



Capital Raising Presentation: 19 December 2024

Large-scale Exploration Program & DFS Delivery

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An investment in the Company's shares is subject to investment and other known and unknown risks, some of which are beyond the control of the Company, including possible loss of income and capital invested. Please see the "Key Risks Disclosures" section of this document for further details about some of those risks. The Company does not guarantee any particular rate of return or the performance of the Company, nor does it guarantee the repayment of capital from the Company or any particular tax treatment.

Cautionary note regarding Mineral Resources

For details of the Mineral Resource referred to in this document, please refer to the GPR ASX announcement dated 13 August 2024, titled "Mineral Resource increased to 1.67 Moz as growth strategy delivers early results" for full details including JORC tables.

The Company is not aware of any new information or data that materially affects the Mineral Resource estimates as reported in that ASX Announcement. The Company confirms that all material assumptions and technical parameters underpinning its Mineral Resource estimate have not materially changed.

As an Australian company with securities listed on the ASX, the Company is required to report reserves and resources in accordance with the JORC Code 2012. Whilst the Company's Mineral Resource estimate complies with the JORC Code 2012, it may not comply with the relevant guidelines in the United States or other countries. In particular, The Company's reported Mineral Resources do not comply with (i) National Instrument 43-101 (Standards of Disclosure for Mineral Projects) of the Canadian Securities Administrators (the "Canadian NI 43-101 Standards"); or (ii) Item 1300 of Regulation S-K, which governs disclosures of Mineral Reserves in registration statements filed with the SEC.

Information contained in this document describing mineral deposits may not be comparable to similar information made public by companies subject to the reporting and disclosure requirements of Canadian or US securities laws.

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The Parties do not accept any fiduciary, agency, custodial or other legal obligations to, or any fiduciary, agency, custodial or other legal relationship with, any investor or potential investor or shareholder of Geopacific in connection with the Entitlement Offer or the New Shares, or otherwise, and by accessing this document each recipient expressly disclaims any such (fiduciary, agency, custodial or other legal) relationship and agrees that it is responsible for making its own independent judgements with respect to the New Shares referred to in this document, the Entitlement Offer, or any other matter arising in connection with this document.

Determination of eligibility of investors for the purposes of the Entitlement Offer is determined by reference to a number of matters, including legal requirements, logistical and registry constraints and the discretion of Geopacific and the Lead Manager. Geopacific, the Lead Manager and each other Party disclaim any duty or liability (including for negligence) in respect of that determination and the exercise or otherwise of that discretion, to the maximum extent permitted by law. The Lead Manager may rely on information provided by or on behalf of institutional investors in connection with managing and conducting the Entitlement Offer without having independently verified that information and the Lead Manager does not assume responsibility for the accuracy or completeness of that information.

Disclosure

The Lead Manager, together with its respective affiliates and related bodies corporate, is a full service financial institution engaged in various activities, which may include trading, financing, financial advisory, investment management, investment research, principal investment, hedging, market making, margin lending, brokerage and other financial and non-financial activities and services including for which they have received or may receive customary fees and expenses. The Lead Manager (and/or its respective affiliates and related bodies corporate) have performed, and may perform, other financial or advisory services for Geopacific, and/or may have other interests in or relationships with Geopacific, and its related entities or other entities mentioned in this document for which they have received or may receive customary fees and expenses.

In the ordinary course of its various business activities, the Lead Manager (and/or its respective affiliates and related bodies corporate) may purchase, sell or hold a broad array of investments and actively trade or effect transactions in equity, debt and other securities, derivatives, loans, commodities, currencies, credit default swaps and/or other financial instruments for their own account and for the accounts of their customers, and such investment and trading activities may involve or relate to assets, securities and/or instruments of Geopacific, its related entities and/or persons and entities with relationships with Geopacific and/or its related entities. The Lead Manager and/or its respective affiliates and related bodies corporate, or their respective officers, employees, consultants or agents may, from time to time, have long or short positions in, buy or sell (on a principal basis or otherwise), and may act as market makers in, the securities or derivatives, or serve as a director of any entities mentioned in this document.

Defined terms

Capitalised but undefined terms used in this document have the same meaning given to those terms in the Offer Booklet released by the Company to ASX on 19 December 2024.

Capital Raising



- **100% owned 1.67 Moz¹ PNG gold project with key permits and significant exploration potential**
- **Experienced Team** - extensive project development/corporate experience to leverage existing investments in exploration, technical and engineering
- **New strategic investors** - including miner, Lingbao Gold²
- **Strong potential upside** - market capitalisation A\$26.0M³, trading at ~A\$17.85/oz M&I Mineral Resource
- **Current**
 - *Updated Study⁴* – confirmed that Woodlark continues to be technically robust and capable of generating significant free cash flows
 - *Key licenses⁵ in place* – leverage advanced technical knowledge, infrastructure de-risked
 - *Updated Mineral Resources Estimates (MREs)* - exploration targeting identified numerous untested high-ranking gold and porphyry copper / gold targets near to existing proposed mining centres
- **Planned**
 - *Exploration* – comprehensive drill program to commence Q1'2025; including ~5 km of trenching, and ~30 km of RC and diamond drilling over prospective targets
 - *MREs* – target extensions to known, high-grade, near-surface mineralisation with substantial resource growth potential for inclusion in an updated Definitive Feasibility Study (**DFS**)
 - *Technical and engineering* – delivery of DFS by end 2025, commence FEED
 - *Infrastructure* – continue village re-location, road network upgrades to access exploration areas

1. Refer ASX announcement 13 August 2024 “Mineral Resource increased to 1.67 Moz as growth strategy delivers early results” for full details including JORC tables.

2. Refer ASX announcement 26 August 2024 “New Strategic Investment by Lingbao Gold”.

3. As at 16 December 2024 with share price of A\$0.022

4. Refer GPR ASX announcement 30 July 2024 “Woodlark Scoping Study forecasts strong financial returns”. The Company confirms that all the material assumptions underpinning the production target, and the forecast financial information derived from the production target continue to apply and have not materially changed.

