

GEPACIFIC RESOURCES LIMITED
ACN 003 208 393

NOTICE OF GENERAL MEETING

Level 1, 278 Stirling Highway Claremont WA 6010
on Friday October 17 2014 AT 11.00am WST

THIS DOCUMENT IS IMPORTANT

If you do not understand this document or are in any doubt as to how to deal with this document, you should consult your stockbroker, solicitor, accountant or other professional adviser immediately.

Should you wish to discuss the matters in this Notice of General Meeting please do not hesitate to contact the Company Secretary on +61 8 6143 1823

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IMPORTANT INFORMATION

Notice is hereby given that a General Meeting of Shareholders will be held at Level 1, 278 Stirling Highway Claremont on Friday October 17, 2014 at 11.00 am WST for the purpose of transacting the following business.

The purpose of the attached Explanatory Statement is to provide information to Shareholders to enable each Shareholder to make an informed decision regarding the Resolution set out in this Notice of General Meeting.

If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisors before voting.

The Explanatory Statement is to be read in conjunction with this Notice of General Meeting. Capitalised words and expressions in this Notice of General Meeting have the same meaning as in the Explanatory Statement and, where not defined in the Explanatory Statement, are defined in the attached Glossary.

VOTING BY PROXY

To vote by proxy, please complete and sign the enclosed Proxy Form and return to the Company or Boardroom Pty Ltd as follows:

Company Secretary

Geopacific Resources Limited
Level 1 278 Stirling Highway Claremont,
Western Australia 6010
jlewis@geopacific.com.au

Boardroom Pty Limited

Level 7, 207 Kent Street
Sydney, NSW, 2000
Fax: + 61 2 9290 9655

Please note that a duly completed Proxy Form and (where applicable) any power of attorney or a certified copy of the power of attorney, must be received by the Company not later than 11.00am WST 15 October 2014. Proxy Forms received later than this time will be invalid.

ENTITLEMENT TO ATTEND AND VOTE

The Company may specify a time, not more than 48 hours before the General Meeting, at which a “snap-shot” of Shareholders will be taken for the purposes of determining Shareholder entitlements to vote at the meeting.

The Company's Directors have determined that all Shares of the Company that are recorded on the Company's register of members at 5.00 pm WST 15 October 2014 shall, for the purposes of determining voting entitlements at the General Meeting, be taken to be held by the persons registered as holding the Shares at that time.

ASIC AND ASX

A final copy of this Notice of General Meeting and Explanatory Statement has been lodged with ASIC and ASX. Neither ASIC, ASX nor any of their respective officers takes any responsibility for the contents of this document.

BUSINESS OF THE MEETING

AGENDA

RESOLUTION 1 – RATIFICATION OF PRIOR ISSUE OF SHARES

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

“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the prior issue of 45,989,889 Shares at an issue price of \$0.055 per Share to sophisticated and professional investors on the terms and conditions set out in the Explanatory Statement accompanying this Notice.”

Short Explanation: Shareholder approval is sought to approve and ratify under Listing Rule 7.4 the issue of 45,989,889 Shares, previously issued by the Company, to refresh the Company’s placement capacity under Listing Rules 7.1 and 7.1A.

Voting exclusion: The Company will disregard any votes cast on this Resolution by any person who participated in the issue and any person associated with that person. However, the Company need not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (b) it is cast by the person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

RESOLUTION 2 – ISSUE OF PERFORMANCE RIGHTS TO MR MARK BOJANJAC

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

“That, for the purposes of section 195(4) and section 208 of the Corporations Act, ASX Listing Rule 10.14 and for all other purposes, approval is given for the Company to issue 750,000 Performance Rights to Mr Mark Bojanjac (or his nominee) under the Performance Rights Plan in accordance with the terms and conditions set out in the Explanatory Statement.”

Short Explanation: The Company has previously announced the offer of Performance Rights to eligible participants including directors and employees of Company. Shareholder approval is sought pursuant to Listing Rule 10.14 and sections 195(4) and 208 of the Corporations Act, to issue Shares to the directors of the Company upon the exercise of the Performance Rights issued to them.

Voting Exclusion: The Company will disregard any votes cast on this Resolution by a Director and his nominee (except those who are ineligible to participate in any employee incentive scheme in relation to the Company) and any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote in accordance with the directions on the Proxy Form or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

The Company will also disregard any votes cast on this Resolution by a member of the Key Management Personnel or their closely related parties, as proxy for another person, where the

Proxy Form does not specify how the proxy is to vote, with the exception that votes cast by the person chairing the meeting as proxy appointed in writing, in accordance with a direction on the Proxy Form to vote as the proxy decides, will not be excluded.

RESOLUTION 3 – ISSUE OF PERFORMANCE RIGHTS TO MR RUSSELL FOUNTAIN

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

“That for the purposes of section 195(4) and section 208 of the Corporations Act, ASX Listing Rule 10.14 and for all other purposes, approval is given for the Company to issue 750,000 Performance Rights to Mr Russell Fountain (or his nominee) under the Performance Rights Plan in accordance with the terms and conditions set out in the Explanatory Statement.”

Short Explanation: The Company has previously announced the offer of Performance Rights to eligible participants including directors and employees of Company. Shareholder approval is sought pursuant to Listing Rule 10.14 and sections 195(4) and 208 of the Corporations Act, to issue Shares to the directors of the Company upon the exercise of the Performance Rights issued to them.

Voting Exclusion: The Company will disregard any votes cast on this Resolution by a Director and his nominee (except those who are ineligible to participate in any employee incentive scheme in relation to the Company) and any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote in accordance with the directions on the Proxy Form or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

The Company will also disregard any votes cast on this Resolution by a member of the Key Management Personnel or their closely related parties, as proxy for another person, where the Proxy Form does not specify how the proxy is to vote, with the exception that votes cast by the person chairing the meeting as proxy appointed in writing, in accordance with a direction on the Proxy Form to vote as the proxy decides, will not be excluded.

