



# GEOPACIFIC RESOURCES LIMITED

ACN 003 208 393

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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## EXPLANATORY STATEMENT

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**For the meeting to be held at 10:00am (AWST) on Friday, 14 June 2024**

**at**

**Level 1, 278 Stirling Highway, Claremont WA 6010**

The Company encourages its Shareholders to consider lodging a directed proxy in advance of the Extraordinary General Meeting. The Company is happy to accept and answer questions prior to the close of proxy voting via email. Such questions should be forwarded to the following email address [info@geopacific.com.au](mailto:info@geopacific.com.au).

In accordance with section 110D of the *Corporations Act 2001* (Cth), the Notice of Meeting, accompanying Explanatory Statement and annexures (including an online meeting guide and Proxy Form) are being made available to Shareholders electronically, unless you have requested to receive a hard copy.

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

Should you wish to discuss the matters in this Notice of Extraordinary General Meeting and Explanatory Statement, please do not hesitate to contact the Company Secretary on + 61 8 6143 1820.

## NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting of Geopacific Resources Limited (**Geopacific** or the **Company**) will be convened at 10:00am (AWST) on Friday, 14 June 2024 at Level 1, 278 Stirling Highway, Claremont WA 6010.

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

## SPECIAL BUSINESS

### Resolution 1 – issue of Shares to Deutsche Balaton AG if Tranche 2 Placement occurs

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

*“That, subject to Resolution 4 being passed and the Tranche 2 Placement occurring, for the purposes of Listing Rule 10.11, and for all other purposes, Shareholders approve the issue of 142,461,923 Shares to Deutsche Balaton AG on the terms set out in the Explanatory Statement.”*

#### Voting Exclusion Statement

The Company will disregard any votes cast on Resolution 1 by or on behalf the person who is to receive the securities in question and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or any associate of those persons. The Company need not disregard a vote if it is cast in favour of Resolution 1 by:

- a person as proxy or attorney for a person who is entitled to vote on Resolution 1, in accordance with the directions given to the proxy or attorney to vote on Resolution 1 in that way;
- the Chair as proxy or attorney for a person who is entitled to vote on Resolution 1, in accordance with a direction given to the Chair to vote on Resolution 1 as the Chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on Resolution 1; and
  - the holder votes on Resolution 1 in accordance with directions given by the beneficiary to the holder to vote in that way.

### Resolution 2 – issue of Shares to Deutsche Balaton AG if Tranche 2 Placement does not occur

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

*“That, subject to Resolution 1 or Resolution 4 not being passed and the Tranche 2 Placement not occurring, for the purposes of Listing Rule 10.11, and for all other purposes, Shareholders approve the issue of 53,382,585 Shares to Deutsche Balaton AG on the terms set out in the Explanatory Statement.”*

#### Voting Exclusion Statement

The Company will disregard any votes cast on Resolution 2 by or on behalf the person who is to receive the securities in question and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or any associate of those persons. The Company need not disregard a vote if it is cast in favour of Resolution 2 by:

- a person as proxy or attorney for a person who is entitled to vote on Resolution 2, in accordance with the directions given to the proxy or attorney to vote on Resolution 2 in that way;
- the Chair as proxy or attorney for a person who is entitled to vote on Resolution 2, in accordance with a direction given to the Chair to vote on Resolution 2 as the Chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

- the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on Resolution 2; and
- the holder votes on Resolution 2 in accordance with directions given by the beneficiary to the holder to vote in that way.

### **Resolution 3 – ratification of issue of Shares to Mr. Jingtao Chi under Tranche 1 Placement**

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

*“That, for the purpose of Listing Rule 7.4, and for all other purposes, the Shareholders ratify and approve the issue by the Company of 90,288,590 Shares to Mr. Jingtao Chi on or around Friday, 10 May 2024 under the Tranche 1 Placement, on the terms set out in the Explanatory Statement.”*

#### **Voting Exclusion Statement**

The Company will disregard any votes cast on Resolution 3 by or on behalf of any person who participated in the share issue or any associate of those persons. The Company need not disregard a vote if it is cast in favour of Resolution 3 by:

- a person as proxy or attorney for a person who is entitled to vote on Resolution 3, in accordance with the directions given to the proxy or attorney to vote on Resolution 3 in that way;
- the Chair as proxy or attorney for a person who is entitled to vote on Resolution 3, in accordance with a direction given to the Chair to vote on Resolution 3 as the Chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on Resolution 3; and
  - the holder votes on Resolution 3 in accordance with directions given by the beneficiary to the holder to vote in that way.

