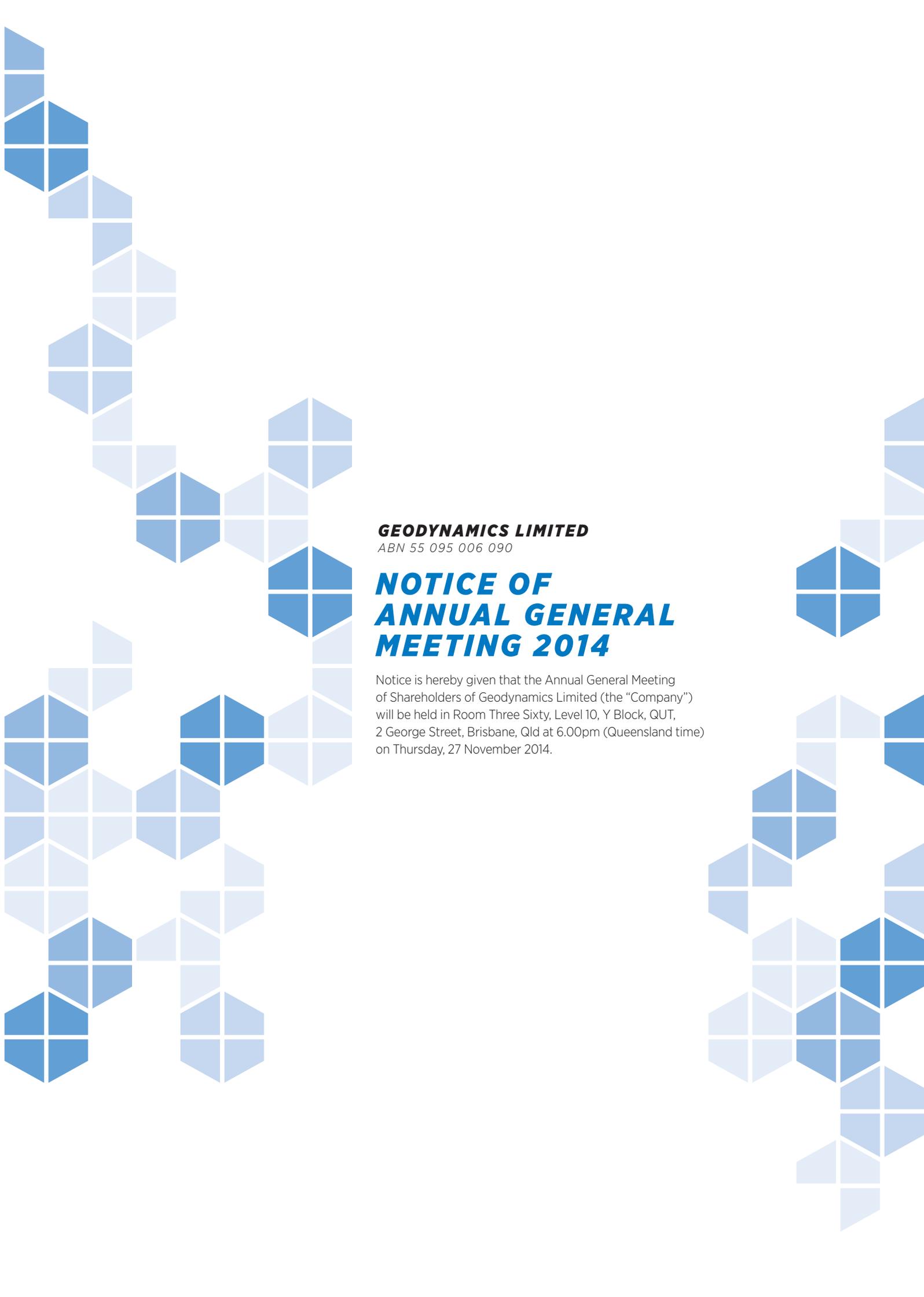
After the official business concludes, we will provide shareholders with a presentation on the progress of the Company and the opportunity to ask any questions of our management team and Board of Directors. You are then invited to join us afterwards to meet and talk to the Directors and senior staff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

For seating purposes, we would appreciate you registering your intention to attend by Monday 17 November 2014. Please visit our website www.geodynamics.com.au/rsvp to register or contact Geodynamics directly 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 2014**

Notice is hereby given that the Annual General Meeting of Shareholders of Geodynamics Limited (the "Company") will be held in Room Three Sixty, Level 10, Y Block, QUT, 2 George Street, Brisbane, Qld at 6.00pm (Queensland time) on Thursday, 27 November 2014.



