

GEOPACIFIC RESOURCES NL

ACN 003 208 393

NON-RENOUNCEABLE RIGHTS ISSUE OFFER DOCUMENT

For a non-renounceable pro-rata offer to Eligible Shareholders of up to 60,000,000 New Shares at an issue price of AUD\$0.05 per New Share on the basis of ten (10) New Shares for every seventeen (17) Existing Shares to raise up to AUD\$3 million before issue costs

LEAD MANAGER

Patersons Securities Limited
ACN 008 896 311

Important Notice

If you are an Eligible Shareholder, this is an important document that requires your immediate attention.

This Offer Document is not a prospectus and it does not contain all of the information that an investor may require in order to make an informed decision regarding the New Shares offered.

This Offer Document should be read in its entirety before deciding whether to apply for the New Shares. If after reading this Offer Document you have any questions about the New Shares being offered under this Offer Document, then you should consult your professional adviser.

The New Shares offered by this Offer Document should be considered speculative.

This document is not for publication or distribution, directly or indirectly, in or into the United States of America (including its territories and possessions, any state of the US and the District of Columbia). This document is not an offer of securities for sale into the United States or to, or for the account or benefit of, US Persons. The securities referred to herein have not been and will not be registered under the US Securities Act of 1933, as amended, and may not be offered or sold in the United States or to, or for the account or benefit of, US Persons. No public offering of securities is being made in the United States.

Important Notes

This Offer Document is dated 9 September 2013. The information contained in this Offer Document is important and should be read in its entirety prior to making an investment decision. If you do not fully understand this Offer Document or are in any doubt as to how to deal with it, you should consult your professional adviser. In particular, it is important that you consider the risk factors (see **section 6** of this Offer Document) that could affect the performance of the Company before making an investment decision.

This Offer Document has been prepared in accordance with section 708AA of the Corporations Act as modified by ASIC Class Order 08/35. In broad terms, section 708AA of the Corporations Act relates to rights issues by certain entities that do not require the provision of a prospectus or other offer document. Accordingly, this Offer Document does not contain all of the information which a prospective investor may require to make an investment decision and it does not contain all of the information which would otherwise be required under Australian law or any other law to be disclosed in a prospectus. Eligible Shareholders should rely on their own knowledge of the Company, refer to disclosures made by the Company to ASX and consult their professional advisers before deciding whether to accept the Offer. Announcements made by the Company to ASX are available from the ASX website www.asx.com.au. The information in this Offer Document does not constitute a securities recommendation or financial product advice.

Before applying for New Shares you should consider whether such an investment, and the information contained in this Offer Document, is appropriate to your particular needs, and considering your individual risk profile for speculative investments, investment objectives and individual financial circumstances. You should consult your professional adviser without delay.

By returning an Application Form or lodging an Application Form with your stockbroker or otherwise arranging for payment for your New Shares through BPAY® in accordance with the instructions on the Application Form, you acknowledge that you have received and read this Offer Document, you have acted in accordance with the terms of the Offer detailed in this Offer Document and you agree to all of the terms and conditions as detailed in this Offer Document.

Offering Restrictions

This Offer Document does not, and is not intended to, constitute an offer in any place or jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer or issue this offer Document. The Offer is not being extended, and Shares will not be issued, to Shareholders with a registered address which is outside Australia, New Zealand, Singapore, the United Kingdom, Hong Kong, Canada (British Columbia, Ontario and Quebec provinces) and Indonesia.

Future performance and forward looking statements

Neither the Company nor any other person warrants or guarantees the future performance of the New Shares or any return on any investment made pursuant to the Offer. Investors should note that past share price performance of the Company provides no guidance to its future share price performance.

The forward looking statements in this Offer Document are based on the Company's current expectations about future events. They are, however, subject to known and unknown risks, uncertainties and assumptions, many of which are outside the control of the Company and its Directors that could cause actual results, performance or achievements to differ materially from future results, performance or achievements expressed or implied by the forward looking statements in this Offer Document. Investors should specifically refer to the "Key Risks" in **section 6** of this Offer Document. That section refers to some but not all of the matters that may cause actual results to differ from the position stated in any forward looking statement in this Offer Document.

Disclaimer

This Offer Document has been prepared by the Company. No party other than the Company has authorised or caused the issue of this Offer Document or takes responsibility for, or makes any statements, representations or undertakings in, this Offer Document.

Patersons Securities Limited and Allion Legal have each provided, and not withdrawn, their respective consent to be named in this Offer Document in the form and context in which they are named.

In particular, Patersons Securities Limited (as Lead Manager) and Allion Legal (as legal adviser), and their respective related bodies corporate, directors, employees, representatives or agents:

- have not, authorised, permitted or caused the issue, lodgement, submission, dispatch or provision of this document;
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- do not make, or purport to make, any statement in this document, and there is no statement in this document which is based on any statement by them; and
- to the maximum extent permitted by law, expressly disclaims all liability in respect of, makes no representations regarding, and takes no responsibility for, any part of this document.

Neither ASX nor ASIC takes any responsibility for the contents of this Offer Document.

No person is authorised to give information or to make any representation in connection with this Offer Document which is not contained in the Offer Document. Any information or representation not so contained may not be relied on as having been authorised by the Company in connection with this Offer Document.

Privacy

The Company and the Share Registry have already collected certain personal information from you as a Shareholder. If you complete an Application Form, you will be providing personal information to the Company (directly or by the Share Registry). The Company collects, holds and will use that information to assess your application, service your needs as a Shareholder, facilitate distribution payments and corporate communications to you as a Shareholder and carry out administration. The information may also be used from time to time and disclosed to persons inspecting the register, bidders for your securities in the context of takeovers, regulatory bodies, including the Australian Taxation Office, authorised securities brokers, print service providers, mail houses and the Share Registry.

You can access, correct and update the personal information that we hold about you. Please contact the Company or Share Registry if you wish to do so at the relevant contact numbers set out in this Offer Document.

Collection, maintenance and disclosure of certain personal information is governed by legislation including the *Privacy Act 1988* (Cth) (as amended), the Corporations Act and certain rules such as the ASX Settlement Operating Rules. You should note that if you do not provide the information required on the Application Form, the Company may not be able to accept or process your Application.

Governing Law

This Offer Document and the contracts formed on acceptance of the Application Forms are governed by the laws applicable in Western Australia. Each applicant for New Shares submits to the non-exclusive jurisdiction of the courts of Western Australia.

Enquiries

If, after reading this document, you have any questions about the Offer, please consult your legal, financial, taxation or other professional adviser. Shareholders may also contact John Lewis, Company Secretary between 9.00am and 5.00pm WST on business days by calling 08 6143 1823 from within Australia or + 61 8 9143 1823 from outside Australia.

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1 CHAIRMAN'S LETTER

9 September 2013

Dear Shareholder,

On behalf of the Board of Geopacific Resources NL ("**GPR**"), I am pleased to invite you to participate in this Rights Issue that will allow you to subscribe for new additional Shares in your company and provide the Company with funding to pursue its exploration goals.

The Rights Issue, which is expected to raise AUD\$3.0 million (before issue costs) and result in the issue of 60,000,000 New Shares in the Company, is part of an approximately AUD\$6.3 million Funding Package announced by the Company on 7 August 2013. Included in the Funding Package is a USD\$3.0 million Placement of Shares ("**Placement**") at AUD\$0.05 cents per Share with Resource Capital Funds ("**RCF**" or "**Funds**"). The Placement is subject to a number of conditions including the successful raising of AUD\$3.0 million under the Rights Issue.

RCF are private equity funds with mandates to make investments exclusively in the mining sector across a diversified range of hard mineral commodities and geographic regions. The Funds are managed by RCF Management L.L.C. which has its principal office in Denver and additional offices in Perth, New York (Long Island) and Toronto. Since inception, RCF has supported 114 mining companies (and several mining-services companies) involving projects located in 39 countries and relating to 28 commodities.

RCF is currently investing its sixth fund, Resource Capital Fund VI L.P., with committed capital of \$2.04 billion and currently manages approximately US\$1.4 billion of assets (as of March 31, 2013) through its three other active private equity funds, Resource Capital Fund V L.P., Resource Capital Fund IV L.P. and Resource Capital Fund III L.P. The Fund's committed capital is sourced primarily from US-based institutional investors.

Company Update

As you will be aware your Company has successfully undertaken a takeover of Worldwide Mining Projects Ltd in March 2013. As a result of the takeover the Company's flagship Kou Sa Project in Cambodia was added to the Company's exploration portfolio. The Company now has access to what it believes are very promising porphyry copper gold exploration projects in both Cambodia and Fiji and we remain focused on the goal of developing these projects.

Exploration at Kou Sa so far has provided very encouraging sampling results that suggest the Kou Sa Project contains a contiguous 18km long zone of copper anomalism whilst the recent soil geochemistry programme at the Company's Sabeto Porphyry Project in Fiji indicates the potential for that project to host economic porphyry related mineralisation.

Use of Funds

Together the Rights Issue and Placement are expected to raise approximately AUD\$6.3 million (before costs). Funds raised are to be used to advance development activities at the Kou Sa Project and the Company's Fiji projects as well as to address the Company's working capital requirements.