### **Resolution 4 – issue of Shares to Mr. Jingtao Chi under Tranche 2 Placement**

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

*“That, subject to Resolution 1 being passed, for the purpose of Listing Rule 7.1, and for all other purposes, the Shareholders approve the issue of 150,663,791 Shares to Mr. Jingtao Chi under the Tranche 2 Placement, on the terms set out in the Explanatory Statement.”*

#### **Voting Exclusion Statement**

The Company will disregard any votes cast on Resolution 4 by any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary shares in the Company) or any associate of those persons. The Company need not disregard a vote if it is cast in favour of Resolution 4 by:

- a person as proxy or attorney for a person who is entitled to vote on Resolution 4, in accordance with the directions given to the proxy or attorney to vote on Resolution 4 in that way;
- the Chair as proxy or attorney for a person who is entitled to vote on Resolution 4, in accordance with a direction given to the Chair to vote on Resolution 4 as the Chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on Resolution 4; and
  - the holder votes on Resolution 4 in accordance with directions given by the beneficiary to the holder to vote in that way.

## GENERAL NOTES

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

The Company's Extraordinary General Meeting is due to be held at 10:00am (AWST) on Friday, 14 June 2024 at Level 1, 278 Stirling Highway, Claremont WA 6010.

The Company encourages its Shareholders to consider lodging a directed proxy in advance of the Meeting. To lodge your directed proxy in advance of the Meeting, please follow the steps set out in your enclosed personalised Proxy Form and lodge it by 10:00am (AWST) on Wednesday, 12 June 2024.

If you wish to ask questions of the Board, Shareholders are encouraged to lodge questions in advance of the Meeting by emailing [info@geopacific.com.au](mailto:info@geopacific.com.au) by no later than 5:00pm (AWST) on Friday, 7 June 2024.

If it becomes necessary or appropriate to make alternative arrangements for the holding or conducting of the meeting, the Company will make further information available via the Company's ASX platform at [www.asx.com.au](http://www.asx.com.au) (ASX Code: GPR) and on the Company's website.

## Voting eligibility

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The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 5:00pm (AWST) on Wednesday, 12 June 2024.

## Voting by Proxy

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A Shareholder entitled to vote at the Meeting is entitled to appoint not more than 2 proxies. As noted above, the Company encourages its Shareholders to consider lodging a directed proxy in advance of the Meeting.

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 (AWST) on Wednesday, 12 June 2024.

To vote by proxy, please complete and sign the proxy form enclosed and either:

- (a) deliver the Proxy Form:
  - by hand to the Company's share registry, Boardroom Pty Limited at Level 8, 210 George Street, Sydney NSW 2000; or
  - by post to Boardroom Pty Limited, GPO Box 3993, Sydney NSW 2001;
- (b) fax the Proxy Form to Boardroom Pty Limited on facsimile number (61) 2 9290 9655; or
- (c) vote online at <https://www.votingonline.com.au/gpregm2024> and follow the prompts.

**To be valid the Proxy Form must be received by no later than 10:00am (AWST) on Wednesday, 12 June 2024. Proxy forms received after this date will be invalid.**

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

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

Sections 250BB and 250BC of the Corporations Act came into effect on 1 August 2011 and apply to voting by proxy on or after that date. Shareholders and their proxies should be aware of these changes to the Corporations Act, as they will apply to this Extraordinary 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 Chair 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 (as directed);
- 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;
- if the proxy is the chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (as directed); and
- if the proxy is not the chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (as directed).

***Transfer of non-chair proxy to chair in certain circumstances***

Section 250BC of the Corporations Act 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;
- 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; or
- 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.

***Undirected proxies***

The Chair intends to vote all valid undirected proxies for Resolutions 1 to 4 in favour of those Resolutions.

