

ASX ANNOUNCEMENT**NOTICE OF AGM AND PROXY FORM****GEOPACIFIC RESOURCES NL**

ACN 003 208 393

ASX Code: GPR

info@geopacific.com.au

www.geopacific.com.au

AUSTRALIAN OFFICE

Level 1, 278 Stirling Highway

Claremont, WA 6010

PO Box 439

Claremont, WA 6910

T +61 8 6143 1820

FIJI OFFICE

Lot 1 Cawa Road

Martintar, Fiji Islands

PO Box 9975

Nadi Airport

Nadi

T +679 6 72 7150

F +679 6 72 7152

DIRECTORS

Chairman: Charles Bass

Managing Director: Ron Heeks

Non-Exec Director: Mark Bojanjac

Non-Exec Director: Milan Jerkovic

Non-Exec Director: Russell Fountain

Joint Company Secretary: John Lewis

Joint Company Secretary: Mark Pitts

PROJECTS

CAMBODIA:

Kou Sa Copper

FIJI:

Sabeto/Vuda Gold-Copper

Rakiraki Gold

Nabila Copper-Gold

In accordance with ASX Listing Rule 3.17, please find attached Geopacific Resources N L's Notice of Annual General Meeting and Proxy Form. Copies are also available on the Company's website at: WWW.geopacific.com.au.

The 2013 Annual General Meeting of the Company will take place at 10:00 am on Friday 31 May at the University Club Crawley Perth Western Australia.

Geopacific Resources N L



John Lewis

Company Secretary

29 April 2013



GOPACIFIC
RESOURCES NL

ACN 003 208 393

NOTICE OF ANNUAL GENERAL MEETING

&

EXPLANATORY STATEMENT

For the meeting to be held at 10.00am, Friday, 31 May 2013

At Room 1, the University Club of Western Australia, Hackett Drive, Crawley, Western Australia

30 April 2013

Dear Fellow Geopacific Shareholder,

Please find enclosed the Notice of Annual General Meeting for the Shareholders' Meeting to be held at the University Club of Western Australia, Hackett Drive Crawley, Western Australia at 10.00am on Friday, 31 May 2013.

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

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

Yours sincerely



Charles Bass
Chairman

GEOPACIFIC RESOURCES NL

ACN 003 208 393

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Geopacific Resources NL (**Geopacific** or **Company**) will be convened at 10.00am on Friday, 31 May 2013 at the University Club of Western Australia, Hackett Drive Crawley, Western Australia.

AGENDA

ORDINARY BUSINESS

1. Discussion of Financial Statements and Reports

To discuss the Financial Report, the Directors' Report and Auditor's Report for the year ended 31 December 2012.

2. Resolution 1 - Adoption of the Remuneration Report

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

"That, for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the remuneration report as contained in the Company's annual financial report for the financial year ended 31 December 2012."

Voting Prohibition Statement

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

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

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

3. Resolution 2 - Re-Election of Director – Mr Charles Bass

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

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

4. Resolution 3 – Re-Election of Director – Mr Milan Jerkovic (Casual Vacancy)

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

"To re-elect as a Director, Mr Milan Jerkovic who, having been appointed to the Board since the last Annual General Meeting of the Company, resigns and being eligible, offers himself for re-election, be re-elected as a Director of the Company."

5. Resolution 4 – Re-Election of Director – Mr Mark Bojanjac (Casual Vacancy)

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

"To re-elect as a Director, Mr Mark Bojanjac who, having been appointed to the Board since the last Annual General Meeting of the Company, resigns and being eligible, offers himself for re-election, be re-elected as a Director of the Company."

NOTICE OF ANNUAL GENERAL MEETING

6. Resolution 5 – Re-Election of Managing Director – Mr Ron Heeks (Casual Vacancy)

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

"To re-elect as a Director, Mr Ron Heeks who, having been appointed to the Board since the last Annual General Meeting of the Company, resigns and being eligible, offers himself for re-election, be re-elected as a Director of the Company."