Terms of the Offer

The Company is undertaking a non-renounceable rights issue on the basis of ten (10) New Shares for every seventeen (17) Existing Shares held at the issue price of AUD\$0.05 per New Share (the same price as the Placement) to raise AUD\$3 million before issue costs. The Offer will not be underwritten. This Offer Document outlines the details of the Offer. New Shares will rank equally from allotment with Existing Shares in all respects.

Importantly, Eligible Shareholders will also be able to apply for Shares in excess of their entitlement. There is, however, no guarantee of the number of Shares (if any) that will be available

for Eligible Shareholders to take up in addition to their entitlement under the Rights Issue. The Directors reserve the right to satisfy applications for Shares in excess of a Shareholder's entitlement at their sole discretion.

If you have any queries about the Offer, please do not hesitate to contact the Company at any time between 9.00am and 5.00pm (WST) during the Offer period. Refer to **section 3.16** of this Offer Document for the relevant contact details.

On behalf of the board of the Company, I encourage you to consider this investment opportunity and thank you for your continuing support.

A handwritten signature in black ink, appearing to read "Milan Jerkovic". The signature is written in a cursive style with a large, sweeping loop at the bottom left.

Milan Jerkovic
Chairman

2 INDICATIVE TIMETABLE

Event	Date
Announcement of Offer	6 September 2013
Offer Document, Appendix 3B and Section 708AA cleansing notice released to ASX	9 September 2013
“Ex” Date and Rights trading commences	11 September 2013
Record Date to determine Entitlement to New Shares	17 September 2013
Despatch of Offer Document and Application Form and announcement that despatch completed	18 September 2013
Offer opens for receipt of Applications	18 September 2013
Closing Date for Applications and payment in full (by 5.00pm ADEPT)	7 October 2013
ASX notified of under subscriptions	10 October 2013
Despatch date of holding statements	15 October 2013
Trading commences for New Shares on a normal basis	16 October 2013

These dates are indicative only and subject to change. The Company, in conjunction with the Lead Manager, reserves the right, subject to the Corporations Act and the ASX Listing Rules, to vary the above dates.

3 SUMMARY OF THE OFFER

3.1 The Offer

The Company is offering Eligible Shareholders the opportunity to participate in a renounceable rights issue of New Shares on the basis of ten (10) New Shares for every seventeen (17) Existing Shares held on the Record Date, being 5.00 pm EST on 17 September 2013, at an issue price of AUD\$0.05 per New Share.

The number of New Shares to which you are entitled (your “**Entitlement**”) is shown on the accompanying Application Form.

Certain terms and abbreviations in this Offer Document are defined in the glossary of terms in **section 8**.

3.2 No Minimum Subscription

There is no minimum subscription for the Offer.

The full subscription in relation to this Offer is AUD\$3.0 million (before the costs of the Offer).

3.3 Underwriting of the Offer

The Offer will not be underwritten. Patersons Securities Limited has been appointed as the lead manager for the Rights Issue under the Lead Manager Mandate.

Further details of the Lead Manager Mandate are set out in **section 7.7** of this Offer Document.

3.4 Effect of the Offer on the Control of the Company

The Company has lodged with ASX a notice in accordance with section 708AA of the Corporations Act which sets out, among other things, the effect of the Offer on the control of the Company. This notice may be viewed on the websites of the Company and ASX.

If all Eligible Shareholders take up their Entitlements in full, the Offer will not diminish the percentage shareholding and voting power of each Eligible Shareholder (assuming no further issue of securities by the Company). If some Eligible Shareholders do not take up their Entitlement in full, then their percentage shareholding and voting power in the Company will be diluted.

The percentage shareholding and voting power of Non-Qualifying Foreign Shareholders not eligible to participate in the Offer will also be diluted by New Shares issued under the Offer.

The Company currently has 106,493,346 shares on issue. The Rights Issue contemplates that up to 60,000,000 New Shares will be issued in order to raise up to AUD\$3.0 million.

Based on the holdings of Shareholders as set out in the Company’s Share Register at the date of this Offer Document, no Shareholder following a take up of their Rights should increase their shareholding to more than 20% of the Company’s issued capital.

The Company and Resource Capital Fund VI L.P. have also entered into an agreement dated 15 August 2013 to provide to the Company an equity placement of USD\$3.0 million. As noted above, the Rights Issue and this Placement together form the Funding Package.

The Placement is subject to a number of conditions, including the successful raising of AUD\$3.0 million by way of the Rights Issue, a change in company type from a public no liability company to a public company limited by shares and the obtaining of all authorisations and approvals (including shareholder approval) required for the Placement. If the Company does not successfully raise AUD\$3.0 million by way of the Rights Issue then Resource Capital Fund VI L.P. may elect not to proceed with the Placement.

However, assuming the full subscription is met under the Rights Issue and the USD\$3.0 Million Placement to RCF is subsequently made (at a \$USD/AUD spot exchange rate of 0.9/1.0), current

Shareholders will be diluted and RCF will acquire approximately 28% of the issued shares of the Company. As a result, RCF may be able to influence any voting required on the financial and operating policies of the Company.

The Company has issued a Notice of Meeting convening a General Meeting of Shareholders to, among other things, approve pursuant to item 7 of section 611 of the *Corporations Act 2011*, the issue of the Placement shares to RCF. Further details on the effect on change of control from the Placement are detailed in that notice. This notice may also be viewed on the websites of the Company and ASX.

3.5 Entitlement to participate in the Offer

Eligible Shareholders who are on the Company's Share Register at 5.00 pm EST on the Record Date are eligible to participate in the Offer.

An Application Form setting out your Entitlement to New Shares accompanies this Offer Document.

3.6 Acceptances

This Offer may be accepted in whole or in part prior to 5.00pm ADEPT on 7 October 2013 subject to the rights of the Company to extend the Offer period or close the Offer early.

Instructions for accepting your Entitlement are set out in **section 4** and on the Application Form which accompanies this Offer Document.

3.7 No Rights trading

The Offer is non-renounceable. This means that your Right to subscribe for New Shares under this Offer Document is not transferable and there will be no trading of Rights on the ASX. If you choose not to take up your Rights, you will receive no benefit and your shareholding in the Company will be diluted as a result.

3.8 Applying for Additional New Shares

Eligible Shareholders may, in addition to their Entitlement, apply for additional New Shares regardless of the size of their present holding.

Any Entitlements not taken up may become available as Additional New Shares which may be placed by the Company in conjunction with the Lead Manager in accordance with the Lead Manager Mandate. It is possible that there will be few or no Additional New Shares available for issue, depending on the level of take up of Entitlements by Shareholders. There is also no guarantee that in the event Additional New Shares are available for issue, they will be allocated to all or any of the Eligible Shareholders who have applied for them.

It is an express term of the Offer that applicants for Additional New Shares will be bound to accept a lesser number of Additional New Shares allocated to them than applied for, if so allocated. If a lesser number of Additional New Shares is allocated to them than applied for, excess Application Money will be refunded without interest. The Company reserves the right to scale back any applications for Additional New Shares, in consultation with the Lead Manager, in its absolute discretion.

3.9 Placement of Shortfall

A Shortfall will arise if the Applications received for New Shares under the Offer are less than the total number of New Shares offered.

The Directors reserve the right, subject to the requirements of the Listing Rules and the Corporations Act, to place any Shortfall Shares in conjunction with the Lead Manager within 3 months after the Closing Date. Shortfall Shares will be issued at a price not less than the issue price of New Shares under the Issue.

3.10 Allotment and Application Money

New Shares will be issued only after all Application Money has been received and ASX has granted permission for the New Shares to be quoted. It is expected that New Shares will be issued no later than 15 October 2013 and normal trading of the New Shares on ASX is expected to commence on 16 October 2013.

All Application Money received before New Shares are issued will be held in a special purpose account. After Application Money is refunded (if required) and New Shares are issued to Applicants, the balance of funds in the account plus accrued interest will be received by the Company.

3.11 Rights and Liabilities attaching to the New Shares

The New Shares will rank equally in respect of dividends and in all other respects (e.g. voting, bonus issues) as Existing Shares.

3.12 ASX Quotation

Application for admission of the New Shares to official quotation on ASX will be made.

Subject to the approval being granted by ASX, it is expected that quotation and trading of New Shares issued under the Offer will commence on a deferred settlement basis on 8 October 2013.

The fact that ASX may agree to grant official quotation of the New Shares is not to be taken in any way as an indication of the merits of the Company or the New Shares.

3.13 Issue Outside Australia

This Offer Document and accompanying Application Form do not, and are not intended to constitute an offer in any place in which, or to any person whom, it would not be lawful to make such an offer. The New Shares may not be offered or sold in any country outside Australia except to the extent permitted below.

New Zealand

The New Shares are not being offered or sold to the public within New Zealand other than to existing shareholders of the Company with registered addresses in New Zealand to whom the offer of New Shares is being made in reliance on the Securities Act (Overseas Companies) Exemption Notice 2002 (New Zealand). Members of the public in New Zealand who are not existing Shareholders on the Record Date are not entitled to apply for any Shares.