**BY ORDER OF THE BOARD**



**Matthew Smith**  
**Company Secretary**

14 May 2024

## EXPLANATORY STATEMENT

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

### 1. Resolutions 1 and 2 – issue of shares to Deutsche Balaton AG

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#### 1.1. Background

The Company and Deutsche Balaton AG (**Deutsche Balaton**) are party to a Bond Subscription Agreement dated 18 October 2023, as varied by the First Deed of Variation to the Bond Subscription Agreement dated 22 December 2023 and the Second Deed of Variation to the Bond Subscription Agreement dated 27 March 2024 (together, the **Bond Subscription Agreement**)<sup>1</sup>. Under the Bond Subscription Agreement, the Company issued seven short term bearer bonds to Deutsche Balaton, each in the principal amount of \$500,000 (each a **Bearer Bond** and together, the **Bearer Bonds**). Deutsche Balaton continues to hold each Bearer Bond.

The Bond Subscription Agreement contains an option which allows Deutsche Balaton to apply monies owing, including all outstanding interest, by the Company under each Bearer Bond to a subscription for Shares (**Option**). Deutsche Balaton has confirmed to the Company that it wishes to exercise such Option in respect of certain Bearer Bonds to maintain its Relevant Interest in the Company. Deutsche Balaton and the Company accordingly entered into a Subscription Agreement on 24 April 2024 to effect the subscription for, and issue of, a certain number of Shares to Deutsche Balaton (**DB Share Subscription Agreement** and the relevant number of Shares issued to Deutsche Balaton under the DB Share Subscription Agreement being the **Deutsche Balaton Shares**). The DB Share Subscription Agreement provides that, following the issue of the Deutsche Balaton Shares and subject to Shareholder approval, Deutsche Balaton's Relevant Interest in the Company will be the same as (or similar to) its Relevant Interest in the Company immediately prior to the issue of the Shares to Mr. Jingtao Chi under the Tranche 1 Placement.

Contemporaneously with completion of the subscription for, and the issue of, the Deutsche Balaton Shares under Resolution 1 or Resolution 2 (as applicable), Deutsche Balaton will deliver to the Company each relevant Bearer Bond which, as at completion of the issue of the Deutsche Balaton Shares, has no monies owing under it by the Company.

Resolution 4 seeks the required Shareholder approval to the Tranche 2 Placement pursuant to Listing Rule 7.1. While the Company is seeking Shareholder approval to the issue of the Deutsche Balaton Shares under Resolution 1 and Resolution 2, the issue of:

- Deutsche Balaton Shares under Resolution 1 (if passed) is subject to, and must only occur if, Resolution 4 is passed and the Tranche 2 Placement occurs. The total number of Deutsche Balaton Shares that will be issued under Resolution 1 (if passed) is 142,461,923; and
- Deutsche Balaton Shares under Resolution 2 (if passed) is subject to, and must only occur if, Resolutions 1 and 4 are not passed and the Tranche 2 Placement does not occur. The total number of Deutsche Balaton Shares that will be issued under Resolution 2 (if passed) is 53,382,585,

such that, in each case, following the issue of the relevant number of Deutsche Balaton Shares under Resolution 1 or Resolution 2 (as applicable), Deutsche Balaton's Relevant Interest in the Company will be the same as (or similar to) its Relevant Interest in the Company immediately prior to the issue of the Shares to Mr. Jingtao Chi under the Tranche 1 Placement.

If Resolution 4 is passed and the Tranche 2 Placement occurs, then the Company will only issue the 142,461,923 Deutsche Balaton Shares under Resolution 1 (if passed) and will not issue the 53,382,585 Deutsche Balaton Shares under Resolution 2 (whether or not passed).

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<sup>1</sup> Please see: [ASX Announcement - \\$3.5M Short-term Unsecured Funding from Bond Issue - 19 October 2023](#); [ASX Announcement - Bond Repayment Deferred to 29 March 2024 - 27 December 2023](#); [ASX Announcement - Further \\$1.8M of Short-term Unsecured Funding Available - 2 January 2024](#); [ASX Announcement - Bond Repayment Deferred to 30 September 2024 - 28 March 2024](#)

If Resolution 4 is not passed and the Tranche 2 Placement does not occur, then the Company will only issue the 53,382,585 Deutsche Balaton Shares under Resolution 2 (if passed) and will not issue the 142,461,923 Deutsche Balaton Shares under Resolution 1 (whether or not passed).

If both Resolution 1 and Resolution 2 are not passed, then the Company will not issue any Deutsche Balaton Shares (despite Resolution 4 being passed or not).

