Rules 4.7.3 and 4.10.3[1]

Appendix 4G

Key to Disclosures
Corporate Governance Council Principles and Recommendations

Name of entity:

Geopacific Resources Limited

ABN / ARBN:

57 003 208 393

Financial year ended:

31 December 2015

Our corporate governance statement for the above period above can be found at:

☐ These pages of our annual report:

☒ This URL on our website: http://geopacific.com.au/corporate-governance/

The Corporate Governance Statement is accurate and up to date as at 31 March 2016 and has been approved by the board.

The annexure includes a key to where our corporate governance disclosures can be located.

Date: 31 March 2016

Sign here:----------

Print Name: John Lewis – Company Secretary

[1] Under Listing Rule 4.7.3, an entity must lodge with ASX a completed Appendix 4G at the same time as it lodges its annual report with ASX.

Listing Rule 4.10.3 requires an entity that is included in the official list as an ASX Listing to include in its annual report either a corporate governance statement that meets the requirements of that rule or the URL of the page on its website where such a statement is located. The corporate governance statement must disclose the extent to which the entity has followed the recommendations set by the ASX Corporate Governance Council during the reporting period. If the entity has not followed a recommendation for any part of the reporting period, its corporate governance statement must separately identify that recommendation and the period during which it was not followed and state its reasons for not following the recommendation and what (if any) alternative governance practices it adopted in lieu of the recommendation during that period.

Under Listing Rule 4.7.4, if an entity chooses to include its corporate governance statement on its website rather than in its annual report, it must lodge a copy of the corporate governance statement with ASX at the same time as it lodges its annual report with ASX. The corporate governance statement must be current as at the effective date specified in that statement for the purposes of rule 4.10.3.

ANNEXURE – KEY TO CORPORATE GOVERNANCE DISCLOSURES

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed …	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed …[2]
PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT			
1.1	A listed entity should disclose: (a) the respective roles and responsibilities of its board and management; and (b) those matters expressly reserved to the board and those delegated to management.	… the fact that we follow this recommendation: ☒ in our Corporate Governance Statement **OR** ☐ at [*insert location*] … and information about the respective roles and responsibilities of our board and management (including those matters expressly reserved to the board and those delegated to management): ☒ at http://geopacific.com.au/wp-content/uploads/2015/12/151208-Board-Charter.pdf	☐ an explanation why that is so in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable
1.2	A listed entity should: (a) undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election, as a director; and (b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.	… the fact that we follow this recommendation: ☒ in our Corporate Governance Statement **OR** ☐ at [*insert location*]	☐ an explanation why that is so in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	… the fact that we follow this recommendation: ☒ in our Corporate Governance Statement **OR** ☐ at [*insert location*]	☐ an explanation why that is so in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable
1.4	The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.	… the fact that we follow this recommendation: ☒ in our Corporate Governance Statement **OR** ☐ at [*insert location*]	☐ an explanation why that is so in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable

[2] If you have followed all of the Council's recommendations in full for the whole of the period above, you can, if you wish, delete this column from the form and re-format it.

