



GЕOPACIFIC

RESOURCES LIMITED

ACN 003 208 393

NOTICE OF ANNUAL GENERAL MEETING

&

EXPLANATORY STATEMENT

For the meeting to be held at 11:00am (WST), Wednesday, 30 May 2018

At The Celtic Club, 48 Ord St, West Perth, Western Australia

This Notice of Annual General Meeting and Explanatory Statement should be read in its entirety. If Shareholders are in doubt as to how to vote, they should seek advice from their professional advisor without delay.

Should you wish to discuss the matters in this Notice of Annual General Meeting and Explanatory Statement, please do not hesitate to contact the Company Secretary on + 61 8 6143 1823.



30 April 2018

Dear Fellow Geopacific Shareholder

Please find enclosed the Notice of Annual General Meeting for the Shareholders' Meeting to be held at The Celtic Club, 48 Ord St, West Perth, Western Australia, at 11:00am (WST) on Wednesday, 30 May 2018.

The purpose of the meeting is to seek shareholder approval in accordance with the *Corporations Act 2001* (Cth) and the Listing Rules of the ASX to a number of resolutions, which are set out in the attached Notice of Annual General Meeting.

Your Directors seek your support and look forward to your attendance at the meeting.

Yours faithfully

A handwritten signature in blue ink, which appears to read "Milan Jerkovic". The signature is fluid and cursive, with a large loop at the end.

Milan Jerkovic
Chairman

GEOPACIFIC RESOURCES LIMITED
NOTICE OF MEETING AND EXPLANATORY STATEMENT

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Geopacific Resources Limited (**Geopacific** or **Company**) will be convened at 11:00am (WST) on Wednesday, 30 May 2018 at The Celtic Club, 48 Ord St, West Perth, Western Australia.

Terms used in this Notice of Annual General Meeting and accompanying Explanatory Statement are defined in the glossary to this document.

ORDINARY BUSINESS

Discussion of Financial Statements and Reports

To discuss the Annual Financial Report, the Directors' Report and Auditor's Report for the year ended 31 December 2017.

Note: there is no requirement for Shareholders to approve these reports.

Resolution 1 - Adoption of the Remuneration Report

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **non-binding resolution**:

"That, for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's Annual Report for the financial year ended 31 December 2017."

Voting Exclusion Statement

A vote on Resolution 1 must not be cast (in any capacity) by or on behalf of any Key Management Personnel (which includes the Directors of the Company), details of whose remuneration are included in the Remuneration Report, or any closely related party of that person (or those persons).

However, the Company will not disregard any votes cast on Resolution 1 by such a person if:

- (a) the person is acting as proxy and the proxy form specifies how the proxy is to vote on Resolution 1, and the vote is not cast on behalf of a person who is otherwise excluded from voting on Resolution 1 as described above; or
- (b) the person is the Chair of the Meeting voting an undirected proxy and their appointment expressly authorises the Chair to exercise the proxy even though Resolution 1 is connected with the remuneration of the Key Management Personnel of the Company.

Resolution 2 - Re-Election of Director – Mr Milan Jerkovic

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

"That, for the purpose of clause 12.3 of the Company's Constitution, ASX Listing Rule 14.4 and for all other purposes, Mr Milan Jerkovic, a Director, appointed on 29 May 2015 retires and being eligible, is re-elected as a Director."

SPECIAL BUSINESS

Resolution 3a - Ratification of Prior Issue of Equity Securities – Share Placement

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

"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the prior issue of 210,931,722 Shares at an issue price of \$0.03 per Share to sophisticated and professional investors on the terms and conditions set out in the Explanatory Statement accompanying this Notice."

Voting Exclusion Statement

The Company will disregard any votes cast on Resolution 3a by any person who participated in the issue, and any associate of that person (or those persons).

However, the Company need not disregard a vote by such person if:

- (a) it is cast by the 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.

GEOPACIFIC RESOURCES LIMITED
NOTICE OF MEETING AND EXPLANATORY STATEMENT

Resolution 3b - Ratification of Prior Issue of Equity Securities – Share Placement

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

“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the prior issue of 139,068,278 Shares at an issue price of \$0.03 per Share to sophisticated and professional investors on the terms and conditions set out in the Explanatory Statement accompanying this Notice.”

Voting Exclusion Statement

The Company will disregard any votes cast on Resolution 3b by any person who participated in the issue, and any associate of that person (or those persons).

However, the Company need not disregard a vote by such person if:

- (a) it is cast by the 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.

Resolution 4 – Approval of New Incentive Plan

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

“That, for the purpose of ASX Listing Rule 7.2 (Exception 9) and for all other purposes, approval is given to adopt the New Incentive Plan and to issue securities under that plan, and to issue Shares pursuant to those securities, from time to time upon the terms and conditions summarised in the Explanatory Memorandum as an exception to ASX Listing Rule 7.1.”

Voting Exclusion Statement

The Company will disregard any votes cast on this Resolution by a Director (except one who is ineligible to participate in any securities plan in relation to the Company) or any associates of such a Director. However, the Company need not disregard a vote if:

- (a) it is cast by the 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 Chair as a proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Voting Prohibition Statement

A vote must not be cast on this Resolution by a member of the Key Management Personnel, or a closely related party of a Key Management Personnel, acting as proxy if their appointment does not specify the way the proxy is to vote on this Resolution. However, the Company will not disregard any proxy votes cast on that Resolution by a Key Management Personnel if the Key Management Personnel is the Chair of the Meeting acting as proxy and their appointment expressly authorised the proxy even though the Resolution is connected with the remuneration of the Key Management Personnel for the Company.

Resolution 5 – Approval of potential termination benefits under New Incentive Plan

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

“That, for the purpose of Sections 200B and 200E of the Corporations Act and for all other purposes, approval is given for the giving of benefits under the New Incentive Plan by the Company to a person or their associates in connection with that person ceasing to hold a managerial or executive office in the Company or a related body corporate of the Company, as detailed in, and on the terms and conditions summarised in, the Explanatory Memorandum.”

Voting Prohibition Statement

The Company will disregard any votes cast on this Resolution by any “eligible senior executive” who may, as a result of participating under the New Incentive Plan and retiring, receive a benefit and any associates of such a person. However, the Company need not disregard a vote if it is cast by a person as a proxy, appointed in writing that specifies how the Proxy is to vote on the Resolution, for a person who is entitled to vote, and it is not cast on behalf of the retiree and any associate of that retiree. For the purpose of this statement an “eligible senior executive” is an executive who is a Director of the Company or any related body corporate of the Company, or an executive whose details were included in the directors’ report for the

GEOPACIFIC RESOURCES LIMITED
NOTICE OF MEETING AND EXPLANATORY STATEMENT

previous financial year. Pursuant to the Corporations Act, any executive who held such an office in the three years prior to retirement will also be deemed an “eligible senior executive”.

A vote must not be cast on this Resolution by a member of the Key Management Personnel, or a closely related party of a Key Management Personnel, acting as proxy if their appointment does not specify the way the proxy is to vote on this Resolution. However, the Company will not disregard any proxy votes cast on that Resolution by a Key Management Personnel if the Key Management Personnel is the Chair of the Meeting acting as proxy and their appointment expressly authorised the proxy even though the Resolution is connected with the remuneration of the Key Management Personnel for the Company.

Resolution 6 – Approval to issue Plan Options and Share Appreciation Rights under New Incentive Plan to Mr Ron Heeks, Managing Director

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

That, for the purpose of Listing Rule 10.14, sections 200B and 200E of the Corporations Act and for all other purposes, Shareholders approve the issue of up to 10,593,264 Plan Options and 4,838,214 Share Appreciation Rights under the New Incentive Plan to Mr Ron Heeks (or his nominee), on the terms and conditions set out in the Explanatory Statement.

Voting Exclusion Statement

The Company will disregard any votes cast on this Resolution by a Director (except one who is ineligible to participate in any securities plan in relation to the Company) or any associates of such a Director. However, the Company need not disregard a vote if:

- (a) it is cast by a person as a proxy, appointed in writing that specifies how the proxy is to vote on the Resolution, for a person who is entitled to vote; or
- (b) it is cast by the Chair as a proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Voting Prohibition Statement

A vote must not be cast on this Resolution by a member of the Key Management Personnel, or a closely related party of a Key Management Personnel, acting as proxy if their appointment does not specify the way the proxy is to vote on this Resolution. However, the Company will not disregard any proxy votes cast on that Resolution by a Key Management Personnel if the Key Management Personnel is the Chair of the Meeting acting as proxy and their appointment expressly authorised the proxy even though the Resolution is connected with the remuneration of the Key Management Personnel for the Company.

Resolution 7 – Approval to issue Plan Options and Share Appreciation Rights under New Incentive Plan to Ms Philippa Leggat, Executive Director Corporate

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

That, for the purpose of Listing Rule 10.14 sections 200B and 200E of the Corporations Act and for all other purposes, Shareholders approve the issue of up to 10,427,777 Plan Options and 3,565,714 Share Appreciation Rights under the New Incentive Plan to Ms Philippa Leggat (or her nominee), on the terms and conditions set out in the Explanatory Statement.