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue equity securities to:

- (a) a related party;
- (b) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the company;
- (c) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the company and who was nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so;
- (d) an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or
- (e) a person whose relationship with the company, or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders,

unless it obtains the approval of its shareholders.

The issue of the Deutsche Balaton Shares under Resolution 1 falls within Listing Rule 10.11.2 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of the Company's Shareholders under Listing Rule 10.11.

The issue of the Deutsche Balaton Shares under Resolution 2 also falls within Listing Rule 10.11.2 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of the Company's Shareholders under Listing Rule 10.11.

Resolution 1 and Resolution 2 each seek the required Shareholder approval to the issue of the relevant number Deutsche Balaton Shares and for the purposes of Listing Rule 10.11.

If Resolution 1 is passed, and Resolution 4 is passed and the Tranche 2 Placement occurs, then the Company will be able to proceed with the issue of 142,461,923 Deutsche Balaton Shares and, pursuant to Listing Rule 7.2 (Exception 13), the issue will not use up the Company's 15% placement capacity under Listing Rule 7.1.

If Resolution 2 is passed, and Resolution 1 or Resolution 4 is not passed and the Tranche 2 Placement does not occur, then the Company will be able to proceed with the issue of 53,382,858 Deutsche Balaton Shares and, pursuant to Listing Rule 7.2 (Exception 13), the issue will not use up the Company's 15% placement capacity under Listing Rule 7.1.

If:

- Resolution 1 is passed and Resolution 4 is not passed; or
- both Resolution 1 and Resolution 2 are not passed (whether or not Resolution 4 is passed),

then the Company will not be able to proceed with the issue of any Deutsche Balaton Shares and the Company will have to repay the monies owing, including all outstanding interest, by the Company under each Bearer Bond in cash. If this occurs, the Company will need to source alternative funding to repay the Bearer Bonds on or before the maturity date of 30 September 2024.

## **1.2. Specific information required by Listing Rule 10.13**

Listing Rule 10.13 requires that certain information be provided to Shareholders for the purposes of obtaining Shareholder approval under Listing Rule 10.11. This information is as follows:

- (a) the Deutsche Balaton Shares will be issued to Deutsche Balaton;



- (b) Deutsche Balaton falls within Listing Rule 10.11.2 – Deutsche Balaton and its associates are together a substantial holder in the Company with an overall interest of greater than 30%;
- (c) if (and subject to):
  - a. Resolution 4 being passed and the Tranche 2 Placement occurring, the total number of Deutsche Balaton Shares that will be issued under Resolution 1 (if passed) is 142,461,923; and
  - b. Resolution 1 or Resolution 4 not being passed and the Tranche 2 Placement not occurring, the total number of Deutsche Balaton Shares that will be issued under Resolution 2 (if passed) is 53,382,585;
- (d) it is intended that the Deutsche Balaton Shares will be issued on Thursday, 20 June 2024;
- (e) the Deutsche Balaton Shares will be fully paid ordinary shares;
- (f) in consideration for the issue of the Deutsche Balaton Shares, Deutsche Balaton will deliver to the Company each relevant Bearer Bond which, as at completion of the issue of the Deutsche Balaton Shares, has no monies owing under it by the Company;
- (g) the purpose of the issue of the Deutsche Balaton Shares is to enable the Company to extinguish its existing liabilities under certain Bearer Bonds without having to use the Company's cash reserves to repay such liabilities;
- (h) there are no other material terms of the DB Share Subscription Agreement; and
- (i) a voting exclusion statement is included in the Notice for Resolutions 1 and 2.

### **1.3. Relevant interest of Deutsche Balaton and its associates following issue of Deutsche Balaton Shares**

If Resolution 1 is passed, and Resolution 4 is passed and the Tranche 2 Placement occurs, then the number of Deutsche Balaton Shares that will be issued under Resolution 1 is 142,461,923 and Deutsche Balaton and its associates will, together, have a Relevant Interest in 447,779,931 Shares, representing 37.16% of the Shares on issue. No Deutsche Balaton Shares will be issued under Resolution 2 (whether or not passed).

