



GEOPACIFIC RESOURCES LIMITED

ACN 003 208 393

NOTICE OF EXTRAORDINARY GENERAL MEETING

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EXPLANATORY STATEMENT

For the meeting to be held at 10:00am (AWST) on Tuesday, 15 October 2024

at

Level 1, 278 Stirling Highway, Claremont WA 6010

The Company encourages its Shareholders to consider lodging a directed proxy in advance of the Extraordinary General Meeting. The Company is happy to accept and answer questions prior to the close of proxy voting via email. Such questions should be forwarded to the following email address info@geopacific.com.au.

In accordance with section 110D of the *Corporations Act 2001* (Cth), the Notice of Meeting, accompanying Explanatory Statement and annexures (including an online meeting guide and Proxy Form) are being made available to Shareholders electronically, unless you have requested to receive a hard copy.

This Notice of Extraordinary 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 Extraordinary General Meeting and Explanatory Statement, please do not hesitate to contact the Company Secretary on + 61 8 6143 1820.

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting of Geopacific Resources Limited (**Geopacific** or the **Company**) will be convened at 10:00am (AWST) on Tuesday, 15 October 2024 at Level 1, 278 Stirling Highway, Claremont WA 6010.

Capitalised terms used but not defined in this Notice of Extraordinary General Meeting and accompanying Explanatory Statement are defined in the glossary to this document.

SPECIAL BUSINESS

Resolution 1 – issue of Shares to Deutsche Balaton AG

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 10.11, and for all other purposes, Shareholders approve the issue of 53,382,585 Shares to Deutsche Balaton AG on the terms set out in the Explanatory Statement.”

Voting Exclusion Statement

The Company will disregard any votes cast on Resolution 1 by or on behalf the person who is to receive the securities in question and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or any associate of those persons. The Company need not disregard a vote if it is cast in favour of Resolution 1 by:

- a person as proxy or attorney for a person who is entitled to vote on Resolution 1, in accordance with the directions given to the proxy or attorney to vote on Resolution 1 in that way;
- the Chair as proxy or attorney for a person who is entitled to vote on Resolution 1, in accordance with a direction given to the Chair to vote on Resolution 1 as the Chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on Resolution 1; and
 - the holder votes on Resolution 1 in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 2 – issue of Shares to 2Invest AG

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 10.11, and for all other purposes, Shareholders approve the issue of 80,882,979 Shares to 2Invest AG on the terms set out in the Explanatory Statement.”

Voting Exclusion Statement

The Company will disregard any votes cast on Resolution 2 by or on behalf the person who is to receive the securities in question and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or any associate of those persons. The Company need not disregard a vote if it is cast in favour of Resolution 2 by:

- a person as proxy or attorney for a person who is entitled to vote on Resolution 2, in accordance with the directions given to the proxy or attorney to vote on Resolution 2 in that way;
- the Chair as proxy or attorney for a person who is entitled to vote on Resolution 2, in accordance with a direction given to the Chair to vote on Resolution 2 as the Chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on Resolution 2; and
 - the holder votes on Resolution 2 in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 3 – ratification of issue of Shares to Lingbao Gold

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

“That, for the purpose of Listing Rule 7.4, and for all other purposes, the Shareholders ratify and approve the issue by the Company of 136,800,894 Shares to Lingbao Gold International Company Ltd on 28 August 2024, on the terms set out in the Explanatory Statement.”

Voting Exclusion Statement

The Company will disregard any votes cast on Resolution 3 by or on behalf of any person who participated in the share issue or any associate of those persons. The Company need not disregard a vote if it is cast in favour of Resolution 3 by:

- a person as proxy or attorney for a person who is entitled to vote on Resolution 3, in accordance with the directions given to the proxy or attorney to vote on Resolution 3 in that way;
- the Chair as proxy or attorney for a person who is entitled to vote on Resolution 3, in accordance with a direction given to the Chair to vote on Resolution 3 as the Chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on Resolution 3; and
 - the holder votes on Resolution 3 in accordance with directions given by the beneficiary to the holder to vote in that way.

GENERAL NOTES

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

The Company’s Extraordinary General Meeting is due to be held at 10:00am (AWST) on Tuesday, 15 October 2024 at Level 1, 278 Stirling Highway, Claremont WA 6010.