Voting Exclusion Statement

The Company will disregard any votes cast on this Resolution by a Director (except one who is ineligible to participate in any securities plan in relation to the Company) or any associates of such a Director. However, the Company need not disregard a vote if:

- (a) it is cast by a person as a proxy, appointed in writing that specifies how the Proxy is to vote on the Resolution, for a person who is entitled to vote; or
- (b) it is cast by the Chair as a proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Voting Prohibition Statement

A vote must not be cast on this Resolution by a member of the Key Management Personnel, or a closely related party of a Key Management Personnel, acting as proxy if their appointment does not specify the way the proxy is to vote on this Resolution. However, the Company will not disregard any proxy votes cast on that Resolution by a Key Management Personnel if the Key Management Personnel is the Chair of the Meeting acting as proxy and their appointment expressly authorised the proxy even though the Resolution is connected with the remuneration of the Key Management Personnel for the Company.

Resolution 8 – Approval to issue Plan Options under New Incentive Plan to Mr Ian Clyne, Director

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

That, for the purpose of Listing Rule 10.14, sections 200B and 200E of the Corporations Act and for all other purposes, Shareholders approve the issue of up to 750,000 Plan Options under the New Incentive Plan to Mr Ian Clyne (or his nominee), on the terms and conditions set out in the Explanatory Statement.

Voting Exclusion Statement

The Company will disregard any votes cast on this Resolution by a Director (except one who is ineligible to participate in any securities plan in relation to the Company) or any associates of such a Director. However, the Company need not disregard a vote if:

- (a) it is cast by a person as a proxy, appointed in writing that specifies how the proxy is to vote on the Resolution, for a person who is entitled to vote; or
- (b) it is cast by the Chair as a proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Voting Prohibition Statement

A vote must not be cast on this Resolution by a member of the Key Management Personnel, or a closely related party of a Key Management Personnel, acting as proxy if their appointment does not specify the way the proxy is to vote on this Resolution. However, the Company will not disregard any proxy votes cast on that Resolution by a Key Management Personnel if the Key Management Personnel is the Chair of the Meeting acting as proxy and their appointment expressly authorised the proxy even though the Resolution is connected with the remuneration of the Key Management Personnel for the Company.

Resolution 9 – Approval of 10% Placement Facility

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

"That, for the purposes of 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 for the purpose and on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion Statement

The Company will disregard any votes cast on this Resolution by any person who may participate in the issue of Equity Securities under the 10% Placement Facility and by any person who might obtain a benefit (except a benefit solely obtained in the capacity of a holder of ordinary securities) if the Resolution is passed, and any person associated with those persons. However, the Company will not disregard a vote by such a person if:

- (a) it is cast by the 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 Chairman of 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.

GENERAL NOTES

The Explanatory Statement to Shareholders attached to this Notice of Annual General Meeting is hereby incorporated into and forms part of this Notice of Annual General Meeting.

Voting by Proxy

A Shareholder entitled to attend and vote at the Meeting is entitled to appoint not more than 2 proxies.

Where more than 1 proxy is appointed, each proxy may be appointed to represent a specified number or proportion of votes. If no such number or proportion is specified, each proxy may exercise half of the Shareholder's votes. A proxy does not have to be a Shareholder of the Company.

Shareholders are encouraged to consider how they wish to direct their proxies to vote.

GEPACIFIC RESOURCES LIMITED
NOTICE OF MEETING AND EXPLANATORY STATEMENT

The proxy form must be signed by the Shareholder or his or her attorney in accordance with the directions on the proxy form. To be valid the proxy form and the power of attorney or other authority (if any) under which it is signed (or an attested copy) must be received by the Company at the address listed below not later than 48 hours before the time for holding the meeting, that is 11:00 (WST) on Monday, 28 May 2018.

The proxy form can be lodged with the Company at the following address:

Geopacific Resources Limited
PO Box 439 Claremont
Western Australia 6910
info@geopacific.com.au

To be valid the proxy form must be received by no later than 11:00am (WST) Monday, 28 May 2018. Proxy forms received after this date will be invalid.

A company wishing to appoint a person to act as its representative at the Meeting must provide the person with:

- a letter or certificate executed in accordance with the Corporations Act authorising that person as the corporate Shareholder's representative at the Meeting; or
- a copy of the resolution appointing that person as the corporate Shareholder's representative at the Meeting, certified by a secretary or director of the corporate shareholder.

Sections 250BB and 250BC of the *Corporations Act 2001* came into effect on 1 August 2011 and apply to voting by proxy on or after that date. Shareholders and their proxies should be aware of these changes to the *Corporations Act*, as they will apply to this Annual General Meeting. Broadly, the changes mean that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chairman of the Meeting, who must vote the proxies as directed.

Proxy vote if appointment specifies way to vote

Section 250BB (1) of the *Corporations Act 2001* provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, **if it does**:

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (as directed); and
- if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands; and
- if the proxy is the chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (as directed); and
- if the proxy is not the chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (as directed).

Transfer of non-chair proxy to chair in certain circumstances

Section 250BC of the *Corporations Act 2001* provides that, if:

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members; and
- the appointed proxy is not the chair of the meeting; and
- at the meeting, a poll is duly demanded on the resolution; and
- either of the following applies:
 - the proxy is not recorded as attending the meeting;
 - the proxy does not vote on the resolution;

the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

GEOPACIFIC RESOURCES LIMITED
NOTICE OF MEETING AND EXPLANATORY STATEMENT

Undirected proxies

The Chair intends to vote all valid undirected proxies for all Resolutions in favour of those Resolutions.

In particular, any undirected proxy given to the Chair for Resolutions 1 and 4 to 8, by a Shareholder entitled to vote on those Resolutions, will be voted by the Chair in favour of those Resolutions, in accordance with the express authorisation on the Proxy Form.

The Directors have determined in accordance with Regulation 7.11.37 of the *Corporations Regulations* that, for the purposes of voting at the Meeting, Shares will be taken to be held by the registered holders at 5:00pm (WST) on Tuesday, 29 May 2018.

BY ORDER OF THE BOARD



Matthew Smith
Company Secretary

30 April 2018

GEOPACIFIC RESOURCES LIMITED
NOTICE OF MEETING AND EXPLANATORY STATEMENT

EXPLANATORY STATEMENT

The purpose of the Explanatory Statement is to provide Shareholders with information concerning the Resolutions in the Notice of Annual General Meeting.

Discussion of Financial Statements and Reports

The Corporations Act requires the Annual Financial Report, Directors' Report and the Auditor's Report (**Annual Financial Statements**) to be received and considered at the Annual General Meeting. The Annual Financial Statements for the period ended 31 December 2017 are included in the Company's Annual Report, a copy of which can be accessed online at www.geopacific.com.au. Alternatively, a hard copy will be made available on request.

There is no requirement for Shareholders to approve these reports and no vote will be taken on the Annual Financial Statements. However, the Annual Financial Statements will be placed before the Meeting thereby giving Shareholders the opportunity to discuss those documents and to ask questions.

The Company's auditor, Greenwich & Co Audit Pty Ltd will be attending the Annual General Meeting and will be available to answer any questions relevant to the conduct of the audit and Auditor's Report.

In addition to taking questions at the Meeting, written questions to the Chairman about the management of the Company, or to the Company's auditor about:

- (a) the preparation and content of the Auditor's Report;
- (b) the conduct of the audit;
- (c) accounting policies adopted by the Company in relation to the preparation of the Annual Financial Statements; and
- (d) the independence of the auditor in relation to the conduct of the audit,

may be submitted to the Company no later than 5:00pm (WST) Wednesday, 23 May 2018.

Resolution 1 - Adoption of Remuneration Report

In accordance with the requirements of subsection 250R(2) of the *Corporations Act 2001*, the Board submits the Remuneration Report for the year ended 31 December 2017 to Shareholders for consideration and adoption.

The Remuneration Report sets out the remuneration policies of the Company and explains the remuneration arrangements in place for executive and non-executive directors and senior management.

The Remuneration Report forms part of the Directors' Report and is set out in the Company's Annual Report, which can be found on the Company's website www.geopacific.com.au.

The *Corporations Act* requires each listed company to put to a vote at its Annual General Meeting, a non-binding resolution to shareholders to adopt the remuneration report for the relevant financial year. Whilst the vote on this resolution is advisory only and does not bind the Directors or the Company, the Directors will take into account the outcome of the vote when reviewing remuneration policies and practices.

During consideration of this Resolution there will be opportunity for Shareholders at the Meeting to comment on and ask questions about the Remuneration Report. The Remuneration Report is set out in the Directors' Report section of the Company's Annual Report.

Pursuant to the *Corporations Act*, if 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive annual general meetings, Shareholders will be required to vote at the second of those meetings on a resolution (**Spill Resolution**) that another meeting be held within 90 days (**Spill Meeting**), at which all of the Company's Directors who were Directors at the time when the resolution to make the Directors' Report was passed (excluding the Managing Director) cease to hold office immediately before the Spill Meeting and may stand for re-election at the Spill Meeting.

The Company's Remuneration Report did not receive an 'against' vote of 25% or more at the Company's previous Annual General Meeting held on 24 May 2017. Accordingly, a Spill Resolution will not be put to the Meeting even if 25% or more of the votes cast in respect of the Remuneration Report are against the adoption of the Remuneration Report.

The Board considers that its current practices of setting executive and non-executive remuneration are within normal industry expectations, and provides an effective balance between the need to attract and retain the services of the highly

GEPACIFIC RESOURCES LIMITED
NOTICE OF MEETING AND EXPLANATORY STATEMENT

skilled Key Management Personnel that the Company requires. As such the Directors recommend that Shareholders vote in favour of the Company's Remuneration Report.