RESOLUTION 4 – ISSUE OF PERFORMANCE RIGHTS TO MR RON HEEKS

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

“That, for the purposes of section 195(4) and section 208 of the Corporations Act, ASX Listing Rule 10.14 and for all other purposes, approval is given for the Company to issue 4,000,000 Performance Rights to Mr Ron Heeks (or his nominee) under the Performance Rights Plan in accordance with the terms and conditions set out in the Explanatory Statement.”

Short Explanation: The Company has previously announced the offer of Performance Rights to eligible participants including directors and employees of Company. Shareholder approval is sought pursuant to Listing Rule 10.14 and sections 195(4) and 208 of the Corporations Act, to issue Shares to the directors of the Company upon the exercise of the Performance Rights issued to them.

Voting Exclusion: The Company will disregard any votes cast on this Resolution by a Director and his nominee (except those who are ineligible to participate in any employee incentive scheme in relation to the Company) and any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote in accordance with the directions on the Proxy Form or it is cast by the person chairing the meeting as proxy for a

person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

The Company will also disregard any votes cast on this Resolution by a member of the Key Management Personnel or their closely related parties, as proxy for another person, where the Proxy Form does not specify how the proxy is to vote, with the exception that votes cast by the person chairing the meeting as proxy appointed in writing, in accordance with a direction on the Proxy Form to vote as the proxy decides, will not be excluded.

RESOLUTION 5 – ISSUE OF PERFORMANCE RIGHTS TO MR MILAN JERKOVIC

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

“That, for the purposes of section 195(4) and section 208 of the Corporations Act, ASX Listing Rule 10.14 and for all other purposes, approval is given for the Company to issue 1,000,000 Performance Rights to Mr Milan Jerkovic (or his nominee) under the Performance Rights Plan in accordance with the terms and conditions set out in the Explanatory Statement.”

Short Explanation: The Company has previously announced the offer of Performance Rights to eligible participants including directors and employees of Company. Shareholder approval is sought pursuant to Listing Rule 10.14 and sections 195(4) and 208 of the Corporations Act, to issue Shares to the directors of the Company upon the exercise of the Performance Rights issued to them.

Voting Exclusion: The Company will disregard any votes cast on this Resolution by a Director and his nominee (except those who are ineligible to participate in any employee incentive scheme in relation to the Company) and any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote in accordance with the directions on the Proxy Form or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

The Company will also disregard any votes cast on this Resolution by a member of the Key Management Personnel or their closely related parties, as proxy for another person, where the Proxy Form does not specify how the proxy is to vote, with the exception that votes cast by the person chairing the meeting as proxy appointed in writing, in accordance with a direction on the Proxy Form to vote as the proxy decides, will not be excluded.

RESOLUTION 6 – RATIFICATION OF PRIOR ISSUE OF OPTIONS TO BBY LTD

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

“That for the purpose of ASX Listing Rule 7.4 and all other purposes, Shareholders approve and ratify the prior issue to BBY Ltd of 1,688,768 Options to subscribe for Shares with a vesting date being the 1st anniversary of the date of issue, and an expiry date being 5.00pm WST on the 3rd anniversary of the date of issue, and with an exercise price of \$0.07425 and on the terms and conditions set out in the Explanatory Statement.”

Short Explanation: BBY Limited acted as advisors to the Placement and the Company agreed to issue the Options to BBY Ltd as part of the consideration payable to BBY Ltd for their services.

Voting exclusion: The Company will disregard any votes cast on this Resolution by any person who participated in the prior issue and any person associated with that person. However, the Company need not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (b) it is cast by the person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

RESOLUTION 7 – APPROVAL OF ISSUE OF SHARES PURSUANT TO PROPOSED CAPITAL RAISING

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

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

Short Explanation: Shareholder approval is sought pursuant to Listing Rule 7.1 to allow the Company to conduct the Proposed Capital Raising by means of a placement of Shares to raise funds for the acquisition of the Kou Sa Copper Project in Cambodia. The purpose of seeking approval under Listing Rule 7.1 is to allow the Directors to issue Shares pursuant to the Proposed Capital Raising without such issue being included in the Company’s annual 15% placement capacity.

Voting exclusion: The Company will disregard any votes cast on this Resolution by any person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the Resolution is passed and any associates of those persons. However, the Company need not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (b) it is cast by the person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

RESOLUTION 8 – APPROVAL OF ISSUE OF SHARES TO DIRECTORS PURSUANT TO PROPOSED CAPITAL RAISING

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

"That, subject to and conditional upon the passing of Resolution 7, for the purposes of section 195(4) and ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the issue to Directors, and/or their nominees of up to 10,000,000 Shares, at an issue price which is not less than 80% of the volume weighted average market price of the Company’s Shares calculated over the last five (5) days on which sales of Shares were recorded on ASX before the issue is made, for the purpose, and on the terms and conditions set out in the Explanatory Statement.

Short Explanation: Shareholder approval is sought under section 195(4) Corporations Act and ASX Listing Rule 10.11 to approve the issue of Shares to the Directors and/or their nominees pursuant to the Proposed Capital Raising.

Voting exclusion: The Company will disregard any votes cast on this Resolution by a person who is to receive securities in relation to the entity and any person associated with that person. However, the Company need not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (b) it is cast by the person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Dated: 4 September 2014

By Order of the Board

A handwritten signature in black ink that reads "Ron Heeks". The signature is written in a cursive, flowing style.

Mr Ron Heeks

MANAGING DIRECTOR

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of Shareholders of the Company in relation to the business to be conducted at the General Meeting to be held at Level 1, 278 Stirling Highway Claremont on Friday 17 October 2014 at 11.00 am WST.

The purpose of this Explanatory Statement is to provide Shareholders with all information known to the Company which is material to a decision on how to vote on the Resolutions in the accompanying Notice of General Meeting.