The Company encourages its Shareholders to lodge a directed proxy in advance of the Meeting. To lodge your directed proxy in advance of the Meeting, please follow the steps set out in your enclosed personalised Proxy Form and lodge it by 10:00am (AWST) on Sunday, 13 October 2024.

If you wish to ask questions of the Board, Shareholders are encouraged to lodge questions in advance of the Meeting by emailing info@geopacific.com.au by no later than 5:00pm (AWST) on Tuesday, 8 October 2024.

If it becomes necessary or appropriate to make alternative arrangements for the holding or conducting of the meeting, the Company will make further information available via the Company’s ASX platform at www.asx.com.au (ASX:GPR) and on the Company’s website.

Voting eligibility

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 5:00pm (AWST) on Sunday, 13 October 2024.

Voting by Proxy

A Shareholder entitled to vote at the Meeting is entitled to appoint not more than 2 proxies. As noted above, the Company encourages its Shareholders to lodge a directed proxy in advance of the Meeting.

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 their 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 no later than 48 hours before the time for holding the meeting – that is, 10:00am (AWST) on Sunday, 13 October 2024.

To vote by proxy, please complete and sign the proxy form enclosed and either:

(a) deliver the Proxy Form:

- by hand to Boardroom Pty Limited, Level 8, 210 George Street, Sydney NSW 2000; or
- by post to Boardroom Pty Limited, GPO Box 3993, Sydney NSW 2001;

(b) fax the Proxy Form to Boardroom Pty Limited on facsimile number (61) 2 9290 9655; or

(c) vote online at <https://www.votingonline.com.au/gpregmoct2024> and follow the prompts.

To be valid, the Proxy Form must be received by no later than 10:00am (AWST) on Sunday, 13 October 2024. Proxy forms received after this date will be invalid.

A company wishing to appoint a person to act as its representative in 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 came into effect on 1 August 2011. Shareholders and their proxies should be aware of these changes to the Corporations Act, as they will apply to this Extraordinary 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 Chair 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 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 as directed;
- 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;
- 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 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 as directed.

Transfer of non-chair proxy to chair in certain circumstances

Section 250BC of the Corporations Act 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;
- 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; or
- 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.



Undirected proxies

The Chair intends to vote all valid undirected proxies for Resolutions 1 to 3 in favour of those Resolutions.

BY ORDER OF THE BOARD

A handwritten signature in black ink, appearing to read "Matthew Smith", is written over a light grey horizontal line.

Matthew Smith

Company Secretary

13 September 2024

EXPLANATORY STATEMENT

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

1. Resolution 1 – issue of Shares to Deutsche Balaton AG

1.1. Background

At the extraordinary general meeting of the Company on 14 June 2024 (**June EGM**), the Shareholders approved the issue of a certain number of Shares to Deutsche Balaton AG (**Deutsche Balaton**), with the relevant number of Shares issued to Deutsche Balaton to be determined by whether or not the JTC Tranche 2 Placement occurred (**June DB Placement Approval**). If the JTC Tranche 2 Placement occurred, the Company was to issue 142,461,923 Shares to Deutsche Balaton and if the JTC Tranche 2 Placement did not occur, the Company was to issue 53,382,585 Shares to Deutsche Balaton – such that, in each case, following the issue of the relevant number of Shares, the holding of Deutsche Balaton and its associates, would be the same as its holding immediately prior to the issue of Shares to Mr Jingtao Chi under the JTC Tranche 1 Placement.

As announced to the market on 26 August 2024¹, ongoing delays in connection with obtaining overseas regulatory approvals for the issue of Shares to Mr Jingtao Chi under the JTC Tranche 2 Placement, resulted in the terms of the JTC Subscription Agreement being unable to be achieved as a practical matter and not appropriate for the parties' needs. As such, Mr Jingtao Chi and the Company mutually agreed to terminate the JTC Subscription Agreement (with the JTC Tranche 2 Placement not occurring) and to use their best endeavours to enter into a new subscription agreement.