If you choose to appoint a proxy you are encouraged to direct your proxy how to vote on Resolution 1 by marking either **For, Against, or Abstain** on the proxy form.

If you appoint the Chairman as your proxy, and you do not direct them how to vote, you must mark the box on the proxy form acknowledging that the Chairman (a member of the Key Management Personnel) may exercise your proxy even if he has an interest in the outcome of the Resolution and votes cast by him other than as a proxy holder will be disregarded because of that interest.

If you do not mark this box then your votes will not be counted for Resolution 1.

With respect to Resolution 1, the vote is advisory only and does not bind the Directors of the Company. However, the Board will take the outcome of the vote into consideration when reviewing the remuneration practices and policies of the Company.

Resolution 2 - Re-Election of Director – Mr Milan Jerkovic

Resolution 2 seeks approval for the re-election of Mr Milan Jerkovic as a Director of the Company. Mr Jerkovic was appointed to the Board as a Director on 29 May 2015 and also serves as the Company's Chairman. Mr Jerkovic will retire in accordance with clause 12.3 of the Constitution and, being eligible, seeks re-election.

Mr Jerkovic is a qualified geologist with postgraduate qualifications in Mining & Mineral Economics. Mr Jerkovic has over 30 years' experience in the mining industry involving resource evaluation, operations, financing, acquisition, project development and general management. Mr Jerkovic was most recently the Chief Executive Officer of Straits Resources Limited and has held positions with WMC, BHP, Nord Pacific, Hargraves, Tritton and Straits Asia. Mr Jerkovic was the founding Chairman of Straits Asia Resources.

Mr Jerkovic is currently Executive Chairman of Blackham Resources Limited, Non-Executive Director of Metals X Limited and Principal of the Xavier Group. Mr Jerkovic is a Fellow of the Australian Institute of Mining and Metallurgy and a member of the Australasian Institute of Company Directors.

Mr Jerkovic holds a B. App. Sc (Geology, Post Graduate Diploma (Mineral Economics), Post Graduate Diploma (Mining).

Recommendation of Directors

The Directors (other than Mr Jerkovic) unanimously recommend that Shareholders vote in favour of Resolution 2.

Resolutions 3a and 3b – Ratification of Prior Issue of Equity Securities – Share Placement

3.1 Background

As announced to ASX on 1 September 2017, Geopacific issued 350,000,000 Shares by way of private placement to sophisticated and professional investors to enable further drilling and metallurgical testwork on the Woodlark Gold Project.

The purpose of Resolutions 3a and 3b is for Shareholders to ratify the issue of 350,000,000 Shares which was undertaken by way of a private placement to sophisticated and professional investors without Shareholder approval, as announced to ASX on 1 September 2017.

3.2 Regulatory Requirements

Listing Rule 7.1 provides that, unless an exemption applies, a company must not, without prior approval of shareholders, issue or agree to issue Equity Securities if the Equity Securities will in themselves or when aggregated with the ordinary securities issued by the company during the previous 12 months, exceed 15% of the number of ordinary securities on issue at the commencement of that 12 month period.

Listing Rule 7.4 states that an issue by a company of securities made without approval under Listing Rule 7.1 is treated as having been made with approval for the purpose of Listing Rule 7.1 if the issue did not breach Listing Rule 7.1 and the company's members subsequently approve it.

Listing Rule 7.1A provides that in addition to issues permitted without prior shareholder approval under Listing Rule 7.1, an entity that is eligible and obtains shareholder approval under Listing Rule 7.1A may issue or agree to issue during the period the approval is valid a number of Equity Securities which represents 10% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period as adjusted

GEOPACIFIC RESOURCES LIMITED
NOTICE OF MEETING AND EXPLANATORY STATEMENT

in accordance with the formula in Listing Rule 7.1. Listing Rule 7.4 provides that a company may reinstate its capacity to issue up to an additional 10% under Listing Rule 7.1A if shareholders ratify the previous issue of securities.

Accordingly, under Resolutions 3a and 3b, the Company seeks from Shareholders approval for, and ratification of, the issue of a total of 350,000,000 Shares to sophisticated and professional investors, comprising the following:

- (a) 210,931,722 Shares so as to limit the restrictive effect of Listing Rule 7.1 on any further issues of Equity Securities in the next 12 months; and
- (b) 139,068,278 Shares so as to restore the capacity of the Company to issue further Equity Securities under Listing Rule 7.1A.

The Shares issued, for which approval and ratification is sought under Resolutions 3a and 3b, comprise 19.39% of the Company's fully diluted issued capital (based on the number of Shares and Options on issue as at the date of this Notice of Annual General Meeting).

In compliance with the information requirements of Listing Rule 7.5, Shareholders are advised of the following information:

(a) **Number of securities issued**

Under Resolutions 3a and 3b, the Company seeks from Shareholders approval for, and ratification of, the issue of 350,000,000 Shares, comprising of 210,931,722 Shares issued pursuant to Listing Rule 7.1 and 139,068,278 Shares issued under the Company's Listing Rule 7.1A capacity.

(b) **The price at which the securities were issued**

The Shares were issued for \$0.03 per Share.

(c) **Terms of the securities**

The Shares are fully paid ordinary shares in the capital of the Company on the same terms and conditions as the Company's existing Shares and rank equally in all respects with the existing Shares.

The Company has applied to ASX for official quotation of the Shares.

(d) **The names of the persons to whom the entity issued the securities or the basis on which those persons were determined**

The Shares were allotted to sophisticated and professional investors who participated in the Company's equity raising, undertaken via a private placement, as announced to ASX on 1 September 2017.

(e) **The use of the funds raised**

The purpose of the issue was to raise funds to advance the Company's Woodlark Gold Project. The use of the funds raised under the issue was to enable further drilling and metallurgical test work on the Woodlark Gold Project and for general working capital.

(f) **Voting exclusion statement**

Voting exclusion statements for Resolutions 3a and 3b are included in the Notice of Annual General Meeting preceding this Explanatory Statement.

3.3 Board Recommendation

The Board believes that the ratification of these issues is beneficial for the Company as it allows the Company to ratify the above issues of securities and retain the flexibility to issue further securities representing up to 15% of the Company's share capital during the next 12 months, and up to the 10% annual placement capacity under Listing Rule 7.1A without the requirement to obtain prior Shareholder approval. Accordingly, the Board recommends Shareholders vote in favour of Resolutions 3a and 3b.

Resolution 4 – Approval of New Incentive Plan

4.1 Background

The Company originally established the Incentive Option Scheme and the Performance Rights Plan (**Existing Incentive Schemes**), however they are no longer used by the Company. As at the date of this Notice of Meeting, there are no Options or Performance Rights outstanding under the Existing Incentive Schemes and Geopacific does not intend to issue any Options of Performance Rights under these Existing Incentive Schemes.

The Company engaged BDO Chartered Accountants to develop a comprehensive remuneration framework, including a new incentive plan. The objective of the new remuneration framework is to support the delivery of sustained shareholder value and to ensure the rewards accurately reflect achievements in line with general market conditions. The strategy is designed to attract, motivate and retain high calibre individuals through the provision of remuneration packages that incorporate a balance of fixed and “at risk” variable remuneration. The variable remuneration component has specifically been designed to align to the creation of sustained shareholder value.

The Company intends to adopt the Geopacific Securities Incentive Plan (**New Incentive Plan**) and Resolution 4 is a resolution which seeks Shareholder approval for the New Incentive Plan.

A summary of the terms and conditions of the New Incentive Plan is set out in Schedule 1 to this Notice of Meeting.

Listing Rule 7.1 places certain restrictions on the extent to which a listed company may issue certain equity securities, including options. The effect is that shareholder approval is required before the company may issue equity securities representing more than 15% of the capital of the company within a 12 month period. However, certain issues are exempt from the restrictions of Listing Rule 7.1 and are effectively disregarded for the purposes of determining the number of securities which a company may issue within a 12 month period. Exempt issues include an issue of securities to persons participating in an employee incentive scheme where shareholders have approved the issue of securities under the scheme as an exemption from Listing Rule 7.1. Shareholder approval must be given in a general meeting held not more than 3 years before the date of issue when the notice of meeting contains or is accompanied by certain prescribed information (set out below) (Exception 9 of Listing Rule 7.2).

In order to take advantage of the exemption from Listing Rule 7.1 and allow the Company flexibility to issue securities, Shareholders are requested to approve the issue of securities under the New Incentive Plan (**Plan Securities**) as an exemption from Listing Rule 7.1. This approval will be effective for a period of three (3) years from the date of the Resolution. It should be noted that Resolution 4 does not approve the issue of any Plan Securities to any Director, employee or consultant of the Company. Plan Securities cannot be granted to Directors or associates of the Company unless prior approval of Shareholders is obtained in accordance with the Listing Rules.

The main purpose of the New Incentive Plan is to give an additional reward to Directors employees and consultants of the Company to provide dedicated and ongoing commitment and effort to the Company, and for the Company to reward its Directors, employees and consultants for their efforts. The New Incentive Plan is a reward plan designed to increase the motivation of personnel and create a stronger link between increasing shareholder value and personnel reward.

