
Form 603

Corporations Law
Section 671B

Notice of initial substantial holder

To Company
Name/Scheme GEOPACIFIC RESOURCES LIMITED

ACN/ARBN 57 003 208 393

1. Details of substantial holder (1)

Name Franklin Resources, Inc. and its affiliates

ACN (if applicable) N/A

The holder became a substantial holder on 17/08/2017

2. Details of voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Persons' votes (5)	Voting power (6)
Ordinary shares	102,497,609	102,497,609	7.29%*

*Based on shares outstanding of 1,406,211,481

3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Name of relevant interest (7)	Class and number of securities
See Annexure B, item 1	See Annexure B, item 2	See Annexure B, item 3

4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
See Annexure B, item 1	See Annexure B, item 6	See Annexure B, item 8	See Annexure B, items 3,7 & 9

5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-Cash	
See Annexure B, item 1	See Annexure B, item 4	See Annexure B, item 5	See Annexure B, item 5	See Annexure B, item 3

6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN (if applicable)	Nature of association
The persons referred to in paragraph 1 of Annexure A are associates of Franklin Resources, Inc. by virtue of being a related body.	

7. Addresses

The addresses of persons named in this form are as follows:

Name	Address
See Annexure A	See annexure A

Signature

print name **Lori A. Weber**

Capacity: **Assistant Secretary,
Franklin Resources, Inc.**

sign here

Date **18 August 2017**

Annexure A

1 Names and addresses of all associates for whom composite notice is given:

Name	Address
ALPHAPARITY ADVISORS, LLC	430 Park Avenue, 12th Floor, New York, NY 10022
BALANCED EQUITY MANAGEMENT PTY. LIMITED	Level 19, 101 Collins Street, Melbourne, Victoria 3000, Australia
C&EE GENERAL PARTNER LIMITED	1133 Connecticut Avenue, NW, Suite 400, Washington, DC, 20036, United States,
DARBY – HANA INFRASTRUCTURE FUND MANAGEMENT CO., LTD	18th Floor, SKC Building 23-10, Youido-Dong, Youngdungpo-Gu, Seoul, S. Korea 150-734
DARBY ADMINISTRACAO DE INVESTIMENTOS LTDA.	Av. Brigadeiro de Faria Lima, 3311, 5th floor, suite 502 – part C, Itaim Bibi, postal code 04538-133, City of São Paulo, State of São Paulo – Brazil
DARBY ASIA INVESTORS (HK), LTD.	Suite 911-919, Jardine House, 1 Connaught Place, Central, Hong Kong
DARBY ASIA INVESTORS, LTD.	Unit 1607-1608, 16th Floor, Charter House,
	8 Connaught Road, Central, Hong Kong
DARBY ASIA INVESTORS (INDIA) PRIVATE LIMITED	Sakhar Bhavan, 1st Floor, 230 Backbay Reclamation Nariman Point, Mumbai 400-021, India
DARBY ASIA OPPORTUNITIES FUND III MANAGEMENT CO., LTD.	Maples Corporate Services Limited, P.O. Box 309, Uglan House, Grand Cayman, KY1-1104, Cayman Islands
DARBY ASIA PRIVATE DEBT FUND IV MANAGEMENT CO., LTD.	Maples Corporate Services Limited, P.O. Box 309, Uglan House, Grand Cayman, Cayman Islands, KY1-1104, Cayman Islands
DARBY BRAZIL MEZZANINE MANAGEMENT, LLC	1133 Connecticut Ave., NW, Suite 400
	Washington, DC 20036
DARBY COLPATRIA CAPITAL SAS	1133 Connecticut Ave., NW, Suite 400
	Washington, DC 20036
DARBY CONVERGING EUROPE FUND III MANAGEMENT	15, Rue Edward Steichen, L-2540 Luxembourg, Grand Duchy of Luxembourg
DARBY EMERGING MARKETS INVESTMENTS, LTD.	c/o Corporation Service Company,
	2711 Centerville Road, Suite 400, Wilmington, Delaware 19808
DARBY ENERGIA S.A.S.	Carrera 7, #80-49, Office 201, Bogota, Columbia
DARBY EUROPE MEZZANINE MANAGEMENT	PO Box 309GT, Uglan House, South Church Street, George Town, Grand Cayman, Cayman Islands
DARBY HOLDINGS, INC.	1133 Connecticut Ave., NW, Suite 400
DARBY MEXICO PRIVATE EQUITY, S.A.P.I. DE C.V.	Avenida Paseo de la Reforma 342, Colonia Juarez, Mexico City, CP. 06600, Mexico
DARBY OVERSEAS INVESTMENTS, LTD.	1133 Connecticut Ave., NW, Suite 400 Washington, DC 20036
DARBY OVERSEAS PARTNERS, L.P.	1133 Connecticut Ave., NW, Suite 400