If Resolution 2 is passed, and Resolution 1 or Resolution 4 is not passed and the Tranche 2 Placement does not occur, then the number of Deutsche Balaton Shares that will be issued under Resolution 2 is 53,382,585 and Deutsche Balaton and its associates will, together, have a Relevant Interest in 358,700,593 Shares, representing 37.16% of the Shares on issue. No Deutsche Balaton Shares will be issued under Resolution 1 (whether or not passed).

### **1.4. Recommendation of Directors**

The Directors (other than Hansjoerg Plaggemars) unanimously recommend that Shareholders vote in favour of Resolution 1 and Resolution 2.

Hansjoerg Plaggemars makes no recommendation to Shareholders in relation to Resolution 1 and Resolution 2 because he has been nominated as a Director by Deutsche Balaton and its associates.

The Chair intends to vote all valid undirected proxies in favour of Resolution 1 and Resolution 2.



## **2. Resolution 3 – ratification of issue of Shares to Mr. Jingtao Chi under Tranche 1 Placement**

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### **2.1. Background**

The Company issued 90,288,590 Shares to Mr. Jingtao Chi on or around Friday, 10 May 2024 under the Tranche 1 Placement.

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12-month period, to 15% of the fully paid ordinary securities it had on issue at the start of that period.

The Tranche 1 Placement does not fit within any of the exceptions to Listing Rule 7.1 and, as it has not yet been approved by the Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12-month period following the date of the Tranche 1 Placement.

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the company's capacity to issue further equity securities without shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. To this end, Resolution 3 seeks Shareholder approval to the Tranche 1 Placement under and for the purposes of Listing Rule 7.4.

If Resolution 3 is passed, the Shares issued to Mr. Jingtao Chi under the Tranche 1 Placement will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities it can issue without Shareholder approval.

If Resolution 3 is not passed, the Shares issued to Mr. Jingtao Chi under the Tranche 1 Placement will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without Shareholder approval.

### **2.2. Specific information required by Listing Rule 7.5**

Listing Rule 7.5 requires that certain information be provided to Shareholders for the purposes of obtaining Shareholder approval under Listing Rule 7.4. This information is as follows:

- (a) the Shares issued under the Tranche 1 Placement were issued to Mr. Jingtao Chi;
- (b) the number of Shares issued to Mr. Jingtao Chi under the Tranche 1 Placement was 90,288,590;
- (c) the Shares were issued to Mr. Jingtao Chi under the Tranche 1 Placement on or around Friday, 10 May 2024;
- (d) the consideration paid by Mr. Jingtao Chi for the Shares issued to Mr. Jingtao Chi under the Tranche 1 Placement was \$1,896,060.39;
- (e) the purpose of the issue of the Shares to Mr. Jingtao Chi under the Tranche 1 Placement was to raise funds to prepare an updated feasibility study and grow the Project's Resource, including preparation for drilling at high-priority target areas with strong potential to host material economic mineralisation, and for general working capital purposes;
- (f) the Shares issued under the Tranche 1 Placement were issued under the JTC Subscription Agreement. A summary of the material terms of the JTC Subscription Agreement is set out in the schedule to this Notice of Meeting; and
- (g) a voting exclusion statement is included in the Notice for Resolution 3.

### **2.3. Recommendation of Directors**

The Directors unanimously recommend that Shareholders vote in favour of Resolution 3.

The Chair intends to vote all valid undirected proxies in favour of this Resolution.

### **3. Resolution 4 – issue of Shares to Mr. Jingtao Chi under Tranche 2 Placement**

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#### **3.1. Background**

The Company proposes to issue 150,663,791 Shares to Mr. Jingtao Chi on Thursday, 20 June 2024 under the Tranche 2 Placement.

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12-month period, to 15% of the fully paid ordinary securities it had on issue at the start of that period.

The Tranche 2 Placement does not fit within any of the exceptions to Listing Rule 7.1 and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of the Company's Shareholders under Listing Rule 7.1.

Resolution 4 seeks the required Shareholder approval to the Tranche 2 Placement under and for the purposes of Listing Rule 7.1.

The issue of the 150,663,791 Shares to Mr. Jingtao Chi under the Tranche 2 Placement under this Resolution 4 (if passed) is subject to, and must only occur if, Resolution 1 is passed such that following the issue of the 150,663,791 Shares to Mr. Jingtao Chi under the Tranche 2 Placement, Mr. Jingtao Chi's Relevant Interest in the Company is not more than 19.99%.

