

## **NOTICE OF ANNUAL GENERAL MEETING**

**To be held at**

10.00am (Perth time) on Tuesday, 24 November 2015

**at**

the offices of Velpic

243 Hay Street

Subiaco, WA 6008

**This Notice of Meeting should be read in its entirety.**

**If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.**

**Should you wish to discuss the matters in this Notice of Meeting please contact the Company Secretary on +61 8 6555 2950.**

**VELPIC LIMITED**

**(Formerly International Coal Limited)**

ABN 65 149 197 651

**NOTICE OF ANNUAL GENERAL MEETING**

Notice is hereby given that the Annual General Meeting of the Shareholders of VELPIC LIMITED (Formerly International Coal Limited) (**the Company**) will be held at the offices of Velpic, 243 Hay Street, Subiaco WA 6008 on Tuesday, 24 November 2015 commencing at 10.00am (Perth time), for the purpose of transacting the following business referred to in this Notice of Annual General Meeting (**Notice**).

The accompanying Explanatory Statement and Proxy Form provide additional information relating to the matters to be considered at the Annual General Meeting, and form part of this Notice.

**AGENDA**

**A. Consideration of Financial Reports**

To receive and consider the Financial Report, the Directors' Report and the Independent Audit Report of the Company for the financial year ended 30 June 2015.

Unless the Company has been notified otherwise, shareholders have not been sent a hard copy of the Annual Report. Shareholders can view the Annual Report (which contains the Financial Report for the year ended 30 June 2015 on the Company's website [www.velpic.com](http://www.velpic.com)).

**B. Questions and Comments**

Following the consideration of the Reports, the Chairman will give shareholders a reasonable opportunity to ask questions about, or comment on the management of the Company.

The Chairman will also give shareholders a reasonable opportunity to ask the Auditor questions relevant to:

- (a) the conduct of the audit;
- (b) the preparation and content of the Independent Audit Report;
- (c) the accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- (d) the independence of the Auditor in relation to the conduct of the audit.

The Chairman will also give the Auditor a reasonable opportunity to answer written questions submitted by shareholders that are relevant to the content of the Independent Audit Report or the conduct of the audit. A list of written questions, if any, submitted by shareholders will be made available at the start of the AGM and any written answer tabled by the Auditor at the AGM will be made available as soon as practicable after the AGM.

**C. Items for Approval**

**RESOLUTION 1 - ADOPTION OF REMUNERATION REPORT**

To consider, and if thought fit, to pass the following resolution as an **advisory resolution**:

*"That the remuneration report contained in the Company's Directors' Report for the financial year ended 30 June 2015 be adopted".*

**Voting Exclusion Statement – Resolution 1:**

A vote on Resolution 1 must not be cast (in any capacity) by or on behalf of:

- a. a member of the Key Management Personnel (**KMP**) (as that term is defined in the Corporations Act 2001 (Cth) (the Act), which includes each of the Directors of the Company) whose remuneration is disclosed in the 2015 Remuneration Report; or

- b. a closely related party (as that term is defined in the Act) (such as close family members and any controlled companies) (**Closely Related Party**) of such a KMP.

However, such a person may cast a vote on Resolution 1 as proxy for a person who is entitled to vote and:

- a. the proxy appointment is in writing and specifies how the proxy is to vote (for, against, abstain); or  
b. the vote is cast by the person chairing the Meeting and:
- the appointment does not specify how the proxy is to vote; and
  - the appointment expressly authorises the Chair of the Meeting to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP.

