

**GEOPACIFIC RESOURCES NL**

ACN 003 208 393

**ASX Code: GPR**

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**DIRECTORS**

Chairman: Milan Jerkovic

Managing Director: Ron Heeks

Non-Exec Director: Mark Bojanjac

Non-Exec Director: Russell Fountain

Company Secretary: John Lewis

**PROJECTS**

CAMBODIA:

Kou Sa Copper

FIJI:

Sabeto/Vuda Gold-Copper

Rakiraki Gold

Nabila Copper-Gold

Mr Dale Allen  
ASX Compliance Pty Ltd  
Level 8, Exchange Plaza,  
2 The Esplanade,  
Perth WA 6000

I refer to your letter dated the 21<sup>st</sup> November 2013, regarding the late lodgement of an Appendix 3Y Change of Directors Interest Notice for Mr Russell Fountain and provide the following response to the questions raised:

**1. Please explain why the Appendix 3Y was lodged late?**

The shares were issued to Mr Fountain as a result of a Rights Issue by the Company. The Appendix 3Y was not lodged on time due to Mr Fountain not receiving his notice of issue of shares as the Holding Statement was misfiled at his office. As soon as Mr Fountain was made aware of the issue of the shares he advised the Company Secretary and the Appendix 3Y was lodged.

**2. What arrangements does the Company have in place with its Directors to ensure that it is able to meet its disclosure obligations under listing rule 3.19A?**

The Company has a policy that requires all the Directors to notify the Company Secretary of any transactions involving any change in their notifiable interest immediately a change occurs. Additionally the Company Secretary and other officers of the company assigned to report to the ASX review the director's shareholding regularly to ensure that all relevant movements are reported to the ASX within the time frame.

**3. If the current arrangements are inadequate or not being enforced what additional steps does the Company intend to take to ensure compliance with listing rule 3.19B?**

Apart from this oversight the Company considers the current arrangements to be adequate to ensure compliance with the listing rule 3.19B. This issue will be raised at the next Board Meeting to ensure that all Directors are fully briefed on the Company's policy regarding share trading.

For and on behalf of Geopacific Resources NL

John Lewis  
Company Secretary

22 November 2013



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21 November 2013

Mr John Lewis  
Company Secretary  
Geopacific Resources NL  
Level 1, 278 Stirling Highway  
Claremont WA 6010

*By Email: [jlewis@geopacific.com.au](mailto:jlewis@geopacific.com.au)*

Dear John

**Geopacific Resources NL (the "Company") Appendix 3Y – Change of Director's Interest Notice.**

We refer to the following:

1. The Appendix 3Y lodged by the Company with ASX Limited ("ASX") on 20 November 2013 for Mr Russell Fountain.
2. Listing rule 3.19A which requires an entity to tell ASX the following:
  - 3.19A.1 The notifiable interests of a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) at the following times.
    - On the date that the entity is admitted to the official list.
    - On the date that a director is appointed.The entity must complete Appendix 3X and give it to ASX no more than 5 business days after the entity's admission or a director's appointment.
  - 3.19A.2 A change to a notifiable interest of a director of the entity (or in the case of a trust, a director of the responsible entity of the trust). The entity must complete Appendix 3Y and give it to ASX no more than 5 business days after the change occurs.
  - 3.19A.3 The notifiable interests of a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) at the date that the director ceases to be a director. The entity must complete Appendix 3Z and give it to ASX no more than 5 business days after the director ceases to be a director.

3. Listing rule 3.19B which states as follows.

An entity must make such arrangements as are necessary with a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) to ensure that the director discloses to the entity all the information required by the entity to give ASX completed Appendices 3X, 3Y and 3Z within the time period allowed by listing rule 3.19.A. The entity must enforce the arrangements with the director.

4. The Companies Update dated 27 June 2008, reminding listed entities of their obligation to notify ASX within 5 business days of the notifiable interests in securities held by each director and outlining the action that ASX would take in relation to breaches of listings rules 3.19A and 3.19B.

As the Appendix 3Y indicated that changes in the directors' relevant interests occurred on 16 October 2013, it appears that the Appendix 3Y should have been lodged with the ASX by 23 October 2013. As the Appendix 3Y was lodged on 20 November 2013, it appears that the Company may be in breach of listing rules 3.19A and/or 3.19B.

Please note that ASX is required to record details of breaches of the listing rules by listed companies for its reporting requirements.

ASX reminds the Company of its contract with ASX to comply with the listing rules. In the circumstances ASX considers that it is appropriate that the Company make necessary arrangements to ensure there is not a reoccurrence of a breach of the listing rules.

Having regard to listing rules 3.19A and 3.19B and Guidance Note 22: "Director Disclosure of Interests and Transactions in Securities - Obligations of Listed Entities", we ask that you answer each of the following questions:

1. Please explain why the Appendix 3Y was lodged late.
2. What arrangements does the Company have in place with its directors to ensure that it is able to meet its disclosure obligations under listing rule 3.19A?
3. If the current arrangements are inadequate or not being enforced, what additional steps does the Company intend to take to ensure compliance with listing rule 3.19B?

Your response should be sent to me by e-mail to [dale.allen@asx.com.au](mailto:dale.allen@asx.com.au) or facsimile on facsimile number (08) 9221 2020. It should not be sent to the Company Announcements Office.

A response is requested as soon as possible (i.e. before 4.00pm W.S.T.) on **Monday 25 November 2013**.

Under listing rule 18.7A, a copy of this query and your response will be released to the market, so your response should be in a form suitable for release and should separately address each of the questions asked. If you have any queries or concerns, please contact me immediately

Yours sincerely,

*[sent electronically without signature]*

**Dale Allen**  
**Adviser, Listings Compliance (Perth)**