7. Resolution 6 - Ratification of Prior Issue of Equity Securities – Share Placement

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

"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the allotment and issue of 4,250,000 Geopacific Shares at an issue price of \$0.10 per Geopacific Share, pursuant to the Placement on the terms and conditions set out in the Explanatory Statement accompanying this Notice of Annual General Meeting."

The issue was in accordance with the terms and conditions set out in the Explanatory Statement accompanying this Notice of General Meeting.

Voting Exclusion Statement

The Company will disregard any votes cast on Resolution 6 by any person who participated in the issue, and any associate of that person (or those persons).

However, the Company need not disregard a vote if:

- (a) it is cast by the person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

8. Resolution 7 – Approval of 10% Placement Facility

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

"That, pursuant to and in accordance with Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion Statement

The Company will disregard any votes cast on Resolution 7 by any person who may participate in the issue of Equity Securities under the Additional 10% Placement Facility and by any person who might obtain a benefit (except a benefit solely obtained in the capacity of a holder of ordinary securities) if the Resolution is passed, and any person associated with those persons.

However, the Company need not disregard a vote if:

- (a) it is cast by the person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

9. Resolution 8 – Approval of issue of Geopacific Shares pursuant to Proposed Capital Raising

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

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

Voting Exclusion Statement

The Company will disregard any votes cast on Resolution 8 by any person who may participate in the Proposed Capital Raising and by any person who might obtain a benefit (except a benefit solely obtained in the capacity of a holder of ordinary securities) if the Resolution is passed, and any person associated with those persons.

However, the Company need not disregard a vote if:

- (a) it is cast by the person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

GEOPACIFIC RESOURCES NL

ACN 003 208 393

NOTICE OF ANNUAL GENERAL MEETING

GENERAL NOTES

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

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

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

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

The proxy form must be signed by the shareholder or his or her attorney in accordance with the directions on the proxy form. To be valid the proxy form and the power of attorney or other authority (if any) under which it is signed (or an attested copy) must be received by the Company at the address listed below not later than 48 hours before the time for holding the meeting, that is 10.00am on 29 May 2013.

The proxy form can be lodged with either the Company or Boardroom Pty Ltd at the following addresses:

Company Secretary

Geopacific Resources N L
Level 1 278 Stirling Highway Claremont,
Western Australia 6010
info@geopacific.com.au

Boardroom Pty Limited

Level 7, 207 Kent Street
Sydney, NSW, 2000

To be valid the proxy form must be received by no later than 10.00am on 29 May 2013.

3. A company wishing to appoint a person to act as its representative at the meeting must provide the person with:
- 3.1. a letter or certificate executed in accordance with the Corporations Act authorising that person as the corporate shareholder's representative at the meeting; or
 - 3.2. a copy of the resolution appointing that person as the corporate shareholder's representative at the meeting, certified by a secretary or director of the corporate shareholder.
4. Sections 250BB and 250BC of the Corporations Act came into effect on 1 August 2011 and apply to voting by proxy on or after that date. Shareholders and their proxies should be aware of these changes to the Corporations Act, as they will apply to this Annual General Meeting. Broadly, the changes mean that:
- if proxy holders vote, they must cast all directed proxies as directed; and
 - any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Proxy vote if appointment specifies way to vote

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

the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed); and

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

NOTICE OF ANNUAL GENERAL MEETING

GENERAL NOTES (Continued)

Transfer of non-chair proxy to chair in certain circumstances

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

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

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

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

The Chairman of the meeting intends to vote undirected proxies, that are able to be voted, in favour of the adoption of the remuneration report.

6. The Directors have determined in accordance with Regulation 7.11.37 of the Corporations Regulations that, for the purposes of voting at the meeting, shares will be taken to be held by the registered holders at 5.00pm on 29 May 2013.

