



GЕOPACIFIC

RESOURCES LIMITED

ACN 003 208 393

NOTICE OF GENERAL MEETING

&

EXPLANATORY STATEMENT

For the meeting to be held at 9:00am (WST), Monday, 11 June 2018

At Level 1, 278 Stirling Highway Claremont Western Australia

This Notice of General Meeting and Explanatory Statement should be read in its entirety. If Shareholders are in doubt as to how to vote, they should seek advice from their professional advisor without delay.

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

GEOPACIFIC RESOURCES LIMITED
NOTICE OF MEETING AND EXPLANATORY STATEMENT

NOTICE OF GENERAL MEETING

Notice is hereby given that a General Meeting of Geopacific Resources Limited (**Geopacific** or **Company**) Shareholders will be convened at 9:00am (WST) on Monday, 11 June 2018 at Level 1, 278 Stirling Highway, Claremont Western Australia.

Terms used in this Notice of General Meeting and accompanying Explanatory Statement are defined in the glossary to this document.

BUSINESS

Resolution 1 – Approval of Issue of Equity Securities – Share Placement

To consider, and if thought fit, to pass, with or without modification, 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 280,000,000 Shares at an issue price of \$0.036 per Share to sophisticated and professional investors (**Placement**) for the purpose and on the terms and conditions set out in the Explanatory Statement accompanying this Notice.”*

Voting Exclusion Statement

The Company will disregard any votes cast on Resolution 1 by any person who is expected to participate in the proposed issue and any person who will obtain a benefit (except a benefit solely in the capacity of a holder of ordinary securities) if the Resolution is passed, and any person associated with those persons.

However, the Company need not disregard a vote by such person if:

- (a) it is cast by the 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 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 2 – Approval to Issue Securities to Related Party in Share Placement – Milan Jerkovic

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

“That, subject to Resolution 1 being passed, for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of Shares up to a value of \$100,000, being 2,777,778 Shares, under the Placement to Mr Milan Jerkovic (or his nominee) for the purpose and on the terms set out in the Explanatory Statement accompanying this Notice.”

Voting Exclusion Statement

The Company will disregard any votes cast on Resolution 2 by Mr Jerkovic, the person who is to receive securities in relation to the Company, and any person associated with these persons.

However, the Company will not disregard any votes cast on Resolution 2 by Mr Jerkovic if:

- (a) it is cast by a person as a proxy, appointed in writing that specifies how the Proxy is to vote on the Resolution, for a person who is entitled to vote, and it is not cast on behalf of Mr Jerkovic and any associate of Mr Jerkovic; or
- (b) it is cast by a 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.

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.

GEOPACIFIC RESOURCES LIMITED
NOTICE OF MEETING AND EXPLANATORY STATEMENT

GENERAL NOTES

The Explanatory Statement to Shareholders attached to this Notice of General Meeting is hereby incorporated into and forms part of this Notice of General Meeting.

Voting by Proxy

A Shareholder entitled to attend and vote at the Meeting is entitled to appoint not more than 2 proxies.

Where more than 1 proxy is appointed, each proxy may be appointed to represent a specified number or proportion of votes. If no such number or proportion is specified, each proxy may exercise half of the Shareholder's votes. A proxy does not have to be a Shareholder of the Company.

Shareholders are encouraged to consider how they wish to direct their proxies to vote.

The proxy form must be signed by the Shareholder or his or her attorney in accordance with the directions on the proxy form. To be valid the proxy form and the power of attorney or other authority (if any) under which it is signed (or an attested copy) must be received by the Company at the address listed below not later than 48 hours before the time for holding the meeting, that is 9:00am (WST) on Saturday, 9 June 2018.

The proxy form can be lodged with the Company at the following addresses:

Company

Geopacific Resources Limited
PO Box 439 Claremont
Western Australia 6910
info@geopacific.com.au

To be valid the proxy form must be received by no later than 9:00am (WST) Saturday, 9 June 2018. Proxy forms received after this date will be invalid.

A company wishing to appoint a person to act as its representative at the Meeting must provide the person with:

- a letter or certificate executed in accordance with the *Corporations Act* authorising that person as the corporate Shareholder's representative at the Meeting; or
- a copy of the resolution appointing that person as the corporate Shareholder's representative at the Meeting, certified by a secretary or director of the corporate shareholder.

Sections 250BB and 250BC of the *Corporations Act 2001* came into effect on 1 August 2011 and apply to voting by proxy on or after that date. Shareholders and their proxies should be aware of these changes to the *Corporations Act*, as they will apply to this General Meeting. Broadly, the changes mean that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chairman of the Meeting, who must vote the proxies as directed.

Proxy vote if appointment specifies way to vote

Section 250BB (1) of the *Corporations Act 2001* provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, **if it does:**

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (as directed); and
- if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands; and
- if the proxy is the chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (as directed); and
- if the proxy is not the chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (as directed).