RESOLUTIONS

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 2014 and the related Directors' Report and Auditor's Report.

Remuneration Report

2. To consider and, if thought fit, to pass the following resolution as a non-binding ordinary resolution under s250R(2) of the *Corporations Act 2001*:

'That the Remuneration Report for the financial year ended 30 June 2014 be, and is hereby adopted.'

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

'That, Mr Keith Spence who retires by rotation in accordance with Article 14.4 of the Company's Constitution, and being eligible, offers himself for re-election, be re-elected as a director of the Company.'

4. To consider and, if thought fit, pass the following resolution as an ordinary resolution:

'That, Mr Michel Marier who retires by rotation in accordance with ASX Listing Rule 14.4, and being eligible, offers himself for re-election, be re-elected as a director of the Company.'

5. To consider and, if thought fit, pass the following resolution as an ordinary resolution:

'That, Mr George Miltenyi who was appointed a casual director on 1 March 2014 and who retires in accordance with Article 14.8 of the Company's Constitution be elected as a director of the Company.'



By Order of the Board

Tim Pritchard

Company Secretary

20 October 2014



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 7pm (Sydney time) on Tuesday 25 November 2014. 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/- Link Market Services Limited, Locked Bag A14, Sydney South, New South Wales 1235.
 - 7.2 Online by logging into the Link website using the holding details as shown on the proxy form.
 - 7.3 By facsimile to +61 2 9287 0309.
 - 7.4 By hand delivering it to Link Market Services Limited, 1A Homebush Bay Drive, Rhodes NSW 2138 or Level 12, 680 George Street, Sydney, New South Wales 2000.
- 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 2014.

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, 27 November 2014. 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 2014 is set out in the Directors' Report contained within the Company's 2014 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.

EXPLANATORY MEMORANDUM (CONTINUED)

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 2013 remuneration report received positive shareholder support at the 2013 Annual General Meeting with a vote of 94.4% 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.

ITEM 3 – RE-ELECTION OF KEITH SPENCE 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 Jack Hamilton retires from office by rotation and seeks re-election as a Director.

Resident of Perth

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

Independent –Yes.

Skills, experience and expertise

Mr Spence was most recently Executive Vice President Enterprise Capability for Woodside and was responsible for ensuring the business operated with the best people, technology and processes. Mr Spence held many roles during his time with Woodside, including Chief Operating Officer, Acting Chief Executive Officer, Director – Oil Business Unit, Director – Northern Business Unit and Exploration Manager – North West Shelf. Mr Spence has gained a broad knowledge across the industry having over 30 years of experience in the oil and gas industry including 18 years with Shell.

Mr Spence is a Non-executive Director of Oil Search. He is Chairman of the State Training Board of Western Australia, the National Offshore Petroleum Safety and Environmental Management Authority Board and the Industry Advisory Board of the Australian Centre for Energy and Process Training.

Board Committee membership – Member of the Remuneration & Nominations Committee and the Health, Safety & Environment (HSE) Committee.

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

ITEM 4 – RE-ELECTION OF MICHEL MARIER AS A DIRECTOR

ASX Listing Rule 14.4 provides that a Director of an entity must not hold office (without re-election) past the third annual general meeting following the director's appointment or 3 years, whichever is longer. Mr Michel Marier retires from office, having last been elected at the annual general meeting in 2011, and seeks re-election as a Director.

Resident of Sydney

Term of office – Non-Executive Director since February 2011.

Independent –Yes.

Skills, experience and expertise

Mr Michel Marier joined The Sentient Group in 2009 and he is based at their office in Sydney. Before joining the Sentient Group, Mr Marier worked 8 years at the Private Equity division of la Caisse de dépôt et placement du Québec (CDPQ). While at CDPQ, his responsibilities ranged from currency hedging, risk and return analysis to investments. In 2006, he participated in the establishment of a new sector in the Private Equity division – distressed debt. In less than two years, the portfolio grew to billions through co-investments and private equity funds. After this accomplishment, Mr Marier concentrated his efforts on restoring the natural resources sector within the Private Equity division.