This Explanatory Statement should be read in conjunction with the Notice of General Meeting preceding this Explanatory Statement. Capitalised terms in this Explanatory Statement are defined in the glossary to this document.

1. RESOLUTION 1 – RATIFICATION OF PRIOR ISSUE OF SHARES

1.1 Background

In July 2014, the Company issued 45,989,889 Shares as part of a Placement of 95,989,889 Shares to various sophisticated and professional investors to raise funds to finance the Company's ongoing exploration at the Kou Sa Project as well as for working capital (**Placement**).

Shareholders approved the issue of 50,000,000 of the 95,989,889 Shares issued as part of the Placement on 30 May 2014.

The purpose of Resolution 1 is for Shareholders to approve and ratify the issue of the 45,989,889 Shares, 21,510,837 undertaken without Shareholder approval pursuant to Listing Rule 7.1 and 24,479,052 undertaken without Shareholder approval pursuant to Listing Rule 7.1A.

1.2 Regulatory Requirements

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

Listing Rule 7.1A provides that a company can apply to shareholders at an Annual General Meeting (**AGM**) to increase the capacity to issue shares by a further 10%. Geopacific obtained shareholder approval at the Company's AGM on 30 May 2014.

Listing Rule 7.4 states that an issue by a company of securities made without approval under Listing Rule 7.1 or 7.1A is treated as having been made with approval for the purpose of Listing Rule 7.1 if the issue did not breach Listing Rule 7.1 or 7.1A and the company's members subsequently approve it.

Under Resolution 1, the Company seeks Shareholder approval for, and ratification of, the issue of the 45,989,889 Shares so as to limit the restrictive effect of Listing Rule 7.1 on any further issues of Equity Securities in the next 12 months.

The securities issued, for which approval and ratification is sought under Resolution 1, comprise approximately 15.5% of the Company's fully diluted issued capital (assuming no further issues of securities by the Company). -

1.3 Information required under Listing Rule 7.5

In compliance with the information requirements of Listing Rule 7.5, Shareholders are advised of the following information, for the purpose of obtaining Shareholder approval pursuant to Listing Rule 7.4.

(a) **Number of securities issued**

Under Resolution 1, the Company seeks from Shareholders approval for, and ratification of, the issue of 45,989,889 Shares.

(b) **The price at which the securities were issued**

The Shares were issued for \$0.055 cents per Share.

(c) **Terms of the securities**

The Shares are fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares and rank equally in all respects with the existing Shares. The Company has applied to ASX for official quotation of the Shares.

(d) **Persons to whom the securities were issued to**

The Shares were issued professional or sophisticated investors.

None of the persons to whom Shares were issued to were Related Parties of the Company (or associates of such persons) at the time of issue of the Shares.

(e) **The use of the funds raised**

The purpose of the issue was to raise working capital to finance operations of the Company particularly the exploration at the Company's Kou Sa Project in Cambodia.

(f) **Voting exclusion statement**

A voting exclusion statement for Resolution 1 is included in the Notice preceding this Explanatory Statement.

1.4 Recommendation of Directors

The Board believes that the ratification of these issues is beneficial for the Company as it allows the Company to ratify the above issues of securities and retain the flexibility to issue further securities representing up to 25% of the Company's share capital during the next 12 months. Accordingly, the Board unanimously recommends Shareholders vote in favour of Resolution 1.

2. RESOLUTIONS 2, 3, 4 AND 5 – ISSUE OF PERFORMANCE RIGHTS TO MESSRS BOJANJAC, FOUNTAIN, HEEKS AND JERKOVIC

2.1 General

As announced to ASX on 6 June 2014, the Company has agreed, subject to obtaining Shareholder approval by the passing of Resolutions 2, 3, 4, and 5 to issue the following Performance Rights to:

- (a) Mr Bojanjac (or his nominee): - 750,000 Performance Rights;
- (b) Mr Fountain (or his nominee): - 750,000 Performance Rights;
- (c) Mr Heeks (or his nominee): - 4,000,000 Performance Rights; and
- (d) Mr Jerkovic (or his nominee): - 1,000,000 Performance Rights,

under the Company's Performance Rights Plan and on the terms and conditions set out below.

The Plan was approved by Shareholders at the Company's Annual General Meeting held on 31 May 2012. Shareholder approval of the Plan enables the Company to grant Performance Rights representing entitlements to Shares, and issue Shares on conversion of Performance Rights for a 3 year period following shareholder approval, without utilising its 15% placement capacity under ASX Listing Rule 7.1. A summary of the terms of the Plan is attached as Schedule 1.

The Performance Rights are being issued to Messrs Bojanjac (or his nominee), Fountain (or his nominee) Heeks (or his nominee) and Jerkovic (or his nominee).

2.2 Vesting Conditions of the Performance Rights

The conditions that must be met in order for the Performance Rights to vest are as follows:

- (a) 50% will vest upon the performance by the eligible Director of 12 months continuous service from 1 July 2014; and
- (b) 50% will vest upon the performance by the eligible Director of 24 months continuous service from 1 July 2014.

2.3 ASX Listing Rule 10.14

ASX Listing Rule 10.14 requires shareholder approval to be obtained where an entity issues, or agrees to issue, securities under an employee incentive scheme to a director of the entity, an associate of the director, or a person whose relationship with the entity, director or associate of the director is, in ASX's opinion, such that approval should be obtained.

If Resolutions 2, 3, 4, and 5 are passed, Performance Rights will be issued to Messrs Bojanjac (or his nominee), Fountain (or his nominee) Heeks (or his nominee) and Jerkovic (or his nominee), each a Director of the Company. Therefore, the Company requires Shareholder approval to issue the Performance Rights to the Related Parties.

