

NOTICE OF AGM AND PROXY FORM

GEOPACIFIC RESOURCES LIMITED

ACN 003 208 393

ASX Code: GPR

info@geopacific.com.au

www.geopacific.com.au

AUSTRALIAN OFFICE

Level 1, 278 Stirling Highway

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DIRECTORS

Chairman: Milan Jerkovic

Managing Director: Ron Heeks

Non-Exec Director: Mark Bojanjac

Non-Exec Director: Russell Fountain

Company Secretary: John Lewis

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 Limited's Notice of Annual General Meeting and Proxy Form.

Copies are also available on the Company's website at:

WWW.geopacific.com.au.

The 2014 Annual General Meeting of the Company will take place at 10:00 am on Friday 30 May at the offices of the Company Level 1, 278 Stirling Highway Claremont, Perth Western Australia.

For and on Behalf of the Board

John Lewis

Company Secretary



GEOPACIFIC

RESOURCES LIMITED

ACN 003 208 393

NOTICE OF ANNUAL GENERAL MEETING

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EXPLANATORY STATEMENT

For the meeting to be held at 10.00am (WST), Friday, 30 May 2014

At Level 1, 278 Stirling Highway Claremont Western Australia



GEOPACIFIC
RESOURCES LIMITED

24 April 2014

Dear Fellow Geopacific Shareholder,

Please find enclosed the Notice of Annual General Meeting for the Shareholders' Meeting to be held at Level 1, 278 Stirling Highway Claremont Western Australia at 10.00am (WST) on Friday, 30 May 2014.

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

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

Yours sincerely

Milan Jerkovic
Chairman

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of Geopacific Resources Limited (**Geopacific** or **Company**) will be convened at 10.00am (WST) on Friday, 30 May 2014 at Level 1, 278 Stirling Highway Claremont Western Australia.

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

AGENDA

ORDINARY BUSINESS

1. Discussion of Financial Statements and Reports

To discuss the Annual Financial Report, the Directors' Report and Auditor's Report for the year ended 31 December 2013.

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

2. Resolution 1 - Adoption of the Remuneration Report

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

"That, for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's Annual Report for the financial year ended 31 December 2013."

Voting Exclusion Statement

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

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

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

3. Resolution 2 - Re-Election of Director – Mr Russell Fountain

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

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

SPECIAL BUSINESS

4. Resolution 3 – Approval of 10% Placement Facility

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

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

Voting Exclusion Statement

The Company will disregard any votes cast on Resolution 3 by any person who may participate in the issue of Equity Securities under the 10% Placement Facility and by any person who might obtain a benefit (except a benefit solely obtained in the capacity of a holder of ordinary securities) if the Resolution is passed, and any person associated with those persons.

However, the Company will not disregard a vote by such a person if:

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

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

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

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

Voting Exclusion Statement

The Company will disregard any votes cast on Resolution 4 by any person who may participate in the Proposed Capital Raising and by any person who might obtain a benefit (except a benefit solely obtained in the capacity of a holder of ordinary securities) if the Resolution is passed, and any person associated with those persons.

However, the Company will not disregard a vote cast by such a person if:

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

6. Resolution 5 – Appointment of Auditor to fill a vacancy

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

“That, for the purpose of Section 327B of the Corporations Act, subject to ASIC approval of the resignation of William Buck as the current auditor of the Company, Somes and Cooke, having been nominated by a Shareholder, being qualified and having consented in writing to act as auditor, be appointed as auditors of the Company with effect from the close of the Annual General Meeting on the terms and conditions in the Explanatory Memorandum..”

GENERAL NOTES

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

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

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

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

The proxy form must be signed by the Shareholder or his or her attorney in accordance with the directions on the proxy form. To be valid the proxy form and the power of attorney or other authority (if any) under which it is signed (or an attested copy) must be received by the Company at the address listed below not later than 48 hours before the time for holding the meeting, that is 10.00am (WST) on Wednesday, 28 May 2014.