If Resolution 4 and Resolution 1 are passed, the Company will be able to proceed with the issue of 150,663,791 Shares to Mr. Jingtao Chi under the Tranche 2 Placement and will receive \$3,163,939.61 from Mr. Jingtao Chi in consideration for the issue of Shares to Mr. Jingtao Chi under the Tranche 2 Placement. In addition, the Tranche 2 Placement will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 4 or Resolution 1 is not passed, the Company will not be able to proceed with issue of 150,663,791 Shares to Mr. Jingtao Chi under the Tranche 2 Placement and the Company will not benefit from the receipt of \$3,163,939.61 from Mr. Jingtao Chi in consideration for the issue of Shares to Mr. Jingtao Chi under the Tranche 2 Placement. If this occurs, the Company will need to modify its work programs to preserve cash and immediately source alternative funding.

#### **3.2. Specific information required by Listing Rule 7.3**

Listing Rule 7.3 requires that certain information be provided to Shareholders for the purposes of obtaining Shareholder approval under Listing Rule 7.1. This information is as follows:

- (a) the Shares to be issued under the Tranche 2 Placement will be issued to Mr. Jingtao Chi;
- (b) the number of Shares to be issued to Mr. Jingtao Chi under the Tranche 2 Placement will be 150,663,791;
- (c) the date of which the Company will issue the Shares to Mr. Jingtao Chi under the Tranche 2 Placement is Thursday, 20 June 2024 or such other date that is no later than 3 months after the date of the Meeting;
- (d) the consideration payable by Mr. Jingtao Chi for the Shares to be issued to Mr. Jingtao Chi under the Tranche 2 Placement is \$3,163,939.61;
- (e) the purpose of the issue of the Shares to Mr. Jingtao Chi under the Tranche 2 Placement is to raise funds to complete an updated feasibility study and grow the Project's Resource, including preparation for drilling at high-priority target areas with strong potential to host material economic mineralisation, and for general working capital purposes.
- (f) the Shares issued to Mr. Jingtao Chi under the Tranche 2 Placement will be issued under the JTC Subscription Agreement. A summary of the material terms of the JTC Subscription Agreement is set out in the schedule to this Notice of Meeting; and
- (g) a voting exclusion statement is included in the Notice for Resolution 4.

### 3.3. Relevant interest of Mr. Jingtao Chi and other substantial Shareholders following the Tranche 1 and Tranche 2 Placements

If Resolution 1 is passed, and Resolution 4 is passed and the Tranche 2 Placement does occur, then (whether or not Resolution 2 is passed) Mr. Jingtao Chi will have a Relevant Interest in 240,952,381 Shares, representing 19.99% of the Shares on issue and the substantial Shareholders will be:

**Table 1**

Shareholder	Shares in which the Shareholder has a relevant interest	%
Deutsche Balaton and its associates	447,777,931	37.16
Mr. Jingtao Chi	240,952,381	19.99
Franklin Resources, Inc	79,865,818	6.63
Ndovu Capital IV B V	64,086,030	5.32

If Resolution 2 is not passed, and Resolution 1 or Resolution 4 is not passed and the Tranche 2 Placement does not occur, then Mr. Jingtao Chi will have a Relevant Interest in 90,288,590 Shares, representing 9.90% of the Shares on issue and the substantial Shareholders will be:

**Table 2**

Shareholder	Shares in which the Shareholder has a relevant interest	%
Deutsche Balaton and its associates	305,318,008	33.48
Mr. Jingtao Chi	90,288,590	9.90
Franklin Resources, Inc	79,865,818	8.76
Ndovu Capital IV B V	64,086,030	7.03

If Resolution 2 is passed, and Resolution 1 or Resolution 4 is not passed and the Tranche 2 Placement does not occur, Mr. Jingtao Chi will have a Relevant Interest in 90,288,590 Shares, representing 9.35% of the Shares on issue and the substantial Shareholders will be:

**Table 3**

Shareholder	Shares in which the Shareholder has a relevant interest	%
Deutsche Balaton and its associates	358,700,593	37.16
Mr. Jingtao Chi	90,288,590	9.35
Franklin Resources, Inc	79,865,818	8.27
Ndovu Capital IV B V	64,086,030	6.64

If Resolution 1 is not passed and Resolution 4 is passed, then the Tranche 2 Placement must not occur and:

- if Resolution 2 is not passed, Mr. Jingtao Chi's Relevant Interest in the Company, and the substantial Shareholders, will be as shown in Table 2 above; and
- if Resolution 2 is passed, Mr. Jingtao Chi's Relevant Interest in the Company, and the substantial Shareholders, will be as shown in Table 3 above.