*The Chairman of the Meeting intends to vote any undirected proxies in favour of Resolution 1.*

#### **RESOLUTION 2 - RE-ELECTION OF DIRECTOR – MR HARRY KARELIS**

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

*"That Mr Harry Karelis who retires by rotation in accordance with clause 8.3 of the Constitution of the Company, and being eligible for re-election, be re-elected as a Director of the Company."*

*The Chairman of the Meeting intends to vote undirected proxies in favour of Mr Karelis' re-election.*

#### **RESOLUTION 3 – APPROVAL OF ADDITIONAL SHARE ISSUE CAPACITY UNDER LISTING RULE 7.1A**

To consider, and if thought fit, to pass the following resolution as a **special resolution**:

*"That, pursuant to and in accordance with Listing Rule 7.1A and for all other purposes, shareholders approve the issue of equity securities up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions described in the Explanatory Statement, which forms part of this Notice of Meeting."*

#### **Voting Exclusion Statement – Resolution 3:**

In accordance with Listing Rule 14.11, the Company will disregard any votes cast on Resolution 5 by a person (and any associates of such a person) who may participate in the 10% placement facility and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of shares, if this resolution is passed. At this point in time, there are no potential allottees to whom shares may be issued under this resolution.

However, the Company need not disregard a vote cast on Resolution 3 if:

- a. it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or  
b. it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

*The Chairman of the Meeting intends to vote undirected proxies in favour of Resolution 3.*

**RESOLUTION 4 – APPOINTMENT OF AUDITOR AT AGM TO FILL VACANCY**

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

*“That, for the purposes of section 327B of the Corporations Act and for all other purposes, BDO Audit (WA) Pty Ltd having been nominated by a Shareholder and having consented in writing to act in the capacity of auditor, be appointed as auditor of the Company with effect from the close of the Meeting.”*

BY ORDER OF THE BOARD

PIERS LEWIS  
COMPANY SECRETARY

Dated: 23 October 2015

### **Entitlement to attend and vote (if required)**

In accordance with Regulation 7.11.37 of the Corporations Regulations 2001, the Board has determined that persons who are registered holders of shares of the Company as at 7:00pm (AEDT) on Friday, 20 November 2015 will be entitled to attend and vote (if required) at the Meeting as a shareholder.

If more than one joint holder of shares is present at the Meeting (whether personally, by proxy or by attorney or by representative) and tenders a vote, only the vote of the joint holder whose name appears first on the register will be counted.

#### *Attendance by Proxy*

If you are a shareholder entitled to attend and vote, you may appoint an individual or a body corporate as a proxy. If a body corporate is appointed as a proxy, that body corporate must ensure that it appoints a corporate representative in accordance with section 250D of the Corporations Act 2001 to exercise its powers as proxy at the Meeting.

A proxy need not be a shareholder of the Company.

A shareholder may appoint up to two proxies and specify the proportion or number of votes each proxy may exercise. If the shareholder does not specify the proportion or number of votes to be exercised, each proxy may exercise half of the shareholder's votes.

To be effective, the proxy form must be received by the Company no later than 10.00am (WST) on Sunday, 22 November 2015, being 48 hours before the Meeting. Proxy forms must be received before that time by one of the following methods:

By post: Velpic Limited, 243 Hay Street, Subiaco WA 6008

By facsimile: 08 6160 4445

By delivery: Velpic Limited, 243 Hay Street, Subiaco WA 6008

#### *Attendance by Attorney*

A proxy form and the original power of attorney (if any) under which the proxy form is signed (or a certified copy of that power of attorney or other authority) must be received by the Company no later than 10.00am (WST) on Sunday, 22 November 2015, being 48 hours before the Meeting.

#### *Corporate Representatives*

A body corporate which is a shareholder, or which has been appointed as a proxy, is entitled to appoint any person to act as its representative at the Meeting. The appointment of the representative must comply with the requirements under section 250D of the Corporations Act 2001. The representative should bring to the Meeting a properly executed letter or other document confirming its authority to act as the company's representative.

#### *Shareholder Questions*

If you wish a question to be put to the Chairman of the Meeting and you are not able to attend the Meeting please email your question to the Company Secretary [piers@velpic.com](mailto:piers@velpic.com). To allow time to collate questions and prepare answers, questions must be received by the Company Secretary by 5:00pm (WST) on 20 November 2015.

While the Chairman of the Meeting will endeavour to address as many of the more frequently raised shareholder topics as possible during the course of the Meeting, there may not be sufficient time available to address all topics raised. Please note that individual responses to questions raised will not be sent to shareholders.

