



20 November 2009

The Company Announcements Office
Australian Stock Exchange Limited
Exchange Centre, Level 6, 20 Bridge Street
SYDNEY
NSW 2000

SHARE RIGHTS ISSUE

The directors have decided make a 1 for 1 rights issue to shareholders at a price of 3 cents per share with one free option for every two new shares. This is a \$0.06 option which will become due in two years to coincide with expected additional capital requirements. Two parties have agreed to underwrite a combined maximum amount of \$1,000,000 or 33,333,333 rights shares.

A copy of the letter to shareholders has been released as a separate announcement.

An application for listing (Appendix 3B) is attached for the maximum number of shares which may be issued pursuant to the Rights Issue. A final Appendix 3B will be issued once final allotments are known.

Yours faithfully
Geopacific Resources NL

A handwritten signature in black ink, appearing to read "G. Clegg".

Grahame Clegg
Company Secretary

Appendix 3B - Rights Issue **Geopacific Resources NL**
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Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003, 24/10/2005.

Name of entity

Geopacific Resources NL

ABN

ACN 003 208 393

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

- | | |
|--|--|
| 1 +Class of +securities issued or to be issued | Shares to be issued pursuant to a share rights issue. |
| 2 Number of +securities issued or to be issued (if known) or maximum number which may be issued | Maximum issue of:
- 72,472,657 ordinary shares
- 36,236,328 options expiring 16 December 2011 exercise price \$0.06 |
| 3 Principal terms of the +securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | Shares issued at 3 cents per share.
Options issued free. |

<p>4 Do the ⁺securities rank equally in all respects from the date of allotment with an existing ⁺class of quoted ⁺securities? If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 	<p>Ordinary shares – Yes Options – shares allotted on exercise of options will rank equally from the date of allotment.</p>	
<p>5 Issue price or consideration</p>	<p>\$0.03</p>	
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>Working capital.</p>	
<p>7 Dates of entering ⁺securities into uncertificated holdings or despatch of certificates</p>	<p>23 December 2009</p>	
<p>8 Number and ⁺class of all ⁺securities quoted on ASX (including the securities in clause 2 if applicable)</p>	<p>Number</p>	<p>⁺Class</p>
	<p>144,945,314</p>	<p>Ordinary</p>
	<p>Number</p>	<p>⁺Class</p>

9	Number and ⁺ class of all ⁺ securities not quoted on ASX (including the securities in clause 2 if applicable)	500,000	Options	
		36,236,328	expiry	exercise price
		500,000	08.05.11	20 cents
		500,000	16.12.11	6 cents
		3,000,000	08.05.12	25 cents
		200,000	08.05.13	30 cents
		200,000	01.08.13	10 cents
		4,000,000	01.11.09	50 cents
			01.11.09	70 cents
		1,000,000	expiry date of five years after the defining on Faddy's Gold Deposit of a JORC compliant ore reserve of over 200,000 ounces of contained gold exercise price 50 cents	
	expiry date of ten years after the defining on Faddy's Gold Deposit of a JORC compliant ore reserve of over 1,000,000 ounces of contained gold exercise price \$1.00			

10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	N/A
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Part 2 - Bonus issue or pro rata issue

11	Is security holder approval required?	Questions 11 to 33 are not applicable
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Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

- 34 Type of securities (tick one)
- (a) Securities described in Part 1
- (b) All other securities
- Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or

documents

- 35 If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders
- 36 If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories
1 - 1,000
1,001 - 5,000
5,001 - 10,000
10,001 - 100,000
100,001 and over
- 37 A copy of any trust deed for the additional +securities

Entities that have ticked box 34(b)

- 38 Number of securities for which +quotation is sought
- 39 Class of +securities for which quotation is sought
- 40 Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?

If the additional securities do not rank equally, please state:
 - the date from which they do
 - the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
 - the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment
- 41 Reason for request for quotation now

Example: In the case of restricted securities, end of restriction period

(if issued upon conversion of another security, clearly identify that other security)

42 Number and +class of all +securities quoted on ASX (including the securities in clause 38)

Number	+Class

Quotation agreement

1 +Quotation of our additional +securities is in ASX’s absolute discretion. ASX may quote the +securities on any conditions it decides.

2 We warrant the following to ASX.


- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4 We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here:  Date: ..20-11-2009
 (Company secretary)

Print name: ...Grahame Clegg.....

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