The proxy form can be lodged with the Company's share registry, Boardroom Pty Ltd at the following addresses:

In Person Level 7, 207 Kent Street
Sydney NSW 2000

By Mail Boardroom Pty Ltd
GPO Box 3993
Sydney NSW 2001

By Fax +61 2 9290 9655

To be valid the proxy form must be received by no later than 10.00am (WST) on Wednesday, 28 May 2014. Proxy forms received after this date will be invalid.

3. A company wishing to appoint a person to act as its representative at the Meeting must provide the person with:
 - 3.1. a letter or certificate executed in accordance with the Corporations Act authorising that person as the corporate shareholder's representative at the Meeting; or
 - 3.2. a copy of the resolution appointing that person as the corporate shareholder's representative at the Meeting, certified by a secretary or director of the corporate shareholder.
4. Sections 250BB and 250BC of the Corporations Act came into effect 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 Chairman of the Meeting, who must vote the proxies as directed.

Proxy vote if appointment specifies way to vote

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

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

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

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 (WST) on 28 May 2014.

BY ORDER OF THE BOARD



John Lewis
COMPANY SECRETARY

24 April 2014

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

The Corporations Act requires the Annual Financial Report, Directors' Report and the Auditor's Report (**Annual Financial Statements**) to be received and considered at the Annual General Meeting. The Annual Financial Statements for the period ended 31 December 2013 are included in the Company's Annual Report, a copy of which can be accessed on-line at www.geopacific.com.au. Alternatively, a hard copy will be made available on request.

There is no requirement for Shareholders to approve these reports and no vote will be taken on the Annual Financial Statements. However, the Annual Financial Statements will be placed before the Meeting thereby giving Shareholders the opportunity to discuss those documents and to ask questions.

The Company's auditor William Buck Audit (WA) Pty Ltd (**William Buck**) will be attending the Annual General Meeting and will be available to answer any questions relevant to the conduct of the audit and Auditor's Report.

In addition to taking questions at the Meeting, written questions to the Chairman about the management of the Company, or to the Company's auditor about:

- (a) the preparation and content of the Auditor's Report;
- (b) the conduct of the audit;
- (c) accounting policies adopted by the Company in relation to the preparation of the Annual Financial Statements; and
- (d) the independence of the auditor in relation to the conduct of the audit,

may be submitted to the Company no later than 5.00pm (WST) 23 May 2014.

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

In accordance with the requirements of section 250R(2) of the Corporations Act, the Board is submitting its Remuneration Report for the year ended 31 December 2013 to Shareholders for consideration and adoption.

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

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

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

During consideration of this Resolution 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, if 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive annual general meetings, shareholders will be required to vote at the second of those meetings on a resolution that another meeting be held within 90 days (**Spill Meeting**) at which all of the Company's directors who were directors at the time when the resolution to make the Directors' Report was passed (excluding the Managing Director) cease to hold office immediately before the Spill Meeting and may stand for re-election at the Spill Meeting.

The Company's Remuneration Report did not receive an 'against' vote of 25% or more at the Company's previous annual general meeting held on 31 May 2013.

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

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

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

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

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

3. Resolution 2 - Re-Election of Director – Mr Russell Fountain

Resolution 2 seeks approval for the re-election of Mr Russell Fountain as a Director of the Company who is retiring by rotation under Rule 12.3 of the Company's Constitution. Mr Fountain is eligible to seek re-election under Rule 12.3.

Mr Fountain was appointed a Director and the then Chairman of the Company on 23 September, 2005. Mr Fountain is a Sydney-based consulting geologist with 42 years of international experience in all aspects of mineral exploration, project feasibility and mine development. Previous positions include President, Phelps Dodge Exploration Corporation; Exploration Manager, Nord Pacific Ltd and Chief Geologist, CSR Minerals. Mr Fountain has had global responsibility for corporate exploration programs with portfolios targeting copper, gold, nickel and mineral sands.

Mr Fountain has played a key role in the grassroots discovery of mines at Granny Smith (Au in WA), Osborne (Cu-Au in Qld) and Lerokis (Au-Cu in Indonesia) and the development of known prospects into mines at Girilambone (Cu in NSW) and Waihi (Au in NZ). Russell holds a PhD in Geology from the University of Sydney (1973), with a thesis based on his work at the Panguna Mine (Cu-Au in PNG). He worked as a project geologist on the Namosi porphyry copper deposit in Fiji from 1972 to 1976. Mr Fountain is a Fellow of the Australian Institute of Geoscientists, and Non-Executive Chairman of Finders Resources Ltd.