5. Refer Slide 28 for further information on the Project Licenses and Slide 33 for Tenure and Approvals Risks.

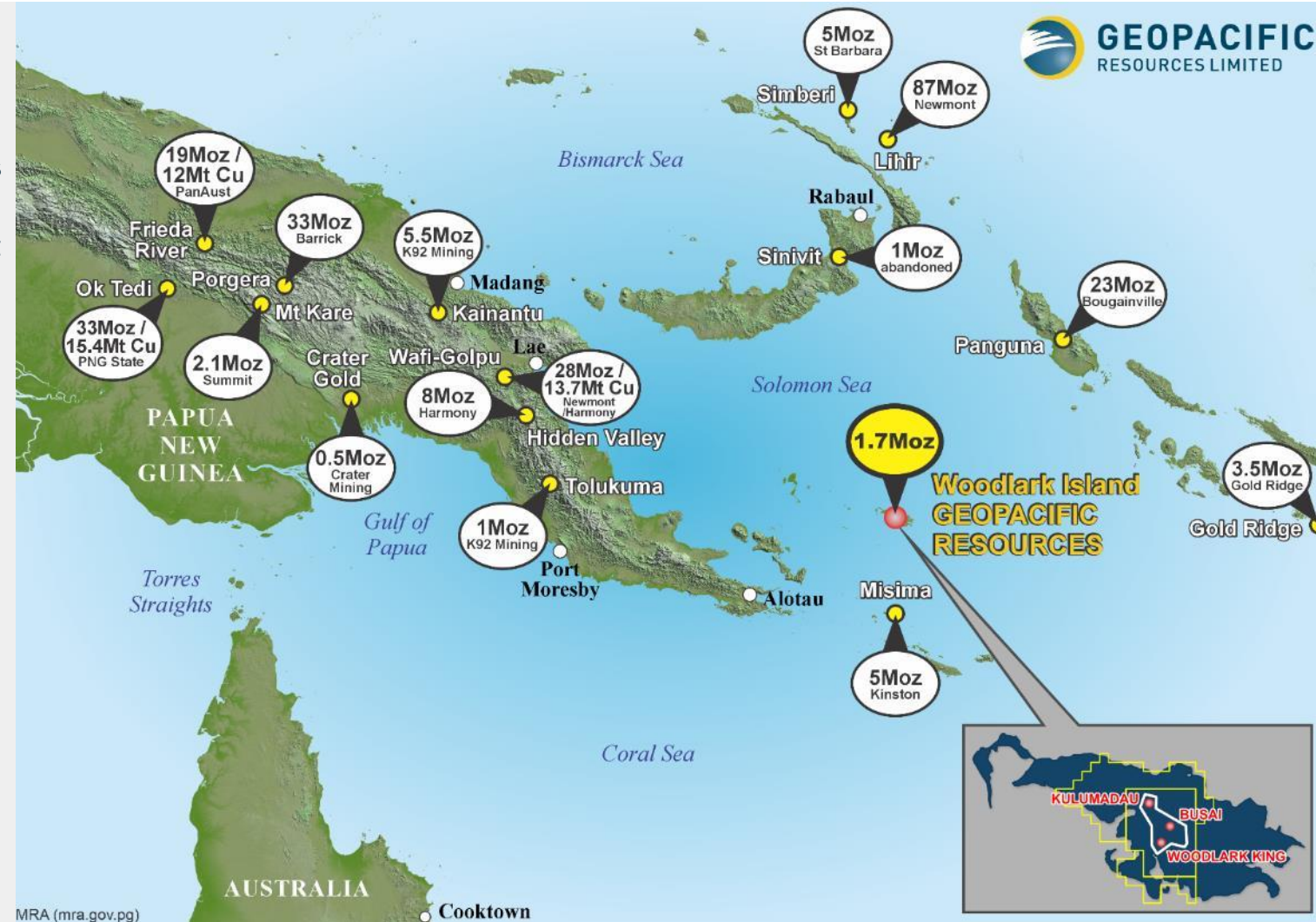
PNG snapshot and Woodlark Island Project location

Papua New Guinea

- Pro-mining jurisdiction with a long and successful mining history
- Significant regional gold endowment and many world-class mines
- Island mining well established with a stable environment at Woodlark
- Supportive PNG Government environment, current 2.5% royalty levy
- Australia, a major trade partner is <2 hrs flight

Woodlark Island

- Woodlark or Muyua Island located ~600 km east of Port Moresby in the Solomon Sea and Milne Bay Province
- The island is 65 km by 25 km with an area of 850 km²
- Air access via private charter to Guasopa Airstrip and small cargo and passenger vessels from Alotau
- Population: 8,000+
- Languages: Muyuw (Local), English, and Melanesian Pidgin
- Commercial activities include gold exploration, and commercial logging



Offer structure	<p>Renounceable pro-rata entitlement offer of 1.69 New Shares for every 1 Share held by Eligible Shareholders at an Offer Price of A\$0.02 per New Share to raise up to approximately A\$40 million before costs (Entitlement Offer).</p> <p>Shareholders will be able to bid into a top-up facility, capped at 100% of their entitlement, or for Small Eligible Shareholders only, such number of Top-Up Shares so that immediately following completion of the Entitlement Offer, the number of Shares that they hold in the Company is equal to 100,000 Shares (Top-Up Facility).</p>
Offer Price	<p>A\$0.02 per share, representing:</p> <ul style="list-style-type: none"> • 9.1% discount to the last traded price of A\$0.0220 per share¹ • 14.3% discount to the 15-day VWAP of A\$0.0233 per share² • 3.6% discount to the theoretical ex-rights price of A\$0.0207 per share²
Use of funds	<p>Funds raised from the Entitlement Offer will be used to advance the Woodlark Project in the following key areas³:</p> <ul style="list-style-type: none"> • Exploration and Project growth • Project development including the delivery of a DFS • Engineering design and documentation • Continuation of the community relocation program <p>Funds raised will also be used to cover the costs of the Offer, repay the Bearer Bonds and for general working capital purposes.</p>
Underwriting & Other Commitments	<p>The Entitlement Offer is partially underwritten by Taylor Collison for a total amount of A\$35 million.</p> <p>Deutsche Balaton (a substantial Shareholder of the Company) and Patronus Resources Limited (ASX: PTN) have agreed to partially sub-underwrite the Entitlement Offer up to a value of approximately A\$35 million.</p> <p>VS Capital Group Limited has committed to a conditional allocation of Shortfall Shares up to a maximum value of A\$5 million.</p>
Lead Manager and Underwriter	<p>Taylor Collison – ABN 53 008 172 450 - AFSL 247 083</p>

1. Based on the closing price at 16 December 2024 of A\$0.022 (source IRESS).
 2. Based on the volume weighted average trading price up to and including 16 December 2024 (source IRESS).
 3. Refer to slides 9 & 12 for a breakdown of the Use of Funds.

Source of Funds	Amount (A\$'M)	Use of Funds ¹	Amount (A\$'M)
Cash on hand 30 November 2024 (unaudited)	2.7	Woodlark exploration and Project growth	22.0
Gross proceeds from Entitlement Offer	40.0	Project development	6.5
		Front end engineering design and documentation	1.7
		Community relocation program	1.9
		Repayment of Bonds (including costs) ²	3.2
		General working capital	6.1
		Entitlement Offer costs	1.3
Total Sources	42.7	Total Uses	42.7

1. Use of Funds differs from that outlined in the Entitlement Offer Booklet as it includes estimated costs for the month of December 2024.





2. Estimate of Bond balance owing to Deutsche Balaton and 2Invest including interest and other costs, as at the Entitlement Offer Close date of 24 January 2025.

