

Disclosure of movement of 1% or more in substantial holding  
or change in nature of relevant interest, or both

*Sections 277 and 278, Financial Markets Conduct Act 2013*

**Note:** This form must be completed in accordance with the instructions at the end of the form.

**To NZX Limited**

and

**To Geo Limited**

Relevant event being disclosed: Change in nature of relevant interest

Date of relevant event: 7 August 2020

Date this disclosure made: 10 August 2020

Date last disclosure made: 10 February 2020

**Substantial product holder(s) giving disclosure**

Full name(s): Roger Keith Sharp

**Summary of substantial holding**

Class of quoted voting products: a) Ordinary shares b) Convertible Notes

Summary for **Roger Keith Sharp**

For **this** disclosure,—

- (a) total number held in class: a) 18,285,210 ordinary shares b) 1,254,596 Convertible Notes
- (b) total in class: a) 81,671,095 ordinary shares b) 1,254,596 Convertible Notes
- (c) total percentage held in class: a) 22.39% of ordinary shares b) 100.00% of Convertible Notes

For **last** disclosure,—

- (a) total number held in class: a) 24,298,261 ordinary shares b) 727,961 Convertible Notes
- (b) total in class: a) 81,171,095 ordinary shares b) 727,961 Convertible Notes
- (c) total percentage held in class: 29.93% of ordinary shares b) 100.00% of Convertible Notes

**Details of transactions and events giving rise to relevant event**

Details of the transactions or other events requiring disclosure:

- a) North Ridge Partners Pty Ltd, a related party of Roger Sharp, issued shares on 7 August 2020 to a new Singapore-based strategic investor following receipt of Australian Foreign Investment Board approval. The introduction of this investor has diluted the shareholding of VBS Investments to below 20% and as a result, shares held by them (6,013,051) are no longer deemed to be included within the substantial holding. VBS Investments continues to hold the shares in GEO.

- b) Issue of 526,635 Convertible Notes to Wentworth Financial Pty Limited pursuant to a Convertible Note Agreement dated 23 August 2019.

Details for **Roger Keith Sharp**

Nature of relevant interest(s): Roger Sharp, through entities which he directly or indirectly controls, holds a majority of voting shares in North Ridge Partners Pty Limited, which, as shown in the table below, holds a substantial relevant interest in Geo Limited, either directly or indirectly:

<b>Holder of Relevant Interest</b>	<b>Registered holder and beneficial owner</b>	<b>Ordinary shares</b>	<b>% of ordinary shares on issue</b>	<b>Convertible Notes</b>	<b>% of Convertible Notes on issue</b>
North Ridge Partners Pty Limited	North Ridge Partners Pty Limited	473,252	0.58%		
North Ridge Partners Pty Limited	Holders of shares pursuant to an Investment Management Agreement managed by North Ridge Partners Pty Limited	6,680,622	8.18%		
North Ridge Partners Pty Limited	North Ridge Partners Pty Limited as trustee company for <Co-Investor No.1 Fund A/C>	471,778	0.58%		
North Ridge Partners Pty Limited	North Ridge Partners Pty Limited, as trustee company for <Co-Investor No. 3 PIPE Fund A/C>	1,452,581	1.78%		
North Ridge Partners Pty Limited	Wentworth Financial Pty Limited as trustee company for <Wentworth A/C>	9,206,977	11.27%	1,254,596	100%
<b>Total</b>		<b>18,285,210</b>	<b>22.39%</b>	<b>1,254,596</b>	<b>100%</b>

For that relevant interest,—

- (a) number held in class: 18,285,210 ordinary shares and 1,254,596 Convertible Notes
- (b) percentage held in class: 22.39% of ordinary shares and 100% of Convertible Notes
- (c) current registered holder(s): NRP Funds and Associates
- (d) registered holder(s) once transfers are registered: NRP Funds and Associates

**Additional information**

Address of substantial product holder: c/o North Ridge Partners Pty Limited, 259 Young Street  
Annandale NSW 2038

Contact details: Email Roger Croker [rc@northridgepartners.com](mailto:rc@northridgepartners.com)

**Disclosure has effect for purposes of directors' and senior managers' disclosure**

Roger Sharp is also a director of Geo Limited. This disclosure also constitutes disclosure for the purposes of the directors' and senior managers' disclosure obligations.

**Certification**

I, Roger Sharp certify that, to the best of my knowledge and belief, the information contained in this disclosure is correct and that I am duly authorised to make this disclosure by all persons for whom it is made.

