

Rule 2.7, 3.10.3, 3.10.4, 3.10.5

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003, 24/10/2005.

Name of entity

GEODYNAMICS LIMITED

ABN

55 095 006 090

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

- | | | |
|---|---|---|
| 1 | +Class of +securities issued or to be issued | Share appreciation rights ("SARS") |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 4,862,222 SARS
The number of SARS has been calculated based on the average fair value which has been determined using a Monte-Carlo valuation model based on input assumptions deemed valid by an independent expert. |

+ See chapter 19 for defined terms.

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3 Principal terms of the +securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion)

A SAR is a right to receive either or both a cash payment or shares in the Company, as determined by the Board, subject to the Company satisfying certain conditions, including performance conditions.

The SARs have been issued in two tranches. The first tranche totalling 2,580,274 SARs have been issued at an average fair value of \$0.0436. The earliest vesting date for the first tranche is 1 September 2015.

The second tranche of 2,281,948 SARs have been issued at an average fair value of \$0.0493. The earliest vesting date for the second tranche is 1 September 2016.

The performance condition is based on growth in the Geodynamics share price.

The following vesting details apply to each Tranche

Tranche 1

- The growth in the GDY share price must reach a threshold of 20% prior to any SARs vesting
- At the threshold 30% of SARs in Tranche 1 will vest
- 100% of SARs in Tranche 1 will vest with a 90% growth in the GDY share price

Tranche 2

- The growth in the GDY share price must reach a threshold of 30% prior to any SARs vesting
- At the threshold 30% of SARs in Tranche 2 will vest
- 100% of SARs in Tranche 2 will vest with a 100% growth in the GDY share price

No SARs in either Tranche 1 or Tranche 2 will vest if the growth in GDY's share price is below Threshold. Vesting will occur on a straight line basis between these points.

Any SARs that do not vest in either Tranche 1 or Tranche 2 will be subject to a maximum of 4 additional tests occurring every 6 months from the earliest vesting date for the relevant Tranche.

+ See chapter 19 for defined terms.

The SARs will vest to the extent the performance condition is met at the relevant vesting date.

Each SAR that vests will deliver a reward value based on the increase in Geodynamics share price over the performance period. The reward value will be converted into Shares using the following formula

$$\frac{\text{No. of SARs} \times (\text{Closing Price} - \text{Opening Price})}{\text{Closing Price}}$$

Where:

Opening price is the Volume Weighted Average Price (VWAP) of Geodynamic's ordinary shares for the 90 days immediately prior to the grant date

Closing Price is the VWAP of Geodynamic's ordinary shares for the 90 calendar days immediately prior to the relevant vesting date.

The shares allocated will not be subject to any additional trading restrictions.

Under the Plan Rules, the Company has the discretion to make a cash payment in respect of reward value of the vested SARs (i.e. instead of delivering the reward value in Shares).

On cessation of employment the default position is that all unvested SARs will lapse on that date.

However, in certain circumstances (such as cessation for reasons of death, disability or otherwise in circumstances approved for this purpose by the Board), the Board may determine the treatment of any unvested SARs.

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<p>4 Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?</p> <p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 	<p>No</p> <p>Any shares issued on exercise of the above mentioned SARs will rank equally with existing fully paid ordinary shares.</p>						
<p>5 Issue price or consideration</p>	<p>Nil</p>						
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>Issue of SARs in accordance with the Company's Share Appreciation Rights Plan Rules.</p>						
<p>7 Dates of entering +securities into uncertificated holdings or despatch of certificates</p>	<p>20 October 2014</p>						
<p>8 Number and +class of all +securities quoted on ASX (including the securities in clause 2 if applicable)</p>	<table border="1"> <thead> <tr> <th data-bbox="686 1366 965 1411">Number</th> <th data-bbox="965 1366 1295 1411">+Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="686 1411 965 1467">435,880,130</td> <td data-bbox="965 1411 1295 1467">ORD</td> </tr> <tr> <td data-bbox="686 1467 965 1639">4,862,222</td> <td data-bbox="965 1467 1295 1639">Share appreciation rights</td> </tr> </tbody> </table>	Number	+Class	435,880,130	ORD	4,862,222	Share appreciation rights
Number	+Class						
435,880,130	ORD						
4,862,222	Share appreciation rights						

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	Number	+Class
9	Number and +class of all +securities not quoted on ASX (including the securities in clause 2 if applicable)	N/a.
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	N/a.

Part 2 - Bonus issue or pro rata issue

11	Is security holder approval required?	N/a.
12	Is the issue renounceable or non-renounceable?	N/a.
13	Ratio in which the +securities will be offered	N/a.
14	+Class of +securities to which the offer relates	N/a.
15	+Record date to determine entitlements	N/a.
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	N/a.
17	Policy for deciding entitlements in relation to fractions	N/a.
18	Names of countries in which the entity has +security holders who will not be sent new issue documents Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.	N/a.

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19	Closing date for receipt of acceptances or renunciations	N/a.
20	Names of any underwriters	N/a.
21	Amount of any underwriting fee or commission	N/a.
22	Names of any brokers to the issue	N/a.
23	Fee or commission payable to the broker to the issue	N/a.
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of +security holders	N/a.
25	If the issue is contingent on +security holders' approval, the date of the meeting	N/a.
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	N/a.
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	N/a.
28	Date rights trading will begin (if applicable)	N/a.
29	Date rights trading will end (if applicable)	N/a.
30	How do +security holders sell their entitlements <i>in full</i> through a broker?	N/a.
31	How do +security holders sell <i>part</i> of their entitlements	N/a.

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	through a broker and accept for the balance?	
32	How do +security holders dispose of their entitlements (except by sale through a broker)?	N/a.
33	+Despatch date	N/a.

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

34 Type of securities
(tick one)

(a) Securities described in Part 1

(b) All other securities
Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

35 If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders

Additional securities all issued to GDY Share Plans Pty Ltd

36 If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories

1 - 1,000
1,001 - 5,000
5,001 - 10,000
10,001 - 100,000
100,001 and over

Additional securities all issued to GDY Share Plans Pty Ltd

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37 A copy of any trust deed for the additional +securities

Entities that have ticked box 34(b)

38 Number of securities for which +quotation is sought

N/a.

39 Class of +securities for which quotation is sought

N/a.

40 Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?

If the additional securities do not rank equally, please state:

- the date from which they do
- the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
- the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

N/a.

41 Reason for request for quotation now

Example: In the case of restricted securities, end of restriction period

(if issued upon conversion of another security, clearly identify that other security)

N/a.

	Number	+Class
42 Number and +class of all +securities quoted on ASX (including the securities in clause 38)	N/a.	

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Quotation agreement

1 +Quotation of our additional +securities is in ASX’s absolute discretion. ASX may quote the +securities on any conditions it decides.

2 We warrant the following to ASX.

- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4 We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here: 
Company Secretary

Date: 21 October 2014

Print name: Tim Pritchard

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