Indicative Timetable

Event	Indicative timing ¹
Announcement of the Entitlement Offer and Offer Booklet and cleansing notice lodged with ASX	Thursday, 19 December 2024
Shares quoted on an “Ex” basis	Monday, 23 December 2024
Record Date for eligibility under the Entitlement Offer	7:00pm Sydney time on Tuesday, 24 December 2024
Offer Booklet and Entitlement and Acceptance Form despatched to Eligible Shareholders Entitlement Offer and Top-Up Facility opens	10:00am Sydney time on Tuesday, 31 December 2024
Entitlement trading on ASX begins on normal T+2 settlement basis	Thursday, 2 January 2025
Entitlement trading on ASX ends on normal T+2 settlement basis at close of trading	4.00pm Sydney time on Friday, 10 January 2025
Entitlement Offer closes	5.00pm Sydney time on Friday, 17 January 2025
Results of Entitlement Offer announced	Wednesday, 22 January 2025
Despatch of holding statements for New Shares (including any Top-Up Shares) issued under the Entitlement Offer	Wednesday, 22 January 2025
Issue of New Shares (including any Top-Up Shares) and lodgement of Appendix 2A	Before 12.00 pm Sydney time on Friday, 24 January 2025
Trading of New Shares (including any Top-Up Shares) on ASX	Tuesday, 28 January 2025

1. The timetable is indicative only and subject to change in the absolute discretion of the Company, in consultation with the Lead Manager and subject to the Corporations Act.

Planned Program 2025-2026

	H1 CY25 Planning Underway	H2 CY25 Proposed	H1 CY26 Proposed
	➤ Amend environmental approvals, technical studies to inform updated DFS	Ongoing technical studies, engineering and costs updates – Deliver DFS	Grant of approvals, engage with prospective Project partners and financiers
	➤ Trenching over key exploration targets in preparation for drilling, equipment mobilisation	Near mine exploration drilling targeting potentially economic mineralisation, updated MREs	Regional exploration drill testing
	➤ Updated open-pit designs and schedules to match increased Plant throughput rates	Metallurgical and technical assessment of new MREs	FEED to commence to match increased Plant throughput rates
	➤ Roads upgrade, bridge construction, continued community relocation program		➤➤➤

Advanced Project – Resource Growth – New Strategic Partners – Significant Exploration Upside



PNG approvals amendments

To reflect simplified critical infrastructure including plant, wharf, tails, and increased Plant throughput



Upgrade road infrastructure to access mining / exploration areas inc. bridge construction

Multi-use infrastructure corridors resulting in improved maintenance and reduced environmental footprint



Test highly prospective new target areas with scale potential

Comprehensive near-mine and regional exploration drill program comprising ~5,000 metres of trenching, and ~30,000 metres of reverse circulation and diamond drilling over ~174 drill holes



Mineral Resource expansion

Target extensions to known, high-grade, near-surface mineralisation with substantial resource growth potential



Project development optimisation

Mining optimisation and scheduling assessed a range of scenarios - including potential for significant additional resources, and increased throughput rates



Deliver DFS by the end of CY2025

Finalise all outstanding Project technical design work & studies and commence FEED



Continue with village relocation on a self-perform basis

Supporting clinic, primary school & communities in which we operate



Capital Structure

Before the Entitlement Offer

Market capitalisation 16 December 2024 ¹	A\$26.0M
Shares on issue	1,183,072,421
Options/Performance Rights	132,938,332
Cash on hand as at 30 November 2024 ²	A\$2.7M
Debt – Bonds on issue ³	A\$3.2M

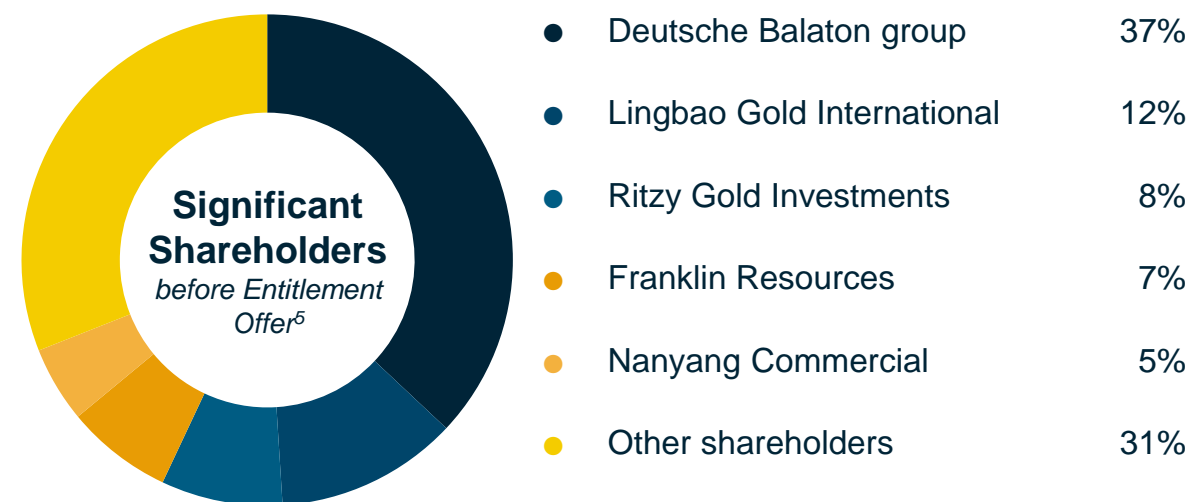
After Entitlement Offer

Entitlement Offer New Shares	1,999,392,391
Shares on issue	3,182,464,812
Gross cash raised	A\$40.0M
Market capitalisation at Offer Price	A\$63.6M
Debt – Bonds on issue	Nil

1. Based on the closing share price of A\$0.022 on 16 December 2024 (source: IRESS)
2. Unaudited Geopacific Group cash balance at 30 November 2024.
3. Balance of Bearer Bonds as at 24 January 2025 (including accrued interest and fees).
4. Market capitalisation of the Company calculated at the Entitlement Offer issue price of A\$0.02 per share.
5. Figures obtained from the latest substantial holder notices lodged with the Company and most recent annual report as at the date of this document.

Board and Management

Graham Ascough	Non-Executive Chairman
Michael Brook	Non-Executive Director
Rowan Johnston	Non-Executive Director
Hansjoerg Plaggemars	Non-Executive Director
Hamish Bohannan	Non-Executive Director
James Fox	Chief Executive Officer
Matthew Smith	Chief Financial Officer and Company Secretary



Scoping Study update

July 2024

“This Study builds on the recent Mineral Resource and infrastructure improvements at the Project, and provides increased confidence that Woodlark is capable of generating strong financial returns for its stakeholders over a long-life operation. Woodlark offers substantial upside exposure to the gold price and ongoing resource inventory growth. We look forward to further advancing the Project with technical and environmental studies to support Infrastructure and Project throughput optimization and de-risking initiatives, and drill planning to progress high-priority exploration targets with potential to augment the Project underway”.