GEOPACIFIC RESOURCES LIMITED
NOTICE OF MEETING AND EXPLANATORY STATEMENT

Transfer of non-chair proxy to chair in certain circumstances

Section 250BC of the *Corporations Act 2001* provides that, if:

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members; and
- the appointed proxy is not the chair of the meeting; and
- at the meeting, a poll is duly demanded on the resolution; and
- either of the following applies:
 - the proxy is not recorded as attending the meeting;
 - the proxy does not vote on the resolution;

the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

The Chairman of the Meeting intends to vote undirected proxies, that are able to be voted, in favour of Resolutions 1 and 2.

The Directors have determined in accordance with Regulation 7.11.37 of the *Corporations Regulations* that, for the purposes of voting at the Meeting, Shares will be taken to be held by the registered holders at 5:00pm (WST) on Friday, 8 June 2018.

BY ORDER OF THE BOARD

Matthew Smith
Company Secretary

11 May 2018

EXPLANATORY STATEMENT

The purpose of the Explanatory Statement is to provide Shareholders with information concerning the Resolution in the Notice of General Meeting.

Resolution 1 – Approval of Issue of Equity Securities – Share Placement

1.1 Background

As announced to ASX on 30 April 2018, by way of agreement with sophisticated and professional investors, Geopacific proposes to issue 280,000,000 Shares to sophisticated and professional investors to commence regional exploration on the Woodlark goldfield, complete the Woodlark Definitive Feasibility Study (DFS), fund ongoing exploration costs in Cambodia and Fiji and working capital (**Placement**).

The purpose of Resolution 1 is for Shareholders to approve the issue of 280,000,000 Shares to be issued to sophisticated and professional investors.

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.

The issue of Shares pursuant to Resolution 1 will not, if Shareholders approve the issue, be included in the 15% limit and therefore approval of Resolution 1 will minimise the restrictive effect of Listing Rule 7.1 on any further issues by the Company of Equity Securities in the next 12 months.

The Shares issued, for which approval and ratification is sought under Resolution 1, comprise 15.53% of the Company's fully diluted issued capital (based on the number of Shares and Options on issue as at the date of this Notice of General Meeting).

1.3 Information required under Listing Rule 7.3

In compliance with the information requirements of Listing Rule 7.3, Shareholders are advised of the following information:

(a) Maximum number of securities issued

Under Resolution 1, the Company seeks from Shareholders approval for the issue of 280,000,000 Shares.

(b) Date of Issue

The Shares will be issued on 15 June 2018 and in any case, not later than 3 months after the date of Shareholder approval pursuant to this Resolution or such later date as approved by ASX.

(c) Issue price

The Shares will be issued for \$0.036 per Share as announced to ASX on 30 April 2018.

(d) The names of the persons to whom the entity will issue the securities

The Shares are to be allotted to sophisticated and professional investors and, with the exception of up to 2,777,778 Shares being issued to Mr Jerkovic (subject to the passing of Resolution 2), none of the Shares will be issued to related parties of the Company. If Resolution 2 is not approved, then the Shares that would have been offered to Mr Jerkovic will be included in the general offer to non-related parties.

(e) Terms of the securities

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

GEOPACIFIC RESOURCES LIMITED
NOTICE OF MEETING AND EXPLANATORY STATEMENT

(f) **The intended use of the funds raised**

The intended use of the funds is outlined in the table below:

Use of Funds	A\$m
Woodlark – direct resource development and new discovery drilling	5.6
Woodlark – DFS completion	0.9
Cambodia and Fiji – exploration costs	1.1
Other project, working capital and offer costs	2.4
Total	10.0

(g) **Voting exclusion statement**

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

1.4 Board Recommendation

The Board believes that the approval of the Share issue 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 during the next 12 months. Accordingly, the Board (with the exception of Mr Jerkovic) recommends Shareholders vote in favour of Resolution 1.

Resolution 2 – Approval to Issue Securities to Related Party in Share Placement – Milan Jerkovic

2.1 Background

As detailed in the Explanatory Statement for Resolution 1, the Company is proposing to undertake the Placement for the purposes of raising funds.

Resolution 2 seeks approval to issue Shares under the Placement to Mr Jerkovic or his respective nominees, should they elect to subscribe for Shares under the Placement.

Resolution 2 is conditional on Resolution 1 being passed, meaning that in order for Resolution 2 to have effect, Resolution 1 must also be passed by Shareholders.

2.2 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. A "related party", for the purposes of the Listing Rules, has the meaning given to it in the *Corporations Act*, and includes the directors of a company.

As such, Shareholder approval is sought under Listing Rule 10.11 as Resolution 2 proposes the issue of securities to Mr Milan Jerkovic, who is a related party of the Company by virtue of his directorship.

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

2.3 Information required under Listing Rule 10.13

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**

The Shares will be issued to Mr Milan Jerkovic or his nominee.