BY ORDER OF THE BOARD



John Lewis
COMPANY SECRETARY

Dated this 30 day of April 2013

GEOPACIFIC RESOURCES NL

ACN 003 208 393

EXPLANATORY STATEMENT

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

1. Discussion of Financial Statements & Reports

Geopacific Resources NL's financial reports and the directors' declaration and reports and the auditor's report are placed before the meeting thereby giving shareholders the opportunity to discuss those documents and to ask questions. The auditor will be attending the Annual General Meeting and will be available to answer any questions relevant to the conduct of the audit and his report.

2. Resolution 1 - Adoption of Remuneration Report

In accordance with the requirements of the Corporations Act, the Board is submitting its Remuneration Report for the year ended 31 December 2012 to shareholders for consideration and adoption.

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

The Remuneration Report forms part of the Directors' Report and is set out in the Company's 2012 Annual Report which can be found on the Company's website www.geopacific.com.au.

The Corporations Act requires each listed company to put to a vote at its AGM a non-binding resolution to shareholders to adopt the Remuneration Report. Whilst the vote on this resolution is advisory only and does not bind the Directors or the Company, the Directors will take into account the outcome of the vote when reviewing remuneration policies and practices.

During consideration of this Resolution there will be opportunity for shareholders at the meeting to comment on and ask questions about the remuneration report. The remuneration report is set out in the Directors' Report section of the Annual Report.

Under the Corporations Act 2001, if 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive AGM's, shareholders will be required to vote at the second of those AGM's on a resolution ('spill resolution') that another meeting be held within 90 days at which all of the Company's directors (excluding the Managing Director) must offer themselves for re-election.

The Company's Remuneration Report did not receive an 'Against' vote of 25% or more at the Company's previous annual general meeting held on 31 May 2012.

The Board considers that its current practices of setting executive and non-executive remuneration are within normal industry expectations, and provides an effective balance between the need to attract and retain the services of the highly skilled key management personnel that the Company requires. As such the directors recommend that shareholders vote in favour of the Company's remuneration report.

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

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

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

The Chairman of the meeting intends to vote undirected proxies, that are able to be voted, in favour of the adoption of the remuneration report.

GEOPACIFIC RESOURCES NL

ACN 003 208 393

EXPLANATORY STATEMENT

3. Resolution 2 - Re-Election of Director – Mr Charles Bass

as an Ordinary Resolution

Resolution 2 seeks approval for the re-election of Mr Charles Bass as a Director of the Company who is retiring by rotation under Rule 6.1 of the Company's Constitution. Mr Bass is eligible to seek re-election under Rule 6.1.

Mr Bass has well over 35 years of experience in mineral exploration, development and production in Australia, Canada and the United States. He has been actively involved as an executive and director of several listed companies since the early 1990's.

In March 2001, Mr Bass co-founded ASX-listed Aquila Resources Limited (ASX code: AQA); he remains a director and substantial shareholder in the coal and iron ore company which has a market capitalisation in excess of \$1 billion.

Between 1993 and 1997, Mr Bass was co-founder, substantial shareholder and a managing director of Eagle Mining Corporation Pty Ltd. Under Mr Bass, Eagle discovered, developed and built the Nimary gold mine and plant in Western Australia. The mine and plant were built in a record four months from ground-breaking to first pour, and produced at over 100,000 oz/yr. Nimary was one of Australia's highest grade and lowest cost producers of its time.

Mr Bass is also currently the chief executive officer and an executive director of unlisted Canadian-based exploration company, Exploration Syndicate Inc. which has a major VMS Cu/Zn/Pb/Au discovery in the Flin Flon district of Manitoba / Saskatchewan, Canada.

Mr Bass has a B.Sc. (Geology) from Michigan Technological University and an M.Sc. (Mining Engineering) from Queen's University, Canada. He is a Fellow of the Institute of Geoscientists and the AusIMM. He is also a Fellow of the Australian Institute of Company Directors.

