



GEOPACIFIC

RESOURCES LIMITED

ACN 003 208 393

NOTICE OF ANNUAL GENERAL MEETING

&

EXPLANATORY STATEMENT

For the meeting to be held at 10.00am (WST), Friday, 29 May 2015

At Level 1, 278 Stirling Highway Claremont Western Australia

24 April 2015

Dear Fellow Geopacific Shareholder,

Please find enclosed the Notice of Annual General Meeting for the Shareholders' Meeting to be held at Level 1, 278 Stirling Highway Claremont Western Australia at 10.00am (WST) on Friday, 29 May 2015.

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 sincerely



Milan Jerkovic
Chairman

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 10.00am (WST) on Friday, 29 May 2015 at Level 1, 278 Stirling Highway Claremont Western Australia.

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

AGENDA

ORDINARY BUSINESS

1. Discussion of Annual Financial Statements and Reports

To receive and consider the Annual Financial Report, the Directors' Report and Auditor's Report for the year ended 31 December 2014.

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

2. 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 2014."

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 Chairman of the Meeting voting an undirected proxy and their appointment expressly authorises the Chairman to exercise the proxy even though Resolution 1 is connected directly or indirectly with the remuneration of the Key Management Personnel of the Company.*

3. 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 Mr Milan Jerkovic, being a Director of the Company, who retires in accordance with the Company's Constitution and being eligible, offers himself for re-election, be re-elected as a Director of the Company."

SPECIAL BUSINESS

4. Resolution 3 – Approval of 10% Placement Facility

To consider and, if thought fit, to pass with or without amendment, 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 Resolution 3 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

GEOPACIFIC RESOURCES LIMITED
ACN 003 208 393

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.*

5. Resolution 4 – Approval of issue of Geopacific Shares pursuant to Proposed Capital Raising

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

“That, for the purposes of Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 50,000,000 Geopacific Shares at an issue price of not less than 80% of the volume weighted average market price for Geopacific Shares on the five trading days prior to the issue of the Geopacific Shares, to the parties, for the purpose, and on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion Statement

The Company will disregard any votes cast on Resolution 4 by any person who may participate in the Proposed Capital Raising 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 cast 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

1. 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.
2. 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.

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 10.00am (WST) on Wednesday, 27 May 2015.

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

Company

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 10.00am (WST) on Wednesday, 27 May 2015. Proxy forms received after this date will be invalid.

3. A company wishing to appoint a person to act as its representative at the Meeting must provide the person with:
 - 3.1. a letter or certificate executed in accordance with the Corporations Act authorising that person as the corporate Shareholder's representative at the Meeting; or
 - 3.2. 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.

4. Sections 250BB and 250BC of the Corporations Act came into effect in 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 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 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 (i.e. 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 (i.e. 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 (i.e. as directed).

Transfer of non-chair proxy to chair in certain circumstances

Section 250BC of the Corporations Act 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.

5. With respect to Resolution 1, the vote on that Resolution 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.

The Chairman of the Meeting intends to vote undirected proxies, that are able to be voted, in favour of the adoption of the Remuneration Report.

6. 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 27 May 2015.

BY ORDER OF THE BOARD

John Lewis
COMPANY SECRETARY

24 April 2015

Explanatory Statement

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

1. Discussion of Annual Financial Statements & 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 2014 are included in the Company's Annual Report, a copy of which can be accessed on-line 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 Somes Cooke (WA) 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) 22 May 2015.

2. Resolution 1 - Adoption of Remuneration Report (non-binding resolution)

In accordance with the requirements of section 250R(2) of the Corporations Act, the Board is submitting its Remuneration Report for the year ended 31 December 2014 to Shareholders for consideration and adoption.

The Remuneration Report sets out the remuneration policy for the Company and explains 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 the Chairman will allow a reasonable 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 Annual Report.

Under 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 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 30 May 2014.

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 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.

The Chairman of the Meeting intends to vote undirected proxies, that are able to be voted, in favour of the adoption of the Remuneration Report.

3. 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 who is retiring by rotation under Rule 12.3 of the Company's Constitution. Mr Jerkovic is eligible to seek re-election under Rule 12.3.