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed …	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed …[2]
1.5	A listed entity should: (a) have a diversity policy which includes requirements for the board or a relevant committee of the board to set measurable objectives for achieving gender diversity and to assess annually both the objectives and the entity's progress in achieving them; (b) disclose that policy or a summary of it; and (c) disclose as at the end of each reporting period the measurable objectives for achieving gender diversity set by the board or a relevant committee of the board in accordance with the entity's diversity policy and its progress towards achieving them and either: (1) the respective proportions of men and women on the board, in senior executive positions and across the whole organisation (including how the entity has defined "senior executive" for these purposes); or (2) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act.	… the fact that we have a diversity policy that complies with paragraph (a): ☒ in our Corporate Governance Statement **OR** ☐ at [*insert location*] … and a copy of our diversity policy or a summary of it: ☒ at http://geopacific.com.au/wp-content/uploads/2015/12/151208-Diversity-policy.pdf … and the measurable objectives for achieving gender diversity set by the board or a relevant committee of the board in accordance with our diversity policy and our progress towards achieving them: ☐ in our Corporate Governance Statement **OR** ☐ at [*insert location*] … and the information referred to in paragraphs (c)(1) or (2): ☒ in our Corporate Governance Statement **OR** ☐ at [*insert location*]	☒ an explanation why that is so in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable
1.6	A listed entity should: (a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and (b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.	… the evaluation process referred to in paragraph (a): ☒ in our Corporate Governance Statement **OR** ☐ at [*insert location*] … and the information referred to in paragraph (b): ☒ in our Corporate Governance Statement **OR** ☐ at [*insert location*]	☐ an explanation why that is so in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed …	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed …[2]
1.7	A listed entity should: (a) have and disclose a process for periodically evaluating the performance of its senior executives; and (b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.	… the evaluation process referred to in paragraph (a): ☐ in our Corporate Governance Statement **OR** ☒ at http://geopacific.com.au/wp-content/uploads/2015/12/151208-Board-Charter.pdf … and the information referred to in paragraph (b): ☒ in our Corporate Governance Statement **OR** ☐ at [*insert location*]	☐ an explanation why that is so in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ...[2]
PRINCIPLE 2 - STRUCTURE THE BOARD TO ADD VALUE			
2.1	The board of a listed entity should: (a) have a nomination committee which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.	[If the entity complies with paragraph (a):] ... the fact that we have a nomination committee that complies with paragraphs (1) and (2): ☐ in our Corporate Governance Statement **OR** ☐ at [*insert location*] ... and a copy of the charter of the committee: ☐ at [*insert location*] ... and the information referred to in paragraphs (4) and (5): ☐ in our Corporate Governance Statement **OR** ☐ at [*insert location*] [If the entity complies with paragraph (b):] ... the fact that we do not have a nomination committee and the processes we employ to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively: ☐ in our Corporate Governance Statement **OR** ☒ at http://geopacific.com.au/wp-content/uploads/2015/12/151208-Nomination-Committee-Charter.pdf	☒ an explanation why that is so in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable
2.2	A listed entity should have and disclose a board skills matrix setting out the mix of skills and diversity that the board currently has or is looking to achieve in its membership.	... our board skills matrix: ☒ in our Corporate Governance Statement **OR** ☐ at [*insert location*]	☐ an explanation why that is so in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed …	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed …[2]
2.3	A listed entity should disclose: (a) the names of the directors considered by the board to be independent directors; (b) if a director has an interest, position, association or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position, association or relationship in question and an explanation of why the board is of that opinion; and (c) the length of service of each director.	… the names of the directors considered by the board to be independent directors: ☒ in our Corporate Governance Statement **OR** ☐ at [*insert location*] … and, where applicable, the information referred to in paragraph (b): ☒ in our Corporate Governance Statement **OR** ☐ at [*insert location*] … and the length of service of each director: ☒ in our Corporate Governance Statement **OR** ☐ at [*insert location*]	☐ an explanation why that is so in our Corporate Governance Statement
2.4	A majority of the board of a listed entity should be independent directors.	… the fact that we follow this recommendation: ☒ in our Corporate Governance Statement **OR** ☐ at [*insert location*]	☐ an explanation why that is so in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable
2.5	The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.	… the fact that we follow this recommendation: ☒ in our Corporate Governance Statement **OR** ☐ at [*insert location*]	☐ an explanation why that is so in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable
2.6	A listed entity should have a program for inducting new directors and provide appropriate professional development opportunities for directors to develop and maintain the skills and knowledge needed to perform their role as directors effectively.	… the fact that we follow this recommendation: ☒ in our Corporate Governance Statement **OR** ☐ at [*insert location*]	☐ an explanation why that is so in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable
PRINCIPLE 3 – ACT ETHICALLY AND RESPONSIBLY			
3.1	A listed entity should: (a) have a code of conduct for its directors, senior executives and employees; and (b) disclose that code or a summary of it.	… our code of conduct or a summary of it: ☐ in our Corporate Governance Statement **OR** ☒ at http://geopacific.com.au/wp-content/uploads/2015/12/151208-C Conduct.pdf	☐ an explanation why that is so in our Corporate Governance Statement