4. Resolution 3 - Re-Election of Director – Mr Milan Jerkovic

as an Ordinary Resolution

Resolution 3 seeks approval for the re-election of Mr Milan Jerkovic as a Director of Geopacific Resources NL. Mr Jerkovic was appointed as a Director by the Board on 23 April 2013 under Rule 9.1 of the Company's Constitution. Directors appointed to the Board under Rule 9.1 must retire at the next Annual General Meeting and are eligible for re-election under Rule 9.2.

Mr Milan Jerkovic is a qualified geologist with postgraduate qualifications in Mining & Mineral Economics. Mr Jerkovic has over 25 years of experience in the mining industry involving resource evaluation, operations, financing, acquisition, project development and general management. Mr Jerkovic was most recently the Chief Executive Officer of Straits Resources Limited and has held positions with WMC, BHP, Nord Pacific, Hargraves, Tritton and Straits Asia. Mr Jerkovic was the founding Chairman of Straits Asia Resources.

Mr Jerkovic is a Fellow of the Australian Institute of Mining and Metallurgy and a member of the Australasian Institute of Company Directors.

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

Milan Jerkovic is the Chairman of The Board of Directors, and was appointed as a Director of the Company on 23 April 2013.

5. Resolution 4 - Re-Election of Director – Mr Mark Bojanjac

Resolution 4 seeks approval for the re-election of Mr Mark Bojanjac as a Director of Geopacific Resources NL. Mr Bojanjac was appointed as a Director by the Board on 28 March 2013 under Rule 9.1 of the Company's Constitution. Directors appointed to the Board under Rule 9.1 must retire at the next Annual General Meeting and are eligible for re-election under Rule 9.2.

Mr Bojanjac is a Chartered Accountant with over 20 years' experience in developing resource companies. Mr Bojanjac was a founding director of Gilt-Edged Mining Limited and was managing director of a public

company which successfully developed and financed a 2.4m oz gold resource in Mongolia. He also co-founded a 3m oz gold project in China.

Mr Bojanjac was most recently Chief Executive Officer of Adamus Resources Limited and oversaw its advancement from an early stage exploration project through its definitive feasibility studies, and managed the debt and equity financing of the recently commissioned mine.

Mark Bojanjac is the Non Executive Director, and was appointed as a Director of the Company on 28 March 2013.

6. Resolution 5 - Re-Election of Managing Director – Mr Ron Heeks

Resolution 5 seeks approval for the re-election of Mr Ron Heeks as a Director of Geopacific Resources N L. Mr Heeks was appointed as Managing Director by the Board on 28 March 2013 under Rule 9.1 of the Company's Constitution. Directors appointed to the Board under Rule 9.1 must retire at the next Annual General Meeting and are eligible for re-election under Rule 9.2.

With a total of 24 years mining industry experience, Mr Heeks was a founding partner in Exploration and Mining Consultants and has previous experience including WMC Resources Limited, Newmont and RSG Consulting. Mr Heeks is a former General Manager – Technical for Straits Asia Indonesian Operations and Chief Technical Officer for Adamus Resources Southern Ashanti Gold Operation. Mr Heeks has worked in various countries around the world gaining extensive experience in Indonesia. Mr Heeks is a member of the Australian Institute of Mining & Metallurgy (MAusIMM).

Mr Heeks has held the position of Managing Director of the Company since 28 March 2013.

7. Resolution 6 - Ratification of a Prior Issue of Equity Securities – Share Placement

Resolution 6 seeks Shareholder approval so as to refresh the Company's 15% limit under ASX Listing Rule 7.4.

On 20 February 2013 the Company announced that it had issued 4,250,000 Geopacific Shares at 10 cents each raising \$425,000 before costs (**Placement**). The Placement was completed within the Company's 15% placement capacity and was made to professional and sophisticated Investors

Listing Rule 7.1 provides that without Shareholder approval, a company must not issue or agree to issue new equity securities constituting more than 15% of its total issued capital within a 12 month period (excluding any issue of equity securities approved by Shareholders and other various permitted exceptions which are not relevant for current purposes).