This document has not been registered, filed with or approved by any New Zealand regulatory authority under the Securities Act 1978 (New Zealand). This document is not an investment statement or prospectus under New Zealand law and is not required to, and may not, contain all the information that an investment statement or prospectus under New Zealand law is required to contain.

Singapore

This document and any other materials relating to the Offer and the New Shares have not been, and will not be, lodged or registered as a prospectus in Singapore with the Monetary Authority of Singapore. Accordingly, this document and any other document or materials in connection with the offer or sale, or invitation for subscription or purchase, of the New Shares, may not be issued, circulated or distributed, nor may the New Shares be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore except pursuant to and in accordance with exemptions in Subdivision (4) Division 1, Part XIII of the Securities and Futures Act, Chapter 289 of Singapore (the "SFA"), or as otherwise pursuant to, and in accordance with the conditions of any other applicable provisions of the SFA.

This document has been given to you on the basis that you are (i) an existing holder of the Company's shares, (ii) an "institutional investor" (as defined in the SFA) or (iii) a "relevant person" (as defined in section 275(2) of the SFA). In the event that you are not an investor falling within

any of the categories set out above, please return this document immediately. You may not forward or circulate this document to any other person in Singapore.

Any offer is not made to you with a view to the New Shares being subsequently offered for sale to any other party. There are on-sale restrictions in Singapore that may be applicable to investors who acquire New Shares. As such, investors are advised to acquaint themselves with the SFA provisions relating to resale restrictions in Singapore and comply accordingly.

United Kingdom

Neither the information in this document nor any other document relating to the Offer has been delivered for approval to the Financial Control Authority in the United Kingdom and no prospectus (within the meaning of section 85 of the Financial Services and Markets Act 2000, as amended ("FSMA")) has been published or is intended to be published in respect of the Offer or the New Shares. This document is issued on a confidential basis to "qualified investors" (within the meaning of section 86(7) of FSMA) in the United Kingdom, and these securities may not be offered or sold in the United Kingdom by means of this document, any accompanying letter or any other document, except in circumstances which do not require the publication of a prospectus pursuant to section 86(1) FSMA. This document should not be distributed, published or reproduced, in whole or in part, nor may its contents be disclosed by recipients to any other person in the United Kingdom.

Any invitation or inducement to engage in investment activity (within the meaning of section 21 of FSMA) received in connection with the issue or sale of the New Shares has only been communicated or caused to be communicated and will only be communicated or caused to be communicated in the United Kingdom in circumstances in which section 21(1) of FSMA does not apply to the Company.

In the United Kingdom, this document is being distributed only to, and is directed at, persons (i) who have professional experience in matters relating to investments falling within Article 19(5) (investment professionals) of the Financial Services and Markets Act 2000 (Financial Promotions) Order 2005 ("FPO"), (ii) who fall within the categories of persons referred to in Article 49(2)(a) to (d) (high net worth companies, unincorporated associations, etc.) of the FPO or (iii) to whom it may otherwise be lawfully communicated (together "relevant persons"). The investments to which this document relates are available only to, and any invitation, offer or agreement to purchase will be engaged in only with, relevant persons. Any person who is not a relevant person should not act or rely on this document or any of its contents.

Hong Kong

This document has not been, and will not be, registered as a prospectus under the Companies Ordinance (Cap. 32) of Hong Kong (the "Companies Ordinance"), nor has it been authorised by the Securities and Futures Commission in Hong Kong pursuant to the Securities and Futures Ordinance (Cap. 571) of the Laws of Hong Kong (the "SFO"). No action has been taken in Hong Kong to authorise or register this document or to permit the distribution of this document or any documents issued in connection with it. Accordingly, the New Shares have not been and will not be offered or sold in Hong Kong other than to "professional investors" (as defined in the SFO).

No advertisement, invitation or document relating to the New Shares has been or will be issued, or has been or will be in the possession of any person for the purpose of issue, in Hong Kong or elsewhere that is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to the New Shares that are or are intended to be disposed of only to persons outside Hong Kong or only to professional investors (as defined in the SFO and any rules made under that ordinance). No person allotted New Shares may sell, or offer to sell, such securities in circumstances that amount to an offer to the public in Hong Kong within six months following the date of issue of such securities.

The contents of this document have not been reviewed by any Hong Kong regulatory authority. You are advised to exercise caution in relation to the offer. If you are in doubt about any contents of this document, you should obtain independent professional advice.

Canada (British Columbia, Ontario and Quebec provinces)

This document constitutes an offering of New Shares only in the Provinces of British Columbia, Ontario and Quebec (the "Provinces") and to those persons to whom they may be lawfully distributed in the Provinces, and only by persons permitted to sell such New Shares. This document is not, and under no circumstances is to be construed as, an advertisement or a public offering of securities in the Provinces. This document may only be distributed in the Provinces to persons that are "accredited investors" within the meaning of NI 45-106 – Prospectus and Registration Exemptions, of the Canadian Securities Administrators.

No securities commission or similar authority in the Provinces has reviewed or in any way passed upon this document, the merits of the New Shares or the offering of New Shares and any representation to the contrary is an offence.

No prospectus has been, or will be, filed in the Provinces with respect to the offering of New Shares or the resale of such securities. Any person in the Provinces lawfully participating in the offer will not receive the information, legal rights or protections that would be afforded had a prospectus been filed and receipted by the securities regulator in the applicable Province. Furthermore, any resale of the New Shares in the Provinces must be made in accordance with applicable Canadian securities laws which may require resales to be made in accordance with exemptions from dealer registration and prospectus requirements. These resale restrictions may in some circumstances apply to resales of the New Shares outside Canada and, as a result, Canadian purchasers should seek legal advice prior to any resale of the New Shares.

The Company, and the directors and officers of the Company, may be located outside Canada, and as a result, it may not be possible for Canadian purchasers to effect service of process within Canada upon the Company or its directors or officers. All or a substantial portion of the assets of the Company and such persons may be located outside Canada, and as a result, it may not be possible to satisfy a judgment against the Company or such persons in Canada or to enforce a judgment obtained in Canadian courts against the Company or such persons outside Canada.

Any financial information contained in this document has been prepared in accordance with Australian Accounting Standards and also complies with International Financial Reporting Standards and interpretations issued by the International Accounting Standards Board. Unless stated otherwise, all dollar amounts contained in this document are in Australian dollars.

Statutory rights of action for damages or rescission. Securities legislation in certain of the Provinces may provide purchasers with, in addition to any other rights they may have at law, rights of rescission or to damages, or both, when an offering memorandum that is delivered to purchasers contains a misrepresentation. These rights and remedies must be exercised within prescribed time limits and are subject to the defences contained in applicable securities legislation. Prospective purchasers should refer to the applicable provisions of the securities legislation of their respective Province for the particulars of these rights or consult with a legal adviser.

The following is a summary of the statutory rights of rescission or to damages, or both, available to purchasers in Ontario. In Ontario, every purchaser of the New Shares purchased pursuant to this document (other than (a) a "Canadian financial institution" or a "Schedule III bank" (each as defined in NI 45-106), (b) the Business Development Bank of Canada or (c) a subsidiary of any person referred to in (a) or (b) above, if the person owns all the voting securities of the subsidiary, except the voting securities required by law to be owned by the directors of that subsidiary) shall have a statutory right of action for damages and/or rescission against the Company if this document or any amendment thereto contains a misrepresentation. If a purchaser elects to exercise the right of action for rescission, the purchaser will have no right of action for damages

against the Company. This right of action for rescission or damages is in addition to and without derogation from any other right the purchaser may have at law. In particular, Section 130.1 of the Securities Act (Ontario) provides that, if this document contains a misrepresentation, a purchaser who purchases the New Shares during the period of distribution shall be deemed to have relied on the misrepresentation if it was a misrepresentation at the time of purchase and has a right of action for damages or, alternatively, may elect to exercise a right of rescission against the Company, provided that (a) the Company will not be liable if it proves that the purchaser purchased the New Shares with knowledge of the misrepresentation; (b) in an action for damages, the Company is not liable for all or any portion of the damages that the Company proves does not represent the depreciation in value of the New Shares as a result of the misrepresentation relied upon; and (c) in no case shall the amount recoverable exceed the price at which the New Shares were offered.

Section 138 of the Securities Act (Ontario) provides that no action shall be commenced to enforce these rights more than (a) in the case of any action for rescission, 180 days after the date of the transaction that gave rise to the cause of action or (b) in the case of any action, other than an action for rescission, the earlier of (i) 180 days after the purchaser first had knowledge of the fact giving rise to the cause of action or (ii) three years after the date of the transaction that gave rise to the cause of action. These rights are in addition to and not in derogation from any other right the purchaser may have.

Certain Canadian income tax considerations. Prospective purchasers of the New Shares should consult their own tax adviser with respect to any taxes payable in connection with the acquisition, holding, or disposition of the New Shares as any discussion of taxation related matters in this document is not a comprehensive description and there are a number of substantive Canadian tax compliance requirements for investors in the Provinces.