ASX Listing Rule 7.1 approval is not required in order to issue the Performance Rights as approval is being obtained under ASX Listing Rule 10.14. The issue of Performance Rights to the Related Parties will not be included in the 15% calculation for the purposes of ASX Listing Rule 7.1.

2.4 Section 195(4)

Section 195 of the Corporations Act provides that a director of a public company may not vote or be present during meetings of directors when matters in which that director holds a "material personal interest" are being considered.

Messrs Bojanjac, Fountain, Heeks and Jerkovic each have a material personal interest in the outcome of Resolutions 2, 3, 4 and 5 (respectively). As a result, the Directors may not be able to form a quorum at Directors' meetings necessary to carry out the terms of Resolutions 2, 3, 4 and 5.

The Directors have accordingly exercised their right under section 195(4) of the Corporations Act to put the issue to Shareholders to resolve upon.

2.5 Chapter 2E of the Corporations Act

On 6 June 2014 the Company announced a new remuneration strategy to commence from 1 July 2014 that will incorporate the issue of Performance Rights to eligible parties pursuant to the Company's existing Performance Rights Plan.

The proposed issue of the Performance Rights may constitute the provision of a “financial benefit” to the relevant Director under Chapter 2E of the Corporations Act. For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company’s members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

It is the view of the Company that the exceptions set out in sections 210 to 216 of the Corporations Act do not apply in the current circumstances. Accordingly, Shareholder approval is sought for the grant of Performance Rights to the Directors.

2.6 Information required for Shareholder approval for the purposes of Chapter 2E of the Corporations Act and ASX Listing Rule 10.15

Pursuant to and in accordance with the requirements of section 219 of the Corporations Act, and ASX Listing Rule 10.15 for the purpose of obtaining Shareholder approval pursuant to Listing Rule 10.14, the following information is provided in relation to the proposed grant of Performance Rights:

(a) Identity of the Related Parties

The Performance Rights will be issued to Messrs Bojanjac, Fountain, Heeks and Jerkovic (or their nominees). Messrs Bojanjac, Fountain, Heeks and Jerkovic are Related Parties by virtue of being Directors of the Company.

(b) Maximum number of securities to be issued

The maximum number of Performance Rights to be issued to the Directors is as follows:

Director	Performance Rights
Mr Bojanjac (or his nominee)	750,000
Mr Fountain (or his nominee)	750,000
Mr Heeks (or his nominee)	4,000,000
Mr Jerkovic (or his nominee)	1,000,000

The specific number and value of the Performance Rights to be issued to the Directors has been determined based on the experience of each Director, the current market price of the Shares, and the current market practices in respect of the grant of Performance Rights to Directors in positions of similar responsibility.

(c) Nature of financial benefit, issue price and terms

The Performance Rights are being issued for nil cash consideration under the terms of the Performance Rights Plan and on the vesting conditions set out in section 2.2 of this Explanatory Statement and otherwise on the terms and conditions set out in Schedule 1 of this Notice.

No loan has been provided in respect of any issue of Performance Rights under the Performance Rights Plan.

(d) **Previous issues**

No Performance Rights have previously been issued under the Performance Rights Plan.

(e) **Eligible participants**

All full or part time employees, Directors, contractors and consultants of the Company or an associated body corporate of the Company are entitled to participate in the Performance Rights Plan.

(f) **Date of issue**

The Performance Rights will be issued to the Directors no later than 12 months after the date of the Meeting.

(g) **Voting exclusion statement**

A voting exclusion statement is included in the Notice.

(h) **Valuation of financial benefit**

The valuation of the Performance Rights and the pricing methodology is set out in Schedule 2 of this Notice.

(i) **Interests of Directors in the Company**

The relevant interests of the Directors in securities of the Company are set out below:

Director	Shares
Mark Bojanjac	2,500,000
Russell Fountain	166,000
Ron Heeks	3,728,862
Milan Jerkovic	5,123,166

(j) **Remuneration of Directors**

The remuneration and emoluments from the Company to the Related Parties for the previous financial year and the proposed remuneration and emoluments for the current financial year are set out below:

Related Party	Current Financial Year to date (31 December 2014)	Previous Financial Year (31 December 2013)
Mark Bojanjac	\$20,000	\$30,000 ^{Note 1}
Russell Fountain	\$20,000	\$40,000
Ron Heeks	\$120,000	\$180,000 ^{Note 1}
Milan Jerkovic	\$37,500	\$50,000 ^{Note 2}

Note 1 Mr Bojanjac and Mr Heeks were appointed to the Board of Directors on 31 March 2013

Note 2 Mr Jerkovic was appointed to the Board of Directors on 10 April 2013

(k) **Dilution**

If the Performance Rights granted to the Related Parties are exercised, a total of 6,500,000 Shares would be issued. This will increase the number of Shares on issue from 290,780,410 to 297,280,410 (assuming that no other Performance Rights are exercised and no other Shares are issued) with the effect that the shareholding of existing Shareholders would be diluted by an aggregate of 2.2%.

(l) **Share price history**

If, at any time any of the Performance Rights are exercised and the Shares are trading on ASX at a price that is higher than the exercise price of the Performance Rights, there may be a perceived cost to the Company.

The trading history of the Shares on ASX in the 12 months before the date of this Notice is set out below:

	Price	Date
Highest	\$0.09	21 May 2014
Lowest	\$0.028	15 and 16 January 2014
Last	\$0.059	3 September 2014

(m) **Other information**

The primary purpose of the grant of the Performance Rights to the Directors is to provide a performance linked incentive component in the remuneration package for the Directors to motivate and reward the performance of the Directors in their respective roles.

The Board considers that the issue of Performance Rights to its personnel are a cost effective and efficient means for the Company to provide incentive to its personnel as opposed to alternative forms of incentives such as cash bonuses or increased remuneration. The Company considers that, to enable the Company to secure and retain employees and directors who can assist the Company in achieving its objectives, it is necessary to provide remuneration and incentives to such personnel. The issue of the Performance Rights is designed to achieve this objective, by encouraging continued improvement in performance over time and by encouraging personnel to acquire and retain shareholdings in the Company.