If convertible securities issued under the Plan (**Plan Convertible Securities**) are exercised, it will have the effect of increasing the Company’s cash position by the amount of the exercise price multiplied by the number of Plan Convertible Securities exercised. It will also increase the number of Shares that are on issue by the number of Plan Convertible Securities exercised.

Shares issued pursuant to the exercise of Plan Convertible Securities will rank pari passu in all respects with the Company’s existing Shares.

Application will not be made for official quotation on the ASX of the Plan Securities.

The Board believes that the New Incentive Plan will:

- enable the Company to recruit and retain the talented people needed to achieve the Company’s business objectives;

GEOPACIFIC RESOURCES LIMITED
NOTICE OF MEETING AND EXPLANATORY STATEMENT

- link the rewards of key personnel with the achievements of strategic goals and the performance of the Company;
- align the financial interest of participants in the New Incentive Plan with those of shareholders of the Company; and
- provide reward to participants in the New Incentive Plan to focus on superior performance that creates shareholder value.

4.2 Regulatory Requirements

In accordance with Listing Rule 7.2 (Exception 9(b)), the following information is disclosed to Shareholders for the purposes of Resolution 4:

- (a) A summary of the terms and conditions of the New Incentive Plan are set out in Schedule 1 to this Notice of Meeting.
- (b) No securities have been issued under the New Incentive Plan.
- (c) A voting exclusion statement is included in the Notice.

No offers have been made under the New Incentive Plan as at the date of this Notice or will have been made at the date of the Meeting.

4.3 Directors' Recommendation

As the Directors may have a personal interest in Resolution 4, the Directors make no recommendation as to how Shareholders should vote on this resolution and have only considered the Resolution to the extent necessary to put the Resolution to Shareholders in accordance with Section 195(4) of the Corporations Act.

Resolution 5 – Approval of potential termination benefits under New Incentive Plan

5.1 General

The Corporations Act restricts the benefits which can be given to certain persons (those who hold a managerial or executive office, as defined in the Corporations Act) on leaving their employment or office with the Company or any of its related bodies corporate. Under section 200B of the Corporations Act, a company may only give a person a benefit in connection with their ceasing to hold a managerial or executive office in the company or its related bodies corporate if it is approved by shareholders or an exemption applies. This applies to all Directors and to all key management personnel of the Company (that is, to all persons whose remuneration is required to be disclosed in the Remuneration Report), including those who are not Directors. Additionally, persons subject to the restrictions remain subject to them for at least three years after they cease to hold a managerial or executive office.

Under the proposed New Incentive Plan (the subject of Resolution 4), circumstances in which the early vesting of Plan Securities are permitted at the Board's discretion, include termination of the employee's employment or office with the Company due to redundancy or in other circumstances where the Board exercises its discretion to do so as well as change of control events, notwithstanding that the Company will comply with its obligations under ASX Listing Rules 10.18 and 10.19. The termination "benefit" under section 200B of the Corporations Act has a wide operation and relevantly includes, in the context of Resolution 5, the early vesting of Plan Securities granted under the New Incentive Plan upon the exercise of the Board's discretion.

Resolution 5 therefore seeks approval of any "termination benefit" that may be provided to a participant under the proposed New Incentive Plan (the subject of Resolution 4), who from, time to time, holds a managerial or executive office (as defined in the Corporations Act) in the Company.

Specifically, Shareholder approval is being sought to give the Board (or the Board's delegate) the capacity to exercise certain discretions under the New Incentive Plan, including the discretion to determine to vest some or all of the unvested Plan Securities of any current or future participant in the New Incentive Plan who holds a managerial or executive office in the Company at the time of their leaving or at any time in the three years prior to their leaving.

The Company is seeking Shareholder approval to assist the Company in meeting its existing obligations to Directors, employees and consultants of the group, and to provide the Company with the flexibility to continue to remunerate personnel fairly and responsibly.

GEOPACIFIC RESOURCES LIMITED
NOTICE OF MEETING AND EXPLANATORY STATEMENT

If all relevant Shareholder approvals are obtained under Resolution 4 and this Resolution 5, and the Board exercises its discretion to vest some or all of an affected participant's unvested Plan Securities (or to provide that the participant's Plan Securities do not lapse but will continue and be vested in the ordinary course), the value of these benefits will be disregarded when calculating the relevant participants statutory cap for the purposes of subsection 200F(2)(b) or subsection 200G(1)(c) of the Corporations Act.

5.2 Section 200E of the Corporations Act

Section 200E requires certain information to be provided to shareholders in approving a termination benefit. Whilst the value of the proposed termination benefits cannot currently be ascertained, the manner in which the value of the proposed termination benefits is calculated, and the matters, events and circumstances that will, or are likely to, affect the calculation of the value are as follows:

(A) Details of the termination benefits

The proposed New Incentive Plan, if approved by Shareholders under Resolution 4, contains provisions setting out the treatment of unvested securities in situations such as where a participant under the New Incentive Plan leaves the Company (in certain circumstances) or where there is a change in control of the Company. For example, under the rules of the New Incentive Plan, where a participant resigns from his or her employment with the Company before his or her Plan Securities have vested, the Board may exercise its discretion to determine that some or all of the Plan Securities will vest, and the basis on which vesting may occur (which may include, without limitation, timing and conditions). Similarly, if a "change of control" occurs, the Board may determine that some or all of a participant's unvested Plan Securities will vest.

The exercise of these discretions will constitute a "benefit" for the purposes of the Corporations Act's termination benefits provisions.

(B) Value of the termination benefits

The value of the termination benefits that the Board may give under the proposed New Incentive Plan cannot be determined in advance. This is because the proposed New Incentive Plan is subject to approval under Resolution 4 and if approved by Shareholders, various matters will, or are likely to affect that value. Specifically, if the New Incentive Plan is approved by Shareholders under Resolution 4, the value of a particular benefit will depend on the Company's share price at the time of vesting and the number of Plan Securities that the Board decided to vest. Some of the future factors that may affect the value of the termination benefits are as follows:

- (i) the participant's length of service and the proportion of any relevant performance periods that have expired at the time they leave employment;
- (ii) the participant's total fixed remuneration at the time grants are made under the New Incentive Plan and at the time they leave employment;
- (iii) the number of unvested Plan Securities that the participant holds at the time they leave employment; and
- (iv) reasons for cessation of employment.

Despite an approval by Shareholders of Resolutions 4 and 5, any future grant of the Plan Securities to a Director or his or her associates will remain subject to Shareholder approval under Listing Rule 10.14.

5.3 Directors' Recommendation

As the Directors may have a personal interest in Resolution 5, the Directors make no recommendation as to how Shareholders should vote on this resolution and have only considered the Resolution to the extent necessary to put the Resolution to Shareholders in accordance with Section 195(4) of the Corporations Act.

Resolutions 6 to 8 – Approval to issue Plan Options and Share Appreciation Rights under New Incentive Plan to Directors

6.1 Background

Shareholders are being asked to approve Resolutions 6 to 8 to allow Plan Options and Share Appreciation Rights that may vest under the New Incentive Plan (**Plan Securities**) to be issued to the following Directors, as set out below.

The Board, has determined that the grant of Plan Options and Share Appreciation Rights under the New Incentive Plan to Mr Ron Heeks, Ms Philippa Leggat and Mr Ian Clyne is an appropriate form of long term

GEOPACIFIC RESOURCES LIMITED
NOTICE OF MEETING AND EXPLANATORY STATEMENT

incentive. The Board considers that each of the Directors is essential to the operation of Geopacific's ongoing business.

Class A Plan Options to be issued under the New Incentive Plan were designed as a fixed remuneration correction to bring fixed pay to the 50th percentile for the given roles within a selected peer group. This was designed to align fixed remuneration with market rates without placing an additional cash burden on the Company. The number of Class A Plan Options in the table below represents the issue for both the 2017 and 2018 financial years.

The other Plan Securities (Class B and C Plan Options and Share Appreciation Rights) represent incentive pay and are linked to the achievement of annual milestones set by the Board. The Board retains full discretion on the award of Plan Securities based on an assessment of overall Company performance. The incentive awards are only issued when the annual milestones have been met and the Board is satisfied with the overall Company performance. That is, the major conditions are satisfied prior to shareholder approval and grant of the instruments.

Plan securities have been developed to cover short, medium and long term vesting horizons to encourage retention and to ensure the ongoing alignment to the creation of shareholder value.