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ...[2]
PRINCIPLE 4 – SAFEGUARD INTEGRITY IN CORPORATE REPORTING			
4.1	The board of a listed entity should: (a) have an audit committee which: (1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and (2) is chaired by an independent director, who is not the chair of the board, and disclose: (3) the charter of the committee; (4) the relevant qualifications and experience of the members of the committee; and (5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.	[If the entity complies with paragraph (a):] ... the fact that we have an audit committee that complies with paragraphs (1) and (2): ☐ in our Corporate Governance Statement **OR** ☐ at [*insert location*] ... and a copy of the charter of the committee: ☐ at [*insert location*] ... and the information referred to in paragraphs (4) and (5): ☐ in our Corporate Governance Statement **OR** ☐ at [*insert location*] [If the entity complies with paragraph (b):] ... the fact that we do not have an audit committee and the processes we employ that independently verify and safeguard the integrity of our corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner: ☐ in our Corporate Governance Statement **OR** ☒ at http://geopacific.com.au/wp-content/uploads/2015/12/151208-Audit-Risk-Committee-Charter.pdf	☒ an explanation why that is so in our Corporate Governance Statement The Board considers the current composition and size (2 independent directors) of the Committee to be appropriate due to the size of the Company and the effective and efficient skills and knowledge of the current Committee members.
4.2	The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.	... the fact that we follow this recommendation: ☒ in our Corporate Governance Statement **OR** ☐ at [*insert location*]	☐ an explanation why that is so in our Corporate Governance Statement

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ...[2]
4.3	A listed entity that has an AGM should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.	... the fact that we follow this recommendation: ☒ in our Corporate Governance Statement **OR** ☐ at [*insert location*]	☐ an explanation why that is so in our Corporate Governance Statement **OR** ☐ we are an externally managed entity that does not hold an annual general meeting and this recommendation is therefore not applicable
PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE			
5.1	A listed entity should: (a) have a written policy for complying with its continuous disclosure obligations under the Listing Rules; and (b) disclose that policy or a summary of it.	... our continuous disclosure compliance policy or a summary of it: ☐ in our Corporate Governance Statement **OR** ☒ at http://geopacific.com.au/wp-content/uploads/2015/12/151208-Continuous-Disclosure-Policy.pdf	☐ an explanation why that is so in our Corporate Governance Statement
PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS			
6.1	A listed entity should provide information about itself and its governance to investors via its website.	... information about us and our governance on our website: ☒ at http://geopacific.com.au/wp-content/uploads/2015/12/151208-Shareholder-Communications-and-Investor-Relations-Policy.pdf Wwww.geopacific.com.au	☐ an explanation why that is so in our Corporate Governance Statement
6.2	A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.	... the fact that we follow this recommendation: ☒ in our Corporate Governance Statement **OR** ☐ at [*insert location*]	☐ an explanation why that is so in our Corporate Governance Statement
6.3	A listed entity should disclose the policies and processes it has in place to facilitate and encourage participation at meetings of security holders.	... our policies and processes for facilitating and encouraging participation at meetings of security holders: ☒ in our Corporate Governance Statement **OR** ☐ at [*insert location*]	☐ an explanation why that is so in our Corporate Governance Statement **OR** ☐ we are an externally managed entity that does not hold periodic meetings of security holders and this recommendation is therefore not applicable
6.4	A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	... the fact that we follow this recommendation: ☒ in our Corporate Governance Statement **OR** ☐ at [*insert location*]	☐ an explanation why that is so in our Corporate Governance Statement

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ...[2]
PRINCIPLE 7 – RECOGNISE AND MANAGE RISK			
7.1	The board of a listed entity should: (a) have a committee or committees to oversee risk, each of which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.	[If the entity complies with paragraph (a):] ... the fact that we have a committee or committees to oversee risk that comply with paragraphs (1) and (2): ☐ in our Corporate Governance Statement **OR** ☐ at [*insert location*] ... and a copy of the charter of the committee: ☐ at [*insert location*] ... and the information referred to in paragraphs (4) and (5): ☐ in our Corporate Governance Statement **OR** ☐ at [*insert location*] [If the entity complies with paragraph (b):] ... the fact that we do not have a risk committee or committees that satisfy (a) and the processes we employ for overseeing our risk management framework: ☐ in our Corporate Governance Statement **OR** ☒ at http://geopacific.com.au/wp-content/uploads/2015/12/151208-Audit-Risk-Committee-Charter.pdf	☒ an explanation why that is so in our Corporate Governance Statement
7.2	The board or a committee of the board should: (a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound; and (b) disclose, in relation to each reporting period, whether such a review has taken place.	... the fact that board or a committee of the board reviews the entity's risk management framework at least annually to satisfy itself that it continues to be sound: ☒ in our Corporate Governance Statement **OR** ☐ at [*insert location*] ... and that such a review has taken place in the reporting period covered by this Appendix 4G: ☒ in our Corporate Governance Statement **OR** ☐ at [*insert location*]	☐ an explanation why that is so in our Corporate Governance Statement