James Fox, Geopacific Resources CEO

Woodlark Scoping Study¹ (**Study**) captures significant economic and construction design improvements made since the 2020 Execution Update - confirms the Woodlark Gold Project (**Project**) continues to be technically robust and capable of generating significant free cash flows.

Improvements across key metrics when compared to previous studies, including project payback, NPV and IRR. Further leverage to the strong gold price via future exploration.



Highlights

Pre-tax NPV_{8%} A\$625 million (post-tax A\$501 million) **at A\$2,900/oz gold price** (>40% discount to spot²)

Pre-tax IRR 40.5% (post-tax 37.7%) ~18-month payback period from first production

Undiscounted LOM revenue A\$3.3 billion; pre-tax net cashflow A\$1.3 billion

Life of Mine AISC of A\$1,534/oz gold, and AIC of A\$1,820/oz gold

Total pre-production capital of A\$326 million for mine development, gold plant and infrastructure EPCM costs, first fills and critical spares – utilisation of existing owned Ball/SAG mills

Robust economics highly leveraged to the gold price: *at spot gold price of A\$4,168/oz² the Project pre-tax net cashflow increases to A\$2.68 billion, with a pre-tax NPV_{8%} in excess of A\$1.45 billion and a pre-tax IRR of 76.4%*

1.14 Moz gold over 12-year mine-life from low-strip open-pit mining of >97% Measured and Indicated MREs

Average annual gold production of ~95 koz via conventional carbon-in-leach at an average recovery of 90.1%

1. Refer GPR ASX release 30 July 2024 "Woodlark Scoping Study forecasts strong financial returns". The Company confirms that all the material assumptions underpinning the production target and the forecast financial information derived from the production target continue to apply and have not materially changed
2. Assumed spot gold price of US\$2,714/oz and 0.651c USD/AUD on 22 November 2024

Key Operating Parameters	Unit	Study Est.
Life of mine (<i>inc. pre-strip and startup</i>)	years	12.3
Total material mined	Mt	193
Resources mined	Mt	34.8
Strip-ratio	o:w	4.5
Mined gold grade	g/t Au	1.13
Plant throughput	Mt p.a.	2.9
Plant feed gold grade	g/t Au	1.13
Average gold recovery	%	90.1
Total gold recovered	koz	1,139
Average annual steady-state production over LOM	koz p.a.	94.9
Average annual production – years 1-5	koz p.a.	101.8
Total LOM Revenue (<i>inc. silver credits</i>)	A\$M	3,312
Total LOM Free cashflow (<i>pre-tax</i>)	A\$M	1,272
NPV _{8%} (<i>pre-tax</i>)	A\$M	625
NPV _{8%} (<i>after tax</i>)	A\$M	501
IRR (<i>pre-tax</i>)	%	40.5
IRR (<i>after tax</i>)	%	37.7
Pre-production capital costs (<i>inc. pre-strip and startup</i>)	A\$M	326
Sustaining capital costs	A\$M	58
Payback period (<i>pre-tax</i>)	years	1.5
Gold price	A\$/oz	2,900
AUD exchange rate	AUD:USD	0.67
Average LOM AISC	A\$/oz	1,534

Key assumptions¹:

1. Mining rate: 2.9Mtpa (uses existing owned Ball & SAG mills)
2. Life-of-mine (inc. pre-strip and start up): 12 years
3. Total gold production: 1.14 Moz
4. Steady-state gold production: ~95 koz p.a.
5. Mining method: three open pits, drill and blast, truck and shovel
6. Simple metallurgy: crush, SAG / ball mills, gravity, CIL
7. Key approvals in-place³ – amendments to incorporate Study updates
8. Majority of Plant design and engineering completed by GRES

Project leveraged to strong gold price

Using spot gold A\$4,168/oz

NPV >A\$1.4B

IRR >76%

Pre-tax free cashflow A\$2.68B

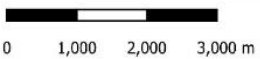
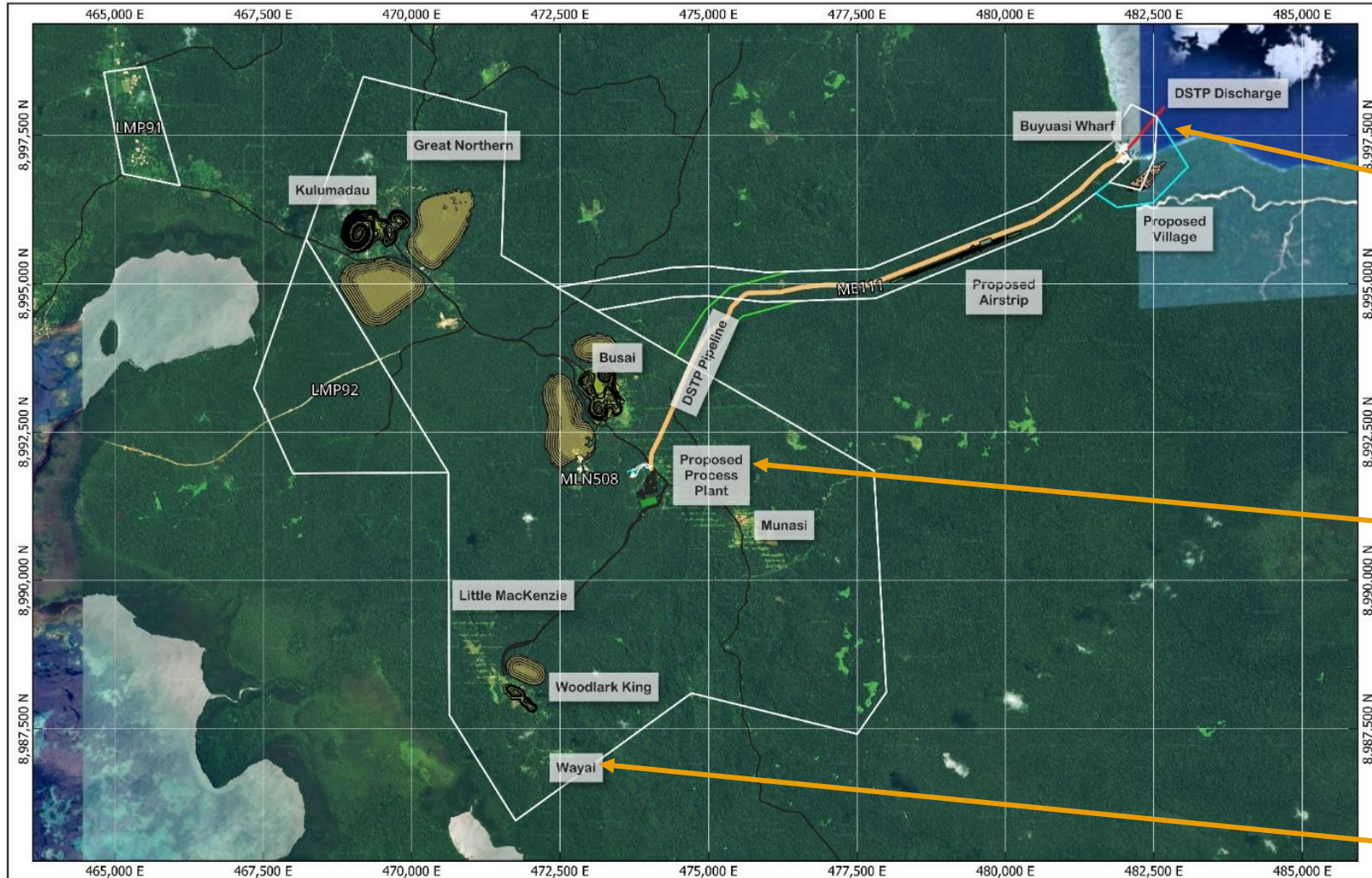