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

The maximum value of shares to be issued is up to a value of \$100,000, being 2,777,778 Shares.

GEOPACIFIC RESOURCES LIMITED
NOTICE OF MEETING AND EXPLANATORY STATEMENT

(c) **Date of Issue**

The Shares will be issued on 15 June 2018 and in any case, not later than 3 months after the date of Shareholder approval pursuant to this Resolution or such later date as approved by ASX.

(d) **Relationship with the Company**

The shares are proposed to be issued to Mr Jerkovic. Mr Jerkovic is a Director of the Company and is, as such, a related party of the Company.

(e) **Issue Price**

The Shares will be issued for \$0.036 per Share as announced to ASX on 30 April 2018.

(f) **Terms of issue**

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

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

The funds raised will be used for the same purposes as all other funds raised under the Placement as set out in section 1.3(g) of Resolution 1 above.

(h) **Voting exclusions statement**

A voting exclusion statement for Resolution 2 is included in the Notice of General Meeting preceding this Explanatory Statement.

2.4 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*.

The issue of shares to a related party constitutes giving a financial benefit and Mr Jerkovic is a related party by virtue of his directorship.

In respect of this Resolution, the Directors (other than Milan Jerkovic who has a material personal interest in the Resolution) consider that Shareholder approval pursuant to Chapter 2E of the *Corporations Act* is not required in respect of the issue of Shares because the issue of Shares falls within the exception under section 210 of the *Corporations Act*.

Section 210 of the *Corporations Act* provides that shareholder approval is not required for a company to give a financial benefit on terms that would be reasonable in the circumstances if the company and the related party were dealing at arm's length. In forming this view, the Directors noted that the price of the Shares to be issued to Mr Jerkovic is the same as the price of the Shares to be issued under the Placement, being set with regard to current market conditions and demand. Accordingly, Shareholder approval is not being sought on the basis that the issue of Shares to Mr Jerkovic is being made on an arm's length basis.

2.5 Board Recommendation

The Directors do not consider that from an economic and commercial point of view, there are any costs or detriments, including opportunity costs or taxation consequences for the Company or benefits foregone by the Company in granting the issued shares to Mr Jerkovic pursuant to this Resolution 2. The Directors, other than Mr Jerkovic who has a material personal interest in the outcome of Resolution 2, recommend that Shareholders vote in favour of Resolution 2.

GEOPACIFIC RESOURCES LIMITED
NOTICE OF MEETING AND EXPLANATORY STATEMENT

Glossary

In the Notice of Meeting and Explanatory Statement, the following terms have the following meanings unless the context otherwise requires:

ASX	ASX Limited or the securities market operated by ASX Limited, as the context requires.
Board	board of Directors.
Chair	chair of the General Meeting.
Company or Geopacific	Geopacific Resources Limited ACN 003 208 393
Corporations Act	<i>Corporations Act 2001</i> (Cth).
Director	director of the Company.
Equity Securities	has the meaning given to that term in the Listing Rules.
Explanatory Statement	the explanatory statement that accompanies this Notice of General Meeting.
Key Management Personnel	has the meaning given to that term in s 9 of the Corporations Act.
Listing Rules or ASX Listing Rules	official listing rules of the ASX.
Notice, Notice of General Meeting or Notice of Meeting	this notice of General Meeting.
Option	option to subscribe for a Share.
Resolution	resolution contained in this Notice of General Meeting.
Share	fully paid ordinary share in the capital of the Company.
Shareholder	holder of one or more shares in the Company.
WST	Australian Western Standard Time.

All Correspondence to:

✉ **By Mail** PO Box 439
Claremont
Western Australia 6910

👤 **In Person** Level 1, 278 Stirling Highway
Claremont
Western Australia 6010

💻 **Email:** info@geopacific.com.au

☎ **By Phone:** +61 8 6143 1820

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 9:00am (WST) on Saturday, 9 June 2018.**

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 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 **9:00am (WST) on Saturday, 9 June 2018.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged:

✉ **By Mail** PO Box 439
Claremont
Western Australia 6910

👤 **In Person** Level 1, 278 Stirling Highway
Claremont
Western Australia 6010

💻 **Email:** info@geopacific.com.au

Attending the Meeting

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

Geopacific Resources Limited

ACN 003 208 393

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. Security holders 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, Western Australia on Monday, 11 June 2018 at 9:00am (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), including to vote or abstain as my/our proxy thinks fit in respect of any procedural resolution.

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

If you have appointed the Chair of the Meeting as your proxy (or the Chair of the Meeting becomes your proxy by default), and you wish to give the Chair specific voting directions on an item, you should mark the appropriate boxes opposite those items below (directing the Chair 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.

		For	Against	Abstain*
Resolution 1	Approval of Issue of Equity Securities – Share Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Approval to Issue Securities to Related Party in Share Placement – Milan Jerkovic	<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 / / 2018