

GROPACIFIC RESOURCES LIMITED
ACN 003 208 393

NOTICE OF GENERAL MEETING

Level 1, 278 Stirling Highway Claremont WA 6010
on Tuesday 11 October 2016 at 4.30pm 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

CONTENTS

Business of the Meeting	3
Explanatory Statement	6
Glossary	13

IMPORTANT INFORMATION

Notice is hereby given that a General Meeting of Shareholders will be held at Level 1, 278 Stirling Highway Claremont on Tuesday 11 October 2016 at 4.30 pm 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 Resolutions 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 Limited as follows:

Company Secretary

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

Boardroom Pty Limited

Level 12, 225 George St
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 4.30pm WST Sunday 9 October 2016. 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 Sunday 9 October 2016 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.

ASX

A final copy of this Notice of General Meeting and Explanatory Statement has been lodged with ASX. Neither ASX, nor any of its 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 issue of 126,276,247 Shares at an issue price of \$0.043 per Share 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 126,276,247 Shares, previously issued by the Company, to exempt this previous issue from the 15% limit in Listing Rule 7.1.

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 – 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 issue of 84,959,358 Shares at an issue price of \$0.043 per Share 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 84,959,358 Shares, previously issued by the Company, to exempt this previous issue from the 15% limit in Listing Rule 7.1 and the 10% capacity under Listing Rule 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 3 – APPROVAL TO ISSUE SHARES TO RESOURCE CAPITAL FUND VI L.P.

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, approval is given for the Company to allot and issue 43,347,048 Shares to Resource Capital Fund VI L.P. (or its nominees) on the terms and conditions set out in the Explanatory Statement accompanying this Notice."

Short Explanation: Shareholder approval is sought to approve under Listing Rule 7.3 the issue of 43,347,048 Shares at a price of \$0.043 per share, not previously issued by the Company, to Resource Capital Fund VI L.P. (or its nominees), to exempt this issue from the 15% limit in Listing Rule 7.1.

Voting Exclusion Statement: The Company will disregard any votes cast on this Resolution by Resource Capital Fund VI L.P. and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of Shares, if this Resolution is passed and any associate 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 4 – APPROVAL TO ISSUE SHARES TO TEMBO CAPITAL

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, approval is given for the Company to allot and issue 44,254,556 Shares to Tembo Capital (or its nominees) on the terms and conditions set out in the Explanatory Statement accompanying this Notice."

Short Explanation: Shareholder approval is sought to approve under Listing Rule 7.3 the issue of 44,254,556 Shares at a price of \$0.043 per share to Tembo Capital (or its nominees), to exempt this issue from the 15% limit in Listing Rule 7.1.

Voting Exclusion Statement: The Company will disregard any votes cast on this Resolution by Tembo Capital and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of Shares, if this Resolution is passed and any associate 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 5 – APPROVAL FOR THE ISSUE OF SHARES TO A RELATED PARTY

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 10.11 and all other purposes, Shareholders approve the issue of 1,162,791 Shares on the terms and conditions set out in the Explanatory Statement accompanying this Notice.”

Short Explanation: Shareholder approval is sought to approve under Listing Rule 10.11 the issue of 1,162,791 Shares at a price of \$0.043 per share to Milan Jerkovic, a director of the Company (or his nominee).

Voting exclusion: The Company will disregard any votes cast on this Resolution by Milan Jerkovic and any person associated with him. 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: 7 September 2016

By Order of the Board

Mr John Lewis

COMPANY SECRETARY

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 Tuesday 11 October 2016 at 4.30 pm 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. RESOLUTIONS 1 AND 2 – RATIFICATION OF PRIOR ISSUE OF SHARES

1.1 Background

On 18 August 2016 The Company announced a capital raising of \$15.0 million (350,000,000 Shares) to be undertaken with sophisticated and professional investors to raise working capital to finance operations of the Company particularly the exploration in the Company's investment into the Woodlark Island Project, at the Company's Kou Sa Project in Cambodia and the Company's Fiji projects (**Placement**).

On 23 and 26 August 2016, the Company issued 261,235,605 Shares pursuant to an authority from shareholders to issue 50,000,000 shares granted at the Company's AGM on 31 May 2016 and its capacity under Listing Rules 7.1 and 7.1A (**Tranche 1**). The Balance of the Placement is subject to Shareholder approval (**Tranche 2**).

The purpose of Resolution 1 and 2 is for Shareholders to approve and ratify the issue of Tranche 1 undertaken without Shareholder approval pursuant to Listing Rule 7.1 and 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 7.4 states that an issue by a company of securities made without approval under Listing Rule 7.1 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 and the company's members subsequently approve it.

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 31 May 2016.

Listing Rule 7.4 states that an issue by a company of securities made without approval under Listing Rule 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 7.1A and the company's members subsequently approve it.