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2. Assumed spot price of US\$2,714/oz and 0.651c USD/AUD on 22 November 2024

3. Refer Appendix Slide 28 for further information on Project Licenses

Key Project Locations



PNG94 / PNGMG94 zone 56



Woodlark Mining Limited

Date: 11-Nov-24

Project: **2024 Scoping Study**

Drawn: CW

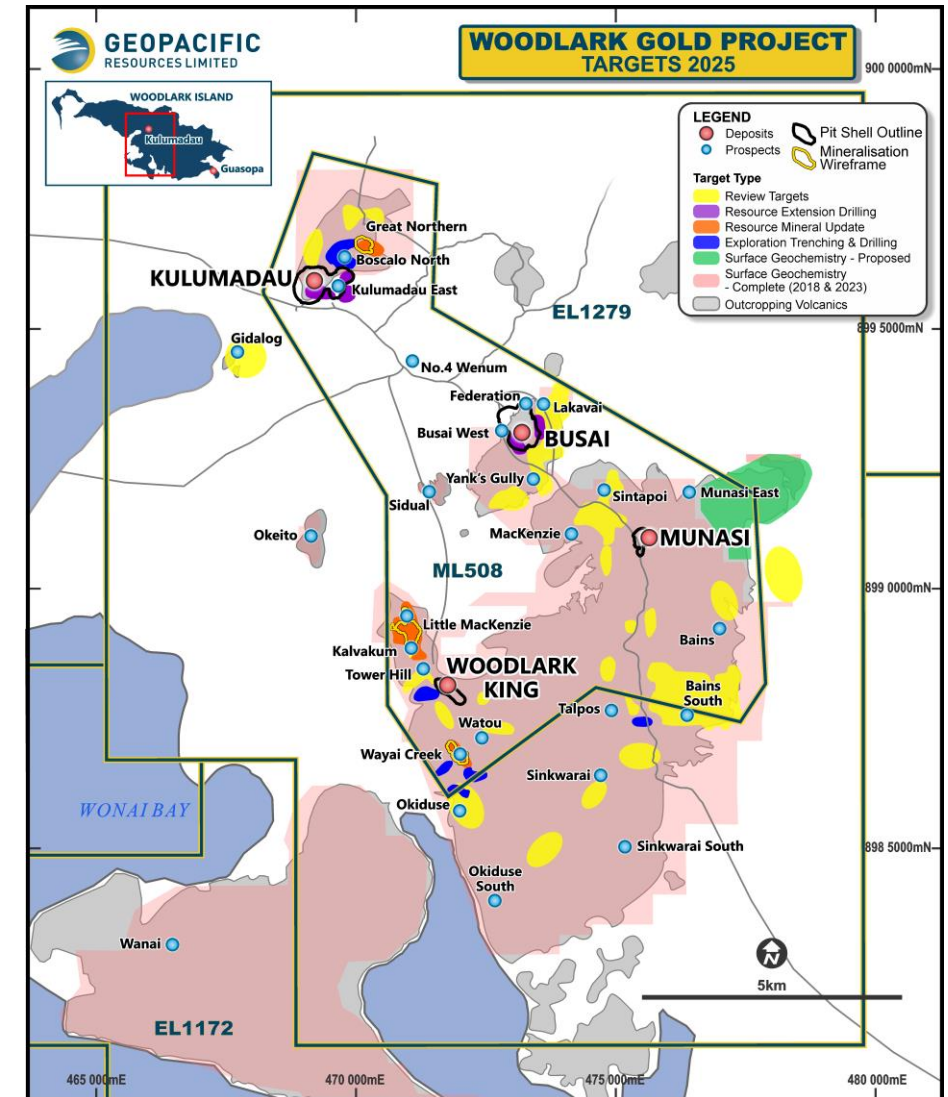
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Scale: 1 : 80,000