For the financial year ended 31 December 2017, the Company achieved 75% of the set milestones with three out of four milestones being met. Accordingly, the Company is proposing, subject to obtaining Shareholder approval, to issue the following Plan Securities to the Director(s) under New Incentive Plan:

Resolution	Director	Number of Plan Securities	Conditions/Exercise Price
6	Ron Heeks	188,889 Class A Plan Options	Vesting period – 1 year Exercise price – nil Subject to continuation of service (at Board discretion)
		5,521,875 Class B Plan Options	Vesting period – 3 years Exercise price – nil Subject to continuation of service (at Board discretion)
		4,882,500 Class C Plan Options	Vesting period – 4 years Exercise price – set at 143% of the Company's share price at grant date Subject to continuation of service (at Board discretion)
		4,838,214 Share Appreciation Rights	Vesting period – 3 years Life of options – 4 years Exercise price – nil (theoretical exercise price is the Company's share price at grant date) Subject to continuation of service (at Board discretion)
7	Philippa Leggat	3,494,444 Class A Plan Options	Vesting period – 1 year Exercise price – nil Subject to continuation of service (at Board discretion)
		3,813,333 Class B Plan Options	Vesting period – 3 years Exercise price – nil Subject to continuation of service (at Board discretion)
		3,120,000 Class C Plan Options	Vesting period – 4 years Exercise price – set at 143% of the share price at grant date Subject to continuation of service (at Board discretion)
		3,565,714 Share Appreciation Rights	Vesting period – 3 years Life of options – 4 years Exercise price – nil (theoretical exercise price is the Company's share price at grant date) Subject to continuation of service (at Board discretion)
8	Ian Clyne	750,000 Class A Plan Options	Vesting period – 2 years Exercise price – nil Subject to continuation of service (at Board discretion)

GEOPACIFIC RESOURCES LIMITED
NOTICE OF MEETING AND EXPLANATORY STATEMENT

Under the terms of the Plan Options and Share Appreciation Rights to be issued to the Directors, the Plan Options and Share Appreciation Rights will not vest (and the underlying Shares will not be issued) unless certain conditions, set out in the table above, have been satisfied.

In determining Directors' remuneration packages, including the proposed issues of Plan Options and Share Appreciation Rights under the New Incentive Plan, the Board considered the scope of the Directors' roles, the business challenges facing Geopacific and market practice for the remuneration of officers in positions of similar responsibility. Accordingly, they determine this proposed grant of Plan Options and Share Appreciation Rights is appropriate.

6.2 Regulatory Requirements

Resolutions 6 to 8 seek Shareholder approval in order to comply with the requirements of Listing Rule 10.14 and sections 200B and 200E of the Corporations Act.

6.3 Listing Rules

Listing Rule 10.11 provides a general restriction against issuing securities to directors without shareholder approval.

Listing Rule 10.14 provides that a company must not issue Equity Securities to a director of the company under an employee incentive scheme unless the issue has been approved by holders of ordinary securities. If approval is given by shareholders under Listing Rule 10.14, separate shareholder approval is not required under Listing Rule 10.11.

Under Resolutions 6 to 8, Geopacific seeks approval from Shareholders for the issue of Plan Securities to the Directors, each of whom are related parties of the Company.

Listing Rule 10.15A

In compliance with the information requirements of Listing Rule 10.15A, Shareholders are advised of the following information:

- (a) **Nature of relationship between person to receive securities and the Company**

The Plan Securities are proposed to be issued to the Directors, each of whom are related parties of Geopacific.
- (b) **Maximum number of securities that may be acquired pursuant to Resolutions 6 to 8**

The maximum number of Plan Securities to be issued to each Director is outlined in section 1.1 above.
- (c) **Issue price**

The Plan Options and Share Appreciation Rights will each be issued for nil consideration.
- (d) **Previous issues under the New Incentive Plan**

There have been no previous issues of securities under the New Incentive Plan.
- (e) **Eligible participants under the New Incentive Plan**

Under the New Incentive Plan, Plan Securities may be issued to Mr Ron Heeks, Ms Philippa Leggat and Mr Ian Clyne (and/or their respective nominees). These recipients are the only people referred to in Listing Rule 10.14 that are currently eligible to participate in the New Incentive Plan. However, in accordance with the New Incentive Plan, the Board may determine that any of the other Directors may become eligible to participate in the New Incentive Plan. Any additional persons who become eligible and entitled to participate in the New Incentive Plan after these Resolutions are approved will not participate until approval is obtained under Listing Rule 10.14.
- (f) **Issue date**

The latest date that the Company will issue Plan Securities under Resolutions 6 to 8 will be no later than three years after the date of the Annual General Meeting.
- (g) **Loan**

No loans have or will be made by the Company in connection with the relevant Plan Securities.

GEOPACIFIC RESOURCES LIMITED
NOTICE OF MEETING AND EXPLANATORY STATEMENT

(h) **Reporting**

Details of any securities issued under the New Incentive Plan will be published in each annual report of the Company relating to a period in which securities have been issued, and that approval for the issue of securities was obtained under Listing Rule 10.14.

(i) **Voting exclusion statement**

A voting exclusion statements for Resolutions 6 to 8 are included in the Notice of Annual General Meeting preceding this Explanatory Statement.

6.4 Section 208 Corporations Act

Chapter 2E of the Corporations Act regulates the provision of “financial benefits” to “related parties” by a public company. Chapter 2E prohibits a public company from giving a financial benefit to a related party of the public company unless either:

- (a) the giving of the financial benefit falls within one of the nominated exceptions to the provisions; or
- (b) prior shareholder approval is obtained to the giving of the financial benefit.

A “related party” is widely defined under the Corporations Act, and includes the directors of the company. As such, the Directors of Geopacific are related parties of the Company for the purposes of Section 208 of the Corporations Act.

A “financial benefit” is construed widely and in determining whether a financial benefit is being given, Section 229 of the Corporations Act requires that any consideration that is given is disregarded, even if the consideration is adequate. It is necessary to look at the economic and commercial substance and the effect of the transaction in determining the financial benefit. Section 229 of the Corporations Act includes as an example of a financial benefit, the issuing of securities or the granting of an option to a related party.

It is the view of the Directors that the proposed issue of the Plan Securities pursuant to Resolutions 6 to 8 falls within the “reasonable remuneration” exception under section 211 Corporations Act given the circumstances of the Company and the position held by the Directors.

Accordingly, the Directors have determined not to seek Shareholder approval for the purposes of section 208 Corporations Act for the issue of the Plan Securities to the Directors.

As certain Directors may receive Plan Securities under Resolutions 6 to 8, the Company has nevertheless determined to include the information below for the benefit of Shareholders, even though the Company is not seeking Shareholder approval for the purposes of section 208 Corporations Act.

(a) **Identity of the related parties to whom Resolutions 6 to 8 permits financial benefits to be given.**

The Plan Securities are proposed to be issued to Mr Ron Heeks, Ms Philippa Leggat and Mr Ian Clyne, all Directors and therefore related parties of Geopacific.

(b) **Nature of the financial benefit**

Resolutions 6 to 8 seek approval from Shareholders to allow the Company the Plan Securities to Mr Heeks, Ms Leggat and Mr Clyne for nil consideration in accordance with the table at section 1.1 above.

Section 1.1 above and Schedule 1 of this Notice of Meeting sets out the key terms and conditions of the Plan Securities including, the performance conditions attached to each of classes of the Plan Options and Share Appreciation Rights.

The Shares to be issued upon vesting of the Plan Securities will be fully paid ordinary shares in the capital of the Company on the same terms and conditions as the Company’s existing Shares and will rank equally in all respects with the Company’s existing Shares. The Company will apply for official quotation of the Shares on ASX.

The Directors consider that the issue of Plan Securities to its personnel are a cost effective and efficient means for the Company to provide incentive to its personnel as opposed to alternative forms of incentives such as cash bonuses or increased remuneration. In order to enable the Company to secure and retain employees and directors who can assist the Company in achieving its objectives, it is necessary to provide remuneration and incentives to such personnel. The issue of

GEOPACIFIC RESOURCES LIMITED
NOTICE OF MEETING AND EXPLANATORY STATEMENT

the Plan Securities is designed to achieve this objective, by encouraging continued improvement in performance over time and by encouraging personnel to acquire and retain significant Shareholdings in the Company.

The Company reviewed the practices of other companies of a similar size and stage of development to determine the number of Plan Securities required to be issued to attract and retain senior directors. Based on that review, the Board determined the number of Plan Securities proposed in Resolutions 6 to 8 to be appropriate.

(c) **Valuation of financial benefit**

The Company is proposing to issue a total of 4,433,333 Class A Plan Options; 9,335,208 Class B Plan Options; 8,002,500 Class C Plan Options and 8,403,928 Share Appreciation Rights under Resolutions 6 to 8.

The indicative fair value of the each of the Plan Securities as at the date of grant is as follows:

Plan Securities	Number issued	Value per instrument	Total Value
Class A Plan Options	4,433,333	\$0.036	\$159,600
Class B Plan Options	9,335,208	\$0.036	\$336,068
Class C Plan Options	8,002,500	\$0.021	\$152,048
Share Appreciation Rights	8,403,928	\$0.019	\$176,483

The fair values for each of the Plan Securities have been determined by BDO. Options without market based vesting conditions can be exercised at any time following vesting up to expiry date, and as such are more suitably valued using the Black Scholes option pricing model. Option pricing models assume that the exercise of an option does not affect the value of the underlying asset. Under AASB 2 'Share Based Payments' and option valuation theory, no discount is made to the fundamental value derived from the option valuation model for unlisted options over listed shares.

(d) **Company's historical share price**

The following table gives details of the highest, lowest and latest closing prices of the Company's Shares trading on ASX over the past 12 months before the date of this Notice of Meeting:

	Price	Date
Highest	\$0.043	19 April 2018
Lowest	\$0.022	13 December 2017
Last	\$0.039	23 April 2018

(e) **Dilution**

If the Plan Securities vest and are exercised, the effect will be to dilute the holdings of Shares of other Shareholders. The issue of the Plan Options will in aggregate be equal to approximately 1.19% of the Company's fully-diluted share capital assuming implementation of all the Resolutions and exercise of all the Plan Options granted pursuant to the Resolutions (based on the number of Shares and Options on issue as at the date of this Notice of Annual General Meeting), resulting in a total of 1,824,678,172 Shares on issue.