Under Listing Rule 10.13.5, the issue of Shares to Deutsche Balaton following the June DB Placement Approval had to occur on or before one month after the date of the June EGM, being 14 July 2024 (**June DB Placement Expiry Date**). Due to the abovementioned delays in connection with the JTC Tranche 2 Placement, the issue of Shares to Deutsche Balaton did not occur and the June DB Placement Approval has lapsed.

As a result of the June DB Placement Approval lapsing, under Resolution 1 the Company seeks Shareholder approval, under and for the purposes of Listing Rule 10.11, to issue 53,382,585 Shares to Deutsche Balaton on the terms set out below.

The Company and Deutsche Batalon are party to a Bond Subscription Agreement dated 18 October 2023, as varied by the First Deed of Variation to the Bond Subscription Agreement dated 22 December 2023, the Second Deed of Variation to the Bond Subscription Agreement dated 27 March 2024 and the Third Deed of Variation to the Bond Subscription Agreement dated 6 September 2024 (together, the **DB Bond Subscription Agreement**)². Under the DB Bond Subscription Agreement, the Company issued seven short term bearer bonds to Deutsche Balaton, each in the principal amount of \$500,000 (each a **DB Bearer Bond** and together, the **DB Bearer Bonds**). As at the date of this Notice of Meeting, Deutsche Balaton continues to hold each DB Bearer Bond.

The DB Bond Subscription Agreement contains an option which allows Deutsche Balaton to apply monies owing, including all outstanding interest, under each DB Bearer Bond to a subscription for Shares (**DB Option**). As outlined in the notice of extraordinary general meeting for the June EGM (**June EGM Notice of Meeting**), Deutsche Balaton confirmed to the Company that it wishes to exercise such DB Option in respect of certain DB Bearer Bonds.

On 25 April 2024, the Company entered into a Subscription Agreement with Deutsche Balaton, under which Deutsche Balaton would subscribe for a certain number of Shares (**DB Share Subscription Agreement**). The relevant number of Shares to be issued to Deutsche Balaton under the DB Share Subscription Agreement is 53,382,585 (being the **Deutsche Balaton Shares**). The DB Share Subscription Agreement remains on foot and provides that, following the issue of the Deutsche Balaton Shares and subject to Shareholder approval, the

¹ Please see: [ASX Announcement: New strategic investment by Lingbao Gold](#)

² Please see: [ASX Announcement - \\$3.5M Short-term Unsecured Funding from Bond Issue - 19 October 2023](#); [ASX Announcement - Bond Repayment Deferred to 29 March 2024 - 27 December 2023](#); [ASX Announcement - Further \\$1.8M of Short-term Unsecured Funding Available - 2 January 2024](#); [ASX Announcement - Bond Repayment Deferred to 30 September 2024 - 28 March 2024](#)

percentage interest holding of Deutsche Balaton and its associates will be the same as, or similar to, its holding immediately prior to the issue of the Shares to Mr Jingtao Chi under the JTC Tranche 1 Placement.

Contemporaneously with completion of the subscription for, and the issue of, the Deutsche Balaton Shares under Resolution 1, Deutsche Balaton will deliver to the Company each relevant DB Bearer Bond which, as at completion of the issue of the Deutsche Balaton Shares, has no monies owing under it by the Company.

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue equity securities to:

- (a) a related party (Listing Rule 10.11.1);
- (b) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the company (Listing Rule 10.11.2);
- (c) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the company and who was nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so (Listing Rule 10.11.3);
- (d) an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3 (Listing Rule 10.11.4); or
- (e) a person whose relationship with the company, or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders (Listing Rule 10.11.5),

unless it obtains the approval of its shareholders.

The issue of the Deutsche Balaton Shares falls within Listing Rule 10.11.2 and does not fall within any of the exceptions in Listing Rule 10.12 as Deutsche Balaton and its associates are together a substantial holder in the Company, with an overall interest of greater than 30%. Therefore, issue of the Deutsche Balaton Shares requires approval by the Company's Shareholders under Listing Rule 10.11. Resolution 1 seeks the required Shareholder approval.

If Resolution 1 is passed, the Company will be able to proceed with the issue of the Deutsche Balaton Shares and, pursuant to Listing Rule 7.2 (Exception 14), the issue will not use up the Company's 15% placement capacity under Listing Rule 7.1.