Mr Milan Jerkovic is a qualified geologist with postgraduate qualifications in Mining & Mineral Economics. Mr Jerkovic has over 25 years of 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 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).

Further details about Mr Jerkovic are set out in the Company's Annual Report which is available on the Company's website www.geopacific.com.au.

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

4. Resolution 3 – Approval of 10% Placement Facility

4.1. General

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 throughout the 12 months after the Company's Annual General Meeting.

Resolution 3 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 to Section 4.2.3 below).

The Company is currently undertaking exploration activities at its existing projects and is also seeking 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.

4.2. Description of Listing Rule 7.1A

4.2.1. 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.

4.2.2. 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.

4.2.3. 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%
- 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.

4.2.4. 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 387,042,427 Shares. and has capacity to issue:

- (i) 58,056,364 Equity Securities under Listing Rule 7.1; and
- (ii) subject to Shareholder approval being sought under Resolution 3, 38,704,243 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).

4.2.5. 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 15 trading days immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed; or

GEOPACIFIC RESOURCES LIMITED
ACN 003 208 393

- (ii) if the Equity Securities are not issued within 5 trading days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

4.2.6. 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.

4.2.7. Dilution risk

If Resolution 3 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 below table). 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.

Variable "A" in Listing Rule 7.1A.2		Dilution		
		\$0.02 a 50% decrease in issue price	\$0.04 issue price	\$0.06 a 50% increase in issue price
387,042,427 Current Variable A	10% voting dilution In shares	38,704,243	38,704,243	38,704,243
	Funds raised	774,085	1,548,170	2,322,255
580,563,641 - 50% increase in Current Variable A	10% voting dilution In shares	58,056,364	58,056,364	58,056,364
	Funds raised	1,161,127	2,322,255	3,483,382
774,084,854 - 100% Increase in Current Variable A	10% voting dilution In shares	77,408,485	77,408,485	77,408,485
	Funds raised	1,548,170	3,096,339	4,644,509

The table has been prepared on the following assumptions:

- (i) The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
- (ii) 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%.
- (iii) 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.
- (iv) 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.
- (v) 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.
- (vi) The issue price is \$0.04 being the closing price of the Shares on ASX on 20 April 2015.

4.2.8. 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. In such circumstances, the Company intends to use the funds raised towards the 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.

4.2.9. 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
- (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 resource assets or investments, it is likely that the allottees under the 10% Placement Facility will be the vendors of the new resource assets or investments.

4.2.10. 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 30 May 2014.

In the 12 months preceding the date of the Annual General Meeting, the Company has issued 195,060,674 Equity Securities, which represents 98.80% 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 1 to this Notice of Meeting.

4.2.11. 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.

In these circumstances (and in accordance with the note set out in ASX Listing Rule 14.11.1 relating to ASX Listing Rules 7.1 and 7.1A), for a person's vote to be excluded, it must be known that that person will participate in the proposed issue. Where it is not known who will participate in the proposed issue (as is the case in respect of any Equity Securities issued under the 10% Placement Facility), Shareholders must consider the proposal on the basis that they may or may not get a benefit and that it is possible that their holding will be diluted, and there is no reason to exclude their votes.

4.3. Board recommendation

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 3.

5. Resolution 4 – Approval of Issue of Shares pursuant to Proposed Capital Raising

Resolution 4 seeks Shareholder approval for the issue of up to 50,000,000 Geopacific Shares at an issue price of not less than 80% of the volume weighted average market price for Geopacific Shares calculated over the last five days on which sales in Geopacific Shares are recorded before the day on which the issue is made (**Proposed Capital Raising**).

The purpose of Resolution 4 is to enable the Company to conduct the Proposed Capital Raising by means of a placement of Company Shares to raise funds for further exploration of the Company's Fiji projects and the Kou Sa Copper Project in Cambodia, and to provide funds for additional administration and overhead expenses.

At this stage the Company does not know how much capital will be raised but the Company considers that it currently requires a minimum of \$1,000,000 and a maximum of \$10,000,000 to conduct further exploration activities over the next 12 months in Fiji and Cambodia.

The quantum of capital raised will depend on investor interest and market factors at the relevant time.