The issue of Shares pursuant to the Share Appreciation Rights (the subject of Resolutions 6 and 7) vesting has the potential to dilute the percentage interest of existing Shareholders' holdings, should the conditions be met. The participant will be entitled to a payment in the Company's Shares equal in value to the amount by which the underlying share has appreciated since the Share Appreciation Right was granted in absolute terms.

GEOPACIFIC RESOURCES LIMITED
NOTICE OF MEETING AND EXPLANATORY STATEMENT

(f) **Interests of Directors in the Company**

The direct and indirect interests of Mr Heeks, Ms Leggat and Mr Clyne in securities of the Company as at the date of this Notice of Annual General Meeting are:

Name	Shares	Options
Ron Heeks	8,269,616	Nil
Philippa Leggat	Nil	Nil
Ian Clyne	2,400,000	Nil

(g) **For Directors: Remuneration of Directors**

Details of the remuneration of Mr Heeks, Ms Leggat and Mr Clyne, including their related entities, for the year ended 31 December 2017, is set out below. The Company expects the total fixed remuneration for each Director for the year ended 31 December 2018 to be similar to that set out below in respect of the previous financial year.

Name	Base + Super	STI	Share Based Payment	Total Remuneration
Ron Heeks	\$330,000	Nil	Nil	\$330,000
Philippa Leggat	\$208,429	\$50,000	Nil	\$258,429
Ian Clyne	\$65,700	Nil	Nil	\$65,700

6.5 Sections 200B and 200E Corporations Act

The Corporations Act restricts the benefits that can be given to persons who hold a “managerial or executive office” (as defined in the Corporations Act) on leaving their employment with the Company or any of its related bodies corporate.

Under Sections 200B and 200E of the Corporations Act, a company may only give a person a benefit in connection with them ceasing to hold a managerial or executive office if the benefit is approved by shareholders or an exemption applies.

Amendments to the Corporations Act in 2009 significantly expanded the scope of these provisions and lowered the threshold for termination benefits that do not require shareholder approval. The term “benefit” has a wide meaning and may include benefits resulting from the Board exercising certain discretions under the rules of the New Incentive Plan, including the discretion to determine the vesting or non-forfeiture of Plan Securities in certain circumstances.

Under the New Incentive Plan, a participant may become entitled to vesting of Plan Securities if there is a change of control of the Company or if the Board exercises its discretion and provides that Plan Securities will not be forfeited upon cessation of employment. Accordingly, Shareholder approval is sought for Mr Heeks, Ms Leggat and Mr Clyne to be given any such benefit in connection with their retirement from office or employment with the Company if that occurs within 3 years of the date of this Meeting.

If Shareholder approval is given under Resolutions 6 to 8, the Company will still be required to comply with Listing Rules 10.18 and 10.19, which place restrictions on the circumstances in which termination benefits can be paid and a cap on the value of termination benefits that can be paid to officers of the Company.

The value of the benefit will depend on the number of Plan Securities that may vest and the market value of the Shares at the time of cessation of employment.

6.6 Board Recommendation

The Directors do not consider that from an economic and commercial point of view, there are any costs or detriments, including opportunity costs or taxation consequences for the Company or benefits foregone by the Company in granting the Plan Securities to Mr Heeks, Ms Leggat and Mr Clyne pursuant to Resolutions 6 to 8.

GEOPACIFIC RESOURCES LIMITED
NOTICE OF MEETING AND EXPLANATORY STATEMENT

Accordingly, the Board (other than Mr Heeks, Ms Leggat and Mr Clyne) recommends Shareholders vote in favour of the Resolutions.

Resolution 9 – Approval of 10% Placement Facility

Listing Rule 7.1A enables eligible entities, who have obtained Shareholder approval at an Annual General Meeting, to issue Equity Securities of up to 10% of its issued share capital through placements over a 12-month period after the entity's Annual General Meeting (**10% Placement Facility**). The 10% Placement Facility is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less, as at the time of the entity's Annual General Meeting. The Company is an eligible entity as at the time on this Notice of Meeting and is expected to be an eligible entity as at the time of the Company's Annual General Meeting.

The Company is now seeking Shareholder approval by way of a special resolution to have the ability to issue Equity Securities under the 10% Placement Facility for a period of 12-months after the Company's Annual General Meeting.

Resolution 9 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote at the Annual General Meeting (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

The exact number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer below).

The Company is currently undertaking ongoing development and exploration activities at its existing projects and may also seek to acquire new resource assets or investments. The Company may use the funds raised from the issue of Equity Securities under the 10% Placement Facility on its existing projects and/or acquisition of new resource assets or investments.

Description of Listing Rule 7.1A

Shareholder approval

The ability to issue Equity Securities under the 10% Placement Facility is subject to shareholder approval by way of a special resolution at the Annual General Meeting.

Equity Securities

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the Company. The Company, as at the date of the Notice, has on issue one class of quoted Equity Securities, being fully paid ordinary shares.

Formula for calculating 10% Placement Facility

Listing Rule 7.1A.2 provides that eligible entities which have obtained Shareholder approval at an annual general meeting may issue or agree to issue, during the 12-month period after the date of the annual general meeting, a number of Equity Securities calculated in accordance with the following formula:

$$(A \times D) - E$$

- A** is the number of fully paid shares on issue 12-months before the date of issue or agreement:
- (i) plus the number of fully paid shares issued in the 12-months under an exception in Listing Rule 7.2;
 - (ii) plus the number of partly paid shares that became fully paid in the 12-months;
 - (iii) plus the number of fully paid shares issued in the 12-months with approval of holders of shares under Listing Rule 7.1 and 7.4. This does not include an issue of fully paid shares under the entity's 15% placement capacity without shareholder approval;
 - (iv) less the number of fully paid shares cancelled in the 12-months.

Note that A has the same meaning in Listing Rule 7.1 when calculating an entity's 15% placement capacity.

- D** is 10%.

GEOPACIFIC RESOURCES LIMITED
NOTICE OF MEETING AND EXPLANATORY STATEMENT

E is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12-months before the date of the issue or agreement to issue that are not issued with the approval of shareholders under Listing Rule 7.1 or 7.4.

Listing Rule 7.1 and Listing Rule 7.1A

The ability of an entity to issue Equity Securities under Listing Rule 7.1A is in addition to the entity's 15% placement capacity under Listing Rule 7.1.

At the date of this Notice, the Company has on issue 1,801,907,130 Shares and has capacity to issue:

- (i) 270,286,070 Equity Securities under Listing Rule 7.1; and
- (ii) subject to Shareholder approval being sought under Resolution 5, 180,190,713 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 (above).

Minimum Issue Price

The issue price of Equity Securities issued under Listing Rule 7.1A must be not less than 75% of the volume weighted average price of Equity Securities in the same class calculated over the fifteen (15) trading days immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
- (ii) if the Equity Securities are not issued within five (5) trading days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

Issue Period

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A is valid from the date of the Annual General Meeting until the earlier of:

- (i) the date that is 12 months after the date of the Annual General Meeting; or
- (ii) the date of the approval by Shareholders of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking), or such longer period if allowed by ASX (10% Placement Period).

The Company will only issue Equity Securities during the 10% Placement Period.

Dilution Risk

If Resolution 9 is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company will be diluted as shown in the table below. There is a risk that:

- (i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Meeting; and
- (ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date or the Equity Securities are issued as part of 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 table below shows the dilution of existing 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 this Notice.

The table also shows:

- (i) 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 Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
- (ii) two examples of where the issue price of ordinary securities has decreased by 50% and increased by 50% as against the current market price.

GEOPACIFIC RESOURCES LIMITED
NOTICE OF MEETING AND EXPLANATORY STATEMENT

Variable "A" in Listing Rule 7.1A.2		Dilution		
		\$0.019 50% decrease in issue price	\$0.038 issue price	\$0.057 50% increase in issue price
1,801,907,130 Current Variable A	10% voting dilution in shares	180,190,713		
	Funds raised	\$3,423,623.55	\$6,847,247.09	\$10,270,870.64
2,702,860,695 50% increase in Current Variable A	10% voting dilution in shares	270,286,069		
	Funds raised	\$5,135,435.31	\$10,270,870.62	\$15,406,305.93
3,603,814,260 100% Increase in Current Variable A	10% voting dilution in shares	360,381,426		
	Funds raised	\$6,847,247.09	\$13,694,494.19	\$20,541,741.28

The table has been prepared on the following assumptions:

- (i) Variable A is 1,801,907,130 being the number of ordinary securities on issue at the date of this Notice.
- (ii) The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
- (iii) The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
- (iv) 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.
- (v) The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
- (vi) The issue of Equity Securities under the 10% Placement Facility consists only of Shares. If the issue of Equity Securities includes listed Options, it is assumed that those listed Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.
- (vii) The issue price is \$0.038 being the closing price of the Shares on ASX on 11 April 2018.

Purpose of Issue

The Company may seek to issue the Equity Securities for the following purposes:

- (i) non-cash consideration for the acquisition of the new resource 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; or
- (ii) cash consideration to fund ongoing development and exploration activities at its existing projects and/or for acquisition of new assets or investments (including expenses associated with such acquisition) and general working capital.

The Company will comply with the disclosure obligations under Listing Rules 7.1A.4 and 3.10.5A upon issue of any Equity Securities.