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed …	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed …[2]
7.3	A listed entity should disclose: (a) if it has an internal audit function, how the function is structured and what role it performs; or (b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its risk management and internal control processes.	[If the entity complies with paragraph (a):] … how our internal audit function is structured and what role it performs: ☐ in our Corporate Governance Statement **OR** ☐ at [*insert location*] [If the entity complies with paragraph (b):] … the fact that we do not have an internal audit function and the processes we employ for evaluating and continually improving the effectiveness of our risk management and internal control processes: ☐ in our Corporate Governance Statement **OR** ☒ at http://geopacific.com.au/wp-content/uploads/2015/12/151208-Audit-Risk-Committee-Charter.pdf	☒ an explanation why that is so in our Corporate Governance Statement
7.4	A listed entity should disclose whether it has any material exposure to economic, environmental and social sustainability risks and, if it does, how it manages or intends to manage those risks.	… whether we have any material exposure to economic, environmental and social sustainability risks and, if we do, how we manage or intend to manage those risks: ☒ in our Corporate Governance Statement **OR** ☐ at [*insert location*]	☐ an explanation why that is so in our Corporate Governance Statement

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ...[2]
PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY			
8.1	The board of a listed entity should: (a) have a remuneration committee which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.	[If the entity complies with paragraph (a):] ... the fact that we have a remuneration committee that complies with paragraphs (1) and (2): ☐ in our Corporate Governance Statement **OR** ☐ at [*insert location*] ... and a copy of the charter of the committee: ☐ at [*insert location*] ... and the information referred to in paragraphs (4) and (5): ☐ in our Corporate Governance Statement **OR** ☐ at [*insert location*] [If the entity complies with paragraph (b):] ... the fact that we do not have a remuneration committee and the processes we employ for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive: ☐ in our Corporate Governance Statement **OR** ☒ at http://geopacific.com.au/wp-content/uploads/2015/12/151208-Remuneration-Committee-Charter.pdf	☒ an explanation why that is so in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable
8.2	A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.	... separately our remuneration policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives: ☐ in our Corporate Governance Statement **OR** ☒ at http://geopacific.com.au/wp-content/uploads/2015/12/151208-Remuneration-Committee-Charter.pdf	☐ an explanation why that is so in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ...[2]
8.3	A listed entity which has an equity-based remuneration scheme should: (a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and (b) disclose that policy or a summary of it.	... our policy on this issue or a summary of it: ☐ in our Corporate Governance Statement **OR** ☒ at http://geopacific.com.au/wp-content/uploads/2015/12/151208-Share-Trading-Policy.pdf	☐ an explanation why that is so in our Corporate Governance Statement **OR** ☐ we do not have an equity-based remuneration scheme and this recommendation is therefore not applicable **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable
ADDITIONAL DISCLOSURES APPLICABLE TO EXTERNALLY MANAGED LISTED ENTITIES			
-	*Alternative to Recommendation 1.1 for externally managed listed entities:* The responsible entity of an externally managed listed entity should disclose: (a) the arrangements between the responsible entity and the listed entity for managing the affairs of the listed entity; (b) the role and responsibility of the board of the responsible entity for overseeing those arrangements.	... the information referred to in paragraphs (a) and (b): ☐ in our Corporate Governance Statement **OR** ☐ at [*insert location*]	☐ an explanation why that is so in our Corporate Governance Statement
-	*Alternative to Recommendations 8.1, 8.2 and 8.3 for externally managed listed entities:* An externally managed listed entity should clearly disclose the terms governing the remuneration of the manager.	... the terms governing our remuneration as manager of the entity: ☐ in our Corporate Governance Statement **OR** ☐ at [*insert location*]	☐ an explanation why that is so in our Corporate Governance Statement

GEOPACIFIC
RESOURCES LIMITED

Corporate Governance Statement

Geopacific Resources Limited ACN 003 208 393
A: Level 1, 278 Stirling Highway Claremont WA 6010 / PO Box 439 Claremont WA 6910
P: 08 6143 1820 / E: info@geopacific.com.au / W: www.geopacific.com.au

This Statement outlines the main corporate governance practices in place throughout the financial year, which comply with the ASX Corporate Governance recommendations, unless otherwise stated.