Michel Marier holds a Master's degree in finance from HEC Montreal. He is a CFA charter holder. He is a former Director of Natural Resources USA Corp, and a Director of Samco Gold, a company listed on the TSX.V exchange.

Board Committee membership – Member of the Audit & Risk Management Committee.

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

ITEM 5 – ELECTION OF GEORGE MILTENYI AS A DIRECTOR

Mr George Miltenyi was appointed as a casual Director of the Company on 1 March 2014. In accordance with Clause 14.8 of the Company's Constitution, the casual appointment will cease at the end of this AGM unless he is elected by shareholders. Mr George Miltenyi seeks election as a Director.

Resident of Sydney

Term of office – Non-Executive Director since March 2014.

Independent –Yes.

Skills, experience and expertise

Mr. George Miltenyi has been owner, investor and director in a wide range of commercial ventures including companies engaged in geothermal energy, distributed tri-generation, organisational development, marketing, immigration, education, life insurance, water distillation technology and recruitment. Since 1989, George has been the managing director of an organisation development company, EMD which consults to some of Australia's largest corporations.

For the past two decades George has had interest in renewable energy, energy efficiency and ways to commercialise new technologies. He constantly scans the market globally for new opportunities. His expertise is building and optimising organisations. He was instrumental in building one of Australia's largest English language educational companies (ACL) and was involved in floating a recruitment firm (Rubicor), which aggregated 19 separate recruitment companies.

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



By mail:
Geodynamics Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia



By fax: +61 2 9287 0309



All enquiries to: Telephone: +61 1300 554 474

MR SAM SAMPLE
100 SAMPLE STREET
SAMPLE CITY QLD 4000



X99999999999

SHAREHOLDER PROXY FORM

I/We being a member(s) of Geodynamics Limited and entitled to attend and vote hereby appoint:

STEP 1

APPOINT A PROXY

the Chairman
of the Meeting
(mark box)

OR if you are NOT appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered shareholder) you are appointing as your proxy.

Failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to vote on my/our behalf (including in accordance with the directions set out below or, if no directions have been given, to vote as the proxy sees fit, to the extent permitted by the law) at the Annual General Meeting of the Company to be held at **6:00pm (Brisbane time) on Thursday, 27 November 2014 at the Room Three Sixty, Level 10, Y Block, QUT, 2 George Street, Brisbane, QLD (the Meeting)** and at any postponement or adjournment of the Meeting.

I/we expressly authorise the Chairman of the Meeting to exercise my/our proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the key management personnel.

The Chairman of the Meeting intends to vote undirected proxies in favour of all items of business.

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an

STEP 2

VOTING DIRECTIONS

	For	Against	Abstain*
Item 2 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3 Re-Election of Director - Mr Keith Spence	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4 Re-Election of Director - Mr Michel Marier	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 5 Election of Director - Mr George Miltenyi	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

STEP 3

SIGNATURE OF SHAREHOLDERS - THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Sole Director and Sole Company Secretary

Joint Shareholder 2 (Individual)

Director/Company Secretary (Delete one)

Joint Shareholder 3 (Individual)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

GDY PRX401R



HOW TO COMPLETE THIS PROXY FORM

Your Name and Address

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person in Step 1. If you appoint someone other than the Chairman of the Meeting as your proxy, you will also be appointing the Chairman of the Meeting as your alternate proxy to act as your proxy in the event the named proxy does not attend the Meeting.

Votes on Items of Business - Proxy Appointment

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

Appointment of a Second Proxy

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- (b) return both forms together.

Signing Instructions

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, 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 indicate the office held by signing in the appropriate place.

Corporate Representatives

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

Lodgement of a Proxy Form

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **7:00pm (Sydney time) on Tuesday, 25 November 2014**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).



by mail:

Geodynamics Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



by fax:

+61 2 9287 0309



by hand:

delivering it to Link Market Services Limited, 1A Homebush Bay Drive, Rhodes NSW 2138 or Level 12, 680 George Street, Sydney NSW 2000.

**If you would like to attend and vote at the Annual General Meeting, please bring this form with you.
This will assist in registering your attendance.**