Under Resolutions 1 and 2, the Company seeks Shareholder approval for, and ratification of, the issue of the Shares set out in section 1.1 so as to limit the restrictive effect of Listing

Rule 7.1 and Listing Rule 7.1A on any further issues of Equity Securities in the next 12 months.

The Shares issued, for which approval and ratification is sought under Resolutions 1 and 2, comprise approximately 20% of the Company's fully diluted issued capital as at the date of this notice (assuming no further issues of securities by the Company).

In compliance with the information requirements of Listing Rule 7.5, Shareholders are advised of the following information:

(a) **Number of securities allotted**

Under Resolutions 1 and 2, the Company seeks from Shareholders approval for, and ratification of, the issue of 211,235,605 Shares.

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

The Shares were issued for \$0.043 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. Official quotation of the Shares has been granted by ASX.

(d) **Allottees of the securities**

Allottees of the Shares were professional or sophisticated investors.

None of the allottees 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 in the Company's investment into the Woodlark Island Project, at the Company's Kou Sa Project in Cambodia and the Company's Fiji projects.

(f) **Voting exclusion statement**

A voting exclusion statement for each of Resolutions 1 and 2 is included in the Notice preceding this Explanatory Statement.

1.3 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 15% of the Company's share capital under Listing Rule 7.1 and 10% of the Company's share capital under Listing Rule 7.1A without the requirement to obtain prior Shareholder approval. Accordingly, the Board unanimously recommends Shareholders vote in favour of the Resolutions.

2. RESOLUTION 3 - APPROVAL TO ISSUE SHARES TO RESOURCE CAPITAL FUND VI L.P.

2.1 Background

As set out above, Tranche 2 of the Placement is subject to Shareholder Approval.

Resource Capital Fund VI L.P. has been allocated an investment of \$1.86 million (43,347,048 Shares) as part of Tranche 2.

The purpose of Resolution 3 is to seek Shareholder approval for the allotment and issue by the Company of 43,347,048 Shares to Resource Capital Fund VI L.P. (or its nominees).

Resource Capital Fund VI L.P. (or its associates) currently holds 324,908,172 Shares which amounts to 30.63% of the total issued Shares in the Company. Subject to the approval of all the resolutions set out in this Notice, Resource Capital Fund VI L.P. (or its associates) will hold 368,258,220 Shares, this will represent 32% of the total issued Shares in the Company.

2.2 Regulatory Requirements

Resolution 3 seeks Shareholder approval pursuant to ASX Listing Rule 7.1 for the allotment and issue of up to 43,347,048 Shares to Resource Capital Fund VI L.P, or its nominees as part of Tranche 2.

Listing Rule 7.1 provides that without Shareholder approval, a company must not issue or agree to issue new equity securities constituting more than 15% of its total issued capital within a 12 month period (excluding any issue of equity securities approved by Shareholders and other various permitted exceptions which are not relevant for current purposes).

The effect of Resolution 3 will be to allow the Directors to issue the Shares pursuant to Tranche 2 of the Share Placement to Resource Capital Fund VI L.P, or its nominee, without using the Company's 15% annual placement capacity.

By approving this issue, and subject to successful Shareholder ratification of Tranche 1 of the Placement, the Company will retain the flexibility to issue equity securities in the future of up to 15% of the Company's share capital under Listing Rule 7.1 and 10% of the Company's share capital under Listing Rule 7.1A without the requirement to obtain prior Shareholder approval.

Listing Rule 7.3 requires that the following information be provided to Shareholders for the purpose of obtaining Shareholder approval pursuant to Listing Rule 7.1:

- a) the maximum number of equity securities to be issued to Resource Capital Fund VI L.P. under Tranche 2 of the Placement is 43,347,048 Shares;
- b) the Shares will be issued at an issue price of \$0.043 per Share;
- c) the Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that allotment will occur on the same date;
- d) the Shares will be fully paid ordinary shares which will rank equally with the Company's existing fully paid ordinary shares on issue;
- e) the Shares will be issued to Resource Capital Fund VI L.P. who is not a Related Party of the Company, or its nominee;
- f) the Company will apply to ASX for quotation of the Shares on ASX;
- g) the funds raised from the Placement will be used as working capital to finance operations of the Company particularly the exploration in the Company's investment into the Woodlark Island Project, at the Company's Kou Sa Project in Cambodia and the Company's Fiji projects, fund the exploration and drilling work at the Company's copper-gold prospective projects in Fiji; and
- h) a voting exclusion statement is included in the Notice.