All Policies and Charters referred to in this Statement are available in the Corporate Governance Page on the Company's website www.geopacific.com.au

Principle 1: Lay solid foundations for management and oversight

Recommendation 1.1.

The Company has established respective roles and responsibilities of its Board and management; and those matters expressly reserved to the Board and those delegated to management.

The Board has the ultimate responsibility to govern the Company rather than to manage it. It is also has final responsibility for the successful operation of the Company and to maximise shareholder wealth.

The principal functions and responsibilities of the Board include, but are not limited to:

- Providing leadership to the Company
- Overseeing the development and implementation of appropriate strategy by management;
- Ensuring corporate accountability to the shareholders primarily through adopting an effective shareholder communication strategy;
- Overseeing the control and accountability systems to ensure the Company is in line with its goals
- Ensuring robust and effective risk management, compliance and control systems;
- Being responsible for the Company's senior management and personnel; and
- Delegating appropriate powers to the CEO, management and committees to ensure the effective day-to-day management of the business.

It is the Managing Director's primary objective to ensure ongoing success of the Company through being responsible for all aspects of the management and development of the Company. The Managing Director is responsible for the short-term and long-term attainment of the Company's goals and vision for the future, in accordance with the strategies, policies program and performance requirements approved by the Board. Key roles and responsibilities of the Managing Director include, but are not limited to:

- Developing, in conjunction with the Board, the Company's vision, values and goals;
- Responsibility for achievement of corporate goals and objectives;
- Preparation of business plans and reports with senior management to develop with the board the definition of ongoing corporate strategy;
- Assessment of business opportunities of potential benefit to the Company;
- Establishing and maintaining effective and positive relationships with Board members and stakeholders to the Company; and
- Ensure risk management practices and policies are in place.

The roles and responsibilities of the Board and management are further described and documented in the Company's *Board Charter*.

Recommendation 1.2

The Company undertakes appropriate checks before appointing a person, or putting forward to security holders a candidate for election, as a director and provides security holders with all material information in its possession relevant to a decision whether or not to elect or re-elect a director. This recommendation is adopted in the Company's *Board Charter, Section 2.2.*

Information with regards to relevant skills, experience and expertise of all directors for the Company is available on the Company's website and is included in the Annual report and any Notice of Meeting where a Director is standing for election or re-election.

Recommendation 1.3

All Directors and Senior Executives of the Company have entered into written appointed agreements. Directors and Senior Executives are provided with a formal letter of appointment that sets out the terms and conditions of their appointment including their duties, rights and responsibilities.

Recommendation 1.4

The Company Secretary is accountable directly to the Board, through the Chair, on all matters to do with the functioning of the Board as outlined in the Company's *Board Charter.*

Recommendation 1.5

The Company's *Diversity Policy* is applicable to all directors, officers and employees and includes, but is not limited to, factors such as gender, age and ethnicity.

The Policy provides the opportunity for the Board and relevant Committees to set measurable objectives for achieving gender diversity in accordance with the Diversity Policy and to annually assess both the objectives and progress in achieving those objectives.

During the reporting period no measurable objectives were set. The Board considered it to be impractical to set measurable objectives of this nature given the size of the firm and the current stage of development as an exploration company.

The respective proportions of men and women on the Board, in senior executive positions and across the whole organisation as at 31 December 2015 are displayed in the table below. A Senior Executive comprises the senior management team and is delegated tasks by the Managing Director to whom they report to directly. The Senior Executive has authority to materially influence the strategy, direction and operation of the Company's performance.

As at the end of the reporting period 31 December 2015, the proportion of men to women across the whole organisation, Senior Executive positions and the Board are reported in the table below.

	Proportion of women
Whole Organisation	2 out of 7 (28%)
Senior Executive Positions	0 out of 2 (0%)
Board	0 out of 3 (0%)

Recommendation 1.6

The process of periodic evaluation of the Board and when appropriate, Board committees and individual directors deemed, is disclosed in the Company's *Board Charter, Part D 2.2*.