Listing Rule 7.4 allows an issue of securities made without the approval of Shareholders to be ratified by Shareholders, in order to refresh the 15% capacity under Listing Rule 7.1, provided at the time the issue was made, the issue was made within the Company's existing 15% capacity under Listing Rule 7.1.

Shareholder approval is therefore now sought pursuant to Listing Rule 7.4 to ratify the issue of placement securities so that the Company refreshes its capacity to issue up to 15% of its issued ordinary capital, if required, in the next 12 months without first requiring Shareholder approval for those future issues.

Listing Rule 7.5 requires that the following information be provided to Shareholders for the purpose of obtaining Shareholder approval pursuant to Listing Rule 7.4:

- (a) the total number of equity securities issued was 4,250,000 Shares;
- (b) the Shares have been issued at an issue price of 10 cents per Share;
- (c) the Shares issued were fully paid ordinary shares which rank equally with the Company's existing fully paid ordinary shares on issue;
- (d) the Shares have been issued to professional and sophisticated investors, none of whom are related parties of the Company;
- (e) the funds raised from the Placement are to be used to fund the exploration and drilling work at the Company's copper-gold prospective projects in Fiji, and to provide working capital; and
- (f) a voting exclusion statement is included in the Notice of Annual General Meeting.

8. Resolution 7 – Approval of 10% Placement Facility

8.1. General

Listing Rule 7.1A enables eligible entities to issue Equity Securities of up to 10% of its issued share capital through placements over a 12 month period after the annual general meeting (**10% Placement Facility**). The 10% Placement Facility is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less, as at the time of the entity's annual general meeting.

The Company is an eligible entity as at the time on this Notice of Meeting and is expected to be an eligible entity as at the time of the Company's annual general meeting. The Company is now seeking shareholder approval by way of a special resolution to have the ability to issue Equity Securities under the 10% Placement Facility throughout the 12 months after the Company's annual general meeting.

The exact number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section 8.2(c) below).

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

8.2. Description of Listing Rule 7.1A

(a) Shareholder approval

The ability to issue Equity Securities under the 10% Placement Facility is subject to shareholder approval by way of a special resolution at an annual general meeting.

(b) Equity Securities

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the Company.

The Company, as at the date of the Notice, has on issue one class of Equity Securities, fully paid ordinary Shares.

(c) Formula for calculating 10% Placement Facility

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

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

A is the number of fully paid shares on issue 12 months before the date of issue or agreement:

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

D is 10%

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

(d) Listing Rule 7.1 and Listing Rule 7.1A

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

At the date of this Notice, the Company has on issue 102,585,827 Shares and therefore has a capacity to issue:

- (i) 15,387,874 Equity Securities under Listing Rule 7.1; and
- (ii) subject to Shareholder approval being sought under Resolution 7, 10,258,582 Equity Securities under Listing Rule 7.1A.

The actual number of Equity Securities that the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the formula prescribed in Listing Rule 7.1A.2 (above).

(e) Minimum Issue Price

The issue price of Equity Securities issued under Listing Rule 7.1A must be not less than 75% of the VWAP of Equity Securities in the same class calculated over the 15 Trading Days immediately before:

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

(f) 10% Placement Period

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A is valid from the date of the annual general meeting at which the approval is obtained and expires on the earlier to occur of:

- (i) the date that is 12 months after the date of the annual general meeting at which the approval is obtained; or
- (ii) the date of the approval by shareholders of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking), or such longer period if allowed by ASX (**10% Placement Period**).

8.3. Listing Rule 7.1A

The effect of Resolution 7 will be to allow the Directors to issue the Equity Securities under Listing Rule 7.1A during the 10% Placement Period without using or in addition to the Company's 15% placement capacity under Listing Rule 7.1. Resolution 7 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

8.4. Specific information required by Listing Rule 7.3A

Pursuant to and in accordance with Listing Rule 7.3A, information is provided in relation to the approval of the 10% Placement Facility as follows:

8.4.1. The Equity Securities will be issued at an issue price of not less than 75% of the VWAP for the Company's Equity Securities over the 15 Trading Days immediately before:

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

8.4.2. If Resolution 7 is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company will be diluted as shown in the below table). There is a risk that:

- (i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Meeting; and
- (ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date or the Equity Securities are issued as part of consideration for the acquisition of a new asset, which may have an effect on the amount of funds raised by the issue of the Equity Securities.