If Resolution 1 is not passed, the Company will not be able to proceed with the issue of the Deutsche Balaton Shares and will have to repay the monies owing, including all outstanding interest, under each relevant DB Bearer Bond in cash. If this occurs, the Company will need to source alternative funding to repay the DB Bearer Bonds on or before the maturity date of 31 March 2025³.

1.2. Specific information required by Listing Rule 10.13

Listing Rule 10.13 requires that certain information be provided to Shareholders for the purposes of obtaining Shareholder approval under Listing Rule 10.11. This information is as follows:

- (a) the Deutsche Balaton Shares will be issued to Deutsche Balaton;
- (b) Deutsche Balaton falls within Listing Rule 10.11.2 – Deutsche Balaton and its associates are together a substantial holder in the Company with an overall interest of greater than 30%;
- (c) the total number of Deutsche Balaton Shares that will be issued is 53,382,585;
- (d) the Deutsche Balaton Shares will be issued on a date that is not more than one month after the date of the Extraordinary General Meeting;
- (e) the Deutsche Balaton Shares will be fully paid ordinary shares;
- (f) in consideration for the issue of the Deutsche Balaton Shares, Deutsche Balaton will deliver to the Company each relevant DB Bearer Bond which, as at completion of the issue of the Deutsche Balaton Shares, has no monies owing under it;

³ Please see: ASX Announcement: [ASX Announcement: Bond Repayment Deferred to 31 March 2025](#)

- (g) the purpose of the issue of the Deutsche Balaton Shares is to extinguish the Company's existing liabilities under certain DB Bearer Bonds, without having to use its cash reserves to repay such liabilities;
- (h) the material terms of the DB Share Subscription Agreement are set out in paragraph 1.1; and
- (i) a voting exclusion statement is included in the Notice for Resolution 1.

1.3. Relevant interest of Deutsche Balaton and 2Invest AG (and their associates) following the issue of Deutsche Balaton Shares and the 2Invest Shares

Scenario	Relevant Interest	
	Deutsche Balaton, 2Invest AG and their associates	Deutsche Balaton
If Resolution 1 is passed and Resolution 2 is passed	439,583,572 Shares, representing 37.16% of the Shares on issue	123,432,162 Shares, representing 10.43% of the Shares on issue
If Resolution 1 is passed and Resolution 2 is not passed	358,700,593 Shares, representing 32.54% of the Shares on issue	123,432,162 Shares, representing 11.20% of the Shares on issue
If Resolution 1 is not passed and Resolution 2 is passed	386,200,987 Shares, representing 34.19% of the Shares on issue	70,049,577 Shares, representing 6.20% of the Shares on issue
If Resolution 1 is not passed and Resolution 2 is not passed	305,318,008 Shares, representing 29.11% of the Shares on issue	70,049,577 Shares, representing 6.68% of the Shares on issue

1.4. Recommendation of Directors

The Directors (other than Hansjoerg Plaggemars) unanimously recommend that Shareholders vote in favour of Resolution 1.

Hansjoerg Plaggemars makes no recommendation to Shareholders in relation to Resolution 1 because he has been nominated as a Director by Deutsche Balaton and its associates.

The Chair intends to vote all valid undirected proxies in favour of Resolution 1.

2. Resolution 2 – issue of shares to 2Invest AG

2.1. Background

The Company and 2Invest AG (**2Invest**) are party to a Bond Subscription Agreement dated 28 December 2023, as varied by a First Deed of Variation to Bond Subscription Agreement dated 27 March 2024 and a Second Deed of Variation to Bond Subscription Agreement dated 6 September 2024 (together, the **2Invest Bond Subscription Agreement**)⁴. Under the 2Invest Bond Subscription Agreement, the Company issued four short term bearer bonds to 2Invest, each in the principal amount of \$450,000 (each a **2Invest Bearer Bond** and together, the **2Invest Bearer Bonds**). As at the date of this Notice of Meeting, 2Invest continues to hold each 2Invest Bearer Bond.

The 2Invest Bond Subscription Agreement contains an option which allows 2Invest to apply monies owing, including all outstanding interest, under each 2Invest Bearer Bond to a subscription for Shares (**2Invest Option**). 2Invest confirmed to the Company that it wishes to exercise such 2Invest Option in respect of certain 2Invest Bearer Bonds.