The issue price of Shares and hence the quantum of Shares issued under the Proposed Capital Raising, if it proceeds, will depend on the market price of the Company's Shares traded on ASX at the relevant time.

Resolution 4, if approved, provides the Company with the ability to conduct the Proposed Capital Raising within 3 months of the Annual General Meeting (or such later date as may be approved by ASX).

If Resolution 4 is not approved or the capital raised pursuant to the Proposed Capital Raising is not considered sufficient by the Board to satisfy proposed exploration activities in Fiji and Cambodia, the Board may consider further capital raising options over the next 12 months.

None of the investors pursuant to the Proposed Capital Raising will be related parties of the Company.

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

The effect of Resolution 4 will be to allow the Directors to issue Shares in the Company pursuant to the Proposed Capital Raising during the period of 3 months after the date of the Annual General Meeting (or a longer period, if allowed by ASX), without such issue being included in the Company's 15% annual placement capacity and thereby minimising the restrictive effect of Listing Rule 7.1 on any further issues by the Company of Equity Securities in the next 12 months.

Listing Rule 7.3, requires that the following information be provided to Shareholders in relation to the Proposed Capital Raising, for the purpose of obtaining Shareholder approval pursuant to Listing Rule 7.1:

GEOPACIFIC RESOURCES LIMITED
ACN 003 208 393

- (a) the maximum number of Shares to be issued is 50,000,000;
- (b) the Shares issued pursuant to Resolution 4 will be issued no later than 3 months after the date of the Annual General Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that all of the Shares will be issued on the same date;
- (c) the issue price will be not less than 80% of the volume weighted average market price for Shares calculated over the 5 trading days on which the sales in the Shares are recorded before the day on which the issue is made;
- (d) the Directors will determine to whom the Shares will be issued to, but these persons will not be related parties of the Company;
- (e) the Shares issued will be fully paid ordinary shares in the capital of the Company and will rank equally and be issued on the same terms and conditions as the Company's existing Shares. The Company will apply to ASX for official quotation of the Shares;
- (f) the Company intends to use the funds raised from the Proposed Capital Raising to provide funds for the Company's exploration programs, administration expenses and general working capital in the manner described above; and
- (g) a voting exclusion statement is included in the Notice of Annual General Meeting.

The Directors believe that the Proposed Capital Raising is beneficial for the Company and recommend that Shareholders vote in favour of the Resolution. It will allow the Company to retain the flexibility to issue further Equity Securities representing up to 15% of the Company's share capital during the next 12 months.

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 2014.
ASIC	Australian Securities and Investments Commission.
ASX	ASX Limited or the securities market operated by ASX Limited, as the context requires.
Board	board of Directors.
Chairman	chairman of the Annual General Meeting.
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.
Key Management Personnel	key management personnel of the Company (as defined in section 9 of the Corporations Act).
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.
Option	option to subscribe for a Share.
Remuneration Report	the report contained in the Directors' Report dealing with the remuneration of the Key Management Personnel for the year ended 31 December 2014.
Resolution	resolution contained in this Notice of Annual General meeting.
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.

SCHEDULE 1

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

Issue Date	Number	Type	Name of persons to whom the securities were issued	Issue Price	Discount to market price at issue date	Funds raised	Funds used (as at the Meeting)	Use of funds (and intended use for remaining funds)
26 June 2014	1,120,000	Shares ¹	Issued to noteholders upon conversion of convertible notes	\$0.05	26% (closing price \$0.068)	Conversion of 10 Convertible Notes at \$0.05 per share.	N/A	N/A
10 July 2014	50,000,000	Shares	Issued to Sophisticated and Professional Investors	\$0.055	5% (closing price \$0.058)	\$2,750,000	100%	Exploration activities at the Company's Kou Sa project in Cambodia and for general working capital
10 July 2014	42,353,525	Shares	Issued to Sophisticated and Professional Investors	\$0.055	5% (closing price \$0.058)	\$2,329,443	100%	Exploration activities at the Company's Kou Sa project in Cambodia and for general working capital
17 July 2014	3,636,364	Shares	Issued to Sophisticated and Professional Investors	\$0.055	8% (closing price \$0.06)	\$200,000	100%	Exploration activities at the Company's Kou Sa project in Cambodia and for general working capital
5 August 2014	1,688,768	Unlisted Options ²	BBY Limited	Nil	N/A	Nil. The options were issued in consideration for providing lead manager services in relation to a placement announced by the Company on 3 July 2014, being 3% of the number of shares raised by BBY Limited. The current value of this non-cash consideration is \$67,550.73. ⁴	N/A	N/A