Geology & Exploration

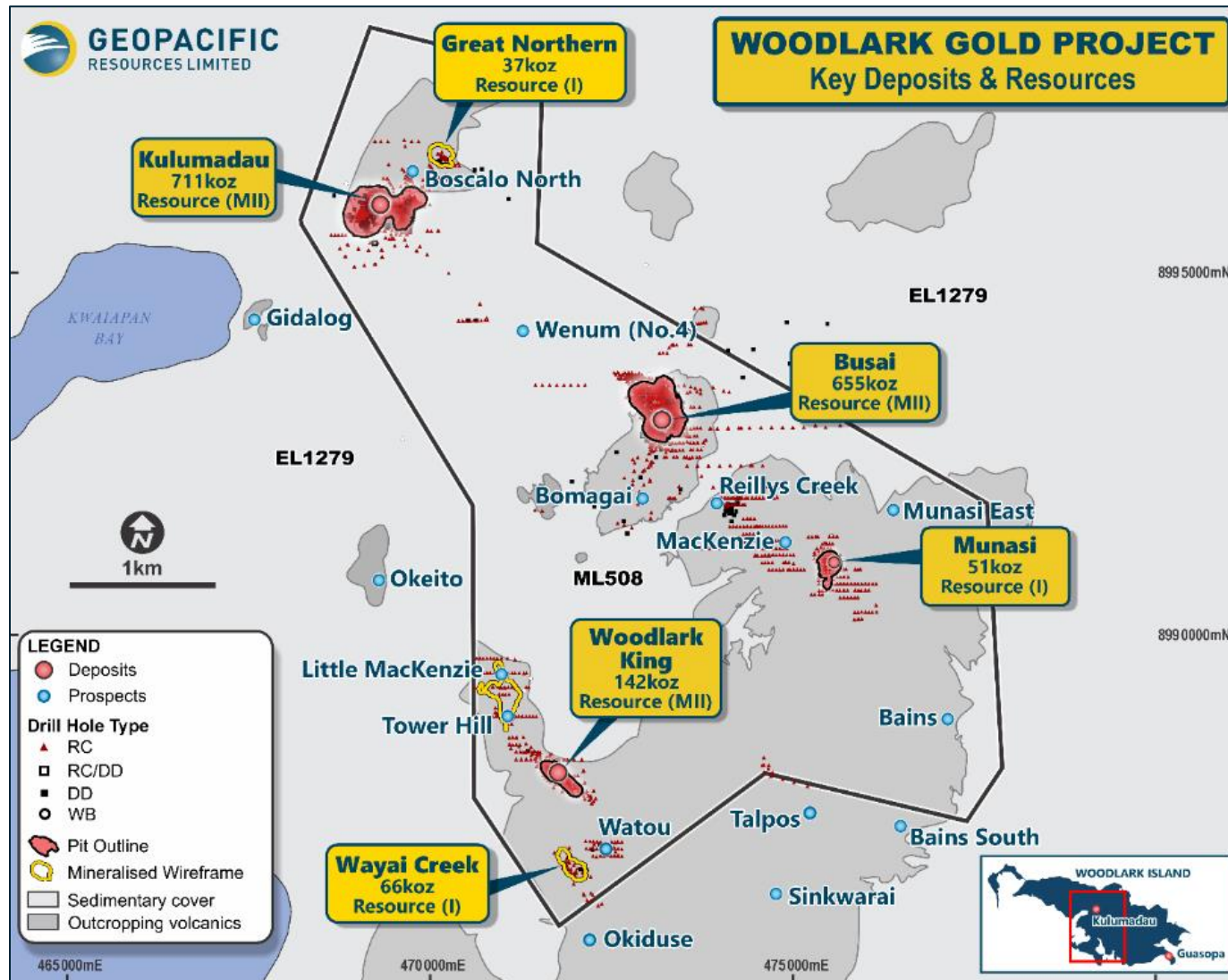
Woodlark Exploration Overview

- 517.4 km² of ELs and 1 x ML of 59.7 km² ¹
- GPR are the only commercial explorers / miners on the island
- <20% of tenure comprises outcropping host lithologies
- Deposits remain open and with potential to continue under cover
- High priority / value targets adjacent to existing resources
- Historically limited exploration outside of known areas; numerous areas to follow-up
- Leveraging knowledge from several generations of detailed exploration, including >2,600 drillholes
- Expert consultants, Intrepid Geophysics and SensOre, to assist with improving targeting methodology in areas below surface cover
- Untested large-scale Cu-Au porphyry potential with expert assessment underway
- Trenching to commence Q1 2025 to assist with drill targeting



1. Refer to Slide 28 for further information on Project Licenses.

Mineral Resources – updated August 2024



- Updated 1.67 Moz Au Mineral Resource Estimate¹
- New gold deposits reported at Wayai Creek and Great Northern
- MREs remain open down plunge and along strike
- Resource potential to be tested at Little Mackenzie commencing May'2025
- Updated geological database improves understanding of controls on mineralisation allowing greater confidence in targeting methodology
- Increased geological confidence and grade in near-surface distribution at Kulumadau
- Re-optimisation of pit and schedule for Study supporting exploration targeting



1. Refer ASX announcement 13 August 2024 "Mineral Resource increased to 1.67 Moz as growth strategy delivers early results" for full details including JORC tables, and Appendix for further information

Exploration – High-grade open intercepts

- Majority of previous drilling focused on infill and resource definition proximal to resources
- Numerous ‘corridors’ in favourable geological settings with limited drilling
- Target areas supported by regional geochemistry, visible gold in stream sediments
- Thick high-grade open intercepts that have not been followed-up represent opportunities for organic growth
- Depth & significant strike potential remains
- Exploration focus: Woodlark King, Wayai W/SW (inc. Okiduse), Kulumadau ‘southern and northern corridors’, Busai ‘NE & southern corridor’, Bains & Sinkwari prospects

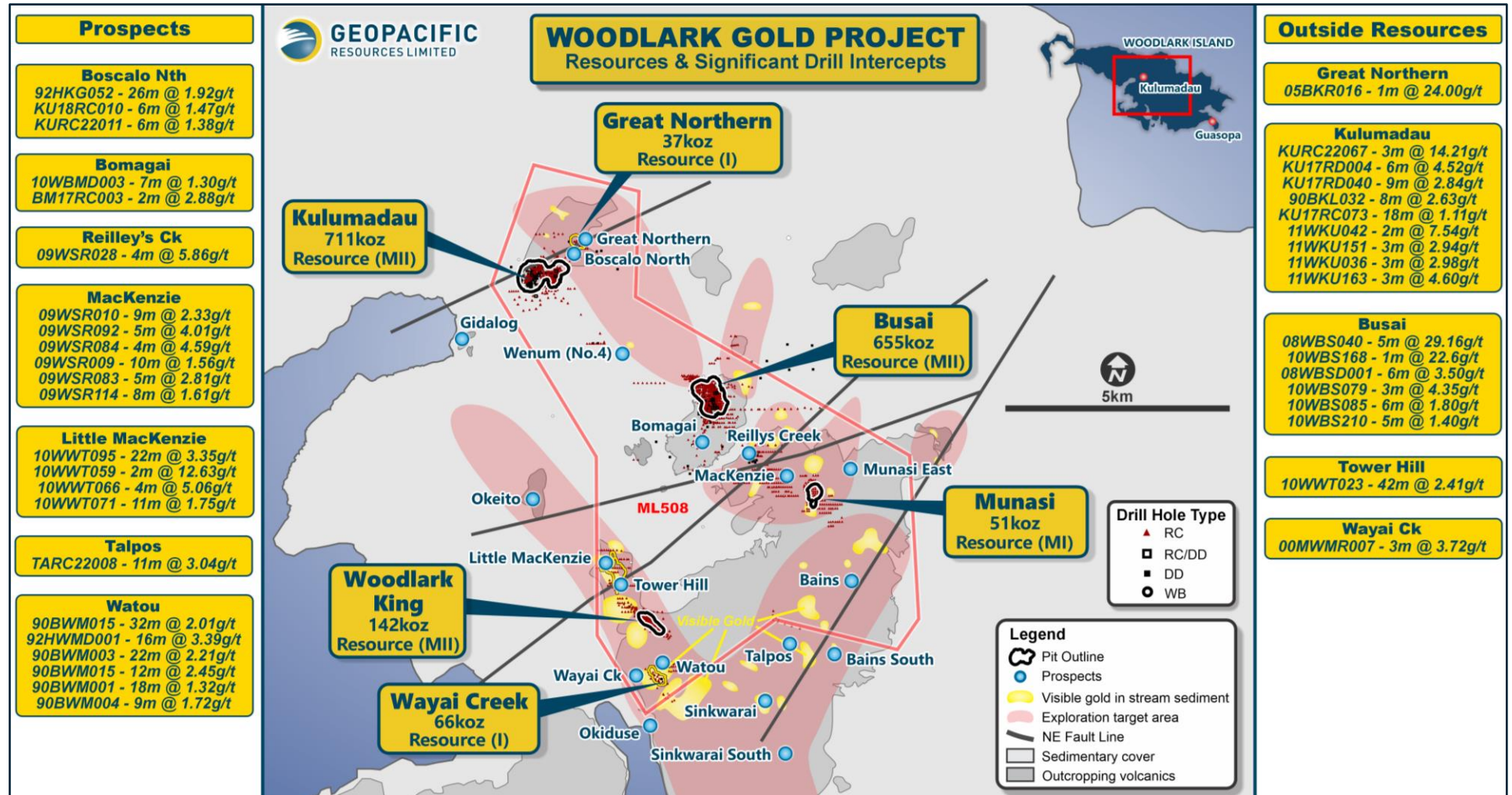


Figure shows drillhole intercepts outside of the existing deposits / resources. The Prospect Intercepts have been calc using >0.4 g/t Au and up to 2 m of internal dilution in any given intercept