Mr Fountain was Chairman of Finders Resources Limited until 27 August 2013. He held no other directorships of listed companies in the last 3 years.

4. Resolution 3 – Approval of 10% Placement Facility

4.1. General

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

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

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

Resolution 3 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote at the Annual General Meeting (in person, by proxy, by attorney or, in the case of a corporate shareholder, by a corporate representative).

The exact number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section 4.2.3 below).

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

4.2. Description of Listing Rule 7.1A

4.2.1. Shareholder approval

The ability to issue Equity Securities under the 10% Placement Facility is subject to shareholder approval by way of a special resolution at the Annual General Meeting.

4.2.2. Equity Securities

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

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

4.2.3. Formula for calculating 10% Placement Facility

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

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

- A** is the number of fully paid shares on issue 12 months before the date of issue or agreement:
- (i) plus the number of fully paid shares issued in the 12 months under an exception in Listing Rule 7.2;
 - (ii) plus the number of partly paid shares that became fully paid in the 12 months;
 - (iii) plus the number of fully paid shares issued in the 12 months with approval of holders of shares under Listing Rule 7.1 and 7.4. This does not include an issue of fully paid shares under the entity's 15% placement capacity without shareholder approval;
 - (iv) less the number of fully paid shares cancelled in the 12 months. Note that A has the same meaning in Listing Rule 7.1 when calculating an entity's 15% placement capacity.
- D** is 10%
- E** is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of shareholders under Listing Rule 7.1 or 7.4.

4.2.4. Listing Rule 7.1 and Listing Rule 7.1A

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

At the date of this Notice, the Company has on issue 193,670,521 Shares. and has capacity to issue:

- (i) 29,050,578 Equity Securities under Listing Rule 7.1; and
- (ii) subject to Shareholder approval being sought under Resolution 3, 19,367,052 Equity Securities under Listing Rule 7.1A.

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

4.2.5. Minimum Issue Price

The issue price of Equity Securities issued under Listing Rule 7.1A must be not less than 75% of the volume weighted average price of Equity Securities in the same class calculated over the 15 trading days immediately before:

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

4.2.6. Issue Period

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A is valid from the date of the Annual General Meeting until the earlier of:

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

The Company will only issue Equity Securities during the 10% Placement Period.

4.2.7. Dilution risk

If Resolution 3 is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company will be diluted as shown in the below table). There is a risk that:

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

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

The table also shows:

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

Variable "A" in Listing Rule 7.1A.2		Dilution		
		\$0.016 a 50% decrease in issue price	\$0.032 issue price	\$0.048 a 50% increase in issue price
193,670,521 Current Variable A	10% Voting Dilution in shares	19,367,052	19,367,052	19,367,052
	Funds raised	309,873	619,746	929,619
290,505,781 - 50% increase in Current Variable A	10% Voting Dilution in shares	29,050,578	29,050,578	29,050,578
	Funds raised	464,809	929,618	1,394,428
387,341,042 - 100% increase in Current Variable A	10% Voting Dilution in shares	38,734,104	38,734,104	38,734,104
	Funds raised	619,746	1,239,491	1,859,237

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 \$0.032 being the closing price of the Shares on ASX on 17 April 2014.

4.2.8. Purpose of Issue

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

- (i) non-cash consideration for the acquisition of the new 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.

4.2.9. Allocation Policy

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

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

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

Further, if the Company is successful in acquiring new 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.

4.2.10. Previous issues of Equity Securities under Listing Rule 7.1A

The Company previously obtained Shareholder approval under Listing Rule 7.1A at its annual general meeting held on 31 May 2013. In the 12 months preceding this Notice of Annual General Meeting, the Company has issued 91,084,749 Equity Securities which represents approximately 86% of the total number of Equity Securities on issue at the commencement of that 12 month period.