The below table shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable "A" calculated in accordance with the formula in Listing Rule 7.1A(2) as at the date of this Notice.

The table also shows:

- (i) two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
- (ii) two examples of where the issue price of ordinary securities has decreased by 50% and increased by 50% as against the current market price.

Variable "A" in Listing Rule 7.1A.2		Dilution		
		\$0.05 - 50% decrease in issue price	\$0.10 issue price	\$0.15 - 50% increase in issue price
102,585,827 Current Variable A	10% Voting Dilution in shares	10,258,583	10,258,583	10,258,583
	Funds raised	\$ 512,929	\$ 1,025,858	\$ 1,538,787
153,878,740 50% increase in Current Variable A	10% Voting Dilution in shares	15,387,874	15,387,874	15,387,874
	Funds raised	\$ 769,394	\$ 1,538,787	\$ 2,308,181
205,171,654 100% increase in Current Variable A	10% Voting Dilution in shares	20,517,165	20,517,165	20,517,165
	Funds raised	\$ 1,025,858	\$ 2,051,717	\$ 3,077,575

The table has been prepared on the following assumptions:

- (i) The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
- (ii) The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
- (iii) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the Meeting.
- (iv) The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
- (v) The issue of Equity Securities under the 10% Placement Facility consists only of Shares. If the issue of Equity Securities includes Listed Options, it is assumed that those Listed Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.
- (vi) The issue price is \$0.10, being the closing price of the Shares on ASX on 19 April 2013.

8.4.3. The Company will only issue and allot the Equity Securities during the 10% Placement Period. The approval under Resolution 7 for the issue of the Equity Securities will cease to be valid in the event that Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities or Listing Rule 11.2 (disposal of main undertaking).

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

- (i) non-cash consideration for the acquisition of the new resources assets and investments. In such circumstances the Company will provide a valuation of the non-cash consideration as required by Listing Rule 7.1A.3; or

- (ii) cash consideration. In such circumstances, the Company intends to use the funds raised towards the exploration activities at its existing projects and/or for acquisition of new assets or investments (including expenses associated with such acquisition) and general working capital.

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

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

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

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

Further, if the Company is successful in acquiring new resources assets or investments, it is likely that the allottees under the 10% Placement Facility will be the vendors of the new resources assets or investments.

8.4.5. The Company has not previously obtained Shareholder approval under Listing Rule 7.1A.

8.4.6. A voting exclusion statement is included in the Notice. At the date of the Notice, the Company has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the Equity Securities. No existing Shareholder's votes will therefore be excluded under the voting exclusion in the Notice.

9. Resolution 8 – Approval of Issue of Shares pursuant to Proposed Capital Raising

Resolution 8 seeks Shareholder approval for an allotment and issue of up to 50,000,000 Geopacific Shares at an issue price of not less than 80% of the market price for Geopacific Shares calculated over the last five days on which sales in Geopacific Shares are recorded before the day on which the issue is made (**Proposed Capital Raising**).

The purpose of Resolution 8 is to provide the Company with the ability to conduct the Proposed Capital Raising by means of a placement of Company Shares to raise funds for the conduct of further exploration of the Company's Fiji projects, to conduct exploration of the Kou Sa Copper Project in Cambodia, and to provide funds for additional administration and overhead expenses by reason of the increase in the Company's size and scale of operations following the successful takeover of Worldwide Mining Project Limited earlier this year.

At this stage the Company does not know how much capital will be raised but the Company considers that at this stage it requires a minimum of \$1,000,000 and a maximum of \$5,000,000 to conduct further exploration activities over the next 12 months in Fiji and Cambodia.