On 23 August 2024, the Company entered into a Subscription Agreement with 2Invest, under which 2Invest would subscription for 80,882,979 Shares (**2Invest Share Subscription Agreement** and the relevant number of Shares issued to 2Invest under the 2Invest Share Subscription Agreement being the **2Invest Shares**)⁵.

The 2Invest Share Subscription Agreement provides that, following the issue of the 2Invest Shares and subject to Shareholder approval, the percentage interest holding of 2Invest's and its associates will be the same as, or similar to, its holding immediately prior to the issue of the Shares to Mr Jingtao Chi under the JTC Tranche 1 Placement.

Contemporaneously with completion of the subscription for, and the issue of, the 2Invest Shares, 2Invest will deliver to the Company each relevant 2Invest Bearer Bond which, as at completion of the issue of the 2Invest Shares, has no monies owing under it by the Company.

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue equity securities to:

- (a) a related party (Listing Rule 10.11.1);
- (b) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the company (Listing Rule 10.11.2);
- (c) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the company and who was nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so (Listing Rule 10.11.3);
- (d) an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3 (Listing Rule 10.11.4); or
- (e) a person whose relationship with the company, or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders (Listing Rule 10.11.5),

unless it obtains the approval of its shareholders.

The issue of the 2Invest Shares falls within Listing Rule 10.11.2 and does not fall within any of the exceptions in Listing Rule 10.12, as 2Invest and its associates are together a substantial holder in the Company with an overall interest of greater than 30%. Therefore, the issue of the 2Invest Shares requires approval by the Company's Shareholders under Listing Rule 10.11. Resolution 2 seeks the required Shareholder approval.

⁴ Please see: [ASX Announcement - \\$3.5M Short-term Unsecured Funding from Bond Issue - 19 October 2023](#); [ASX Announcement - Bond Repayment Deferred to 29 March 2024 - 27 December 2023](#); [ASX Announcement - Further \\$1.8M of Short-term Unsecured Funding Available - 2 January 2024](#); [ASX Announcement - Bond Repayment Deferred to 30 September 2024 - 28 March 2024](#)

⁵ Please see: [ASX Announcement: New strategic investment by Lingbao Gold](#)

If Resolution 2 is passed, the Company will be able to proceed with the issue of the 2Invest Shares and, pursuant to Listing Rule 7.2 (Exception 14), the issue will not use up the Company's 15% placement capacity under Listing Rule 7.1.

If Resolution 2 is not passed, the Company will not be able to proceed with the issue of the 2Invest Shares and will have to repay the monies owing, including all outstanding interest, under each relevant 2Invest Bearer Bond in cash. If this occurs, the Company will need to source alternative funding to repay the 2Invest Bearer Bonds on or before the maturity date of 31 March 2025⁶.

2.2. Specific information required by Listing Rule 10.13

Listing Rule 10.13 requires that certain information be provided to Shareholders for the purposes of obtaining Shareholder approval under Listing Rule 10.11. This information is as follows:

- (a) the 2Invest Shares will be issued to 2Invest;
- (b) 2Invest falls within Listing Rule 10.11.2 – 2Invest and its associates are together a substantial holder in the Company with an overall interest of greater than 30%;
- (c) the total number of 2Invest Shares that will be issued is 80,882,979;
- (d) the 2Invest Shares will be issued on a date that is not more than one month after the date of the Extraordinary General Meeting;
- (e) the Deutsche Balaton Shares will be fully paid ordinary shares;
- (f) in consideration for the issue of the 2Invest Shares, 2Invest will deliver to the Company each relevant 2Invest Bearer Bond which, as at completion of the issue of the 2Invest Shares, has no monies owing under it by the Company;
- (g) the purpose of the issue of the 2Invest Shares is to extinguish the Company's existing liabilities under certain 2Invest Bearer Bonds without having to use its cash reserves to repay such liabilities;
- (h) the material terms of the 2Invest Share Subscription Agreement are set out in paragraph 2.1; and
- (i) a voting exclusion statement is included in the Notice for Resolution 2.

