

## ASX ANNOUNCEMENT

**GEOPACIFIC RESOURCES LIMITED**

ACN 003 208 393

**ASX Code: GPR**

info@geopacific.com.au

www.geopacific.com.au

**AUSTRALIAN OFFICE**

Level 1, 278 Stirling Highway

Claremont, WA 6010.

PO Box 439,

Claremont, WA 6910.

T +61 8 6143 1823

**FIJI OFFICE**

PO Box 9975

Nadi Airport

Nadi

T +679 6 72 7150

F +679 6 72 7152

**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

**MEDIA CONTACTS**

Collins Street Media

Ian Howarth + 61 3 9223 2465

ASX Limited  
Level 40, Central Park  
152-158 St George's Terrace  
Perth WA 6000

Attention: Dale Allen

**LETTERS TO SHAREHOLDERS AND OPTIONHOLDERS**

Please find attached letters sent to shareholders and optionholders with respect to the company's Non-Renounceable Rights Issue.

Under the Rights Issue, existing eligible shareholders of the Company will be offered 10 new shares for every 21 shares held by them at the Record Date.

Any queries in regard to the rights issue should be directed to the Company Secretary at the Company's offices.

For and on behalf of the Board



**Mr John Lewis**  
**Company Secretary**  
**13 July 2015**

10 July 2015

Dear Shareholder,

**NON-RENOUNCEABLE ACCELERATED RIGHTS ISSUE – NOTIFICATION TO ELIGIBLE RETAIL SHAREHOLDERS**

On 3 July 2015 and 10 July 2015, Geopacific Resources Limited (**Company**) announced a capital raising to raise up to approximately \$23 million through a two stage process comprised of:

- (a) placements to institutional and sophisticated investors Resource Capital Fund VI L.P. and Tembo Capital Mining Fund L.P. to raise \$9 million (before costs) (**Placements**), which was successfully completed on 9 July 2015; and
- (b) an accelerated non-renounceable entitlement issue to eligible shareholders to raise up to approximately \$14 million (before costs) (**Entitlement Offer**).

The Entitlement Offer comprises an institutional component (**Institutional Offer**) and a retail component (**Retail Offer**). Under the Retail Offer, eligible shareholders are invited to subscribe for New Shares at an offer price of 5.5 cents per New Share on the basis of ten (10) New Shares for every twenty-one (21) Existing Shares held as at 5:00pm (WST) on Wednesday, 15 July 2015 (**Record Date**). The Retail Offer will be made to all shareholders with registered addresses in Australia, New Zealand, United Kingdom, Canada, Hong Kong or Indonesia on the Record Date.

A prospectus in relation to the Entitlement Offer was lodged with the Australian Securities and Investments Commission (**ASIC**) and ASX on 9 July 2015 (**Prospectus**) and will be mailed to Eligible Retail Shareholders in accordance with the timetable below.

**Details of the Entitlement Offer**

Pursuant to the Entitlement Offer, the Company will issue approximately 255,734,490 New Shares at an issue price of \$0.055 per New Share to raise approximately \$14 million before costs.

The Entitlement Offer is fully underwritten by Blue Ocean Equities Pty Limited (**Underwriter**). The Underwriter has entered into sub-underwriting agreements with Resource Capital Fund VI L.P. and Tembo Capital Mining Fund L.P. (through its managed fund Ndovu Capital IV B.V.), to an aggregate value of \$14 million.

The New Shares will rank equally in all respects with the Company's Existing Shares. The Company will apply to the ASX for quotation of the New Shares.

Shareholders who choose not to take up their entitlement will receive no value in respect of their entitlement and their shareholding in the Company will be diluted.

**Use of funds**

The Company intend to apply the proceeds from the Entitlement Offer and the Placements together with the Company's existing cash reserves for the following purposes:

- further exploration on the Kou Sa Project;
- further exploration at the Company's Fiji projects;

- provide additional working capital; and
- to fund expenses of the Retail Offer – including legal costs, marketing and other administrative expenses (including ASX, ASIC and Share Registry fees).