	Washington, DC 20036
DARBY SERVTEC ENERGIA GP, LLC	c/o Corporation Service Company, 2711 Centerville Road, Suite 400, Wilmington, DE, 19808
DK CONSULTING LTD.	20th Floor, Korea First Bank Building, 100 Gongpyungdong, Jongno-Gu, Seoul, 110-702 Korea.
DARBY-PROBANCO INVESTORS, LLC	1133 Connecticut Avenue, NW, Suite 400, Washington, DC 20036
FIDUCIARY INTERNATIONAL HOLDING, INC.	1717 Pennsylvania Avenue N.W., Suite 630
Washington DC 20006	
FIDUCIARY INTERNATIONAL, INC.	280 Park Avenue, New York, NY 10017, United States
FIDUCIARY INVESTMENT MANAGEMENT INTERNATIONAL, INC.	1133 Connecticut Avenue, NW, Suite 330, Washington D.C. 20036
Fiduciary Trust (International) Sàrl	16 rue de la Pélisserie, 1204, Geneva, Switzerland
FIDUCIARY TRUST COMPANY INTERNATIONAL	280 Park Avenue, New York, NY 10017
FIDUCIARY TRUST COMPANY OF CANADA	350 Seventh Avenue SW, Suite 3000, Calgary, Alberta, T2P 3N9
FIDUCIARY TRUST INTERNATIONAL LIMITED	Cannon Place, 78 Cannon Street, London, EC4N 6HL, England
FIDUCIARY TRUST INTERNATIONAL OF CALIFORNIA	444 South Flower Street, Suite 3200, Los Angeles, CA 90071, United States
FIDUCIARY TRUST INTERNATIONAL OF DELAWARE	1220 North Market Street, Wilmington, Delaware 19801
FIDUCIARY TRUST INTERNATIONAL OF THE SOUTH	2 Alhambra Plaza, Penthouse 1-A, Coral Gables, FL 33134, United States
FRANKLIN ADVISERS, INC.	One Franklin Parkway, Building 910, First Floor, San Mateo, California 94403
FRANKLIN ADVISERS GP, LLC	One Franklin Parkway, Building 910, First Floor, San Mateo, California 94403
FRANKLIN ADVISORY SERVICES, LLC	55 Challenger Road, Suite 501, Ridgefield Park, NJ, 07660
FT ALPHAPARITY, LLC	The Corporation Trust Company, 1209 Orange Street, Wilmington, New Castle County, DE, 19801, United States
FT FINTECH HOLDINGS , LLC	The Corporation Trust Company, 1209 Orange Street, Wilmington, New Castle County, DE, 19801
FRANKLIN CAPITAL CORPORATION	47 West 200 South, Salt Lake City, UT 84104-1621
FRANKLIN MDP GP, LLC	280 Park Avenue, New York, NY, 10017, United States
FRANKLIN MUTUAL ADVISERS, LLC	101 John F. Kennedy Parkway, Short Hills, NJ 07028-2789
FRANKLIN TEMPLETON ASSET MANAGEMENT (INDIA) PRIVATE LIMITED	Indiabulls Finance Centre, Tower 2, 12th and 13th Floor, Senapati Bapat Marg, Elphinstone (West), Mumbai, Mumbai City, Maharashtra-MH, 400013, India
FRANKLIN TEMPLETON ASSET MANAGEMENT (MALAYSIA) SDN.BHD.	Suite 1005, 10th Floor, Wisma Hamzah-Kwong Hing No. 1, Leboh Ampang, 50100, Kuala Lumpur, Malaysia
Franklin Templeton Asset Management Mexico, S.A. de C.V., Sociedad Operadora de Fondos de Inversion	Avenida Paseo de la Reforma 342, Colonia Juarez, Mexico City, CP. 06600, Mexico
FRANKLIN TEMPLETON AUSTRIA GMBH	Universitätsring 10, 4th Floor, Vienna, Austria, 1010
FRANKLIN TEMPLETON CAPITAL HOLDINGS PRIVATE LIMITED	1st Floor, Empire Tower, 26-28 Ham Nghi District 1, Ho Chi Minh City, Vietnam
FRANKLIN TEMPLETON GLOBAL INVESTORS LIMITED	5 Morrison Street, Edinburgh, Scotland, EH3 8BH, Scotland