The Board will arrange for a performance evaluation of itself, its Committees and individual Directors to be conducted on an annual basis.

The review will be based on a number of goals for the Board and individual Directors that will be established. The goals are based on corporate requirements and any areas for improvement that may be identified. The Board will consider the outcome of such reviews in a dedicated meeting and develop a series of actions and goals to guide improvement. The Chairman will provide each Director with confidential feedback on his or her performance.

During the reporting period an evaluation of the Board, its committees and individual directors took place in accordance with the process disclosed in the Company's *Board Charter.*

Recommendation 1.7

The process of periodic evaluation of Senior Executives is disclosed in the Company's *Board Charter*, Part D 2.4.

All senior executives at the Company will be subject to an annual performance evaluation. Senior executives (including the CEO) will establish a set of performance targets. These targets are aligned to overall business goals and the Company's requirements of the position.

An informal assessment of progress is carried out throughout the year. A full evaluation of the Executive's performance against the agreed targets takes place annually. This will normally occur in conjunction with goal setting for the coming year.

During the reporting period an evaluation of Senior Executives took place in accordance with the process disclosed in the Company's *Board Charter.*

Principle 2: Structure the Board to add value

Recommendation 2.1

The Company has not established a Nomination Committee as the Board only consists of three (3) members. The Board has the power to establish a Nomination Committee that complies with Recommendation 2.1, however given the number of current Board members a Nomination Committee would not be more efficient nor effective than the Board performing the role and responsibilities of the Nomination Committee.

The Board has adopted a Nomination Committee Charter and a Remuneration Committee Charter. The *Nomination Committee Charter* addresses the processes employed to address board succession issues, to ensure an appropriate balance of skills, knowledge, experience, independence and diversity to enable The Board to discharge its duties and responsibilities effectively.

Recommendation 2.2

The Board is of the opinion that having a diverse mix of experience, skills, and knowledge adds values to the Company's strategic direction and shareholders.

The following displays the composition of skills and experience of the board:

Leadership	• Public listed company experience • Experience at senior executive levels • Understanding and influencing Company culture and strategy so that it is implemented by all levels of management and staff
Strategy	• Experience in developing and implementing efficient, effective and successful strategy in line with the Company's goals and to maximise shareholder wealth • Ability to review and adapt strategy to changing global environment and markets • Ability to provide oversight of management for delivery of strategic objectives
Geology	• Experience and ability to interpret and analyse exploration models to develop into production • Ability to design and implement systematic exploration approaches to maximise potential in an effective, economic and successful manner
Project development	• Experience in delivering projects from exploration to production • The Board has collectively built 8 mines in 6 countries
Mining Resources & infrastructure	• Large mining organisation experience • Large infrastructure organisation experience
Financial	• Experience in financial accounting and reporting, corporate finance and internal financial controls • Experience in business analysis and financial forecasting
International experience	• Experience with doing business internationally, particularly South-East Asia
Health, safety and environment	• Experience in relation to workplace health and safety • Experience with environmental & community issues in large organisations
Stakeholder Management	• Experience with investors, community relations, governmental affairs • Executive experience with industrial relations
Corporate governance	• Experience in effective risk management and internal control • Commitment to ensuring effective governance structures

Recommendation 2.3

The Board currently consists of one Executive Director (Managing Director) and two Non-executive Directors (including the Chairman). The Board considers two of the three Directors to be independent: Mr Milan Jerkovic (Chairman) and Mr Mark Bojanjac.

The Board complies with the guidelines of the ASX Corporate Governance Council on Directors Independence.

As at 31 December 2015 the period each Director was in office includes

Milan Jerkovic	3 years
Mark Bojanjac	3 years

Recommendation 2.4

At the date of this report a majority of the Board (two of the three Directors) are independent.

Recommendation 2.5

At the date of this report, the Chairman (Mr Milan Jerkovic) is an Independent Non-executive Director.

Recommendation 2.6

The Company has an induction program it uses when new directors are appointed to the Board which includes an appointment letter which sets out the director duties and responsibilities as well as providing the new director with access to the companies staff and the Company Secretary. The aim of the program is to enhance competency levels and provide ongoing education relevant to their position to be able to participate fully and actively in Board decision-making.