Language of documents in Canada. Upon receipt of this document, each investor in Canada hereby confirms that it has expressly requested that all documents evidencing or relating in any way to the sale of the New Shares (including for greater certainty any purchase confirmation or any notice) be drawn up in the English language only. Par la réception de ce document, chaque investisseur canadien confirme par les présentes qu'il a expressément exigé que tous les documents faisant foi ou se rapportant de quelque manière que ce soit à la vente des valeurs mobilières décrites aux présentes (incluant, pour plus de certitude, toute confirmation d'achat ou tout avis) soient rédigés en anglais seulement.

Indonesia

A registration statement with respect to the New Shares has not been, and will not be, filed with the Capital Market and Financial Institutions Supervisory Agency (Bapepam-LK) of the Republic of Indonesia. Therefore, the New Shares may not be offered or sold or be the subject of an invitation for subscription or purchase. Neither this document nor any other document relating to the offer or sale, or invitation for subscription or purchase, of the New Shares may be circulated or distributed, whether directly or indirectly, in the Republic of Indonesia or to Indonesian citizens, corporations or residents, except in a manner that will not be considered as a "public offer" under the law and regulations in the Republic of Indonesia.

Notice to nominees and custodians

Nominees and custodians that hold Existing Shares should note that the Offer is available only to Eligible Shareholders. The Company is not required to determine whether or not any registered holder is acting as a nominee or the identity or residence of any beneficial owners of securities. If any nominee or custodian is acting on behalf of a foreign person, that holder, in dealing with its beneficiary, will need to assess whether indirect participation by the beneficiary in the Offer is compatible with applicable foreign laws.

3.14 Treatment of Non-Qualifying Foreign Shareholders

No action has been taken to register or qualify the New Shares or the Offer, or otherwise to permit a public offering of the New Shares in any jurisdiction outside Australia, New Zealand, Singapore, the United Kingdom, Hong Kong, Canada (British Columbia, Ontario and Quebec provinces) and Indonesia. The Offer is not being extended to any Shareholder, as at the Record Date, whose registered address is not situated in Australia, New Zealand, Singapore, the United Kingdom, Hong Kong, Canada (British Columbia, Ontario or Quebec provinces) or Indonesia because of the small number of such Shareholders, and the cost of complying with applicable regulations in other overseas jurisdictions.

This Offer Document does not constitute an offer of New Shares in any jurisdiction in which it would be unlawful. New Shares may not be offered or sold in any country outside Australia except to the extent permitted in section 3.13.

The Offer Document is sent to Non-qualifying Foreign Shareholders for information only.

The distribution of this Offer Document and accompanying Acceptance Form may be restricted by law and persons who come into possession of this Offer Document and accompanying Acceptance Form should seek advice and observe those restrictions. Any failure to comply with those restrictions may constitute a violation of applicable securities laws.

New Shares to which any Shareholders who are not resident in Australia, New Zealand, Singapore, the United Kingdom, Hong Kong, Canada (British Columbia, Ontario or Quebec provinces) or Indonesia would otherwise be entitled under the Offer will form part of the Shortfall.

It is the responsibility of any Shareholder who submits an Application Form to obtain all necessary approvals for the allotment and issue of the New Shares under this Offer. The return of a completed Application Form will be taken by the Company to constitute a representation and warranty by the applicant to the Company that there has been no breach of such laws and that all relevant approvals have been obtained.

The New Shares have not been, and will not be, registered under the US Securities Act or the securities laws of any state or other jurisdiction of the United States. The New Shares to be issued under the Offer may be offered and sold solely outside the United States to persons that are not US Persons and are not acting for the account or benefit of US Persons in “offshore transactions” in reliance on Regulation S under the US Securities Act. No party has offered or sold and no party will offer or sell, directly or indirectly, any New Shares in the United States or to, or for the account or benefit of, US Persons, except in transactions exempt from, or not subject to, the registration requirements of the US Securities Act and applicable US state securities laws.

3.15 CHES

The Company participates in the Clearing House Electronic Sub-register System (CHES). ASX Settlement, a wholly owned subsidiary of ASX, operates CHES in accordance with the ASX Listing Rules and the ASX Settlement Operating Rules.

Under CHES, applicants will not receive a certificate but will receive a statement of their holding of New Shares.

If you are broker sponsored, ASX Settlement will send you a CHES statement.

The CHES statement will set out the number of New Shares issued under this Offer Document, provide details of your holder identification number and give the participation identification number of the sponsor.

If you are registered on the issuer sponsored sub register, your statement will be dispatched by the Company’s share registrar and will contain the number of New Shares issued to you under the Offer and your security holder reference number.

A CHES statement or issuer sponsored statement will routinely be sent to Shareholders at the end of any calendar month during which the balance of their shareholding changes. Shareholders

may request a statement at any other time, however, a charge may be made for additional statements.

3.16 Enquiries

Any questions concerning the Offer should be directed to John Lewis, Company Secretary on +61 8 6143 1823 or consult your professional adviser.

The Directors do not consider it appropriate to give Shareholders advice regarding the taxation consequences of subscribing for New Shares under this Offer Document.

This Offer Document is not financial product advice and has been prepared without taking into account your investment objectives, financial circumstances or particular needs. If you have any queries as to whether participation in the Offer is appropriate having regard to your particular circumstances or any queries on the specific consequences for you of any such participation, you should contact your stockbroker, accountant or other professional adviser.

4 HOW TO APPLY

4.1 What you may do

The number of New Shares to which you are entitled to subscribe for is shown on the accompanying Application Form.

As an Eligible Shareholder, you may:

- subscribe for all of your Entitlement (refer **section 4.2**);
- apply for Additional New Shares (refer **section 4.3**); and
- allow all or part of your Entitlement to lapse (refer **section 4.4**).

The Company reserves the right to reject any Application Form that is not correctly completed or that is received after 5.00pm EST on the Closing Date.

The Company will treat you as applying for as many New Shares as your payment will pay for in full. Amounts received by the Company in excess of the number of New Shares you are ultimately allocated will be returned as soon as practicable. No interest will be paid on returned Application Money.

4.2 To subscribe for all of your Entitlement

If you wish to subscribe for all of your Entitlement, complete the accompanying Application Form in accordance with the instructions set out in that form. The Application Form sets out the number of New Shares you are entitled to subscribe for. The completed Application Form must be accompanied by a cheque or bank draft made payable to “Geopacific Resources NL” and crossed “Not Negotiable” for the appropriate Application Money in Australian dollars calculated at AUD\$0.05 per New Share accepted, and received by the Company at either of the addresses set out below by no later than 5.00pm ADEPT on 7 October 2013. The Company will present the cheque or bank draft on or around the day of receipt of the Application Form. If a cheque is not honoured upon its first presentation, the Directors reserve the right to reject the relevant Application Form.

If the amount of your cheque(s) or bank draft(s) for Application Money (or the amount for which those cheque(s) or bank draft(s) clear in time for allocation) is insufficient to pay for the number of New Shares you have applied for in your Application Form, you may be taken to have applied for such lower number of New Shares as your cleared Application Money will pay for (and to have specified that number of New Shares in your Application Form) or your Application may be rejected.

By post:	By hand delivery:
Geopacific Resources NL C/- Boardroom Pty Limited GPO Box 3993 SYDNEY NSW 2001	Geopacific Resources NL C/- Boardroom Pty Limited Level 7, 207 Kent Street SYDNEY NSW 2000

Alternatively, if you are paying by BPAY® payment, you do not need to mail the Application Form. Please refer to your personalised instructions on your Application Form.

It is your responsibility to ensure that your BPAY® payment is received by the Company by no later than 5.00pm ADEPT on 7 October 2013. You should be aware that your financial institution may implement earlier cut-off times with regard to electronic payment, and you should therefore take this into consideration when making payment.

Cash will not be accepted and no receipts will be issued.

4.3 To apply for Additional New Shares

Eligible Shareholders may, in addition to their Entitlement, apply for Additional New Shares regardless of the size of their present holding. Refer to **section 3.8** if you wish to apply for Additional New Shares.

A single cheque or bank draft should be used for the Application Money for both your Entitlement and the number of Additional New Shares you wish to apply for as stated on the Application Form.

Alternatively, if you are paying by BPAY®, refer to your personalised instructions on your Application Form. Shareholders who wish to pay by BPAY® must ensure that payment is received by no later than 5.00pm AEDT on 7 October 2013. You should be aware that your financial institution may implement earlier cut-off times with regard to electronic payment, and you should therefore take this into consideration when making payment.

Cash will not be accepted and no receipts will be issued.

4.4 To allow your Entitlement to lapse

If you are a Shareholder and do not wish to accept all (or part) of your Entitlement, you are not obliged to do anything. You will receive no benefit or New Shares and your Entitlement will form part of the Shortfall available to the Lead Manager to take up under the terms of the Lead Manager Mandate.

If you wish to receive a benefit, you must take action to accept the whole or part of your Entitlement in accordance with the instructions above and on the back of the accompanying Application Form, rather than allowing them to lapse.

The number of Existing Shares you hold as at the Record Date and the rights attached to those Existing Shares will not be affected if you choose not to accept any of your Entitlement.