Allocation Policy

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:

- (i) the methods of raising funds that are available to the Company, including but not limited to, rights issue or other issue in which existing security holders can participate;
- (ii) the effect of the issue of the Equity Securities on the control of the Company;
- (iii) the financial situation and solvency of the Company; and

GEOPACIFIC RESOURCES LIMITED
NOTICE OF MEETING AND EXPLANATORY STATEMENT

(iv) advice from corporate, financial and broking advisers (if applicable).

The allottees under the 10% Placement Facility have not been determined as at the date of this Notice but may include existing substantial Shareholders and/or new Shareholders who are not related parties or associates of a related party of the Company.

Further, if the Company is successful in acquiring new assets or investments, the allottees under the 10% Placement Facility may be the vendors of the new resource assets or investments.

Previous issues of Equity Securities under Listing Rule 7.1A

The Company previously obtained Shareholder approval under Listing Rule 7.1A at its Annual General Meeting held on 24 May 2017.

In the 12-months preceding this Notice of Annual General Meeting, the Company issued 646,163,546 Equity Securities which represents 55.9% of the total number of Equity Securities on issue at the commencement of that 12-month period. Details of the Equity Securities issued in the 12-month period are outlined in Schedule 2 to this Notice of Meeting.

Voting Exclusion Statement

A voting exclusion statement is included in the 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 the issue of the Equity Securities. No existing Shareholder's votes will therefore be excluded under the voting exclusion in the Notice.

Recommendation of Directors

The Directors believe that the 10% Placement Facility is beneficial for the Company as it will give the Company flexibility to issue further securities representing up to 10% of the Company's Share capital during the next 12-months. Accordingly, the Board unanimously recommend that Shareholders approve Resolution 9.

GEOPACIFIC RESOURCES LIMITED
NOTICE OF MEETING AND EXPLANATORY STATEMENT

Glossary

In the Notice of Meeting and Explanatory Statement, the following terms have the following meanings unless the context otherwise requires:

Annual Report	the Company's annual report for the financial year ended 31 December 2017.
ASX	ASX Limited or the securities market operated by ASX Limited, as the context requires.
BDO	BDO Corporate Finance (WA) Pty Ltd (ACN 124 034 045).
Board	board of Directors.
Chair	chair of the Annual General Meeting.
Class A Plan Option	means a Plan Option with an exercise price of nil per Share, with a one year expiry from the date of grant and otherwise on the terms and conditions set out in Schedule 1 to this Notice.
Class B Plan Option	means a Plan Option with an exercise price of nil per Share, with a three year expiry from the date of grant and otherwise on the terms and conditions set out in Schedule 1 to this Notice.
Class C Plan Option	means a Plan Option with an exercise price of 143% of the share price at grant date, with a four year expiry from the date of grant and otherwise on the terms and conditions set out in Schedule 1 to this Notice.
Company or Geopacific	Geopacific Resources Limited ACN 003 208 393.
Constitution	constitution of the Company.
Corporations Act	<i>Corporations Act 2001</i> (Cth).
Director	director of the Company.
Directors' Report	the Directors' report contained in the Annual Report.
Equity Securities	has the meaning given to that term in the Listing Rules.
Explanatory Statement	the explanatory statement that accompanies this Notice of Annual General Meeting.
Incentive Option Scheme	means the Geopacific incentive option scheme.
Key Management Personnel	key management personnel of the Company, as defined in section 9 of the <i>Corporations Act 2001</i> .
Meeting or Annual General Meeting	the Annual General Meeting convened by this Notice of Annual General Meeting.
Notice, Notice of Annual General Meeting or Notice of Meeting	this notice of Annual General Meeting.
Listing Rules or ASX Listing Rules	official listing rules of the ASX.
New Incentive Plan	means the Geopacific Securities Incentive Plan.

GEOPACIFIC RESOURCES LIMITED
NOTICE OF MEETING AND EXPLANATORY STATEMENT

Option	option to subscribe for a Share.
Performance Rights Plan	means the Geopacific performance rights plan, the terms of which were summarised in the Company's ASX announcement of 6 June 2014.
Plan Option	means an Option issued under the New Incentive Plan.
Proxy Form	the proxy form enclosed with this Notice of Annual General Meeting.
Remuneration Report	the report contained in the Directors' Report dealing with the remuneration of the Key Management Personnel for the year ended 31 December 2017.
Resolution	resolution contained in this Notice of Annual General Meeting.
Share Appreciation Right	means a right which enables the holder to subscribe for a Share under the New Incentive Plan based on the amount the underlying share has appreciated since grant date.
Share	fully paid ordinary share in the capital of the Company.
Shareholder	holder of one or more shares in the Company.
WST	Australian Western Standard Time.

GEOPACIFIC RESOURCES LIMITED
NOTICE OF MEETING AND EXPLANATORY STATEMENT

SCHEDULE 1

SUMMARY OF THE TERMS AND CONDITIONS OF THE INCENTIVE PLAN

The Geopacific Resources Limited Securities Incentive Plan (**Plan**) is being considered for approval by Shareholders at the General Meeting.

The full terms of the Plan may be inspected at the registered office of the Company during normal business hours.

A summary of the terms of the Plan is set out below:

- (a) **Eligible Participant:** Eligible Participant means a person that:
- (i) is an "eligible participant" (as that term is defined in ASIC Class Order 14/1000) in relation to the Company or an Associated Body Corporate (as that term is defined in ASIC Class Order 14/1000); and
 - (ii) has been determined by the Board to be eligible to participate in the from time to time.
- (b) **Purpose:** The purpose of the Plan is to:
- (i) assist in the reward, retention and motivation of Eligible Participants;
 - (ii) link the reward of Eligible Participants to Shareholder value creation; and
 - (iii) align the interests of Eligible Participants with shareholders of the Group (being the Company and each of its Associated Bodies Corporate), by providing an opportunity to Eligible Participants to receive an equity interest in the Company in the form of securities.
- (c) **Plan administration:** The Plan will be administered by the Board. The Board may exercise any power or discretion conferred on it by the Plan rules in its sole and absolute discretion. The Board may delegate its powers and discretion.
- (d) **Eligibility, invitation and application:** The Board may from time to time determine that an Eligible Participant may participate in the Plan and make an invitation to that Eligible Participant to apply for Securities (a security in the capital of the Company) on such terms and conditions as the Board decides.

On receipt of an Invitation, an Eligible Participant may apply for the Securities the subject of the invitation by sending a completed application form to the Company.

The Board may accept an application from an Eligible Participant in whole or in part.

If an Eligible Participant is permitted in the invitation, the Eligible Participant may, by notice in writing to the Board, nominate a party in whose favour the Eligible Participant wishes to renounce the invitation.

- (e) **Grant of Securities:** The Company will, to the extent that it has accepted a duly completed application, grant the Participant the relevant number of Securities subject to the terms and conditions set out in the invitation, the Plan rules and any ancillary documentation required.
- (f) **Terms of Convertible Securities:** Each 'Convertible Security' represents a right to acquire one or more Shares (for example, under an option or performance right), subject to the terms and conditions of the Plan.

Prior to a Convertible Security being exercised a Participant does not have any interest (legal, equitable or otherwise) in any Share the subject of the Convertible Security by virtue of holding the Convertible Security. A Participant may not sell, assign, transfer, grant a security interest over or otherwise deal with a Convertible Security that has been granted to them. A Participant must not enter into any arrangement for the purpose of hedging their economic exposure to a Convertible Security that has been granted to them.

- (g) **Vesting of Convertible Securities:** Any vesting conditions applicable to the grant of Convertible Securities will be described in the invitation. If all the vesting conditions are satisfied and/or otherwise waived by the Board, a vesting notice will be sent to the Participant by the Company informing them that the relevant Convertible Securities have vested. Unless and until the vesting notice is issued by the Company, the Convertible Securities will not be considered to have vested. For the avoidance of doubt, if the vesting conditions relevant to a Convertible Security are not satisfied and/or otherwise waived by the Board, that Convertible Security will lapse.

GEPACIFIC RESOURCES LIMITED
NOTICE OF MEETING AND EXPLANATORY STATEMENT

- (h) **Exercise of Convertible Securities and cashless exercise:** To exercise a Convertible Security, the Participant must deliver a signed notice of exercise and, subject to a cashless exercise of Convertible Securities (see below), pay the exercise price (if any) to or as directed by the Company, at any time prior to the earlier of any date specified in the vesting notice and the expiry date as set out in the invitation.

An invitation may specify that at the time of exercise of the Convertible Securities, the Participant may elect not to be required to provide payment of the exercise price for the number of Convertible Securities specified in a notice of exercise, but that on exercise of those Convertible Securities the Company will transfer or issue to the Participant that number of Shares equal in value to the positive difference between the Market Value of the Shares at the time of exercise and the exercise price that would otherwise be payable to exercise those Convertible Securities.

- (i) **Market Value:** means, at any given date, the volume weighted average price per Share traded on the ASX over the 5 trading days immediately preceding that given date, unless otherwise specified in an invitation. A Convertible Security may not be exercised unless and until that Convertible Security has vested in accordance with the Plan rules, or such earlier date as set out in the Plan rules.
- (j) **Delivery of Shares on exercise of Convertible Securities:** As soon as practicable after the valid exercise of a Convertible Security by a Participant, the Company will issue or cause to be transferred to that Participant the number of Shares to which the Participant is entitled under the Plan rules and issue a substitute certificate for any remaining unexercised Convertible Securities held by that Participant.
- (k) **Forfeiture of Convertible Securities:** Where a Participant who holds Convertible Securities ceases to be an Eligible Participant or becomes insolvent, all unvested Convertible Securities will automatically be forfeited by the Participant, unless the Board otherwise determines in its discretion to permit some or all of the Convertible Securities to vest.