### **EXPLANATORY STATEMENT**

This Explanatory Statement has been prepared for the information of shareholders of the Company (Shareholders) in relation to the business to be conducted at the Company's Annual General Meeting to be held at the offices of Velpic, 243 Hay Street, SUBIACO WA 6008 on Tuesday, 24 November 2015 commencing at 10.00am (WST). The purpose of this Explanatory Statement is to provide Shareholders with information that is reasonably required by Shareholders to decide how to vote upon the resolutions. The Directors recommend that Shareholders read this Explanatory Statement before determining whether or not to support the Resolutions.

Resolution 1 is an advisory resolution. An advisory resolution does not bind the Company or its Directors. Resolution 2 is an ordinary resolution. For an ordinary resolution to be passed, a simple majority of votes cast by Shareholders present and entitled to vote on the resolution must be in favour of the resolution. Resolution 3 is a special resolution. For a special resolution to be passed, 75% of votes cast by shareholders present and entitled to vote on the resolution must be in favour of the resolution.

The Chairman of the Annual General Meeting intends to vote undirected proxies in favour of all resolutions to be considered at the Meeting.

#### **RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT**

Section 250R(2) of the *Corporations Act 2001* (Cth) (**the Act**) requires the shareholders to vote on an advisory resolution that the Remuneration Report be adopted.

The Remuneration Report details the remuneration policy for the Company and reports the remuneration arrangements for Key Management Personnel that includes Directors and other Employees. The Remuneration Report is contained in the Company's 2014 Annual Report available at the Company's website at [www.velpic.com](http://www.velpic.com).

The Chairman will give Shareholders a reasonable opportunity to ask questions about or make comments on the Remuneration Report. A reasonable opportunity will be provided for discussion of the Remuneration Report at the meeting. Pursuant to the Act, the vote on this resolution is advisory only and does not bind the Company or its Directors.

#### **Directors' Recommendation**

The Directors abstain, in the interests of corporate governance, from making a recommendation in relation to Resolution 1.

#### **RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR HARRY KARELIS**

Clause 8.3(a) of the Company's Constitution states that no Director shall hold office for a continuous period in excess of 3 years or until the third annual general meeting following a Director's appointment, whichever is longer, without submitting for a re-election. Clause 8.3(b) further states that at every annual general meeting, one-third of the Directors shall retire from office. Mr John Lester has indicated he is retiring from the Board at the end of October 2015 and Mr Hugh Dai and Mr Noel Halgreen are resigning at the completion of the Velpic transaction. Therefore, by rotation, Mr Harry Karelis has been selected to retire and offers himself for re-election at this AGM.

Mr Karelis will retire in accordance with clause 8.3(a) of the Constitution of the Company and being eligible, will seek re-election.

Mr Karelis was appointed as a Director of Velpic in October 2014. Mr Karelis is the founder of Titan Capital Partners -a privately held investment group involved in a range of projects. Prior to establishing Titan, Mr Karelis worked in the financial services industry with roles in financial analysis and funds management both in Australia and overseas. He has in excess of 23 years diversified experience in the financial services sector including fundamental analysis, funds

management and private equity investing and has acted as a Director on several public and private companies in Australia, Singapore and the United Kingdom..

### **Directors' Recommendation**

The Directors (with Mr Karelis abstaining) recommend that Shareholders vote in favour of Resolution 2.

### **RESOLUTION 3 – ADDITIONAL SHARE CAPACITY UNDER LISTING RULE 7.1A**

ASX Listing Rule 7.1A enables small to mid-cap listed companies to seek shareholder approval by special resolution to issue equity securities equivalent to an additional 10% of the number of ordinary securities on issue by way of placements over a 12 month period (**10% Placement Facility**). This is in addition to the existing 15% placement capacity permitted by Listing Rule 7.1.