The grant of Performance Rights to the Directors, will align the interests of the Directors with those of Shareholders, is a reasonable and appropriate method to provide cost effective remuneration as the non-cash form of this benefit will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to the Directors and it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in granting the Performance Rights upon the terms proposed.

Neither the Directors nor the Company are aware of any other information that would be reasonably required by Shareholders to make a decision in relation to the financial benefits contemplated in Resolutions 2, 3, 4 and 5.

2.7 Recommendation of Directors

The Directors (with the exception of Mr Bojanjac in respect of Resolution 2, Mr Fountain in respect of Resolution 3, Mr Heeks in respect of Resolution 4 and Mr Jerkovic in respect of Resolution 5, due to a material personal interest in the outcome of their respective Resolutions) recommend that Shareholders vote in favour of Resolutions 2, 3, 4 and 5. The Directors consider that the issue of Performance Rights is in the best interests of the Company as the Performance Rights will enable the Company to secure and retain its Directors who can assist the Company in achieving its future objectives.

3. RESOLUTION 6 – RATIFICATION OF PRIOR ISSUE OF OPTIONS TO BBY LTD

3.1 Background

As noted in section 1.1 of this Explanatory Statement, the Company undertook the Placement in July 2014. The Company contracted BBY Ltd as advisors to the Placement. As part of their fee, BBY Ltd has been offered 1,688,768 Options at an exercise price of \$0.07425, a 35% premium to the Placement issue price.

The Board would like the flexibility to issue further Shares over the next 12 months up to the 15% threshold under Listing Rule 7.1 without needing to take into account the Options allotted to BBY Ltd.

3.2 Regulatory Requirements

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

Listing Rule 7.1A provides that a company can apply to shareholders at an Annual General Meeting (**AGM**) to increase the capacity to issue shares by a further 10%. Geopacific obtained shareholder approval at the Company's AGM on 30 May 2014.

Listing Rule 7.4 states that an issue by a company of securities made without approval under Listing Rule 7.1 or 7.1A is treated as having been made with approval for the purpose of Listing Rule 7.1 if the issue did not breach Listing Rule 7.1 or 7.1A and the company's members subsequently approve it.

Under Resolution 6, the Company seeks Shareholder approval for, and ratification of, the issue of 1,688,768 Options so as to limit the restrictive effect of Listing Rule 7.1 on any further issues of Equity Securities in the next 12 months.

The securities issued, for which approval and ratification is sought under Resolution 6, comprise approximately 0.6% of the Company's fully diluted issued capital (assuming no further issues of securities by the Company).

3.3 Information required under Listing Rule 7.5

In compliance with the information requirements of Listing Rule 7.5, Shareholders are advised of the following information, for the purpose of obtaining Shareholder approval pursuant to Listing Rule 7.4.

(a) Number of securities issued

Under Resolution 6, the Company seeks from Shareholders approval for, and ratification of, the issue of 1,688,768 Options.

(b) **The price at which the securities were issued**

The Options will be issued to BBY Ltd as part of the consideration paid by the Company as advisors to the Placement and as such no cash consideration will be paid for the Options.

(c) **Terms of the securities**

The key terms of the Options are set out in Schedule 3 of this Notice.

(d) **Persons to whom the securities were issued to**

The Options will be issued to BBY Limited.

BBY Limited is not a Related Party of the Company.

(e) **The use of the funds raised**

No funds will be raised from the issue of the Options under Resolution 6 as the Options have been issued as part of the consideration paid by the Company to BBY Ltd as advisors to the Placement.

(f) **Voting exclusion statement**

A voting exclusion statement for Resolution 6 is included in the Notice preceding this Explanatory Statement.

3.4 Recommendation of Directors

The Board believes that the ratification of the issue is beneficial for the Company as it allows the Company to ratify the above issue of securities and retain the flexibility to issue further securities representing up to 25% of the Company's share capital during the next 12 months. Accordingly, the Board unanimously recommends Shareholders vote in favour of Resolution 6.

4. RESOLUTION 7 – APPROVAL OF ISSUE OF SHARES PURSUANT TO PROPOSED CAPITAL RAISING

4.1 Background

Resolution 7 seeks Shareholder approval for the issue of up to 50,000,000 Shares at an issue price of not less than 80% of the average market price for Shares calculated over the last five days on which sales in Shares are recorded before the day on which the issue is made (**Proposed Capital Raising**).

The purpose of Resolution 7 is to provide the Company with the ability to conduct the Proposed Capital Raising by means of a placement of Shares to raise funds for the acquisition of the Kou Sa Copper Project in Cambodia, and to provide funds for additional administration and overhead expenses.

The quantum of capital raised will depend on investor interest and market factors at the relevant time.

The issue price of Shares and hence the quantum of Shares issued under the Proposed Capital Raising, if it proceeds, will depend on the market price of the Company's Shares traded on ASX at the relevant time.

Resolution 7, if approved, provides the Company with the ability to conduct the Proposed Capital Raising within 3 months of the General Meeting (or such later date as may be approved by ASX).

If Resolution 7 is not approved or the capital raised pursuant to the Proposed Capital Raising is not considered sufficient by the Board to acquire the Kou Sa project, the Board may consider further capital raising options over the next 12 months.

None of the investors pursuant to the Proposed Capital Raising will be Related Parties of the Company, other than the Shares which may be issued to Directors pursuant to the Proposed Capital Raising which is subject to Shareholder approval under Resolution 8.

4.2 Regulatory Requirements

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

The effect of Resolution 7 will be to allow the Directors to issue Shares in the Company pursuant to the Proposed Capital Raising during the period of 3 months after the date of this General Meeting (or a longer period, if allowed by ASX), without such issue being included in the Company's 15% annual placement capacity and thereby minimising the restrictive effect of Listing Rule 7.1 on any further issues by the Company of Equity Securities in the next 12 months.