Issue Date	Number	Type	Name of persons to whom the securities were issued	Issue Price	Discount to market price at issue date	Funds raised	Funds used (as at the Meeting)	Use of funds (as intended use for remaining funds)
5 December 2014	12,130,438	Shares	Issued to Sophisticated and Professional Investors	\$0.0575	(6)% (closing price \$0.054)	\$697,500	100%	Further advance exploration activities at the Company's Kou Sa project in Cambodia
8 December 2014	31,500,000	Shares	Issued to Sophisticated and Professional Investors	\$0.0575	2% (closing price \$0.059)	\$1,811,250	100%	Further advance exploration activities at the Company's Kou Sa project in Cambodia
2 February 2015	22,595,897	Shares	Issued to Eligible Shareholders pursuant to the terms of the Prospectus dated 8 December 2014	\$0.057	(14)% (closing price \$0.05)	\$1,287,966	100%	<p>The funds raised were applied to:</p> <ul style="list-style-type: none"> • further exploration at the Kou Sa project; • provide additional working capital; and • to fund the expenses of the offer pursuant to the Prospectus dated 8 December 2014, <p>in accordance with the following:</p> <ul style="list-style-type: none"> • Drilling - \$1,700,000; • Geological costs - \$350,000; • Site administration - \$150,000; • Geophysical/geochemical costs - \$150,000; • Working capital - \$500,000; • Expenses of the offer - \$150,000.
2 February 2015	30,035,682	Shares	Issued to Eligible Shareholders pursuant to the terms of the Prospectus dated 8 December 2014	\$0.057	(14)% (closing price \$0.05)	\$1,712,033	Nil	<p>The funds raised will be applied to:</p> <ul style="list-style-type: none"> • further exploration at the Kou Sa project; • provide additional working capital; and • to fund the expenses of the offer pursuant to the Prospectus dated 8

Issue Date	Number	Type	Name of persons to whom the securities were issued	Issue Price	Discount to market price at issue date	Funds raised	Funds used (at the Meeting)	Use of funds (and intended use for remaining funds)
								<p>December 2014,</p> <p>in accordance with the following:</p> <ul style="list-style-type: none"> • Drilling - \$1,700,000; • Geological costs - \$350,000; • Site administration - \$150,000; • Geophysical/geochemical costs - \$150,000; • Working capital - \$500,000; • Expenses of the offer - \$150,000.

Notes:

1. Shares to rank equally with existing listed ordinary shares.
2. Options to subscribe for 1,688,768 ordinary shares at an exercise price of \$0.07452 each, before 5 August 2017.
3. Options to subscribe for 2,000,000 ordinary shares at an exercise price of \$0.30 each, expired 5 April 2015.
4. In respect of the unlisted options issued to BBY Limited, the valuation of \$0.04 per option was based on Black-Scholes methodology as follows:
 - Spot price: \$0.065
 - Exercise price: \$0.07425
 - Term: 3 years
 - Risk free rate: 5%
 - Volatility: 100

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 10:00am (WST) on Wednesday 27 May 2015.**

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:

- (a) 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.
- (b) 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 **10:00am (WST) on Wednesday 27 May 2015**. 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.

☐

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. Securityholders 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:

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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 **Level 1, 278 Stirling Highway, Claremont Western Australia on Friday 29 May 2015 at 10:00am (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 Resolution 1: 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 Resolution 1 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

Resolution 1 Adoption of the Remuneration Report

For Against Abstain*

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Resolution 2 Re-election of Director - Mr Milan Jerkovic

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Special Business

Resolution 3 Approval of 10% Placement Facility

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Resolution 4 Approval of Issue of Geopacific Shares pursuant to Proposed Capital Raising

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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 / / 2015