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

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

Resolution 8, if approved, provides the Company with the ability to conduct the Proposed Capital Raising within 3 months of the Annual General Meeting (or such later date as may be approved by ASX).

If Resolution 8 is not approved or the capital raised pursuant to the Proposed Capital Raising is not considered sufficient by the Board to satisfy proposed exploration activities in Fiji and Cambodia, the Board may consider further capital raising options over the next 12 months.

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

Listing Rule 7.1 provides that a company must not, without prior approval of Shareholders and subject to specified exceptions, issue or agree to issue during any 12 month period any equity securities, or other

securities with rights to conversion to equity (such as an option), if the number of those securities exceeds 15% of the number of securities in the same class on issue at the commencement of that 12 month period.

The effect of Resolution 8 will be to allow the Directors to issue Shares in the Company pursuant to the Proposed Capital Raising during the period of 3 months after the date of the Annual General Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

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

- (a) the maximum number of Shares to be issued is 50,000,000;
- (b) the Shares issued pursuant to Resolution 8 will be issued no later than 3 months after the date of the Annual General Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that allotment will occur on the same date;
- (c) the issue price will be not less than 80% of the average market price for Shares calculated over the 5 days on which the sales in the Shares are recorded before the day on which the issue is made;
- (d) the Directors will determine to whom the Shares will be issued to, but these persons will not be related parties of the Company;
- (e) the Shares issued will be fully paid ordinary shares in the capital of the Company and will rank equally and be issued on the same terms and conditions as the Company's existing Shares;
- (f) the Company intends to use the funds raised from the Proposed Capital Raising to provide funds for the Company's exploration programs, administration expenses and general working capital in the manner described above; and
- (g) a voting exclusion statement is included in the Notice of Annual General Meeting.

This page has been left blank intentionally.

All Correspondence to:

 **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia

Level 7, 207 Kent Street,
Sydney NSW 2000 Australia

 **By Fax:** +61 2 9290 9655

 **Online:** 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 (WST) on Wednesday 29th May 2013.**

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 Chairman of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chairman 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 Chairman of the Meeting will be your proxy. A proxy need not be a security holder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company'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 must 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 must be signed by that person. Please indicate the office held by signing in the appropriate place.

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **10:00am (WST) on Wednesday, 29th May 2013.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged:

 **By Fax** + 61 2 9290 9655

 **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia

 **In Person** Level 7, 207 Kent 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 NL and entitled to attend and vote hereby appoint

☐

Appoint the Chairman of the Meeting (mark box)

OR if you are NOT appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered shareholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held at ROOM 1, THE UNIVERSITY CLUB OF WESTERN AUSTRALIA, HACKETT DRIVE, CRAWLEY WA 6009 on FRIDAY 31ST MAY at 10:00AM (WST) and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

☐

If the Chair of the meeting is appointed as your proxy, or may be appointed by default and you do not wish to direct your proxy how to vote as your proxy in respect of resolution 1, please place a mark in the box. By marking this box, you acknowledge that the Chair of the meeting may exercise your proxy even if he has an interest in the outcome of resolution 1 and that votes cast by the Chair of the meeting for this resolution other than as proxy holder will be disregarded because of that interest. If you do not mark this box, and you have not directed your proxy how to vote, the Chair will not cast your votes on resolution 1 and your votes will not be counted in calculating the required majority if a poll is called on the resolution.

The Chairman of the Meeting intends to vote undirected proxies in favour of each of the items of business.

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*
Ordinary				
Resolution 1	To Adopt the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	To re-elect Mr Charles Bass as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	To re-elect Mr Milan Jerkovic as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	To re-elect Mr Mark Bojanjac as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	To re-elect Mr Ron Heeks as a Managing Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Ratification of Prior Issue of Equity Securities – Share Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Special				
Resolution 7	Approval of 10% Placement Facility	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Ordinary				
Resolution 8	Approval of issue of Geopacific Shares pursuant to Proposed Capital Raising	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 SIGNATURE OF SHAREHOLDERS

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

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name

Contact Daytime Telephone

Date / / 2013