4.3 Information required under Listing Rule 7.3

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

(a) **Maximum number of securities to issued**

The maximum number of Shares to be issued is 50,000,000.

(b) **The date by which the entity will issue the securities**

The Shares issued pursuant to Resolution 7 will be issued no later than 3 months after the date of this General Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that all of the Shares will be issued on the same date.

(c) **Issue price of the securities**

The issue price will be not less than 80% of the average market price for Shares calculated over the 5 trading days on which the sales in the Shares are recorded before the day on which the issue is made.

(d) **Names of the persons to whom the entity will issue the securities to**

The Directors will determine to whom the Shares will be issued to, but these persons will not be Related Parties of the Company. Up to 10,000,000 Shares may be issued to Messrs Bojanjac, Fountain, Heeks and Jerkovic and/or their nominees pursuant to Resolution 8.

(e) **The key terms of the securities**

The Shares issued will be fully paid ordinary shares in the capital of the Company and will rank equally and be issued on the same terms and conditions as the Company's existing Shares.

(f) **Intended use of funds**

The Company intends to use the funds raised from the Proposed Capital Raising to provide funds for the Company's exploration programs, administration expenses and general working capital in the manner described above.

(g) **Voting exclusion statement**

A voting exclusion statement for Resolution 7 is included in the Notice.

4.4 Recommendation of Directors

Each of the Directors recommends that you vote in favour of Resolution 7.

5. RESOLUTION 8 - APPROVAL OF ISSUE OF SHARES TO DIRECTORS PURSUANT TO PROPOSED CAPITAL RAISING

5.1 Background

Subject to Shareholder approval under Resolution 7, the maximum number of Shares to be issued under the Proposed Capital Raising is 50,000,000 Shares. Subject to Shareholder approval under Resolution 8, the Directors and/or their nominees will be permitted to subscribe for up to 10,000,000 Shares under the Proposed Capital Raising.

Resolution 8 is proposed to obtain Shareholder approval for the issue of up to 10,000,000 Shares to Directors and/or their nominees pursuant to the Proposed Capital Raising. The Shares will only be issued to Directors and/or their nominees once Shareholder approval has been obtained pursuant to Resolution 8. The approvals sought under Resolution 8 are conditional on the passing of Resolution 7 and will not proceed unless Resolution 7 is passed by Shareholders.

On 28 August 2014, for the purpose of Resolution 8, the Company obtained a waiver from Listing Rule 10.13.5 to permit the Company to include a minimum price formula in this Notice of Meeting instead of a fixed issue price, thereby satisfying the disclosure obligations set out in Listing Rule 10.13 (**Waiver**).

In accordance with the conditions of the Waiver, the Company confirms that any Shares issued to Messrs Bojanjac, Fountain, Heeks and Jerkovic and/or their nominees, pursuant to Resolution 8, will be issued on the same terms and conditions as the Shares to be issued under Resolution 7 to non- Related Parties under the Proposed Capital Raising.

5.2 Section 195(4)

Section 195 of the Corporations Act provides that a director of a public company may not vote or be present during meetings of directors when matters in which that director holds a "material personal interest" are being considered.

Each of the Directors have a material personal interest in the outcome of Resolution 8. As a result, the Directors will not be able to form a quorum at Directors' meetings necessary to carry out the terms of the Resolution.

The Directors have accordingly exercised their right under section 195(4) of the Corporations Act to put the issue to Shareholders to resolve upon.

This approval will allow the Directors to do whatever is necessary to carry Resolution 8 into effect.

5.3 Listing Rule Requirements

Shareholder approval is sought under Listing Rule 10.11 as Resolution 8 proposes the issue of Shares to Related Parties of the Company, namely the Directors and/or their nominees, who are Related Parties of the Company by virtue of their directorships, thereby satisfying the Related Party test set out in section 228 of the Corporations Act. Given that the Directors will be participating in the Proposed Capital Raising on the same arm's length terms as parties who are not Related Parties of the Company, approval is not being sought under Chapter 2E of the Corporations Act in accordance with section 210 of the Corporations Act.

The maximum number of Shares to be issued to the Directors and/or their nominees under Resolution 8 is 10,000,000 Shares.

ASX Listing Rule 7.1 requires the prior approval of shareholders in General Meeting to issue securities if the number of those securities exceeds 15% of the number of the same class of securities at the commencement of the relevant 12 month period. This rule does not apply in respect of an issue made with the approval of holders of ordinary securities under ASX Listing Rule 10.11. If approval is given under ASX Listing Rule 10.11, approval is not required under ASX Listing Rule 7.1.

5.4 Information required under Listing Rule 10.13

The following information is provided in accordance with the requirements of ASX Listing Rule 10.13, for the purpose of obtaining Shareholder approval pursuant to Listing Rule 10.11.

(a) **Names of the persons to whom the entity will issue the securities to**

The Shares will be issued to Messrs Bojanjac, Fountain, Heeks and Jerkovic and/or their nominees.

Messrs Bojanjac, Fountain, Heeks and Jerkovic are Related Parties by virtue of being Directors of the Company.

(b) **Maximum number of securities to be issued**

The maximum number of Shares to be issued to all of the Directors is up to 10,000,000 Shares, (an aggregate maximum of up to 10,000,000 Shares in total).

(c) **The date by which the entity will issue the securities**

The Shares will be issued no later than one (1) month after the date of the Meeting (or such other date as is permitted by an ASX waiver of the Listing Rules) and it is intended that all of the Shares will be issued on the same date.

(d) **Issue price of the securities**

The issue price of the Shares will be determined at the time of issue, but, in accordance with the conditions of the Waiver, will not be less than 80% of the volume weighted average market price of the Company's Shares calculated over the last five (5) days on which sales of ordinary Shares were recorded on ASX before the issue is made.