3. RESOLUTIONS 4 - APPROVAL TO ISSUE SHARES TO TEMBO CAPITAL.

3.1 Background

Tembo Capital has been allocated an investment of \$5.0 million (116,279,070 Shares) as part of the Placement. Tembo was, in part satisfaction of the above agreement issued 72,024,514 Shares at an issue price of AUD\$0.043 on 26 August 2016 as part of Tranche 1 pursuant to the Company's capacity under Listing Rule 7.1.

Tembo Capital (or its associates) will subject to Shareholder approval, be issued a further 44,254,556 Shares at an issue price of AUD\$0.043 as part of Tranche 2 to complete the \$5 million allocation.

The purpose of Resolution 4 is to seek Shareholder approval for the allotment and issue by the Company of the Shares to Tembo Capital (or its nominees).

Tembo Capital (or its associates) currently hold 269,784,618 Shares (including those issued as part of Tranche 1) which amounts to 25.43% of the total issued Shares in the Company. Subject to the approval of all the resolutions set out in this Notice, Tembo Capital (or its associates) will hold 314,039,174 Shares or 27.32% of the total issued Shares in the Company.

3.2 Corporations Act Requirements

(a) **Prohibition on certain acquisitions of relevant interests in voting shares.**

Section 606 of the Corporations Act prohibits a person acquiring a relevant interest in the voting shares in a company, if as a result of the acquisition that person's or someone else's voting power in the company increases from 20% or below to more than 20%, or from a starting point that is above 20% and below 90%.

Section 608 of the Corporations Act provides that a person has a relevant interest in the securities if they:

- (i) are the holder of the securities; or
- (ii) have power to exercise, or control the exercise, or control the exercise of, a right to vote attached to securities; or
- (iii) have power to dispose of, or control the exercise of a power to dispose of, the securities.

It does not matter how remote the relevant interest is or how it arises. If two or more people can jointly exercise of these powers, each of them is taken to have that power.

The voting power of a person is determined under section 610 of the Corporations Act. It involves calculating the number of voting shares in the company in which the person and the person's "associates" (as defined in Division 2 of Part 1.2 of the Corporations Act) have a relevant interest.

A person ("second person") will be an "associate" of the other person ("first person") if:

- (i) that first person is a body corporate and the second person is:
 - (A) a body corporate the first person controls;
 - (B) a body corporate that controls the first person; or

- (C) a body corporate that is controlled by an entity that controls the person;
- (ii) the second person has entered or proposes to enter into a relevant agreement with the first person for the purposes of controlling or influencing the composition of the company's board or the conduct of the company's affairs; or
- (iii) the second person is a person with whom the first person is acting or proposed to act, in concert in relation to the company's affairs.

(b) Exception to the section 606 prohibition

There are various exceptions to the prohibition in section 606. Section 611 contains a table setting out circumstances in the acquisitions of relevant interests are exempt from the prohibition. Item 9 of this table provides an exemption where: (a) throughout the 6 months before the acquisition a party held voting power of at least 19% and (b) as a result of the acquisition a party referred to in (a) would not have voting power of more than 3% higher than they held 6 months before the acquisition.

Tembo Capital held 24.73% of the issued Capital of the Company 6 months prior to the date of this General Meeting. After the shares the subject of this resolution are issued, Tembo Capital will hold 27.32% of the Issued Capital of the Company.

3.3 Regulatory Requirements

Resolution 4 seeks Shareholder approval pursuant to ASX Listing Rule 7.1 for the allotment and issue of up to 44,254,556 Shares to Tembo Capital, or its nominee, as part of Tranche 2.

Listing Rule 7.1 provides that without Shareholder approval, a company must not issue or agree to issue new equity securities constituting more than 15% of its total issued capital within a 12 month period (excluding any issue of equity securities approved by Shareholders and other various permitted exceptions which are not relevant for current purposes).

The effect of Resolution 4 will be to allow the Directors to issue the Shares pursuant to Tranche 2 of the Share Placement to Tembo Capital, or its nominee, without using the Company's 15% annual placement capacity.

By approving this issue, and subject to successful Shareholder ratification of Tranche 1 of the Placement, the Company will retain the flexibility to issue equity securities in the future of up to 15% of the Company's share capital under Listing Rule 7.1 and 10% of the Company's share capital under Listing Rule 7.1A without the requirement to obtain prior Shareholder approval.

Listing Rule 7.3 requires that the following information be provided to Shareholders for the purpose of obtaining Shareholder approval pursuant to Listing Rule 7.1:

- a) the maximum number of equity securities to be issued to Tembo Capital under Tranche 2 of the Placement is 44,254,556 Shares;
- b) the Shares will be issued at an issue price of \$0.043 per Share;
- c) the Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that allotment will occur on the same date;

- d) the Shares will be fully paid ordinary shares which will rank equally with the Company's existing fully paid ordinary shares on issue;
- e) the Shares will be issued to Tembo Capital who is not a Related Party of the Company, or its nominee;
- f) the Company will apply to ASX for quotation of the Shares on ASX;
- g) the funds raised from the Placement will be used as working capital to finance operations of the Company particularly the exploration in the Company's investment into the Woodlark Island Project, at the Company's Kou Sa Project in Cambodia and the Company's Fiji projects, fund the exploration and drilling work at the Company's copper-gold prospective projects in Fiji; and
- h) a voting exclusion statement is included in the Notice.