Principle 3: Act ethically and responsibly

Recommendation 3.1

The Company has established a *Code of Conduct* for its directors, senior executives and employees, which is available on the Company's website.

Principle 4: Safeguard integrity in corporate reporting

Recommendation 4.1

The Board has established an *Audit & Risk Committee Charter* which recommends the establishment of an Audit and Risk Committee comprising of at least two independent non-executive directors; in this case Milan Jerkovic and Mark Bojanjac are the Directors who are also members of the *Audit & Risk Committee*. Mark Bojanjac is the Independent Chairman of the Committee. The Company notes that it departs from the ASX Corporate Governance Council as the Audit Committee does not consist of at least three members. The Board consider the current composition and size of the Committee to be appropriate due to the size and stage of development of the Company and composition and experience of the current Audit Committee.

The *Audit & Risk Committee Charter, which is available on the Company's website,* outlines the Committee's composition, role and responsibilities. It discloses the processes it employs that independently verifies and safeguards the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.

Recommendation 4.2

The Board, prior to approving the entity's financial statements for financial period ending 31 December 2015, received from The Managing Director and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the

appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.

Recommendation 4.3

During the reporting period the Company ensured that a representative from their external auditor attended the AGM during the reporting period to answer questions from security holders relevant to the audit for 31 December 2014. The Company will again ensure that a representative of the Company's external auditors will attend the AGM in 2016 for the financial accounts for 31 December 2015. The auditor's presence is announced to the stakeholders who are provided with adequate time to ask any questions relevant to the audit.

Principle 5: Make timely and Balanced Disclosure

Recommendation 5.1

The Company has established written policies and procedures for complying with its continuous disclosure obligations under the ASX Listing Rules. The Company's *Continuous Disclosure Policy,* which is available on the Company's website, aims to keep the market fully informed of information which may have material effect on the price of value of the Company's securities and to correct any material mistake or misinformation in the market. The Company discharges these obligations by releasing information to the ASX in the form of an ASX release.

Principle 6: Respect the rights of Security Holders

Recommendation 6.1

The Company's website (www.geopacific.com.au) is the primary means to provide information on the Company's latest updates, its background, projects, Company Directors and contact details to the Company and Share Register. Details of the Company's governance are provided on the Corporate Governance page and include hyperlinks to key policies, procedures and charters. ASX announcements are uploaded to the website following release to the ASX in addition to a range of the latest media articles, videos, podcasts and broker research relevant to the Company and their projects. Editorial content is updated on a regular basis.

Recommendation 6.2

The Board aims to ensure that shareholders are informed of all major developments regarding the Company and its projects. The Company has established a *Continuous Disclosure Policy* and The *Shareholder Communications and Investor relations Policy* that act as an investor relations program. Both Policies work in conjunction with one another to facilitate effective two- way communication between the Company and its investors, shareholders and stakeholders. Copies of these policies are available on the Company's website

Recommendation 6.3

The Company encourages full participation of shareholders at the Annual General Meeting of the Company.

Shareholders may attend meetings in person, appoint a proxy, attorney or representative to vote on their behalf or directly vote on the resolution (s) proposed at the relevant meeting.

The *Shareholder Communications and Investor relations Policy* discloses processes the Company have in place to facilitate and encourage participation at meetings of security holders. It states that In accordance with section 250S of the Corporations Act 2001 (Cth), the Chair of the meeting will allow reasonable opportunity for members to ask questions about or make comments on the management of the Company.

Recommendation 6.4

The Company gives Security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.

The Company provides sufficient information on its website to enable security holders to receive Company announcements and information updates via email. The website also provides contact details for both the Company and its Share Register to enable assistance any queries a security holders may have.

The Company Secretary is the Company's contact point with stakeholders and is available to assist in facilitating effective two-way communication, as stated in the *Shareholder Communications and Investor relations Policy.*

Principle 7: Recognise and Manage Risk

Recommendation 7.1

The Board has established an *Audit & Risk Committee Charter* which recommends the establishment of an Audit and Risk Committee comprising of at least two independent non-executive directors; in this case Milan Jerkovic and Mark Bojanjac. Mark Bojanjac is the Independent Chairman of the Committee. The Company notes that it departs from the ASX Corporate Governance Council as the Audit & Risk Committee does not consist of at least three members. The Board considers, due to the current size and composition of the Board, that establishing a separate Risk Committee with at least three members would not be a more efficient mechanism than the current two independent directors performing the roles and responsibilities of the Audit & Risk Committee.