Details of the Equity Securities issued in the 12 month period are outlined in Schedule 1 to this Notice of Meeting.

4.2.11. Voting Exclusion Statement

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

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

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

The purpose of Resolution 4 is to 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.

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

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

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

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

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

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

- (a) the maximum number of Shares to be issued is 50,000,000;
- (b) the Shares issued pursuant to Resolution 4 will be issued no later than 3 months after the date of the Annual General Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that all of the Shares will be issued on the same date;
- (c) the issue price will be not less than 80% of the average market price for Shares calculated over the 5 trading days on which the sales in the Shares are recorded before the day on which the issue is made;
- (d) the Directors will determine to whom the Shares will be issued to, but these persons will not be related parties of the Company;
- (e) the Shares issued will be fully paid ordinary shares in the capital of the Company and will rank equally and be issued on the same terms and conditions as the Company's existing Shares;

- (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
- (b) a voting exclusion statement is included in the Notice of Annual General Meeting.

6. Resolution 5 - Appointment of Auditor to fill a vacancy

William Buck the Company's existing auditor, have applied to the ASIC for its consent to resign as auditor effective from the date of the conclusion of the Annual General Meeting, and notified the Company of its application to ASIC. ASIC must consent to the resignation for it to be effective.

The Board would like to thank William Buck for the manner in which audit services have been delivered during their appointment.

If ASIC consents to the resignation of William Buck as auditor of the Company and that consent takes effect from the conclusion of the Meeting, the Company proposes that that Somes and Cooke be appointed as the Company's new auditor.

Mr John Lewis, being a Shareholder of the Company, has nominated that Somes and Cooke be appointed as auditor. A copy of this nomination is attached as Annexure 1 to this Notice. Pursuant to section 328B(3) of the Corporations Act, a copy of this nomination has been sent to Somes and Cooke and William Buck.

Somes and Cooke have consented in writing to act as the Company's auditor.

If ASIC has not consented to the resignation of William Buck at the date of the Meeting, this Resolution 4 will not be proposed at the Meeting.

If ASIC provides its consent to the resignation of William Buck, and approval is received from Shareholders for the appointment of Somes and Cooke, Somes and Cooke will commence as auditor of the Company from the conclusion of the Annual General Meeting.

The Board of Directors recommends that Shareholders vote 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:

Annual Report	the Company's annual report for the financial year ended 31 December 2013.
ASIC	Australian Securities and Investments Commission.
ASX	ASX Limited or the securities market operated by ASX Limited, as the context requires.
Board	board of Directors.
Chairman	chairman of the Annual General Meeting.
Company or Geopacific	Geopacific Resources Limited ACN 003 208 393
Constitution	constitution of the Company.
Corporations Act	<i>Corporations Act 2001</i> (Cth).
Director	director of the Company.
Directors' Report	the Directors' report contained in the Annual Report.
Equity Securities	has the meaning given to that term in the Listing Rules.
Explanatory Statement	the explanatory statement that accompanies this Notice of Annual General Meeting.
Key Management Personnel	key management personnel of the Company (as defined in section 9 of the Corporations Act).
Meeting or Annual General Meeting	the annual general meeting convened by this Notice of Annual General Meeting.
Notice, Notice of Annual General Meeting or Notice of Meeting	this notice of Annual General Meeting.
Listing Rules or ASX Listing Rules	official listing rules of the ASX.
Option	option to subscribe for a Share.
Remuneration Report	the report contained in the Directors' Report dealing with the remuneration of the Key Management Personnel for the year ended 31 December 2013.
Resolution	a Resolution contained in this Notice of Annual General meeting.
Share	fully paid ordinary share in the capital of the Company.
Shareholder	holder of a Share in the Company.
WST	Australian Western Standard Time.

Annexure 1

Nomination of Auditor

The Board of Directors
Geopacific Resources Limited
Level 1, 278 Stirling Highway
Claremont WA 6010

Dear Sirs

NOMINATION OF AUDITOR

I, John Lewis, being a shareholder of Geopacific Resources Limited (ACN 003 208 393) (**Company**), hereby nominate pursuant to section 328B of the *Corporations Act 2001* (Cth), Simes and Cooke of 1304 Hay St, West Perth WA 6005 for appointment as auditor of the Company at the next Annual General Meeting of the Company or any adjournment thereof.