Exploration – commence testing from early 2025

Exploration

Test highly prospective new target areas with scale potential
Comprehensive near-mine and regional exploration drill program over 2025 CY comprising:

- ~ 5,000 metres of trenching, and
- ~ 30,000 metres of reverse circulation and diamond drilling (refer next slide for breakdown)

Target high-grade and/or high margin mineralisation

Untested alteration zone Kamwak (refer to Slide 24) of similar surface footprint to Kulumadau main zone

NE & Southern structural corridors at Busai are coincident with compelling highly ranked machine learning features from high quality geophysics and multi-element geochemistry

Potential for new Mineral Resources

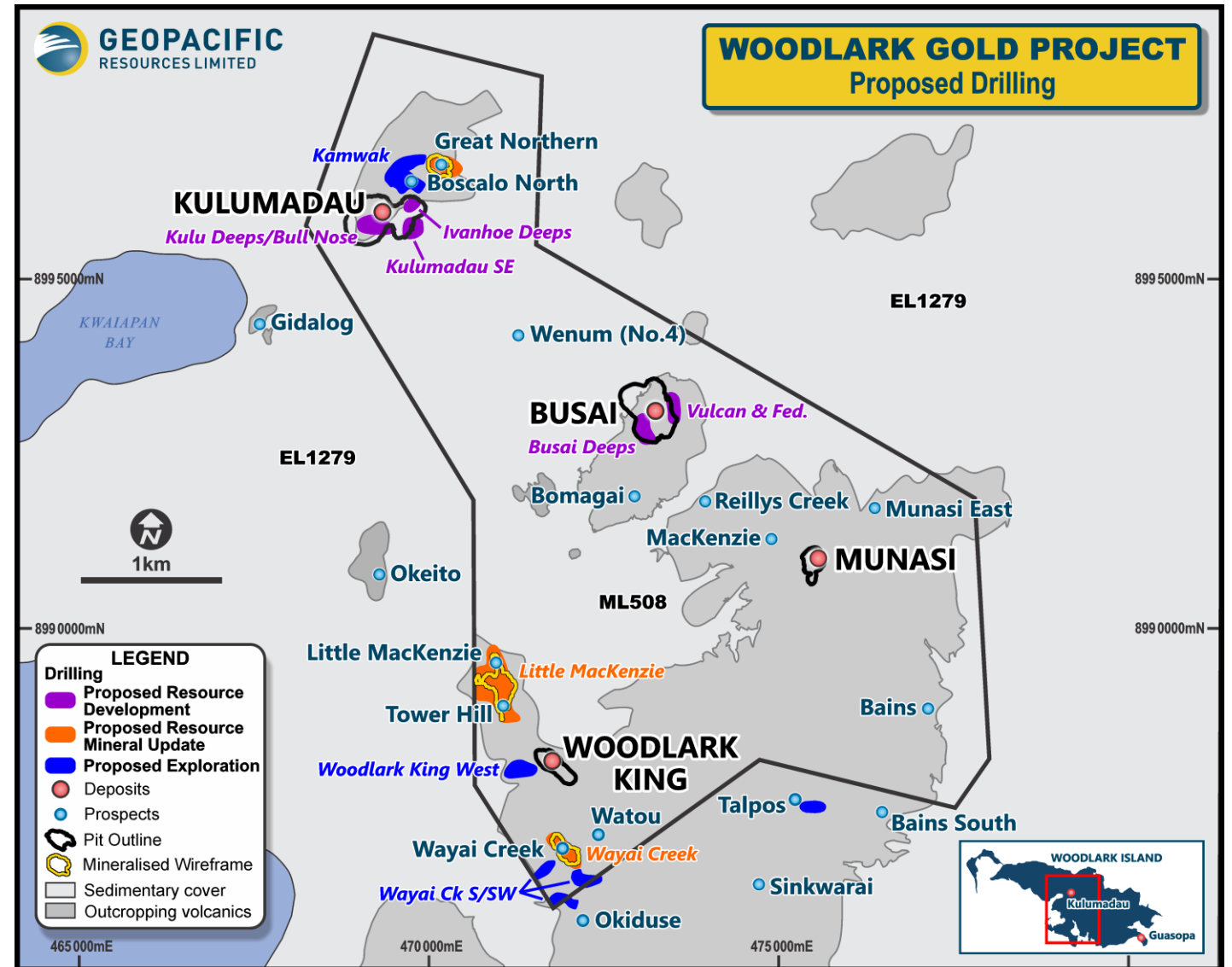
Little Mackenzie, Wayai Creek, & Great Northern

Potential for resource development

Target extensions to known, high-grade and/or near-surface mineralisation with substantial resource growth potential