### 3.4. Recommendation of Directors

The Directors unanimously recommend that Shareholders vote in favour of Resolution 4.

The Chair intends to vote all valid undirected proxies in favour of this Resolution.

## Glossary

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

<b>ASX</b>	ASX Limited or the securities market operated by ASX Limited, as the context requires.
<b>AWST</b>	Australian Western Standard Time.
<b>Board</b>	board of Directors.
<b>Chair</b>	chair of the Extraordinary General Meeting.
<b>Company or Geopacific</b>	Geopacific Resources Limited ACN 003 208 393.
<b>Constitution</b>	constitution of the Company as amended from time to time.
<b>Corporations Act</b>	<i>Corporations Act 2001</i> (Cth).
<b>Director</b>	director of the Company.
<b>Explanatory Statement</b>	the explanatory statement that accompanies this Notice of Extraordinary General Meeting.
<b>JTC Subscription Agreement</b>	the subscription agreement between the Company and Mr. Jingtao Chi which sets out the terms of the Tranche 1 Placement and the Tranche 2 Placement.
<b>Listing Rules or ASX Listing Rules</b>	official listing rules of the ASX.
<b>Meeting or Extraordinary General Meeting</b>	the Extraordinary General Meeting convened by this Notice of Extraordinary General Meeting.
<b>Notice, Notice of Extraordinary General Meeting or Notice of Meeting</b>	this notice of Extraordinary General Meeting.
<b>Project</b>	the Company's Woodlark Project tenure and associated assets located in the Milne Bay Province on Woodlark Island, PNG.
<b>Proxy Form</b>	the proxy form enclosed with this Notice of Extraordinary General Meeting.
<b>Relevant Interest</b>	has the meaning given to that term in the Corporations Act.
<b>Resolution</b>	resolution contained in this Notice of Extraordinary General Meeting.
<b>Share</b>	fully paid ordinary share in the capital of the Company.
<b>Shareholder</b>	holder of one or more shares in the Company.
<b>Tranche 1 Placement</b>	the placement of 90,288,590 Shares to Mr. Jingtao Chi for \$1,896,060.39 pursuant to the terms of the JTC Subscription Agreement.
<b>Tranche 2 Placement</b>	the proposed placement of 150,663,791 Shares to Mr. Jingtao Chi for \$3,163,939.61 as contemplated by the terms of the JTC Subscription Agreement.

## SCHEDULE

### *Summary of the material terms of the JTC Subscription Agreement*

1. In connection with the Tranche 1 Placement, the Company must issue, and Mr. Jingtao Chi must subscribe for, 90,288,590 Shares on or about Friday, 10 May 2024, and in consideration for the issue of the 90,288,590 Shares from the Company to Mr. Jingtao Chi, and not later than the date that is 2 business days before the issuance of the 90,288,590 Shares, Mr. Jingtao Chi must pay to the Company \$1,896,060.39.
2. In connection with the Tranche 2 Placement, the Company must issue, and Mr. Jingtao Chi must subscribe for, 150,663,791 Shares on or about Thursday, 20 June 2024, and in consideration for the issue of the 150,663,791 Shares from the Company to Mr. Jingtao Chi, and not later than the date that is 2 business days before the issuance of the 150,663,791 Shares, Mr. Jingtao Chi must pay to the Company \$3,163,939.61.
3. The Tranche 1 Placement is conditional on the parties obtaining all relevant regulatory approvals in connection with the Tranche 1 Placement.
4. The Tranche 2 Placement is conditional on:
  - a) the Shareholders approving the Tranche 2 Placement; and
  - b) the parties obtaining all relevant regulatory approvals in connection with the Tranche 2 Placement.
5. On and from completion of the Tranche 2 Placement, and for so long as Mr. Jingtao Chi continues to hold 15% of the Shares, Mr. Jingtao Chi may nominate in writing to the Company one person to be appointed to the Board. The nominee must be:
  - a) approved by the Shareholders; and
  - b) a person that the Company believes has sufficient qualifications, knowledge, competence and experience to undertake his or her role as a Director.
6. For the period of 6 months following completion of the Tranche 2 Placement, and for so long as Mr. Jingtao Chi continues to hold 15% of the Shares, the Company must give Mr. Jingtao Chi prior notice of, and reasonable opportunity to participate in, any future equity raise which the Company proposes to undertake.
7. Subject to compliance with the Corporations Act, the Listing Rules and the parties obtaining all relevant Regulatory Approvals within a reasonable timeframe, and for so long as Mr. Jingtao Chi continues to hold 15% of the Shares, the Company must give Mr. Jingtao Chi a right of first offer to underwrite the first entitlement offer undertaken by the Company following completion of the Tranche 2 Placement where the Company is seeking to raise equity of no less than \$10,000,000 (**Right of First Offer**).
8. The Right of First Offer does not restrict the Company or its representatives from taking, or refusing to take, any action with respect to an actual, proposed or potential bona fide competing underwriting proposal delivered to the Company by a third party if the Board determines, acting in good faith:
  - a) after consultation with its external financial or legal advisers, that any competing underwriting proposal is or may reasonably be expected to be or become superior to the offer put forward by Mr. Jingtao Chi under the Right of First Offer; and
  - b) after receiving written advice from its external legal adviser that failing to take action or refusing to take action (as the case may be) would, or would be reasonably likely to constitute, a breach of the fiduciary or statutory duties of any Director.