4.5 Application Form is binding

A completed and lodged Application Form constitutes a binding offer to acquire New Shares on the terms and conditions set out in this Offer Document and, once lodged, cannot be withdrawn. If the Application Form is not completed correctly, it may still be treated as a valid application for New Shares. The Directors' decision whether to treat an acceptance as valid and how to construe, amend or complete the Application Form is final.

By completing and returning your Application Form with the requisite Application Monies, you will be deemed to have represented that you are an Eligible Shareholder. In addition, you will also be deemed to have represented and warranted on behalf of yourself or each person on whose account you are acting that the law in your place of residence and/or where you have been given the Offer Document and Application Form, does not prohibit you from being given the Offer Document and Application Form and that you:

- agree to be bound by the terms of the Offer;
- declare that all details and statements in the Application Form are complete and accurate;
- declare that you are over 18 years of age and have full legal capacity and power to perform all your rights and obligations under the Application Form;
- authorise the Company and its respective officers or agents, to do anything on your behalf necessary for the New Shares to be issued to you, including to act on instructions of the Share Registry using the contact details set out in the Application Form;
- declare that you are the current registered holder of Shares and are resident in Australia, New Zealand, Singapore, United Kingdom, Hong Kong, Canada (British

Columbia, Ontario or Quebec provinces) or Indonesia, and you are not in the United States or a US Person, or acting for the account or benefit of a US Person;

- acknowledge that the information contained in, or accompanying, the Offer Document and Application Form is not investment or financial product advice or a recommendation that New Shares are suitable for you given your investment objectives, financial situation or particular needs; and
- acknowledge that the New Shares have not, and will not be, registered, qualified or otherwise permitted to be offered or sold to the public under the securities laws in any other jurisdictions outside Australia and, to the extent permitted in **section 3.13**, New Zealand, Singapore, United Kingdom, Hong Kong, Canada (British Columbia, Ontario and Quebec provinces) and Indonesia and accordingly, the New Shares may not be offered, sold or otherwise transferred except in accordance with an available exemption from, or in a transaction not subject to, the registration requirements of applicable securities laws in particular the US Securities Act.

If you have any queries concerning your entitlement or allocation, please contact:

John Lewis Company Secretary

between 9.00am and 5.00pm WST on business days by calling 08 6143 1823 from within Australia or + 61 8 9143 1823 from outside Australia or contact your stockbroker or professional adviser

5 PURPOSE AND EFFECT OF THE OFFER

5.1 Purpose of the Offer

The purpose of the Offer is to raise up to AUD\$3.0 million (before costs of the Offer). The proceeds from the Offer are planned to be used in accordance with the table set out below:

Proceeds of the Offer (Right Issue only)	AUD\$
Exploration expenses	\$2,300,000
General working capital	360,000
Expenses of the Offer	240,000
Total	<u>\$3,000,000</u>

As noted above, the Offer is part of a larger Funding Package which includes the Placement. The Placement to raise USD\$3.0 million is subject to a number of conditions which may only be waived by RCF, including the Company successfully meeting the full subscription of AUD\$3.0 million in relation to the Offer.

Under the Placement, Resource Capital Fund VI L.P. (or its associates) will be issued Shares at an issue price of AUD\$0.05 cents determined by converting the Placement consideration of USD\$3.0 million into AUD\$ using the spot \$USD/AUD exchange rate at 10.00 am on the date the Placement is made. If the Placement is made to RCF then the Company will raise AUD\$3,333,333 (assuming a \$USD/AUD exchange rate of 0.9/1.0 is applied at the time of the Placement). Shareholders should be aware that the \$AUD amount raised under the Placement may vary depending on the spot exchange rate at the time the Placement is made. In particular, if the AUD\$ appreciates against the USD\$, the AUD\$ amount raised will be less.

Accordingly, on the above basis, if the Rights Issue raises AUD\$3.0 million and the \$USD3.0 million Placement is made (being AUD\$3,333,333 at a \$USD/AUD exchange rate of 0.9/1.0), then the Company will raise approximately AUD\$6.3 million (before costs) under the Funding Package.

The proceeds from the full Funding Package are planned to be used in accordance with the indicative table set out below:

Proceeds of the Offer (Rights Issue and Placement)	AUD\$
Exploration at expenses	\$5,693,333
General working capital	400,000
Expenses of the Offer	240,000
Total	<u>\$6,333,333</u>

In the event the Offer is not fully subscribed the funds raised will be apportioned on a pro-rata basis.

In the event the Company does not raise the full amount of AUD\$3.0 million under the Rights Issue, the funds raised (after payment of expenses of the Offer) will be applied firstly to explore the Kou Sa Project in Cambodia and secondly, to fund further work at the Company's Fiji projects. Any excess funds will be allocated to general working capital.

Additionally, if the Company does not raise the full subscription amount of AUD\$3.0 million under the Rights Issue then Resource Capital Fund VI L.P. may elect not to proceed with the USD\$3.0 million Placement.

5.2 Effect on Capital Structure

The effect of the Offer (assuming no Options or Convertible Notes are exercised and the Offer is fully subscribed) will be that 60,000,000 New Shares will be issued, which will increase the number of Shares on issue from 106,493,346 to 166,493,346.

The following unlisted Options and Convertible Notes are currently on issue. The Offer will have no effect on the number of unlisted Options or Convertible Notes on issue, unless these Options or Convertible Notes are exercised by the holders prior to the Record Date.

Number	Terms of Options
750,000	unlisted Options exercisable at AUD\$0.30 on or before 30 September 2014
2,000,000	unlisted Options exercisable at AUD\$0.30 on or before 5 April 2015
800,000	unlisted Options exercisable at AUD\$2.50 each expiring 5 years after the defining on Faddy's Gold Deposit a JORC compliant ore reserve of over 200,000 of contained gold
200,000	unlisted Options exercisable at AUD\$5.00 each expiring 10 years after the defining on Faddy's Gold Deposit a JORC compliant ore reserve of over 1,000,000 of contained gold
20	Convertible Notes with face value of AUD\$5,000 each, a coupon of 12% payable at maturity, with a 12 month term. 10 of those Convertible Notes are convertible into Shares at AUD\$0.045 per Share and the other 10 Convertible Notes are convertible into Shares at AUD\$0.05 per Share.

Additionally, if the Offer is fully subscribed, and the Placement is subsequently made, Resource Capital Fund VI L.P. (or its associates) are to be issued Shares at an issue price of AUD\$0.05 cents determined by converting the Placement consideration of USD\$3.0 million from USD\$ to AUD\$ using the spot \$USD/AUD exchange rate at 10.00 am on the date the Placement is made. As set out above, based on an indicative \$USD/AUD exchange rate of 0.90/1.0, USD\$3.0 million would be AUD\$3,333,333 and result in the issue of 66,666,667 Shares at an issue price of AUD\$0.05 cents. As noted above, the \$AUD amount raised under the Placement may vary depending on the spot exchange rate at the time the Placement is made. In particular, if the AUD\$ depreciates against the USD\$, the AUD\$ amount raised will be more and the amount of Shares to be issued under the Placement will increase.

Accordingly, if the Rights Issue is fully subscribed and the Placement is made then the Company will issue 60,000,000 Shares under the Rights Issue and 66,666,667 Shares under the Placement resulting in the following Capital Structure (assuming no Options or Convertible Notes are exercised):

	Shares	% of Issued Capital Post Rights Issue
Shares on Issue at Record Date	106,493,346	46
Shares to be issued if 100% take up of Rights	60,000,000	26
Placement Shares to be issued*	66,666,667	28
Total Shares on Issue post Funding Package	233,160,013	100

*Indicative only and subject to the \$USD/AUD exchange rate at 10.00am on the date the Placement is made.

5.3 Effect of the Offer on Control

If all Eligible Shareholders take up their Entitlements in full (assuming no further issue of securities by the Company) the Offer will not diminish the percentage shareholding and voting power of each Eligible Shareholder. If some Eligible Shareholders do not take up their Entitlement in full, then their percentage shareholding and voting power in the Company will be diluted.

However, if the Placement Shares are issued then current Shareholders will be diluted and RCF will hold approximately 28% of the Company's issued capital. As a result RCF may be able to influence any voting by Shareholders on the financial and operating policies of the Company.

The Company has lodged with ASX a notice in accordance with section 708AA of the Corporations Act which sets out, among other things, the effect of the Offer on the control of the Company. The Company has also issued a Notice of Meeting convening an Extraordinary General Meeting of Shareholders to, among other things, approve pursuant to item 7 of section 611 of the *Corporations Act 2011*, the issue of the Placement shares to RCF. Further details on the effect on change of control from the Placement are detailed in that notice. Each of these notices may be viewed on the websites of the Company and ASX.

5.4 Statement of Financial Position

Set out below is the Statement of Financial Position of the Company as at 30 June 2013 (unaudited), and the Pro-Forma Statement of Financial Position as at 30 June 2013 assuming:

- Full Subscription; and
- Receipt of the Placement (converted at an indicative \$USD/AUD exchange rate of 0.90/1.0).