4. RESOLUTION 5 – APPROVAL FOR THE ISSUE OF SHARES TO RELATED PARTY

4.1 General

On 18 August 2016, the Company announced that it had successfully completed a Placement to raise a total of \$15 million at an issue price of \$0.043 per share.

Mr Milan Jerkovic, the Chairman of the Company, a Related Party of the Company was allocated 1,162,791 shares as part of the Placement.

Accordingly, the Company seeks shareholder approval for the Issue of the Shares at an issue price of \$0.043 to Mr Milan Jerkovic, or his nominee. If Shareholders do not approve the issue of the Shares under Resolution 5 then the Shares will not be issued and the funds will not be received by the Company.

If approval for the issue of the Shares is granted then the Shares will represent Equity Securities equal to approximately 0.1% of the Company's fully-diluted share capital assuming no further issues (other those proposed as a result of the resolutions in this Notice) of Shares by the Company.

4.2 Regulatory Requirements

Listing Rule 10.11 provides that, unless a specified exception applies, a Company must not issue or agree to issue securities to a Related Party without the approval of ordinary shareholders.

As such, Shareholder approval is sought under Listing Rule 10.11 as Resolution 5 proposes the issue of securities to Mr Milan Jerkovic, or his nominee.

As Shareholder approval is being sought under ASX Listing Rule 10.11, approval is not also required under Listing Rule 7.1.

In compliance with the information requirements of Listing Rule 10.13, Shareholders are advised of the following information:

(a) **Name of person to receive securities**

Mr Milan Jerkovic, or his nominee.

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

1,162,791 Shares.

(c) **Date of issue and allotment**

The Shares the subject of Resolution 5 will be issued as soon as possible after approval at, but no later than 1 month following, the General Meeting. If Shareholders do not approve the issue of the Shares under this Resolution 5 then the Shares will not be issued.

(d) **Relationship with the Company**

The Shares will be issued to Mr Milan Jerkovic, the Chairman of the Company, or his nominee.

(e) **Issue price**

The issue price per Share is to be \$0.043.

(f) **Terms of issue**

The Company will apply to ASX for official quotation of the Shares upon issue.

(g) **Intended use of the funds raised**

Funds raised from the issue will be used as working capital to finance operations of the Company particularly the exploration in the Company's investment into the Woodlark Island Project, at the Company's Kou Sa Project in Cambodia and the Company's Fiji projects, fund the exploration and drilling work at the Company's copper-gold prospective projects in Fiji.

(h) **Voting exclusion statement**

A voting exclusion statement for Resolution 5 is included in the Notice preceding this Explanatory Statement.

4.3 Recommendation of Directors

The Board, other than Mr Milan Jerkovic who has a material personal interest in Resolution 5, recommends that Shareholders approve Resolution 5.

5. 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.

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

Company 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.

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.

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.

All Correspondence to:

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

📠 **By Fax:** +61 2 9290 9655

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

☎ **By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 4:30pm (WST) on Sunday 9 October 2016.**

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:

- 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.
- 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 **4:30pm (WST) on Sunday, 9 October 2016.** 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

👤 **In Person** Boardroom Pty Limited
Level 12, 225 George Street,
Sydney NSW 2000 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 **Level 1, 278 Stirling Highway Claremont WA 6010 on Tuesday, 11 October 2016 at 4:30pm (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.

The Chair of the Meeting intends to vote undirected proxies in favour of each of the items of business.

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.

		For	Against	Abstain*
Resolution 1	RATIFICATION OF PRIOR ISSUE OF SHARES - 126,276,247 Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	RATIFICATION OF PRIOR ISSUE OF SHARES - 84,959,358 Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	APPROVAL TO ISSUE SHARES TO RESOURCE CAPITAL FUND VI L.P.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	APPROVAL TO ISSUE SHARES TO TEMBO CAPITAL	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	APPROVAL FOR THE ISSUE OF SHARES TO A RELATED PARTY	<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	Securityholder 2	Securityholder 3
<input style="width: 100%; height: 30px;" type="text"/>	<input style="width: 100%; height: 30px;" type="text"/>	<input style="width: 100%; height: 30px;" type="text"/>
Sole Director and Sole Company Secretary	Director	Director / Company Secretary

Contact Name..... Contact Daytime Telephone..... Date / / 2016