### Timetables

The Company expects the Entitlement Offer to be conducted in accordance with the following timetable:

RIGHTS ISSUE OFFER	Date
Announcement of Entitlement Offer	10 July 2015
Conduct Institutional Offer	10 July 2015 – 14 July 2015
Announcement of results under Institutional Offer	14 July 2015
Record Date for the Entitlement Offer	15 July 2015
Despatch of Prospectus and Entitlement and Acceptance Form and announcement that despatch completed	20 July 2015
Retail Offer opens	20 July 2015
Settlement of Institutional Offer	21 July 2015
Quotation of New Shares issued pursuant to the Institutional Offer	22 July 2015
Retail Offer closes	5.00pm (WST) 29 July 2015
Settlement of Retail Offer	5 August 2015
Quotation of New Shares under the Retail Offer	7 August 2015
Despatch date of holding statements, New Shares entered into the holders' security holdings	10 August 2015

*\* The timetable is indicative only and subject to change. The Company reserves the right, subject to the Corporations Act 2001 (Cth) and the ASX Listing Rules, to amend the above dates.*

### Capital Structure

A comparative table of changes in the capital structure of the Company as a consequence of the capital raising is set out below, assuming the Entitlement Offer is fully subscribed, and no existing Options are exercised.

Event	Shares
Shares on issue at the date of this Prospectus	537,042,427
Shares to be issued under the Entitlement Offer	255,734,490
<b>TOTAL ISSUED SHARES</b>	<b>792,776,917</b>

Event	Options
Unlisted Options exercisable at \$0.07425 on or before 5 August 2017	1,688,768
Unlisted Options exercisable at \$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	200,000
Unlisted Options exercisable at \$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	800,000
<b>TOTAL ISSUED OPTIONS</b>	<b>2,688,768</b>

Event	Performance Rights
Performance Rights vesting on 1 July 2015	6,400,000
Performance Rights vesting on 1 July 2016	6,150,000
<b>TOTAL ISSUED PERFORMANCE RIGHTS</b>	<b>12,550,000</b>

Eligible Retail Shareholders will receive a copy of the Prospectus and a personalised entitlement and application form (**Application Form**) shortly. You must follow the instructions in the Application Form to take up your entitlements.

A copy of the Prospectus may also be viewed on the Company's website [www.geopacific.com.au](http://www.geopacific.com.au) or the ASX website.

If you have any questions, please call the Company Secretary on +61 8 6143 1823 at any time between 8.30am to 5.30pm (WST), Monday to Friday before the Entitlement Offer closes, or consult your stockbroker or professional advisor.

The Company thanks you for your continuing support.

Yours faithfully,



**John Lewis**  
Company Secretary

10 July 2015

Dear Shareholder,

**NON-RENOUCEABLE ACCELERATED RIGHTS ISSUE – NOTIFICATION TO INELIGIBLE SHAREHOLDERS**

On 3 July 2015 and 10 July 2015, Geopacific Resources Limited (**Company**) announced a capital raising to raise up to approximately \$23 million through a two stage process comprised of:

- (a) placements to institutional and sophisticated investors Resource Capital Fund VI L.P. and Tembo Capital Mining Fund L.P. to raise \$9 million (before costs) (**Placements**), which was successfully completed on 9 July 2015; and
- (b) an accelerated non-renounceable entitlement issue to eligible shareholders to raise up to approximately \$14 million (before costs) (**Entitlement Offer**).

The Entitlement Offer comprises an institutional component (**Institutional Offer**) and a retail component (**Retail Offer**). Under the Entitlement Offer, eligible shareholders are invited to subscribe for New Shares at an offer price of 5.5 cents per New Share on the basis of ten (10) New Shares for every twenty-one (21) Existing Shares held as at 5:00pm (WST) on Wednesday, 15 July 2015 (**Record Date**). The Retail Offer will be made to all shareholders with registered addresses in Australia, New Zealand, United Kingdom, Canada, Hong Kong or Indonesia on the Record Date.

The Company has decided that it is unreasonable to make offers under the Entitlement Offer to shareholders with a registered address outside Australia, New Zealand, United Kingdom, Canada, Hong Kong and Indonesia (**Ineligible Shareholders**), having regard to the number of such shareholders, their holdings and the compliance costs required to offer the New Shares under the Entitlement Offer to those shareholders.