The significant accounting policies upon which the Statement of Financial Position and the Pro-Forma Statement of Financial Position are based on the accounting policies normally adopted by the Company and reflect the changes to its financial position.

The pro-forma balance sheet has been prepared to provide investors with information on the assets and liabilities of the Company and pro-forma assets and liabilities of the Company as noted below. The historical and pro-forma financial information is presented in an abbreviated form, insofar as it does not include all of the disclosures required by Australian Accounting Standards applicable to annual financial statements.

(Unaudited) Proforma Statement of Financial Position

	30-Jun-13 (AUD\$)	Proforma 30-Jun-13 (AUD\$)
CURRENT ASSETS		
Cash and cash equivalent	398,876	6,492,209
Trade and other receivables	313,733	313,733
TOTAL CURRENT ASSETS	<u>712,609</u>	<u>6,805,942</u>
NON-CURRENT ASSETS		
Exploration expenditure	12,457,355	12,457,355
Property, plant and equipment	308,764	308,764
TOTAL NON-CURRENT ASSETS	<u>12,766,119</u>	<u>12,766,119</u>
TOTAL ASSETS	<u>13,478,728</u>	<u>19,572,061</u>
CURRENT LIABILITIES		
Trade and other payables	(454,737)	(454,737)
Financial liabilities	(100,000)	(100,000)
TOTAL CURRENT LIABILITIES	<u>(554,737)</u>	<u>(554,737)</u>
TOTAL LIABILITIES	<u>(554,737)</u>	<u>(554,737)</u>
NET ASSETS	<u>12,923,991</u>	<u>19,017,324</u>
EQUITY		
Issued capital	22,940,915	29,034,248
Reserves	315,854	315,854
Accumulated losses	(10,332,778)	(10,332,778)
TOTAL EQUITY	<u>12,923,991</u>	<u>19,017,324</u>

6 KEY RISK FACTORS

6.1 Overview

The New Shares offered under this Offer Document should be regarded as speculative due to the inherent risks associated with the Company's activities. Neither the Company nor the Directors warrant the future performance of the Company or any investment made pursuant to this Offer Document. An investment in the New Shares offered by this Offer Document should be considered speculative.

The Directors recommend that Shareholders and potential investors examine the contents of this document together with previous ASX disclosures and public documents of the Company, including its most recent audited financial statements, and rely on advice of their professional advisers before deciding whether or not to apply for New Shares pursuant to this document.

6.2 General risk factors

Fluctuations in the global economic conditions as well as general trends in the Australian and overseas markets may affect the trading price of the Company's Shares on the ASX. An investment in the Company involves general risks associated with any investment in shares of companies that are listed on the ASX. The following summary of the general risk factors, which is not exhaustive, represents some of the major risk factors which potential investors need to be aware of.

(a) Fluctuations in the stock market

The price of securities listed on the ASX may rise or fall due to numerous factors which may affect the market performance of the Company. The Offer carries no guarantee in respect of profitability, dividends, return of capital or the price at which Shares trade on the ASX.

The securities prices of many companies have in recent times been subject to fluctuations which in many cases may reflect a diverse range of non-company specific influences such as interest rates, commodity prices, currency movements, global hostilities and tensions, acts of terrorism and the general state of the economy.

Recently volatility in the stock market has resulted in significant price volatility that in many circumstances is unrelated or disproportionate to the operating performance of companies. Such market fluctuations may materially and adversely affect the value of the Company's Shares.

No assurances can be given that the Company's market performance will not be adversely affected by any such market fluctuations or factors.

(b) Changes in regulatory environment

Changes to laws (including tax laws), regulations and accounting standards which apply to the Company from time to time may materially adversely impact the operating and financial performance and cash flows of the Company. A change in the legislative environment could also result in increased compliance costs.

(c) Political risks

War or terrorist attacks anywhere in the world could result in a decline in economic conditions worldwide or in a particular region, which could produce an adverse effect on the business, financial condition and financial performance of the Company.

6.3 MINING AND MINERAL EXPLORATION INDUSTRY RISKS

(a) Exploration and Development Risk

Exploration is a high risk activity that requires large amounts of expenditure over extended periods of time. There is no guarantee of success. Currently the Company has no defined

mineral reserves and there can be no guarantee that the planned exploration programs will lead to positive exploration results and the discovery of a commercial deposit or further, a commercial mining operation.

There is no assurance that exploration and development of the Tenements by the Company, or any other Tenements that may be acquired by the Company in the future can be profitably exploited.

(b) Operational Risk

Mineral exploration activities are subject to numerous risks, many of which are beyond the Company's control, including failure to locate or identify mineral deposits, failure to achieve predicted grades in exploration and mining, operational and technical difficulties encountered in mining, difficulties in commissioning and operating plant and equipment, mechanical failure or plant breakdown, unanticipated metallurgical problems which may affect extraction costs, extended interruptions due to inclement or hazardous adverse weather conditions, industrial and environmental accidents, industrial disputes and unexpected shortages or increases in the costs of consumables, spare parts, plant and equipment. The operational risk is likely to be higher in developing countries such as Cambodia and Fiji due to limited access to services, skilled staff and infrastructure relative to developed countries.

While the Company intends to maintain insurance within ranges of coverage consistent with exploration industry practice, no assurance can be given that the Company will be able to obtain such insurance coverage at reasonable rates (or at all), or that any coverage it obtains will be adequate and available to cover any such claims.

The occurrence of operating risks leading to the curtailment, delay or cancellation of the Company's operations may result in the Company incurring significant financial costs. This may have a material adverse effect on the profitability of the Company and ultimately the value of the company and its securities.

(c) Title Risk

The Tenements which the Company, through its foreign subsidiaries, has acquired in Fiji and has a contractual right to acquire in Cambodia, are subject to various local laws and regulations. Failure to comply with these conditions may render the Tenements liable to forfeiture. There is no guarantee that any Tenement applications or conversions in which the Company has a current or potential interest will be granted or that the Tenement conditions, obligations and terms can be economically complied with. All of the Tenements will be subject to application for renewal from time to time. All the licences in Fiji are renewed annually while in Cambodia the licences are initially granted for a period of 3 years. The Cambodian licence will be due for renewal in September 2014. Renewal of the term of each Tenement is subject to applicable legislation. If Tenement approval or renewal is delayed or denied for any reason, the Company may suffer significant damage through loss of the opportunity to develop and discover any mineral resources on that Tenement.

(d) Commodity Price Risk

The value of the Company is highly dependent on the expected value of potential copper resources on its Tenements. The price of copper fluctuates and is affected by many factors beyond the control of the Company. Such factors include international supply and demand fluctuations, technological advancements, forward selling activities, inflation, interest rates and other macroeconomic factors. In the event that the price of copper falls significantly, the value of the Company is also likely to fall significantly.

(e) Exchange Rate Risk

A substantial portion of exploration expenditures and future income will be denominated in foreign currency which exposes the Company to exchange rate risks. Exchange rates

fluctuate and are affected by many factors beyond the control of the Company including macroeconomic and global market conditions.

The Company will appropriately monitor and assess such risks and may from time to time implement measures, such as foreign exchange currency hedging, to manage these risks. However, the implementation of such measures cannot be assured of eliminating all such risks and the measures themselves may expose the Company to related risks.

(f) **Environmental Risk**

As with most exploration projects and mining operations, the Company's activities are expected to have an impact on the environment, particularly if advanced exploration or mine development proceeds. It is the Company's intention to conduct its activities to the highest standard of environmental obligation, including compliance with all environmental laws. However, the legal framework governing environmental laws is constantly changing and compliance may be difficult, costly and result in delays to project activities.

6.4 **Company Specific Risks**

(a) **Operational history of Geopacific**

The Company was incorporated on 15 December 1986 and although it does have a significant operating history, to date, only limited exploration activity has occurred and no JORC resources have been proven on the Tenements which the Company, through its foreign subsidiaries, has acquired in Fiji and those it has a contractual right to acquire in Cambodia. The prospects of the Company must be considered in light of the risks, expenses and difficulties frequently encountered by companies in their early stage of development, particularly in the mineral exploration sector, which has a high level of inherent uncertainty. Although the Company's Directors and management have substantial experience in the mining industry, there can be no assurance that the Company will achieve results similar to those achieved by other companies or projects in which its Directors and management have been involved in the past. No assurances can be given that the Company will achieve commercial viability through the successful exploration and/or mining of the Tenements.

(b) **No alternative source of revenue**

The Company's only business is the exploration and investment in mining Tenements in Cambodia and Fiji. Until the Company is able to realise value from the Tenements, it is likely to incur ongoing operating losses. The Company has no other means of generating income (apart from interest) or cash flows. If the Tenements are not explored on schedule, at budgeted costs and in the manner anticipated, there could be a material adverse effect on the Company's financial condition.

(c) **Tenements in Cambodia and Fiji**

The Company, through its foreign subsidiaries, has acquired in Fiji and has a contractual right in Cambodia to acquire the Tenements.

In order for future or existing Tenements to be granted or renewed, the Company must satisfy the mining legislation in Cambodia and Fiji and comply with Tenement conditions such as minimum expenditure requirements and environmental standards. There is no assurance that the government will not make material changes to the mining legislation or the terms of the Tenement or that Tenement approvals or renewals will be given as a matter of course or on similar economic terms.