Accordingly, Resolution 3 is seeking approval of ordinary shareholders by special resolution for issue of such number of equity securities as calculated under the formula in ASX Listing Rule 7.1A.2, at an issue price as permitted by Listing Rule 7.1A.3 to such persons as the Board may determine and on the terms described in this Explanatory Statement, which forms a part of the Notice of Meeting.

A company is eligible to seek shareholder approval for this additional placement capacity if it satisfies both of the following criteria at the date of the AGM:

- (a) have a market capitalisation of \$300 million or less; and
- (b) not included in the S&P/ASX 300 Index.

The Company currently satisfies both the above criteria, and it is anticipated that it will satisfy both these criteria at the date of the Meeting as well.

Accordingly, Resolution 3 seeks approval of ordinary shareholders by special resolution for issue of such number of equity securities as calculated under the formula in ASX Listing Rule 7.1A.2 at an issue price as permitted by ASX Listing Rule 7.1A.3 to such persons as the Board may determine, on the terms as described in this Explanatory Statement, which forms part of the Notice of Meeting.

At the date of this Notice, the Company has on issue 194,950,245 Shares and therefore has a capacity to issue:

- (i) 29,242,536 equity securities under Listing Rule 7.1; and
- (ii) Subject to Shareholder approval being sought under Resolution 3, 19,495,024 equity securities under Listing Rule 7.1A.

The actual number of equity securities that the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the equity securities in accordance with the formula prescribed in Listing Rule 7.1A.2.

The effect of Resolution 3 will be to allow the Directors to issue equity securities under Listing Rule 7.1A during the 10% Placement Period, without using the Company's 15% placement capacity under Listing Rule 7.1.

### **5.1 Technical Information required by Listing Rule 7.3A**

Pursuant to and in accordance with Listing Rule 7.3A, the information below is provided in relation to Resolution 3, including risks for Shareholders:

The minimum price at which the equity securities will be issued will be no less than 75% of the volume weighted average market price for ordinary shares calculated over the 15 trading days on which trades are recorded immediately before:

- (a) the date on which the price at which the securities are to be issued is agreed; or
- (b) if the securities are not issued within five trading days of the date in paragraph (a), the date on which the securities are issued.

If Resolution 3 is approved by Shareholders and the Company issues securities under the 10% Placement Facility, the existing ordinary shareholders face the risk of economic and voting dilution as a result of the issue of equity securities which are the subject of this resolution, to the extent that such equity securities are issued; including:

- (a) the market price of equity securities may be significantly lower on the issue date than on the date on which this approval is being sought; and
- (b) the equity securities may be issued at a price that is at a discount to the market price for those equity securities on the issue date, or the equity securities may be issued as part consideration for the acquisition of a new asset, which may have an effect on the amount of funds raised by the issue of the equity securities.

The following table gives examples of the potential dilution of existing ordinary shareholders on the basis of the current market price of shares and the current number of ordinary securities for variable "A" calculated in accordance with the formula in Listing Rule 7.1A.2 as at the date of the Notice.

The table also shows:

- (a) two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under ASX Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
- (b) two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

No. of Shares on Issue*	Dilution			
	Issue price (per Share)	\$0.015 50% decrease in Issue Price	\$0.030 Issue Price	\$0.060 100% increase in Issue Price
194,950,245 (Current)	Shares issued	19,495,025	19,495,025	19,495,025
	Funds raised	\$292,425	\$584,851	\$1,169,701
292,425,368 (50% increase)	Shares issued	29,242,537	29,242,537	29,242,537
	Funds raised	\$438,638	\$877,276	\$1,754,552
389,900,490 (100% increase)	Shares issued	38,990,049	38,990,049	38,990,049
	Funds raised	\$584,851	\$1,169,701	\$2,339,403

\*The number of shares on issue (Variable A in the formula) could increase as a result of the issue of shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1.