FRANKLIN TEMPLETON GSC ASSET MANAGEMENT SDN.BHD	Suite 31-02, 31st Floor, Menara Keck Seng, 203 Jalan Bukit Bintang, 55100, Kuala Lumpur, Malaysia
FRANKLIN TEMPLETON HOLDING LIMITED	C/O Pricewaterhouse Coopers LLP
Cathedral Square, Port Louis, Mauritius	
FRANKLIN TEMPLETON INSTITUTIONAL, LLC	280 Park Avenue, New York, NY 10017
FRANKLIN TEMPLETON INSTITUTIONAL GP, LLC	1133 Connecticut Ave., NW, Suite 400 Washington, DC 20036
FRANKLIN TEMPLETON INTERNATIONAL SERVICES (INDIA) PRIVATE LIMITED	Franklin Templeton Park, 18-23, Financial District, Nanakramguda, Hyderabad - 500019 India
FRANKLIN TEMPLETON INTERNATIONAL SERVICES S.à r.l.	8A, rue Albert Borschette, L-1246, Luxembourg
FRANKLIN TEMPLETON INVESTIMENTOS (BRASIL) LTDA.	Avenida Brigadeiro Faria Lima 3311, 5th Floor, Itaim Bibi, Sao Paulo, 04538-133, Brazil
FRANKLIN TEMPLETON INVESTMENTS POLAND SP Z.O.O.	Rondo ONZ 1, 00-124 Warszawa
FRANKLIN TEMPLETON INVESTMENT MANAGEMENT GMBH	St. Helier Jersey, Channel Islands
FRANKLIN TEMPLETON INVESTMENT MANAGEMENT LIMITED	Cannon Place, 78 Cannon Street, London, EC4N 6HL, England
FRANKLIN TEMPLETON INVESTMENT SERVICES GMBH	Mainzer Landstr. 16, D-60325 Frankfurt-Am-Main, Germany
FRANKLIN TEMPLETON INVESTMENT SERVICES MEXICO S DE R.L.	Avenida Paseo de la Reforma 342, Colonia Juarez, Mexico City, CP. 06600, Mexico
FRANKLIN TEMPLETON INVESTMENT TRUST MANAGEMENT CO., LTD.	3rd Floor, CCMM Building, 101 Yeouigongwon-ro, Yeongdeungpo-gu, Seoul, 07241, Republic of Korea
FRANKLIN TEMPLETON INVESTMENTS (ASIA) LIMITED	17th Floor, Chater House, 8 Connaught Road Central, Hong Kong
FRANKLIN TEMPLETON INVESTMENTS AUSTRALIA LIMITED	Level 19, 101 Collins Street, Melbourne, Victoria 3000, Australia
FRANKLIN TEMPLETON INVESTMENTS CORP.	5000 Yonge Street Suite 900, Toronto, Ontario M2N 0A7, Canada
FRANKLIN TEMPLETON INVESTMENTS JAPAN LIMITED	1-9-10 Roppongi, Minato-ku, Tokyo, Japan
FRANKLIN TEMPLETON INVESTMENTS (ME) LIMITED	Level 7, Gate Precinct Building 3, Unit 5, Dubai International Financial Centre, Sheikh Zayed Road, Dubai, UAE
FRANKLIN TEMPLETON INVESTMENTS SOUTH AFRICA (PTY) LTD	First Floor Kildare House, The Oval 1 Oakdale Road, Newlands, Cape Town, 7700, South Africa
FRANKLIN TEMPLETON INVESTOR SERVICES, LLC	10600 White Rock Road, Rancho Cordova, Ca 95670-6032
FRANKLIN TEMPLETON LUXEMBOURG S.A.	8A, rue Albert Borschette, L-1246, Luxembourg
FRANKLIN TEMPLETON MAGYARORSZAG KFT	SAS Center, Sas u. 10-12, Budapest 1051, Hungary
FRANKLIN TEMPLETON MANAGEMENT LUXEMBOURG SA	8A, rue Albert Borschette, L-1246, Luxembourg
FRANKLIN TEMPLETON PORTFOLIO ADVISORS, INC.	One Franklin Parkway, Building 910, First Floor, San Mateo, California 94403
FRANKLIN TEMPLETON REAL ESTATE ADVISORS GP, LLC	280 Park Avenue, New York, NY, 10017, United States
FRANKLIN TEMPLETON REAL ESTATE ADVISORS II GP, LLC	280 Park Avenue, New York, NY, 10017, United States
FRANKLIN TEMPLETON REAL ESTATE GROUP CARRY, L.P.	c/o Franklin Templeton Institutional, LLC, 280 Park Avenue, New York, NY, 10017, United States
FRANKLIN TEMPLETON SWITZERLAND LTD	Bahnhofstrasse 22, Ch-8022 Zurich, Switzerland