There is the additional risk that there could be changes to government policy and mining legislation in Cambodia and Fiji that could materially and adversely affect the Company's rights and costs associated with holding those Tenements.

(d) **Contractual Risk – Kou Sa Project**

The Company's interests in the Tenements in Cambodia arise by virtue of the Company's wholly owned subsidiary, Worldwide Mining Projects Pty Ltd, having a contractual right to acquire such Tenements from Golden Resource Developments Co Ltd ("GRD"), a company incorporated and registered in the Kingdom of Cambodia, under the Option Agreement. The Company intends to exercise its right to acquire the Tenements in Cambodia as soon as practicable after the conclusion of the capital raising under this Offer Document.

As in any contractual relationship, the ability of the Company to ultimately be registered as the holder of the Tenements in Cambodia is dependent upon the Company's ability to comply with its obligations (including its payment obligations), and GRD complying with its contractual obligations (including to deliver free and clear title to the Tenements in Cambodia) under the Option Agreement. If GRD defaults in the performance of its obligations it may be necessary for the Company to approach a court to seek a legal remedy which may be costly and ultimately may not be granted on appropriate terms, if at all. Any disputes arising in relation to the Option Agreement shall be governed by and construed in accordance with the laws in force in and the courts of Cambodia.

(e) Timing of Exploration and operating costs

The exploration costs of the Company described in **section 5.1** above are based on certain assumptions with respect to the method and timing of exploration. By their nature, these estimates and assumptions are subject to significant uncertainties and, accordingly, the actual costs may materially differ from these estimates and assumptions. Accordingly, no assurance can be given that the cost estimates and the underlying assumptions will be realised in practice, which may materially and adversely affect the Company's viability.

(f) Sovereign Risk

Cambodia and Fiji are developing countries that have some of the lowest GDP per capita figures in the world. The Company's operations in Cambodia and Fiji are subject to the risks associated in operating in foreign emerging countries. These risks may include economic, social or political instability or change, hyperinflation, or instability and changes of law affecting foreign ownership, government participation, taxation, working conditions, rates of exchange, exchange control, exploration licensing, export duties, repatriation of income or return of capital, environmental protection, mine safety, labour relations as well as government control over mineral properties or government regulations that require the employment of local staff or contractors or require other benefits to be provided to local residents. No assurances can be given that the co-operation of such authorities, if sought by the Company, will be obtained, and if obtained, maintained.

Other risks and uncertainties to which the Company is exposed to by reason of operating in Cambodia and Fiji include, but are not limited to, terrorism, hostage taking, military repression and operations, wars, coups, civil conflict, illegal mining and loss due to diseases and other potential endemic health issues.

(g) Current policy in Cambodia and Fiji on foreign investment

It cannot be ruled out that the governments of Cambodia or Fiji may adopt substantially different laws, policies and conditions relating to foreign investment and taxation. The Company may also be hindered or prevented from enforcing its rights with respect to a governmental instrumentality because of the doctrine of sovereign immunity.

Any future material adverse changes in government policies or legislation in Cambodia and Fiji that affect foreign investment and ownership, mineral exploration, development or mining activities, may affect the viability and profitability of the Company and its projects.

(h) Community Relations and Landowners

The Company's ability to undertake exploration on the Tenements will depend in part on its ability to maintain good relations with the relevant local communities. Any failure to

adequately manage community and social expectations with respect to compensation for land access, employment opportunities, impact on local business and other expectations may lead to local dissatisfaction with the Tenements, which in turn may lead to disruptions in the exploration program and potential losses.

(i) **Legal systems in Cambodia and Fiji**

The legal systems in Cambodia and Fiji are different from Australia, which may result in risks such as:

- (i) political difficulties in obtaining effective legal redress in the courts whether in respect of a breach of law or regulation, or in an ownership dispute;
- (ii) a higher degree of discretion on the part of governmental agencies;
- (iii) the lack of political or administrative guidance on implementing applicable rules and regulations including, in particular, as regards local taxation and property rights;
- (iv) inconsistencies or conflicts between and within various laws, regulations, decrees, orders and resolutions; or
- (v) relative inexperience of the judiciary and court in such matters.

The commitment to local business people, government officials and agencies, and the judicial system to abide by legal requirements and negotiated agreements may be more uncertain, creating particular concerns with respect to licences and agreements for business. These may be susceptible to revision or cancellation and legal redress may be uncertain or delayed. There can be no assurance that joint ventures, licences, licence applications or other legal arrangements will not be adversely affected by the actions of the government authorities or others, and the effectiveness of and enforcement of such arrangements cannot be assured.

(j) **Reliance on Key Personnel**

The Company's success depends to a significant extent upon its key management personnel, as well as other management and technical personnel including those employed on a contractual basis. The loss of the services of such personnel could have an adverse effect on the Company. In the event that there is a loss of key personnel, the Company may not be able to locate or employ executives with suitable qualifications and experience to operate in Cambodia and Fiji on acceptable terms.

(k) **Directors Involvement in Other Mining Interests**

Certain directors of the Company are, and may continue to be, involved in the mining and mineral exploration industry through their direct and indirect participation in corporations, partnership or joint ventures which are potential competitors of the Company. Situations may arise in connection with potential acquisitions in investments where the other interest of these directors and officers may conflict with the interests of the Company. Directors and officers of the Company with conflicts of interest will be subject to and will follow the procedures set out in applicable corporate and securities legislation, regulations, rules and policies.

(l) **Third Party Risks**

The operations of the Company will require the involvement of a number of third parties, including suppliers, contractors and customers. Financial failure, default or contractual non-compliance on the part of such third parties may have a material adverse impact on the Company's operations and performance. It is not possible for the Company to predict or protect itself against all such risks.

(m) **Repatriation of Earnings**

The Company conducts its operations through foreign subsidiaries and holds substantially all of its assets in such subsidiaries. Accordingly, any limitation on the transfer of cash or other assets between the Company and its subsidiaries could restrict the Company's ability to fund its operations efficiently. Any such limitations, or the perception that such limitations may exist now or in the future, could have an adverse impact on the Company's valuation and stock price. Moreover, there is no assurance that Cambodia and Fiji will not impose restrictions on the repatriation of earnings to foreign entities.

(n) **Future Funding**

The Company believes its available cash and the net proceeds of this Offer and the Placement will be adequate to fund its exploration program and other objectives in the short term as stated in this Offer Document. However, should additional funds be required, there is no assurance that the funding will be available on acceptable terms, or at all. Any additional equity financing will dilute shareholdings, and debt financing, if available, may involve restrictions on financing and operating activities. If the Company is unable to obtain additional financing as needed, it may be required to reduce the scope of its operations and scale back its exploration program as the case may be.

(o) **Litigation Risks**

The Company may become party to litigation or other adversary proceedings, with or without merit, in a number of jurisdictions including in Cambodia and Fiji, in which the Company operates. The cost of defending such claims may take away from management time and effort and if determined adversely to the Company, may have a material and adverse effect on its cash flows, results of operation and financial condition.

6.5 SECURITIES INVESTMENT AND MARKET RISKS

(a) **Securities Investments**

Investors should be aware that there are risks associated with any securities investment. The prices at which the Company's Shares trade, may be above or below the Offer price, and may fluctuate in response to a number of factors including the risk factors identified in this section as well as securities market factors such as limited liquidity of the Shares and large share price movements due to trading by major shareholders.

(b) **Issue of Additional Securities**

In certain circumstances, the Directors may issue equity securities without any vote or action by Shareholders. If the Company were to issue any equity securities the percentage ownership of existing Shareholders may be reduced and diluted.

(c) **Share Market Fluctuations and Economic Conditions**

The Company's financial performance and ability to execute its business strategy will be impacted by a variety of general market, political, social, stock market and business conditions beyond the Company's control.

Share market conditions may affect the value of the Company's quoted securities regardless of the Company's operating performance. Share market conditions are affected by many factors including but not limited to:

- (i) general economic outlook;
- (ii) interest rates and inflation rates;
- (iii) currency fluctuations;
- (iv) changes in investor sentiment toward particular market sectors;
- (v) the demand for, and supply of, capital;
- (vi) political and environmental events; and

(vii) wars, terrorism or other hostilities.

The market price of securities can fall as well as rise and may be subject to varied and unpredictable influences on the market for equities in general, and resource exploration stocks in particular. Neither the Company nor the Directors warrant the future performance of the Company or any return on an investment in the Company.

(d) **Speculative Nature of Investment**

The above list of risk factors ought not to be taken as exhaustive of the risks faced by the Company or by investors in the Company. The above factors, and others not specifically referred to above, may in the future materially and adversely affect the financial performance of the Company and the value of the securities offered under this Offer Document. Therefore, the securities to be issued pursuant to this Offer Document carry no guarantee with respect to the payment of dividends, returns of capital or the market value of those securities.

Potential investors should consider that the investment in the Company is speculative and should consult their professional advisers before deciding whether to apply for securities pursuant to this Offer Document.