**The table has been prepared on the following assumptions:**

1. There are currently 194,950,245 Shares on issue.
2. The issue price set out above is the last closing price of Shares on the ASX as at 13 October 2015.
3. The table only shows the effect of issues of equity securities under Listing Rule 7.1A.
4. The issue of equity securities under the 10% Placement Facility consists only of shares.
5. No unlisted Options in ordinary shares are exercised before the date of issue of ordinary shares under Listing Rule 7.1A.
6. This table does not set out any dilution pursuant to approvals under Listing Rule 7.1.
7. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the Meeting.

- (a) If any of the shares being approved by Resolution 3 are issued, they will be issued during the Placement Period, that is, within 12 months of the date the AGM, i.e. by 24 November 2016, and the approval being sought by this resolution will cease to be valid if Shareholders approve a transaction under Listing Rules 11.1.2 or 11.2 prior to 24 November 2016.

- (b) Purpose of Issue under 10% Placement Capacity

The Company may issue Equity Securities under the 10% Placement Facility for the following purposes:

- (i) as cash consideration in which case the Company intends to use funds raised for the development of the Velpic and Dash Digital product development, review new assets and investments; or



(ii) as non-cash consideration for the acquisition of new assets and investments, in such circumstances the Company will provide a valuation of the non-cash consideration as required by Listing Rule 7.1A.3.

(c) The Company will comply with the disclosure obligations under Listing Rules 7.1A.4 and 3.10.2A upon issue of any equity securities.

(d) Allocation under the 10% Placement Capacity

The Company's allocation policy for the issue of equity securities under the 10% Placement Facility will be dependent on the prevailing market conditions at the time of the proposed placement(s).

The identity of the allottees of any equity securities that may be issued (subject to Resolution 3) under the 10% Placement Facility have not yet been determined at the date of this Notice, but may include existing Shareholders and/or parties who are not currently Shareholders and are not related parties or associates of the Company. Any potential allottees will be determined on a case by case basis, having regard to factors including, but not limited to the following:

- i. the methods of raising funds that are available to the Company and balancing interest from potential allottees with the interests of existing Shareholders;
- ii. the effect of the issue of the Shares on the control of the Company. Allocation will be subject to takeover thresholds;
- iii. the financial situation and solvency of the Company and its projected need for working capital at any given time; and
- iv. advice from corporate, financial and broking advisors (if applicable).

Further, if the Company is successful in acquiring new resources, assets or investments, it is likely that the allottees under the 10% Placement Facility will be vendors of the new resources, assets or investments.

(e) Previous Approval under ASX Listing Rule 7.1A

The Company has previously obtained approval under Listing Rule 7.1A at its 2014 Annual General Meeting held on 28 November 2014.

As the Company has previously obtained Shareholder approval under Listing Rule 7.1A, the following information is provided to Shareholders, in accordance with Listing Rule 7.3A.6, regarding the equity securities issued in the previous 12 months preceding the date of the AGM (that is, since 28 November 2013):

Listing Rule 7.3A.6(a): Total equity securities issued in previous 12 months are set out below.

Number of equity securities on issue at commencement of 12 month period	166,980,003
Equity securities issued in prior 12 month period	27,970,242
Percentage above issues represent of total number of equity securities on issue at commencement of 12 month period	16.75%

Listing Rule 7.3A.6(b): Details of equity securities issued in the 12 months preceding the date of the Meeting is set out in Schedule 1.

(f) Compliance with ASX Listing Rules 7.1A.4 and 3.10.5A

When the Company issues equity securities pursuant to the 10% Placement Facility, it will give to ASX:

- (i) a list of the allottees of the equity securities and the number of equity securities allotted to each (not for release to the market), in accordance with Listing Rule 7.1A.4; and
- (ii) the information required by Listing Rule 3.10.5A for release to the market.

## 5.2 Voting Exclusion

A voting exclusion statement is included in this Notice. At the date of the Notice, the Company has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in an issue of shares. Therefore, no existing Shareholder's votes will be excluded under the voting exclusion in the Notice.

Resolution 3 is a special resolution. For a special resolution to be passed, at least 75% of the votes cast by Shareholders entitled to vote on Resolution 3 must be in favour of the resolution.