(e) **Voting exclusion statement**

A voting exclusion statement for Resolution 8 is included in the Notice.

(f) **Intended use of funds**

The Company intends to use the funds raised from the Proposed Capital Raising to provide funds for the Company's exploration programs, administration expenses and general working capital in the manner described above.

5.5 Recommendation of Directors

The Directors decline to make a Recommendation to Shareholders in relation to Resolution 8 due to their material personal interest in the outcome of Resolution 8 on the basis that they each would be granted Shares should Resolution 8 be passed.

6. ENQUIRIES

Shareholders are requested to contact the Company Secretary, Mr John Lewis on + 61 8 6143 1823 if they have any queries in respect of the matters set out in these documents.

GLOSSARY

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

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited.

BBY Ltd means BBY Ltd ACN 006 707 777.

Board means the current board of directors of Geopacific Resources Limited.

Chair means the Chairman of the General Meeting.

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

Corporations Act means the *Corporations Act 2001* (Cth).

Directors mean the current directors of Geopacific Resources Limited.

Equity Securities has the meaning given to that term in the Listing Rules.

Explanatory Statement means the explanatory statement accompanying the Notice.

General Meeting or **Meeting** means the general meeting convened by the Notice.

Key Management Personnel has the meaning given to that term in s 9 of the Corporations Act.

Listing Rules means the listing rules of the ASX.

Notice or **Notice of General Meeting** or **Notice of Meeting** means this notice of general meeting including the Explanatory Statement and the Proxy Form.

Option means an option to subscribe for a Share.

Placement has the meaning given to that term in section 1.1 of the Explanatory Statement.

Performance Right means an entitlement to a Share subject to satisfaction of performance conditions issued under the Performance Rights Plan, issued on the terms summarised in Schedule 1 of this Notice.

Performance Rights Plan or **Plan** means the Company's Performance Rights Plan, approved by Shareholders on 31 May 2012.

Proposed Capital Raising has the meaning given to that term in section 4.1 of the Explanatory Statement.

Proxy Form means the proxy form accompanying the Notice.

Related Party has the meaning given to that term in Listing Rule 19.12.

Resolution means the resolution set out in the Notice of General Meeting.

Share means a fully paid ordinary share in the capital of Geopacific Resources Limited.

Shareholder means a holder of a Share.

WST means Western Standard Time as observed in Perth, Western Australia.

SCHEDULE 1 – PERFORMANCE RIGHTS TERMS

- (a) **Entitlement to Participate:** the Board will determine in its discretion whom is entitled to participate in the Plan and issue an invitation to that person. The Board will consider factors such as seniority and position of the potential participant, length of service, record of employment and potential contribution to growth and profitability of the Company.
- (b) **Rights:** each Performance Right issued under the Plan is a right to be issued with or transferred a single fully paid ordinary share in the Company (**Share**), free of encumbrances.
- (c) **Expiry Date:** means the date on which a Performance Right lapses (if it has not already lapsed in accordance with the Plan) as specified in the offer made to the participant (**Expiry Date**).
- (d) **Vesting Conditions:** the Board will determine the vesting conditions that must be satisfied by a participant before the Performance Right vests in the holder.
- (e) **Vesting:** a Performance Right will vest in a participant where the vesting conditions are satisfied or waived by the Board or where the Performance Right vests as a result of accelerated vesting.
- (f) **Accelerated Vesting:** The Board may in its discretion determine that all or a specified number of a participant's unvested Performance Rights vest where:
- (i) the participant dies;
 - (ii) the participant ceases to be employed by the Company;
 - (iii) a takeover bid for the Company's issued Shares is declared unconditional and the bidder has acquired a relevant interest in at least 50.1% of the Company's issued Shares;
 - (iv) a court approves under section 411(4)(b) of the *Corporations Act 2001* (Cth) a proposed compromise or arrangement for the purposes of or in connection with a scheme for the reconstruction of the Company or its amalgamation with any other company or companies; or
 - (v) the Company passes a resolution for voluntary winding up or an order is made for the compulsory winding up of the Company.
- (g) **Lapse of an unvested Performance Right:** A Performance Right that has not vested will lapse upon the earlier to occur of:
- (i) a failure to meet the Performance Right's vesting conditions;
 - (ii) the Expiry Date;
 - (iii) the participant ceasing to be an employee, (unless the Board determines that the Performance Rights vests);
 - (iv) the Performance Right lapsing due to the participant ceasing to be an employee or due to the occurrence of a takeover bid, compromise or arrangement or winding up;
 - (v) the Performance Right lapsing due to an unauthorised transfer, or purported transfer, of the Performance Right;
 - (vi) a determination of the Board that the Performance Right is to lapse due to fraud or dishonesty; or
 - (vii) the day before the end of the 7 year anniversary of the date of grant of the Performance Rights.
- (h) **Lapse of a vested Performance Right:** A Performance Right that has vested but not been validly exercised will lapse upon the earlier to occur of:
- (i) the Expiry Date (if any);
 - (ii) the Performance Right lapsing due to an unauthorised transfer, or purported transfer, of the Performance Right;
 - (iii) a determination of the Board that the Performance Right is to lapse due to fraud or dishonesty; or
 - (iv) the day before the end of the 7 year anniversary of the date of grant of the Performance Right
- (i) **Exercise of Performance Right:** A participant may exercise a Performance Right that is entitled to be exercised by lodging with the Company a notice of exercise of the Performance Right in the form (if any) prescribed by the Company, and the certificate for the Performance Right.

- (j) **Quotation:** If Shares of the same class as those allotted under the Plan are listed on the ASX the Company will apply to the ASX within a reasonable time after they are allotted for those Shares to be listed.