2.3. Relevant interest of Deutsche Balaton and 2Invest (and their associates) following the issue of Deutsche Balaton Shares and the 2Invest Shares

Scenario	Relevant Interest	
	Deutsche Balaton, 2Invest AG and their associates	2Invest
If Resolution 1 is passed and Resolution 2 is passed	439,583,572 Shares, representing 37.16% of the Shares on issue	125,676,515 Shares, representing 10.62% of the Shares on issue
If Resolution 1 is passed and Resolution 2 is not passed	358,700,593 Shares, representing 32.54% of the Shares on issue	44,793,536 Shares, representing 4.06% of the Shares on issue
If Resolution 1 is not passed and Resolution 2 is passed	386,200,987 Shares, representing 34.19% of the Shares on issue	125,676,515 Shares, representing 11.12% of the Shares on issue
If Resolution 1 is not passed and Resolution 2 is not passed	305,318,008 Shares, representing 29.11% of the Shares on issue	44,793,536 Shares, representing 4.27% of the Shares on issue

⁶ Please see: ASX Announcement: [ASX Announcement: Bond Repayment Deferred to 31 March 2025](#)

2.4. Recommendation of Directors

The Directors (other than Hansjoerg Plaggemars) unanimously recommend that Shareholders vote in favour of Resolution 2.

Hansjoerg Plaggemars makes no recommendation to Shareholders in relation to Resolution 2 because he has been nominated as a Director by Deutsche Balaton and its associates.

The Chair intends to vote all valid undirected proxies in favour of Resolution 2.

3. Resolution 3 – ratification issue of Shares to Lingbao Gold under Lingbao Gold Placement

3.1. Background

The Company issued 136,800,894 Shares to Lingbao Gold on 28 August 2024 under the Lingbao Gold Placement.

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

The Lingbao Gold Placement does not fall within any of the exceptions to Listing Rule 7.1 and, as it has not yet been approved by the Shareholders, it effectively uses up the Company's 15% limit in Listing Rule 7.1, limiting the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12-month period following the date of the Lingbao Gold Placement.

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the company's capacity to issue further equity securities without shareholder approval under Listing Rule 7.1.

The Company wishes to retain flexibility to issue additional equity securities in the future, without having to obtain Shareholder approval under Listing Rule 7.1. Resolution 3 seeks Shareholder approval in relation to the Lingbao Gold Placement under, and for the purposes of, Listing Rule 7.4.

If Resolution 3 is passed, the Shares issued to Lingbao Gold under the Lingbao Gold Placement will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12-month period following the date of the Lingbao Gold Placement.

If Resolution 3 is not passed, the Shares issued to Lingbao Gold under the Lingbao Gold Placement will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities the Company can issue without Shareholder approval over the 12-month period following the date of the Lingbao Gold Placement.

3.2. Specific information required by Listing Rule 7.5

Listing Rule 7.5 requires that certain information be provided to Shareholders for the purposes of obtaining Shareholder approval under Listing Rule 7.4. This information is as follows:

- (a) the Shares issued under the Lingbao Gold Placement were issued to Lingbao Gold;
- (b) the number of Shares issued under the Lingbao Gold Placement was 136,800,894;
- (c) the Lingbao Gold Placement Shares were issued on 28 August 2024;
- (d) the consideration paid for the Shares under the Lingbao Gold Placement was \$2,872,818.77;
- (e) the purpose of the issue of the Shares under the Lingbao Gold Placement was to raise funds to advance and derisk the Project, including preparation for drilling at high-priority target areas with strong potential to host material economic mineralisation, and for general working capital purposes;
- (f) the Shares issued under the Lingbao Gold Placement were issued under a Subscription Agreement between the Company and Lingbao Gold, dated 24 August 2024 (**Lingbao Gold Subscription Agreement**).

A summary of the material terms of the Lingbao Gold Share Subscription Agreement are as follows:

- a. Lingbao Gold subscribed for 136,800,894 Shares and in consideration Lingbao paid \$2,872,818.77 to the Company; and
- b. the Lingbao Gold Placement was conditional on:
 - i. all relevant regulatory approvals in relation to the Lingbao Gold Placement having been unconditionally obtained (or obtained subject to conditions that are acceptable to Lingbao Gold) from any applicable government agency; or

- ii. Lingbao Gold confirming to the Company in writing that no regulatory approvals in relation to the Lingbao Gold Placement were required. Lingbao Gold confirmed on 20 August 2024 that no regulatory approvals in relation to the Lingbao Gold Placement were required; and

(g) a voting exclusion statement is included in the Notice for Resolution 3.