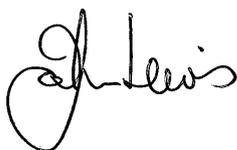
Unfortunately, since you are an Ineligible Shareholder, no offer is being made to you and the prospectus prepared by the Company in relation to the Retail Offer will not be sent to you.

This letter is not an offer to issue New Shares to you, nor an invitation for you to apply for New Shares.

You do not have to take any further action in relation to the Entitlement Offer.

Should you have any questions regarding the Entitlement Offer you may contact the Company on +61 8 6143 1823.

Yours sincerely,



**John Lewis**  
**Company Secretary**  
**Geopacific Resources Limited**

10 July 2015

Dear Optionholder,

### **NON-RENOUNCEABLE ACCELERATED RIGHTS ISSUE – NOTIFICATION TO OPTIONHOLDERS**

On 3 July 2015 and 10 July 2015, Geopacific Resources Limited (**Company**) announced a capital raising to raise up to approximately \$23 million through a two stage process comprised of:

- (a) placements to institutional and sophisticated investors Resource Capital Fund VI L.P. and Tembo Capital Mining Fund L.P. to raise \$9 million (before costs) (**Placements**), which was successfully completed on 9 July 2015; and
- (b) an accelerated non-renounceable entitlement issue to eligible shareholders to raise up to approximately \$14 million (before costs) (**Entitlement Offer**).

The Entitlement Offer comprises an institutional component (**Institutional Offer**) and a retail component (**Retail Offer**). Under the Retail Offer, eligible shareholders are invited to subscribe for New Shares at an offer price of 5.5 cents per New Share on the basis of ten (10) New Shares for every twenty-one (21) Existing Shares held as at 5:00pm (WST) on Wednesday, 15 July 2015 (**Record Date**). The Retail Offer will be made to all shareholders with registered addresses in Australia, New Zealand, United Kingdom, Canada, Hong Kong or Indonesia on the Record Date.

#### **Details of the Entitlement Offer**

Under the Entitlement Offer, the Company will issue approximately 255,734,490 New Shares at an issue price of \$0.055 per New Share to raise approximately \$14 million before costs.

The Entitlement Offer is fully underwritten by Blue Ocean Equities Pty Limited (**Underwriter**). The Underwriter has entered into sub-underwriting agreements with Resource Capital Fund VI L.P. and Tembo Capital Mining Fund L.P. (through its managed fund Ndovu Capital IV B.V.) to an aggregate value of \$14 million.

A prospectus in relation to the Entitlement Offer was lodged with the Australian Securities and Investments Commission (**ASIC**) and ASX on 9 July 2015 (**Prospectus**) and is available on the Company's website [www.geopacific.com.au](http://www.geopacific.com.au) and the ASX website.

The Record Date for the purposes of determining security holders entitled to participate in the Entitlement Offer is 5.00pm WST on 15 July 2015. The Prospectus will be despatched to all eligible retail shareholders on 20 July 2015.

#### **Optionholder participation in the Entitlement Offer**

The purpose of this letter is to give you notice that if you wish to participate in the Entitlement Offer with respect to your options, you must exercise your options before the Record Date.

To ensure that your shares are allotted before the Record Date, your option exercise notice together with the correct monies must be received by the Company's share registry, Boardroom Pty Ltd, **no later than 5.00pm WST on 14 July 2015**. Any notice of exercise of option received after this date cannot be assured of allotment before the Record Date.

To obtain an option exercise notice, please contact the Company's share registry, Boardroom Pty Ltd, between 9.00am and 5.00pm (WST) on business days by calling +61 2 9290 9600.

Before deciding whether to exercise all or any of your options, you should consider the terms of the Entitlement Offer carefully and if in any doubt, consult with your professional advisor.

If you do not wish to participate in the Entitlement Offer (in respect of your options) you do not need to take any action.

Yours sincerely,

A handwritten signature in black ink, appearing to read "John Lewis". The signature is fluid and cursive, with the first letter of each name being significantly larger and more stylized.

John Lewis  
Company Secretary  
Geopacific Resources Limited