Yours faithfully

A handwritten signature in black ink, appearing to read 'John Lewis', with a stylized, cursive script.

John Lewis

SCHEDULE 1

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

Date	Number	Type	Terms	Allottees	Issue Price	Discount to market price	Funds raised	Funds used	Use of funds (and intended use for remaining funds, if any)
18/12/2013	470,000	Shares	Shares to rank equally with existing listed ordinary shares	Sophisticated and professional investors – placement of shortfall under non-renounceable entitlement offer announced on 9/9/13	\$0.05	Nil	\$23,500	All	Advance development activities at the Kou Sa Project and the Company's Fiji projects as well as general working capital
30/10/2013	14,500,000	Shares	Shares to rank equally with existing listed ordinary shares	Sophisticated and professional investors – placement of shortfall under non-renounceable entitlement offer announced on 9/9/13	\$0.05	\$0.003	\$725,000	All	Advance development activities at the Kou Sa Project and the Company's Fiji projects as well as general working capital
25/10/2013	51,679,600	Shares	Shares to rank equally with existing listed ordinary shares	Resource Capital Fund VI LP	\$0.05	\$0.003	\$2,583,980	1,500,000	Advance development activities at the Kou Sa Project and the Company's Fiji projects as well as general working capital
16/10/2013	8,704,644	Shares	Shares to rank equally with existing listed ordinary shares	Subscribers under the non-renounceable entitlement offer announced on 9/9/13	\$0.05	\$0.003	\$435,232	All	Advance development activities at the Kou Sa Project and the Company's Fiji projects as well as general working capital
9/10/2013	1,123,166	Shares	Shares to rank equally with existing listed ordinary shares	Unlisted convertible note holders upon conversion	\$0.045	\$0.008	\$50,542.47	All	General working capital
27/09/2013	10,699,765	Shares	Shares to rank equally with existing listed ordinary shares	Resource Capital Fund VI LP	\$0.05	\$0.003	\$534,988.25	All	To provide exploration funding particularly for the Kou Sa Project in Cambodia and additional working capital
12/8/2013	3,907,519	Shares	Shares to rank equally with existing listed ordinary shares	Unlisted convertible note holders upon conversion	\$0.045	\$0.003	\$175,838.36	All	General working capital
7/8/2013	55	Unlisted Convertible Notes	Face value of \$5,000, a coupon rate of 12% payable at maturity for a term of 12 months after	Sophisticated investors	\$5,000 per note	-	\$275,000	All	General working capital

GEOPACIFIC RESOURCES LIMITED

ACN 003 208 393

Date	Number	Type	Terms	Allottees	Issue Price	Discount to market price	Funds raised	Funds used	Use of funds (and intended use for remaining funds, if any)
			entering the agreement. Convertible into ordinary shares at \$0.045 per share or \$0.05 per share if the notes are converted after the finalisation of the a placement agreement with Resource Capital Fund VI LP.						

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 28 May 2014.**

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a security holder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

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

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

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

Proxy which is a Body Corporate

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

STEP 3 SIGN THE FORM

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

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

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

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

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

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **10:00am (WST) on Wednesday 28 May 2014.** 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:

📠 **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 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 shareholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held at the **Level 1, 278 Stirling Highway, Claremont Western Australia on Friday 30 May 2014 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 vote on Resolution 1 and your votes will not be counted in calculating the required majority if a poll is called on the resolution.

The Chair 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.

Ordinary Business

Resolution 1 To Adopt the Remuneration Report

For	Against	Abstain*
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Resolution 2 To Re-elect Mr Russell Fountain as a Director

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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Resolution 3 To Approve 10% Placement Facility (Special Resolution)

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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Special Business

Resolution 4 To Approve Issue of Geopacific shares pursuant to Proposed Capital Raising

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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Resolution 5 To Approve Appointment of Auditor

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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STEP 3 SIGNATURE OF SHAREHOLDERS

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

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name

Contact Daytime Telephone

Date / / 2014