#### **Directors' Recommendation**

The Directors recommend that Shareholders vote in favour of Resolution 3.

#### **RESOLUTION 4 – APPOINTMENT OF AUDITOR AT AGM TO FILL VACANCY**

Hall Chadwick (NSW) Chartered Accountants and Business Advisors, which is the Company's current auditor, has given notice of its intention to resign as auditor of the Company to ASIC (under section 329(5) of the Corporations Act).

Upon receipt of ASIC's consent to their resignation, Hall Chadwick (NSW) Chartered Accountants and Business Advisors has advised that it will submit a notice of resignation to the Company in accordance with section 329(5) of the Corporations Act, such resignation to take effect from the date of the Meeting.

In accordance with section 328B(1) of the Corporations Act, the Company has sought and obtained a nomination from a Shareholder for BDO Audit (WA) Pty Ltd to be appointed as the Company's auditor. A copy of this nomination is attached to this Explanatory Statement as Annexure 1.

BDO Audit (WA) Pty Ltd has given its written consent to act as the Company's auditor, subject to Shareholder approval and the resignation of Hall Chadwick (NSW) Chartered Accountants and Business Advisors.

If Resolution 4 is passed, the appointment of BDO Audit (WA) Pty Ltd as the Company's auditors will take effect from the close of the Annual General Meeting.

Date of Issue:	Number Issued:	Class/Type of equity security:	Summary of terms:	Names of persons who received securities or basis on which those persons was determined:	Price at which equity securities were issued:	Discount to market price (if any):	For cash issues:			For non-cash issues:		
							Total cash consideration received:	Amount of cash consideration spent:	Use of cash consideration:	Intended use for remaining amount of cash (if any):	Non-cash consideration paid:	Current value of that non-cash consideration:
17/03/15	23,500,000	Fully Paid Ordinary Shares	Share rank pari passu with all other fully paid ordinary shares on issue in the Company	Private investors	2.0 cents	13%	\$470,000	Nil	N/A	Working Capital	N/A	N/A
17/03/15	4,000,000	Unlisted Options	Unlisted options with an exercise price of \$0.06 expiring 31/01/2018.	Subiaco Capital	Nil	Nil	Nil	N/A	N/A	N/A	N/A	\$23,600  (value of option at grant date, valued using Black-Scholes methodology)
31/07/15	459,500	Fully Paid Ordinary Shares	Share rank pari passu with all other fully paid ordinary shares on issue in the Company	S3 Consortium	Nil	Nil	Nil	N/A	N/A	N/A	N/A	\$13,785  (based on last closing price of \$0.03 on 13/10/2015)

Date of Issue:	Number Issued:	Class/Type of equity security:	Summary of terms:	Names of persons who received securities or basis on which those persons was determined:	Price at which equity securities were issued:	Discount to market price (if any):	For cash issues:			For non-cash issues:		
							Total cash consideration received:	Amount of cash consideration spent:	Use of cash consideration:	Intended use for remaining amount of cash (if any):	Non-cash consideration paid:	Current value of that non-cash consideration:
02/10/15	10,220,242	Fully Paid Ordinary Shares	Share rank pari passu with all other fully paid ordinary shares on issue in the Company	Directors	2.0 cents	N/A	N/A	N/A	N/A	N/A	N/A	\$306,607.26  (based on last closing price of \$0.03 on 13/10/2015)
02/10/15	1,040,500	Fully Paid Ordinary Shares	Share rank pari passu with all other fully paid ordinary shares on issue in the Company	S3 Consortium	Nil	Nil	Nil	N/A	N/A	N/A	N/A	\$31,215  (based on last closing price of \$0.03 on 13/10/2015)
02/10/15	4,000,000	Unlisted Options	Unlisted options with an exercise price of \$0.06 expiring 31/01/2018.	Director and Proposed Director	Nil	Nil	Nil	N/A	N/A	N/A	N/A	\$25,400  (value of option at grant date, valued using Black-Scholes methodology)