
NOTICE OF 2009 ANNUAL GENERAL MEETING

Notice is given that the 2009 Annual General Meeting of shareholders of Geopacific Resources NL (or 'the Company') will be held as follows:

Time: 11.00 am

Date: Tuesday, 12 May 2009

Place: 556 Crown Street, Surry Hills NSW 2010 Australia

This notice should be read in conjunction with the accompanying Explanatory Statement.

This notice is accompanied by a proxy form for those shareholders wishing to vote by proxy. Please follow the instructions at the end of the proxy form carefully.

ORDINARY BUSINESS

Resolution 1 Receive Financial Report

To consider and, if thought fit, to pass the following ordinary resolution:

"That the Company's Financial Report for the financial year ended 31 December 2008 together with the related Directors' and Auditor's reports be received."

Resolution 2 Election of Director – Mr Willie A Brook

To consider and, if thought fit, to pass the following ordinary resolution:

"That Mr Willie A Brook, a Director retiring in accordance with the Company's Constitution and being eligible for re-election, be re-elected a Director of the Company."

Resolution 3 Adoption of Remuneration Report

To consider and, if thought fit, to pass the following ordinary resolution:

"That the Company's Remuneration Report for the financial year ended 31 December 2008 be received, approved and adopted."

OTHER BUSINESS

To transact any other business which may be properly brought before the meeting.

Dated: 9 April 2009

By order of the Board



Grahame Clegg
Company Secretary

EXPLANATORY STATEMENT (continued)

This Explanatory Statement sets out information in connection with the business to be considered at the 2009 Annual General Meeting of Geopacific Resources NL ('the Company').

ORDINARY BUSINESS

The following items of ordinary business will be considered at the meeting.

Resolution 1 Adoption of Financial Report

This item of business relates to the receipt and adoption of the Company's Financial Report for the year ended 31 December 2008 together with the related Directors' and Auditor's Reports.

Resolution 2 Election of Director – Mr Willie A Brook

Mr Willie A Brook was appointed as a Director of the Company on 15 December 1986. Under the Company's Constitution, Mr Brook retires by rotation, and being eligible, wishes to stand for re-election.

Resolution 3 Adoption of Remuneration Report

The Corporate Law Economic Reform Programme (Audit Reform and Corporate Disclosure Act 2004 (Cth)) (CLERP 9) requires that a resolution be put to the members to adopt the Remuneration Report as disclosed in the Directors' Report. The vote on this resolution is advisory only and non-binding. The resolution gives the members the opportunity to ask questions or make comments concerning the Remuneration Report during the meeting.

FORM OF PROXY FOR 2009 ANNUAL GENERAL MEETING

I/We, _____
(Name of Shareholder)

Of _____
(Address of Shareholder)

being a shareholder of Geopacific Resources NL hereby appoint:

(Name of Proxy)

(Address of Proxy)

or, failing him/her, **the Chairman of the Meeting** as my/our proxy to attend and vote for me/us and in my/our name at the Annual General Meeting of Geopacific Resources NL to be held on Tuesday 12 May 2009 and at any adjournment of that meeting.

Each shareholder should see overleaf for information concerning how to vote by proxy or appoint a corporate representative.

If you do not wish at all to direct your proxy how to vote, please place a mark in this box.

By marking this box, you acknowledge that, if the Chairman is your proxy, the Chairman may exercise your proxy even if he has an interest in the outcome of the resolution and votes cast by him 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 Chairman will not cast your votes on the resolution and your votes will not be counted in calculating the required majority of a poll is called on the resolution.

The Chairman of the meeting intends to vote undirected proxies in favour of all resolutions set out in the Notice of Meeting.

RESOLUTIONS

Resolutions

	For	Against	Abstain
1 Adoption of Financial Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Election of Director – Willie A Brook	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signature of Member:

Execution by Corporate Member

Director/Secretary

Director

Date: _____

VOTING BY PROXY AND APPOINTMENT OF A CORPORATE REPRESENTATIVE

1. A shareholder entitled to attend and vote is entitled to appoint not more than two proxies. Where two proxies are appointed, each proxy must be appointed to represent a specific proportion of the shareholder's voting rights.
2. A proxy need not be a shareholder of the Company. A shareholder may appoint as its proxy the "Chairman of the Meeting".
3. A proxy given by a corporation must be executed under seal or under the hand of a duly authorised officer or attorney. Either of the joint holders of a share may sign the proxy form.
4. To be effective, the proxy form and the power of attorney or other authority (if any) under which each is signed (or a copy of that power or authority certified in a manner acceptable to the Directors of the Company) must be received at least 48 hours prior either to the meeting (i.e. not later than 5.30 pm on 8 May 2009), or to any adjourned meeting, at the Company's Share Registrars being:

Registries Limited

Facsimile: 02 9279 0664

Mail: PO Box R67, Royal Exchange, NSW 1223

Delivery Address: Level 2, 28 Margaret Street, Sydney NSW 2000

5. Additional proxy forms will be supplied on request.
6. A body corporate may appoint a representative to attend, vote at and otherwise act for it at the meeting in accordance with the Corporations Act 2001.