- (k) **New Issues:** Other than adjustments for bonus issues and reorganisation of the issued capital of the Company, participants are not entitled to participate in any new issue of securities of the Company as a result of their holding Performance Rights during the currency of any Performance Rights and prior to vesting. In addition, participants are not entitled to vote nor receive dividends as a result of their holding Performance Rights.

SCHEDULE 2 – VALUATION OF PERFORMANCE RIGHTS

The Performance Rights to be issued to the Related Parties pursuant to Resolutions 2, 3, 4 and 5 have been valued by internal management, using the Black and Scholes method.

Using the assumptions set out below, the Performance Rights were ascribed the following value:

Assumptions	
Valuation date	1 July 2014
Market price of Shares \$	\$0.068
Exercise price	Nil
Expiry date (length of time from issue)	7 years
Risk free interest rate	2.45%
Marketability discount	30%
Volatility	100%
Indicative value per Related Party Performance Right	\$0.0476
<i>Value of Performance Rights</i>	
Mr Bojanjac	\$35,700
Mr Fountain	\$35,700
Mr Heeks	\$190,400
Mr Jerkovic	\$47,600
Total Value of Performance Rights	\$309,400

SCHEDULE 3 – OPTION TERMS

- (a) **Vesting Date:** the Options will vest on the 1st anniversary of the issue date and the Options will be exercisable after this date.
- (b) **Expiry Date:** the Options will expire on 5pm on the 3rd anniversary of the issue date (**Expiry Date**). Options not exercised on or before the Expiry Date will automatically lapse.
- (c) **Exercise:** each Option entitles the holder to subscribe for one fully paid ordinary share (**Share**) which will rank equally in all respects with the then issued ordinary shares of the Company.
- (d) **Exercise Price:** the Options have an exercise price of \$0.07425.
- (e) **Quotation:** Upon the exercise of the Options and receipt of all relevant documents and payment, the Company will apply to ASX to have the Shares issued granted official quotation.
- (f) **Rights on New Issues:** there are no participating entitlements inherent in any outstanding Options to participate in new issues of capital which may be offered to Shareholders during the currency of the Options.
- (g) **Rights conferred on bonus issue:** on the date on which any bonus issue is made (**Bonus Date**), each outstanding Option confers on the optionholder the right to:
 - (i) receive an allotment of one Share for each outstanding option exercised;
 - (ii) receive an allotment of the additional Shares and/or other securities the optionholder would have received had the optionholder participated in the bonus issue as an ordinary Shareholder. The optionholder is entitled to the number of Shares that would have been allotted to him/her had he/she exercised those outstanding options prior to the Bonus Date; and
 - (iii) have profits or reserves (as the case may be) applied in paying up in full those additional Shares and/or other securities.
- (h) **Reconstruction:** In the event of any reconstruction (including consolidation, sub-division, reduction or return) of the issued capital of the Company prior to the Expiry Date, the number of Options or the exercise price of the Options or both shall be reconstructed (as appropriate) in a manner which will comply with the Listing Rules applying to a reconstruction of capital at the time of reconstruction.
- (i) **Transfer:** The Options may be transferred at any time prior to the Expiry Date.
- (j) **Approvals:** the issue of Shares upon the exercise of Options will be subject to the Company obtaining any necessary shareholder approval for the purposes of item 7 of section 611 of the Corporations Act 2001 (Cth).

All Correspondence to:

✉ **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia

Level 7, 207 Kent Street,
Sydney NSW 2000 Australia

☎ **By Fax:** +61 2 9290 9655

💻 **Online:** www.boardroomlimited.com.au

Your vote is important

For your vote to be effective it must be recorded **before 11:00am (WST) on Wednesday October 15 2014.**

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

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

Appointment of a Second Proxy

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

To appoint a second proxy you must:

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

(b) return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

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

Proxy which is a Body Corporate

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

STEP 3 SIGN THE FORM

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

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

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

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

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

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **11:00 am (WST) on Wednesday October 15 2014.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

☎ **By Fax** + 61 2 9290 9655

✉ **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

Your address

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes. **Please note, you cannot change ownership of your securities using this form.**

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of **Geopacific Resources Limited** (Company) and entitled to attend and vote hereby appoint:

the **Chair of the Meeting** (mark box)

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered shareholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the General Meeting of the Company to be held at the **Level 1, 278 Stirling Highway, Claremont Western Australia on Friday October 17 2014 at 11:00am (WST)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

Chairman authorised to exercise proxies on remuneration related matters (Resolutions 2-5): If I/we have appointed the Chairman of the Meeting as my/our proxy or the Chairman of the Meeting becomes my/our proxy by default, by signing and submitting this form I/we expressly authorise the Chairman of the Meeting to exercise my/our proxy in respect of Resolutions 2-5 (except where I/we have indicated a different voting intention below) even though Resolutions 2-5 are connected directly or indirectly with the remuneration of a member of key management personnel for Geopacific Resources Limited, which includes the Chairman.

The Chair of the Meeting intends to vote undirected proxies in favour of each of the items of business (including Resolutions 2-5): If you have appointed the Chairman of the Meeting as your proxy (or the Chairman of the Meeting becomes your proxy by default), and you wish to give the Chairman specific voting directions on an item, you should mark the appropriate box/es opposite those items in Step 2 below (directing the Chairman to vote for, against, or to abstain from voting).

STEP 2 VOTING DIRECTIONS

* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

Ordinary Business

		For	Against	Abstain
Resolution 1	Ratification of Prior Issue of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Issue of Performance Rights to Mr Mark Bojanjac	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Issue of Performance Rights to Mr Russell Fountain	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Issue of Performance Rights to Mr Ron Heeks	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Issue of Performance Rights to Mr Milan Jerkovic	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Ratification of Prior Issue of Options to BBY	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Approval of Issue of Shares Pursuant to Proposed Capital Raising	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8	Approval of Issue of Shares to Directors Pursuant to Proposed Capital Raising	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 SIGNATURE OF SHAREHOLDERS

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

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2014