FRANKLIN TEMPLETON TRUSTEE SERVICES PRIVATE LIMITED	Sakhar Bhavan, 1st Floor, 230 Backbay Reclamation, Nariman Point, Mumbai 400-021
India	
FRANKLIN/TEMPLETON DISTRIBUTORS, INC.	One Franklin Parkway, San Mateo, CA 94403
FRANKLIN/TEMPLETON TRAVEL, INC.	One Franklin Parkway, Building 910, First Floor, San Mateo, California 94403
FT OPPORTUNISTIC DISTRESSED FUND LTD	Maples Corporate Services Limited, PO Box 309, Uglad House, Grand Cayman, KY1-1104, Cayman Islands.
FTC INVESTOR SERVICES INC.	350 Seventh Avenue SW, Suite 3000, Calgary, Alberta, T2P 3N9
FTCI (CAYMAN) LTD.	Cayman National Trust Co. Ltd., Suite 6201, 62 Forum Lane, Grand Cayman, Cayman Islands
FTI South Africa	First Floor Kildare House, The Oval 1 Oakdale Road, Newlands, Cape Town, 7700, South Africa
ITI CAPITAL MARKETS LIMITED	Century Centre, 75 Ttk Road, Chennai, India 600018
LSIMC, LLC	One Franklin Parkway, Building 910, First Floor, San Mateo, California 94403
MUTUAL RECOVERY FUND, LTD.	P.O. Box 309GT, Uglad House, George Town, Grand Cayman, Cayman Islands, KY1-1104.
K2 Advisors Holdings, LLC	300 Atlantic Street, 12th Floor, Stamford, CT, 06901, United States
K2 Advisors LLC	300 Atlantic Street, 12th Floor, Stamford, CT, 06901, United States
K2/D&S Management Co., L.L.C.	300 Atlantic Street, 12th Floor, Stamford, CT, 06901, United States
K2 Advisors Japan Ltd.	Ark Hills Sengokuyama Mori Tower, 1-9-10 Roppongi, 40th Floor, Minato-ku, Tokyo 106-0032
K2/Highland Management Co., L.L.C.	300 Atlantic Street, 12th Floor, Stamford, CT, 06901, United States
RIVA FINANCIAL SYSTEMS LIMITED	St. George's Tower, Hope Street, Douglas IM1 1AR, Isle of Man
TEMPLETON ASSET MANAGEMENT (LABUAN) LIMITED	Tiara Labuan, Jalan Tanjung Batu, 87000 F.T. Labuan, Malaysia
TEMPLETON ASSET MANAGEMENT (POLAND) TFI S.A.	Rondo 1, 26th Floor, Rondo ONZ 1, Warsaw, 00-124, Poland
TEMPLETON ASSET MANAGEMENT LTD.	7 Temasek Boulevard, #38-03 Suntec Tower One, Singapore, 038987
Templeton Asset Management Limited Mexico, S. de R.L. de C.V.	Montes Urales, No. 770-401, Lomas de Chapultepec, Ciudad de México, D.F., Mexico, 11000
TEMPLETON CHINA RESEARCH LIMITED	17/F, Charter House, 8 Connaught Road
Central, Hong Kong	
TEMPLETON DO BRASIL LTDA.	Rua Lauro Muller 116, Sala 2404, Rio De Janeiro, RJ, Brazil
TEMPLETON FRANKLIN GLOBAL DISTRIBUTORS, LTD.	Appleby, Spurling & Kempe, 41 Cedar House Avenue, P.O. Box Hm 1179, Hamilton Hm Ex, Bermuda
TEMPLETON GLOBAL ADVISORS LIMITED	P.O. Box N-7759, Lyford Cay, Nassau, Bahamas
TEMPLETON GLOBAL HOLDINGS LTD.	P.O. Box N-7759, Lyford Cay, Nassau, Bahamas
TEMPLETON INTERNATIONAL, INC.	One Franklin Parkway, San Mateo, CA 94403
TEMPLETON INVESTMENT COUNSEL, LLC	300 S.E. 2nd Street, Fort Lauderdale, FL 33301
TEMPLETON CHINA RESEARCH LIMITED	17/F, Charter House, 8 Connaught Road Central, Hong Kong
TEMPLETON DO BRASIL LTDA.	Rua Lauro Muller 116, Sala 2404, Rio De Janeiro, RJ, Brazil