7 ADDITIONAL INFORMATION

7.1 Disclosing Entity

The Company is a disclosing entity for the purposes of the Corporations Act. As such, it is subject to regular reporting and disclosure obligations under the Corporations Act and ASX Listing Rules. Specifically, like all listed companies, the Company is required to continuously disclose any information it has to ASX which a reasonable person would expect to have a material effect on the price or the value of the Company's Shares.

This document contains a summary of information only which the Company does not purport to be complete. The Offer Document is intended to be read in conjunction with the Company's periodic and continuous disclosure announcements lodged with the ASX.

Copies of the Company's announcements can be obtained from the ASX website www.asx.com.au or the Company's website <http://www.geopacific.com.au>.

7.2 Rights Issue Offer Document

This Offer Document is issued pursuant to section 708AA of the Corporations Act without disclosure to investors under Part 6D.2 of the Corporations Act. Accordingly, this document contains a summary of information only which the Company does not purport to be complete.

Pursuant to the conditions imposed on the Company by section 708AA of the Corporations Act, the Company provided ASX with a notice that complied with the requirements of section 708AA(7) on 9 September 2013. In addition to certain minor and technical matters that notice was required to:

- (a) set out any information that had been excluded from a continuous disclosure notice in accordance with the Listing Rules and that investors and their professional advisers would reasonably require, and would reasonably expect to find in a disclosure document, for the purpose of making an informed assessment of:
 - (i) the assets and liabilities, financial position and performance, profits and losses and prospects of the Company; or
 - (ii) the rights and liabilities attaching to the New Shares; and
- (b) state the potential effect of the issue of the New Shares on the control of the Company and the consequences of that effect.

7.3 Information availability

Eligible Shareholders in Australia, New Zealand, Singapore, United Kingdom, Hong Kong, Canada (British Columbia, Ontario and Quebec provinces) and Indonesia can obtain a copy of this Offer Document during the period of the Offer on the Company's website at <http://www.geopacific.com.au> or by calling the Company Secretary on +61 8 6143 1823. Persons who access the electronic version of this Offer Document should ensure that they download and read the entire Offer Document and the other relevant information to which it refers.

The electronic version of this Offer Document will not include an Application Form. A replacement Application Form can be requested by calling Company Secretary on +61 8 6143 1823.

7.4 Past Performance

Investors should note that the past Share price performance provides no guidance as to future Share price performance.

7.5 Taxation

The Directors do not consider that it is appropriate to give Shareholders advice regarding the taxation consequences of the Company conducting the Offer or Shareholders applying for New Shares, as it is not possible to provide a comprehensive summary of the possible taxation positions of Shareholders. The Company, its advisers and officers, do not accept any responsibility or liability for any taxation consequences to Shareholders. Shareholders should, therefore, consult their own professional tax adviser in connection with the taxation implications of accepting the Offer.

7.6 Competent Person Statement

Information in this Offer Document pertaining to ore reserves was compiled by Mr Ron Heeks, a Director of the Company, who is a Member of the Australasian Institute of Mining and Metallurgy. Mr Heeks has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activity which he is undertaking to qualify as a "Competent Person" as defined in the JORC Code. Mr Heeks has consented to the inclusion in the Offer Document of the matters based on this information.

7.7 Lead Manager Mandate

By a mandate letter between the Company and Patersons dated 7 August 2013 (Lead Manager Mandate), Patersons has agreed to act as corporate adviser and lead manager to the Offer.

Under the Lead Manager Mandate, Patersons will be entitled to be paid a lead manager fee of 2% of the total amount raised under the Offer, 6% on any Rights Issue acceptances containing the broker stamp of Patersons Securities Limited and 6% of the Shortfall placed, apart from monies introduced by the Company. The Mandate otherwise contains terms and conditions considered customary and usual for an agreement of its type. The Mandate also contains a number of indemnities, representations and warranties from the Company to Patersons that are considered customary and usual for an agreement of its type.

7.8 Change of company type from No Liability to Limited

Shareholders should be aware that the Company is proposing to change the Company's type from a public no liability company to a public company limited by shares, change the name of the Company to reflect the change in company type and to adopt a new Company constitution to reflect the change in company type. Approval for these changes is being sought from Shareholders and further details of the proposed resolutions to effect these changes have been set out in the Notice of Meeting. This notice may be viewed on the websites of the Company and ASX.

8 GLOSSARY

AUD\$, \$ and dollars means Australian dollars, unless otherwise stated.

Additional New Shares means New Shares in addition to an Eligible Shareholder's Entitlement for which an applicant makes an Application.

AEDT means Australian Eastern Daylight Time.

Application means an application for New Shares pursuant to the Application Form.

Application Form means the entitlement and acceptance form attached to or accompanying this Offer Document.

Application Money means money received from an Eligible Shareholder in respect of their Application.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited (ABN 98 008 624 691) or the market operated by that entity, as the context requires.

ASX Settlement means ASX Settlement Pty Ltd (ABN 49 008 504 532).

ASX Settlement Operating Rules means the settlement rules of ASX Settlement.

Board means the board of Directors.

CHES means ASX Clearing House Electronic Sub-register System.

Closing Date means 7 October 2013 or such other date as may be determined by the Directors under this Offer Document.

Company or **Geopacific** means Geopacific Resources NL (ACN 003 208 393).

Convertible Note means a note that may be converted into Shares.

Corporations Act means the *Corporations Act 2001* (Cth), including as modified by ASIC Class Order 08/35 in relation to the Offer.

Director means the directors of the Company.

Eligible Shareholder means a Shareholder as at 5.00pm EST on the Record Date, other than a Non-Qualifying Foreign Shareholder.

Entitlement or **Right** means a Shareholder's entitlement to subscribe for New Shares offered under this Offer Document.

EST means Australian Eastern Standard Time

Existing Share means a fully paid ordinary share in the capital of the Company on issue as at the Record Date.

Full Subscription means the amount of AUD\$3 million (less Issue costs) to be raised under the Offer.

Funding Package means the Rights Issue and Placement.

Lead Manager means Patersons.

Lead Manager Mandate means the agreement entered into by Company and the Lead Manager on 7 August 2013 appointing Patersons as corporate adviser and lead manager to the Offer.

Listing Rules or **ASX Listing Rules** means the official listing rules of the ASX.

New Share means a fully paid ordinary share in the capital of the Company to be issued under the Offer.

Non-Qualifying Foreign Shareholder means a Shareholder whose registered address is not situated in Australia, New Zealand, Singapore, the United Kingdom, Hong Kong, Canada (British Columbia, Ontario or Quebec provinces) or Indonesia.

Notice of Meeting means the Notice of Meeting issued by the Company lodged with ASX on 6 September 2013.

Offer or Rights Issue means the offer to Eligible Shareholders of up to 60,000,000 New Shares at an issue price of AUD\$0.05 per New Share on the basis of ten (10) New Shares for every seventeen (17) Existing Shares held at the Record Date.

Offer Document means this document, including any supplements or replacements to this document.

Official Quotation means official quotation on ASX.

Option means an option to subscribe for a Share.

Placement means a USD\$3.0 million Placement of Shares at AUD\$0.05 cents per Share with Resource Capital Fund VI L.P. on the terms of the agreement dated 15 August 2013 between Resource Capital Fund VI L.P. and the Company.

Patersons means Patersons Securities Limited ACN 008 896 311.

RCF means Resource Capital Funds and includes the Resource Capital Fund VI L.P.

Record Date means 5.00pm EST on 17 September 2013.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a holder of a Share.

Share Registry means Boardroom.

Shortfall will occur if the Company does not hold successful valid Applications for all the New Shares offered by the Company under the Offer by the Closing Date.

Shortfall Shares means New Shares for which successful valid Applications have not been received by the Closing Date.

Tenements means the Kou Sa licence in Cambodia and the various licences held by the Company in Fiji relating to the Sabeto/Vuda, Rakiraki, Cakaudrove and Nabila project.

US person has the meaning given to that term in Regulation S under the US Securities Act.

US Securities Act means the United States Securities Act of 1933, as amended.

USD\$ means United States dollars.

WST means Australian Western Standard Time.

9 CORPORATE DIRECTORY

Directors

Mr Milan Jerkovic (Chairman)
Mr Ron Heeks (Managing Director)
Mr Mark Bojanjac (Non-Executive Director)
Mr Russell Fountain (Non-Executive Director)

Company Secretary

Mr John Lewis

Lead Manager

Patersons Securities Limited
Level 32, Exchange Plaza
2 The Esplanade
Perth WA 6000

Registered Office

Level 1
278 Stirling Highway
Claremont WA 6010
Telephone :+61 8 6143 1823

Share Registry*

Boardroom Pty Ltd
Level 7, 207 Kent Street
Sydney NSW 2000

Solicitors

Allion Legal
50 Kings Park Road
West Perth WA 6005

Auditors*

William Buck
Level 3, 15 Labourchere Rd
South Perth WA 6151

Web Address

www.geopacific.com.au

ACN

ACN 003 208 393

ASX Code

GPR

*Neither the Share Registry nor the Auditors have been involved with the preparation or issue of this document and their respective names appear in this document for information purposes only.