Where the Board determines that a Participant has acted fraudulently or dishonestly, or wilfully breached his or her duties to the Group, the Board may in its discretion deem all unvested Convertible Securities held by that Participant to have been forfeited.

Unless the Board otherwise determines, or as otherwise set out in the Plan rules:

- (i) any Convertible Securities which have not yet vested will be forfeited immediately on the date that the Board determines (acting reasonably and in good faith) that any applicable vesting conditions have not been met or cannot be met by the relevant date; and
- (ii) any Convertible Securities which have not yet vested will be automatically forfeited on the expiry date specified in the invitation.
- (l) **Change of control:** If a change of control event occurs in relation to the Company, or the Board determines that such an event is likely to occur, the Board may in its discretion determine the manner in which any or all of the Participant's Convertible Securities will be dealt with, including, without limitation, in a manner that allows the Participant to participate in and/or benefit from any transaction arising from or in connection with the change of control event.
- (m) **Rights attaching to Plan Shares:** All Shares issued under the Plan, or issued or transferred to a Participant upon the valid exercise of a Convertible Security, (**Plan Shares**) will rank pari passu in all respects with the Shares of the same class. A Participant will be entitled to any dividends declared and distributed by the Company on the Plan Shares and may participate in any dividend reinvestment plan operated by the Company in respect of Plan Shares. A Participant may exercise any voting rights attaching to Plan Shares.
- (n) **Disposal restrictions on Plan Shares:** If the invitation provides that any Plan Shares are subject to any restrictions as to the disposal or other dealing by a Participant for a period, the Board may implement any procedure it deems appropriate to ensure the compliance by the Participant with this restriction.

For so long as a Plan Share is subject to any disposal restrictions under the Plan, the Participant will not:

- (i) transfer, encumber or otherwise dispose of, or have a security interest granted over that Plan Share; or
- (ii) take any action or permit another person to take any action to remove or circumvent the disposal restrictions without the express written consent of the Company.

GEO PACIFIC RESOURCES LIMITED
NOTICE OF MEETING AND EXPLANATORY STATEMENT

- (o) **Adjustment of Convertible Securities:** If there is a reorganisation of the issued share capital of the Company (including any subdivision, consolidation, reduction, return or cancellation of such issued capital of the Company), the rights of each Participant holding Convertible Securities will be changed to the extent necessary to comply with the Listing Rules applicable to a reorganisation of capital at the time of the reorganisation.

If Shares are issued by the Company by way of bonus issue (other than an issue in lieu of dividends or by way of dividend reinvestment), the holder of Convertible Securities is entitled, upon exercise of the Convertible Securities, to receive an allotment of as many additional Shares as would have been issued to the holder if the holder held Shares equal in number to the Shares in respect of which the Convertible Securities are exercised.

Unless otherwise determined by the Board, a holder of Convertible Securities does not have the right to participate in a pro rata issue of Shares made by the Company or sell renounceable rights.

- (p) **Participation in new issues:** There are no participation rights or entitlements inherent in the Convertible Securities and holders are not entitled to participate in any new issue of Shares of the Company during the currency of the Convertible Securities without exercising the Convertible Securities.

- (q) **Amendment of Plan:** Subject to the following paragraph, the Board may at any time amend any provisions of the Plan rules, including (without limitation) the terms and conditions upon which any Securities have been granted under the Plan and determine that any amendments to the Plan rules be given retrospective effect, immediate effect or future effect.

No amendment to any provision of the Plan rules may be made if the amendment materially reduces the rights of any Participant as they existed before the date of the amendment, other than an amendment introduced primarily for the purpose of complying with legislation or to correct manifest error or mistake, amongst other things, or is agreed to in writing by all Participants.

- (r) **Plan duration:** The Plan continues in operation until the Board decides to end it. The Board may from time to time suspend the operation of the Plan for a fixed period or indefinitely, and may end any suspension. If the Plan is terminated or suspended for any reason, that termination or suspension must not prejudice the accrued rights of the Participants.

If a Participant and the Company (acting by the Board) agree in writing that some or all of the Securities granted to that Participant are to be cancelled on a specified date or on the occurrence of a particular event, then those Securities may be cancelled in the manner agreed between the Company and the Participant.

GEOPACIFIC RESOURCES LIMITED
NOTICE OF MEETING AND EXPLANATORY STATEMENT

SCHEDULE 2

**DETAILS OF EQUITY SECURITIES ISSUED IN THE 12-MONTHS
PRIOR TO THE DATE OF THE ANNUAL GENERAL MEETING**

Issue Date	Number of securities issued and Type	Name of persons to whom the securities were issued	Issue Price and discount / premium to market at issue date	Funds raised	Funds used as at Meeting date	Use of funds and intended use for remaining funds
09/08/2017	236,782,061 Shares	Kula Gold Limited shareholders	Shares issued as consideration for Geopacific's scrip takeover of Kula Gold Limited	Nil	N/A	N/A
17/08/2017	13,685,836 Shares	Kula Gold Limited shareholders	Shares issued as consideration for Geopacific's scrip takeover of Kula Gold Limited	Nil	N/A	N/A
07/09/2017	350,000,000 Shares	Professional and sophisticated investors	\$0.03, being at the market price of the 15-day VWAP.	\$10,500,000	\$600,000	To advance the Woodlark Gold Project and for general working capital.
15/09/2017	15,366,076 Shares	Kula Gold Limited shareholders	Shares issued as consideration for Geopacific's scrip takeover of Kula Gold Limited	Nil	N/A	N/A
06/10/2017	5,833,334 Shares	Eligible Geopacific shareholders who took up the share purchase plan	\$0.03, being at the market price of the 15-day VWAP.	\$175,000	Nil	N/A
19/10/2017	24,496,239 Shares	Kula Gold Limited shareholders	Shares issued as consideration for Geopacific's scrip takeover of Kula Gold Limited	Nil	N/A	N/A

All Correspondence to:

✉ **By Mail** PO Box 439
Claremont
Western Australia 6910

👤 **In Person** Level 1, 278 Stirling Highway
Claremont
Western Australia 6010

💻 **Email:** info@geopacific.com.au

☎ **By Phone:** +61 8 6143 1820

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 11.00am (WST) on Monday, 28 May 2018.**

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 - APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a security holder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the Company or you may copy this form.

To appoint a second proxy you must:

- complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities 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.
- return both forms together in the same envelope.

STEP 2 - VOTING DIRECTIONS TO YOUR PROXY

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

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 3 - SIGN THE FORM

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

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

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 - LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **11.00am (WST) on Monday, 28 May 2018.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged:

✉ **By Mail** PO Box 439
Claremont
Western Australia 6910

👤 **In Person** Level 1, 278 Stirling Highway
Claremont
Western Australia 6010

💻 **Email:** info@geopacific.com.au

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

Geopacific Resources Limited

ACN 003 208 393

Your Address

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Security holders sponsored by a broker should advise their broker of any changes. **Please note, you cannot change ownership of your securities using this form.**

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of **Geopacific Resources Limited (Company)** and entitled to attend and vote hereby appoint:

the **Chair of the Meeting (mark box)**

OR if you are **NOT** appointing the Chair 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 below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held at **The Celtic Club, 48 Ord Street, West Perth, Western Australia on Wednesday, 30 May at 11.00am (WST)** and at any adjournment of that Meeting, to act on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit), including to vote or abstain as my/our proxy thinks fit in respect of any procedural resolution.

Important for Resolutions 1 and 4 to 8: If the Chair of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intentions below, you expressly authorise the Chair of the Meeting to exercise the proxy in respect of Resolutions 1 and 4 to 8 even though the items are connected directly or indirectly with the remuneration of a member of the Key Management Personnel of the Company. **The Chair of the Meeting intends to vote undirected proxies in favour of each of the items of business.**

If you have appointed the Chair of the Meeting as your proxy (or the Chair of the Meeting becomes your proxy by default), and you wish to give the Chair specific voting directions on an item, you should mark the appropriate boxes opposite those items below (directing the Chair to vote for, against, or to abstain from voting).

STEP 2 VOTING DIRECTIONS
 * 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 vote will not be counted in calculating the required majority if a poll is called.

Ordinary Business

		For	Against	Abstain*
Resolution 1	Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Director - Mr Milan Jerkovic	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Special Business

Resolution 3a	Ratification of Prior Issue of Equity Securities – Share Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3b	Ratification of Prior Issue of Equity Securities – Share Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval of New Incentive Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Approval of potential termination benefits under New Incentive Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Approval to issue Plan Options and Share Appreciation Rights under New Incentive Plan to Mr Ron Heeks, Managing Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Approval to issue Plan Options and Share Appreciation Rights under New Incentive Plan to Ms Philippa Leggat, Executive Director Corporate	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8	Approval to issue Plan Options under New Incentive Plan to Mr Ian Clyne, Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 9	Approval of 10% Placement Facility	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 SIGNATURE OF SHAREHOLDERS
 This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date/...../2018