**All Correspondence to:**

- ✉ **By Mail** Boardroom Pty Limited  
GPO Box 3993  
Sydney NSW 2001 Australia
- 📠 **By Fax:** +61 2 9290 9655
- 💻 **Online:** [www.boardroomlimited.com.au](http://www.boardroomlimited.com.au)
- ☎ **By Phone:** (within Australia) 1300 737 760  
(outside Australia) +61 2 9290 9600

## YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 10:00am (AWST) on Wednesday, 12 June 2024.**

### 🖥 TO APPOINT A PROXY ONLINE

- STEP 1:** VISIT <https://www.votingonline.com.au/gpregm2024>
- STEP 2:** Enter your Postcode OR Country of Residence (if outside Australia)
- STEP 3:** Enter your Voting Access Code (VAC):

### 📱 BY SMARTPHONE



Scan QR Code using smartphone  
QR Reader App

### 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 securityholder 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's securities registry or you may copy this form.

To appoint a second proxy, you must:

- complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- return both forms together in the same envelope.

#### STEP 2: VOTING DIRECTIONS TO YOUR PROXY

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

##### Proxy which is a Body Corporate

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

#### STEP 3: SIGN THE FORM

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

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

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

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

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

#### STEP 4: LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **10:00am (AWST) on Wednesday, 12 June 2024.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

**Proxy forms may be lodged using the enclosed Reply Paid Envelope or:**

- 🖥 **Online** <https://www.votingonline.com.au/gpregm2024>
- 📠 **By Fax** + 61 2 9290 9655
- ✉ **By Mail** Boardroom Pty Limited  
GPO Box 3993,  
Sydney NSW 2001 Australia
- 👤 **In Person** Boardroom Pty Limited  
Level 8, 210 George Street  
Sydney NSW 2000 Australia

#### 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:

☐ 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 securityholder) 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 Extraordinary General Meeting of the Company to be held at the **Level 1, 278 Stirling Highway, Claremont, Western Australia 6010 on 10:00am (AWST) on Friday, 14 June 2024** 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.

The Chair of the Meeting will vote all undirected proxies in **favour of all items of business**. If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

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.

		For	Against	Abstain*
Resolution 1	Issue of Shares to Deutsche Balaton AG if Tranche 2 Placement occurs	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Issue of Shares to Deutsche Balaton AG if Tranche 2 Placement does not occur	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Ratification of issue of Shares to Mr. Jingtao Chi under Tranche 1 Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Issue of Shares to Mr. Jingtao Chi under Tranche 2 Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 SIGNATURE OF SECURITYHOLDERS

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1	Securityholder 2	Securityholder 3
<input type="text"/>	<input type="text"/>	<input type="text"/>
Sole Director and Sole Company Secretary	Director	Director / Company Secretary

Contact Name..... Contact Daytime Telephone..... Date / / 2024