The *Audit & Risk Committee Charter, which is available on the Company's website,* discloses the processes it employs to oversee the entity's risk management framework. The Committee monitors and reviews the integrity of financial reporting and the Company's internal systems of financial control and risk management.

The *Board Charter* also discloses the processes employed by the Board who is charged with overseeing, reviewing and ensuring the integrity and effectiveness of the Company's risk and compliance systems.

Recommendation 7.2

The Board is responsible for reviewing its risk management framework at least annually to identify risk areas and to ensure the Company is operating within appropriate levels of risk.

The Board confirms they have undertaken their annual risk review for 2015.

Recommendation 7.3

The Company currently does not have a formal internal audit function. The Audit & Risk Committee and the Board oversee the effectiveness of the risk management and internal control processes.

The *Audit & Risk Committee Charter* outlines action points employed for evaluating and continually improving the effectiveness of its risk management and internal control processes.

At the end of each reporting period the Managing Director and Chief Financial Officer provide a written statement to the Board that, in their opinion, the financial records are properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the Group and that the opinion was formed on the basis of a sound system of risk management and internal control which is operating effectively.

Recommendation 7.4

The Company recognises the importance of identifying and managing risks by ensuring appropriate control measures are in place. The Company considers itself to have material exposure to the following economic, environmental and/or social sustainability risks:

Risk Description	Risk management approach
Equity market-related risks	
Inability to source timely access to additional equity funding	The Company maintains close financial control of expenditure and maintains good relationships with shareholders and equity market participants.
Commodity Market-related risks	
Adverse commodity prices and FX currency exchange	The Company continually monitors global commodity demand and price and is well positioned to adjust its production plans to adverse prices
Exploration & operation risks	
Exploration efforts are unsuccessful to achieve production	The Company follows a systematic exploration approach and utilises technical experts and new technologies to assess its projects and the results of its exploration.
Environmental risks	
Non- compliance with environmental, native title, heritage and or/landholder requirements	The Company has agreements in place with the relevant stakeholders, regularly undertakes compliance activities and maintains open communication and relations with these stakeholders.
Government & sovereign risks	
The Mining Industry in Cambodia is subject to taxes, royalties and charges	The Company maintains sound communications with relevant parties to achieve favourable outcomes.

Principle 8: Remunerate Fairly and Responsibly

Recommendation 8.1

The Company has not established a Remuneration Committee as the Board only consists of three members. The Board has the power to establish a Remuneration Committee that complies with Recommendation 8.1. However is of the opinion, due to the current size and stage of The Company and the efficient composition of the Board that establishing a Remuneration Committee would not be more efficient nor effective than the full Board performing the role and responsibilities of the Remuneration Committee.

The Board has adopted a Remuneration Committee Charter and holds the role and responsibilities of the Remuneration Committee until such a committee is established. This is consistent with the Company's *Remuneration Committee Charter*. The Charter outlines the process it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.

Recommendation 8.2

The *Remuneration Committee Charter* separately discloses the remuneration of non-executive directors and the remuneration of executive directors with regards to the composition of remuneration, performance- based remuneration, fixed-remuneration, equity-based remuneration and termination remuneration.

The Company's remuneration report is available in the Company's financial accounts for year end 31 December 2015.

Recommendation 8.3

The *Remuneration Committee Charter* discloses guidelines on the Company's equity-based remuneration scheme for Executive and non-executive Directors and whether they are permitted to enter in transactions of this nature.

For Executives, a well-designed equity based remuneration, including options or performance rights, can be an effective form of remuneration, especially when linked to hurdles that are aligned to the Company's longer-term performance objectives. Care needs to be taken in the design of equity-based remuneration schemes, however, to ensure that they do not lead to "short termism" on the part of senior executives or the taking of undue risks.

Equity-based remuneration is generally acceptable for non-executive directors to receive securities as part of the remuneration to align their interests with the interests of other security holders. However, non-executive directors generally should not receive options with performance hurdles attached or performance rights as part of their remuneration as it may lead to bias in their decision-making and compromise their objectivity.