TEMPLETON FRANKLIN GLOBAL DISTRIBUTORS, LTD.	Appleby, Spurling & Kempe, 41 Cedar House Avenue, P.O. Box Hm 1179, Hamilton Hm Ex, Bermuda
TEMPLETON GLOBAL ADVISORS LIMITED	P.O. Box N-7759, Lyford Cay, Nassau, Bahamas
TEMPLETON GLOBAL HOLDINGS LTD.	P.O. Box N-7759, Lyford Cay, Nassau, Bahamas
TEMPLETON INTERNATIONAL, INC.	One Franklin Parkway, San Mateo, CA 94403
TEMPLETON INVESTMENT COUNSEL, LLC	300 S.E. 2 nd Street, Fort Lauderdale, FL 33301
TEMPLETON RESTRUCTURED INVESTMENTS, L.L.C.	300 S.E. 2 nd Street, Fort Lauderdale, FL 33301
TEMPLETON RESTRUCTURED INVESTMENTS III, LTD.	300 S.E. 2 nd Street, Fort Lauderdale, FL 33301
TEMPLETON RESTRUCTURED INVESTMENTS IV, LTD.	The offices of Maurant Ozannes Corporate Services (Cayman) Limited, 94 Solaris Avenue, Camana Bay, P.O. Box 1348, Grand Cayman, KY1-1108, Cayman Islands
TEMPLETON WORLDWIDE, INC.	One Franklin Parkway, San Mateo, CA 94403
TEMPLETON/FRANKLIN INVESTMENT SERVICES, INC.	26515 Carmel Rancho Blvd., Carmel, CA 93923
TSEMF III (JERSEY) LIMITED	Elian Corporate Services (Jersey) Limited, 44 Esplanade, St Helier, Jersey, JE4 9WG, Jersey (Channel Islands)
TSEMF IV (JERSEY) LIMITED	Elian Corporate Services (Jersey) Limited, 44 Esplanade, St Helier, Jersey, JE4 9WG, Jersey (Channel Islands)