3.3. Recommendation of Directors

The Directors unanimously recommend that Shareholders vote in favour of Resolution 3.

The Chair intends to vote all valid undirected proxies in favour of this Resolution.

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.
AWST	Australian Western Standard Time.
Board	board of Directors.
Chair	chair of the Extraordinary General Meeting.
Company or Geopacific	Geopacific Resources Limited ACN 003 208 393.
Constitution	constitution of the Company as amended from time to time.
Corporations Act	<i>Corporations Act 2001</i> (Cth).
Director	director of the Company.
Explanatory Statement	the explanatory statement that accompanies this Notice of Extraordinary General Meeting.
JTC Subscription Agreement	the subscription implementation agreement between the Company and Mr Jingtao Chi dated 19 April 2024 which sets out the terms of the JTC Tranche 1 Placement and the JTC Tranche 2 Placement.
JTC Tranche 1 Placement	the placement of 90,288,590 Shares to Mr Jingtao Chi for \$1,896,060.39 pursuant to the terms of the JTC Subscription Agreement, which occurred on 10 May 2024.
JTC Tranche 2 Placement	the placement of 150,663,791 Shares to Mr Jingtao Chi for \$3,163,939.61 pursuant to the terms of the JTC Subscription Agreement.
Lingbao Gold	Lingbao Gold International Company Ltd.
Lingbao Gold Placement	the issue of 136,800,894 Shares to Lingbao Gold for \$2,872,818.77, which occurred on 28 August 2024.
Listing Rules or ASX Listing Rules	official listing rules of the ASX.
Meeting or Extraordinary General Meeting	the Extraordinary General Meeting convened by this Notice of Extraordinary General Meeting.
Notice, Notice of Extraordinary General Meeting or Notice of Meeting	this notice of Extraordinary General Meeting.
Project	the Company's Woodlark Project tenure and associated assets located in the Milne Bay Province on Woodlark Island, PNG.
Proxy Form	the proxy form enclosed with this Notice of Extraordinary General Meeting.
Relevant Interest	has the meaning given to that term in the Corporations Act.
Resolution	resolution contained in this Notice of Extraordinary General Meeting.
Share	fully paid ordinary share in the capital of the Company.
Shareholder	holder of one or more shares in the Company.

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 10:00am (AWST) on Sunday, 13 October 2024.**

🖥️ TO APPOINT A PROXY ONLINE

- STEP 1: VISIT** <https://www.votingonline.com.au/gpregmct2024>
- STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)**
- STEP 3: Enter your Voting Access Code (VAC):**

📱 BY SMARTPHONE



Scan QR Code using smartphone
QR Reader App

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 securityholder 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 **10:00am (AWST) on Sunday, 13 October 2024.** 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:

🖥️ **Online** <https://www.votingonline.com.au/gpregmct2024>

📠 **By Fax** + 61 2 9290 9655

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

👤 **In Person** Boardroom Pty Limited
Level 8, 210 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 securityholder) 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 Extraordinary General Meeting of the Company to be held at the **Level 1, 278 Stirling Highway, Claremont, Western Australia 6010 on 10:00am (AWST) on Tuesday, 15 October 2024** 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 will vote all undirected proxies in **favour of all items of business**. If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

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	Issue of Shares to Deutsche Balaton AG	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Issue of Shares to 2invest AG	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Ratification of issue of Shares to Lingbao Gold	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 SIGNATURE OF SECURITYHOLDERS
This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1	Securityholder 2	Securityholder 3
<div style="border: 1px solid black; height: 25px; width: 100%;"></div>	<div style="border: 1px solid black; height: 25px; width: 100%;"></div>	<div style="border: 1px solid black; height: 25px; width: 100%;"></div>
Sole Director and Sole Company Secretary	Director	Director / Company Secretary

Contact Name..... Contact Daytime Telephone..... Date / / 2024