This is the annexure of 5 pages marked Annexure A signed by me and dated 18 August 2017.

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Lori A. Weber, Assistant Secretary
Franklin Resources, Inc.

ANNEXURE B
DETAILS OF ENTITLEMENTS AND RELEVANT INTERESTS

1. Holder of Relevant Interest	2. Nature of Relevant Interest	3. Class & Number of Shares (Ordinary)	4. Date of Acquisition/ Disposal	5. Consideration in AUD\$
Franklin Advisers, Inc.	Acquired	188,544	21 April 2017	7,353
Franklin Advisers, Inc.	Acquired	50,916	24 April 2017	1,986
Franklin Advisers, Inc.	Acquired	288,544	26 April 2017	10,878
Franklin Advisers, Inc.	Acquired	1,143,370	27 April 2017	42,648
Franklin Advisers, Inc.	Acquired	168,544	3 May 2017	6,573
Franklin Advisers, Inc.	Acquired	88,544	4 May 2017	3,453
Franklin Advisers, Inc.	Acquired	85,555	9 May 2017	3,337
Franklin Advisers, Inc.	Acquired	103,879	10 May 2017	3,844
Franklin Advisers, Inc.	Acceptances of the takeover offer pursuant to Geopacific Resources Limited's bidder's statement, dated 01 May 2017	63,247,371	1 August 2017	-
Franklin Advisers, Inc.	Acquired	42,000,000	17 August 2017	1,260,000

6. Registered Holder of Shares	7. Class of Shares	Number of Shares
HSBC BANK AUSTRALIA BANK LIMITED	Ordinary	83,027,382
JPMORGAN CHASE BANK, N.A.	Ordinary	19,470,227

NOTES

1. Nature of Relevant Interest:

- Except as provided below, the relevant interest of each of FRI and the bodies corporate referred to in paragraph 1 of Annexure A was acquired by virtue of an associate of, or related body corporate each of FRI and the bodies corporate referred to in paragraph 1 of Annexure A, acquiring a relevant interest in voting shares of the company.
- The nature of the relevant interest acquired by the bodies corporate referred to in item 1 of Annexure B in relation to the voting shares referred to in item 3 of Annexure B arose by virtue of those companies having the right to dispose of the shares in the company as a result of the Investment Management Agreements.
- Particulars of any relevant agreement or other circumstances by which the relevant interest was acquired: the interests were acquired in the ordinary course of business on the stock market of a stock exchange in accordance with the rules of the stock exchange and containing no terms or conditions other than the standard terms or conditions.
- Particulars of any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the shares to which the relevant interests relates: not applicable.

2. Consideration

Details of any and all benefits other than money, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition: not applicable.

This is the annexure of 2 pages marked Annexure B referred to in the Form 603 - Initial Substantial Shareholder Notice signed by me and dated [18 August 2017](#).

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Lori A. Weber, Assistant Secretary
Franklin Resources, Inc.