- Busai deeps, Vulcan & Federation
- Kulumadau ‘bullnose’, deeps etc

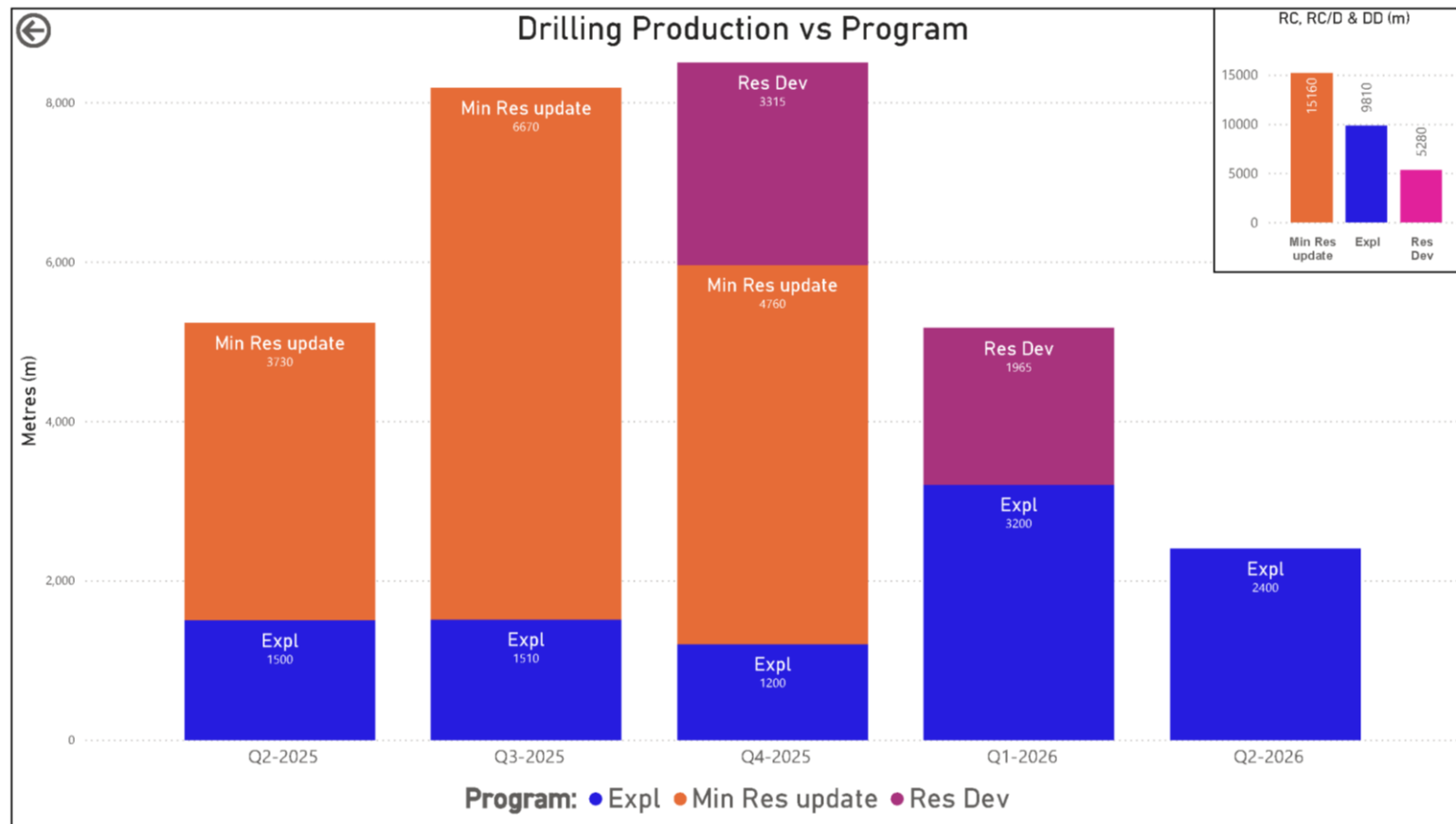
Improve geological categorisation of new MREs to include in updated DFS



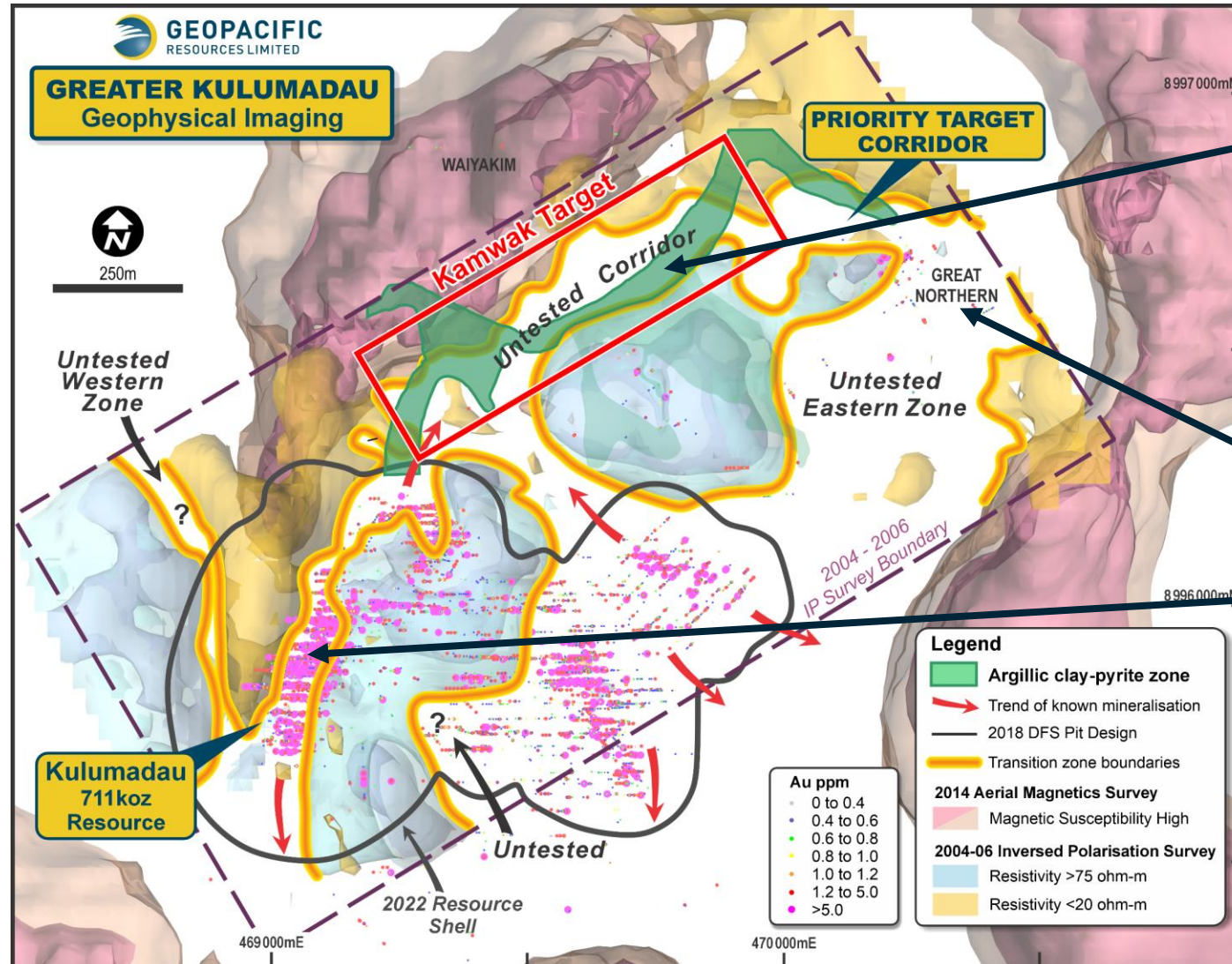
Proposed Drilling Matrix

Program Type	Drill Type	Planned Collars	Metres
Resource Development	RC	6	745
	RC/D	6	1,495
	DD	12	3,040
	Totals	24	5,280
Mineral Resource update	RC	42	5,030
	RC/D	51	9,270
	DD	7	860
	Totals	100	15,160
Exploration	RC	28	3,910
	RC/D	22	5,900
	DD	-	-
	Totals	50	9,810
RC, RC/D & DD		174	30,250

- Earthmoving, roads upgrade, & bridge construction to commence Q1 2025
- Trenching from Q1 2025
- RC and first diamond rig from Q2 2025
- Second diamond rig from Q3 2025
- RC demob end 2025
- Diamond drilling to continue into 2026

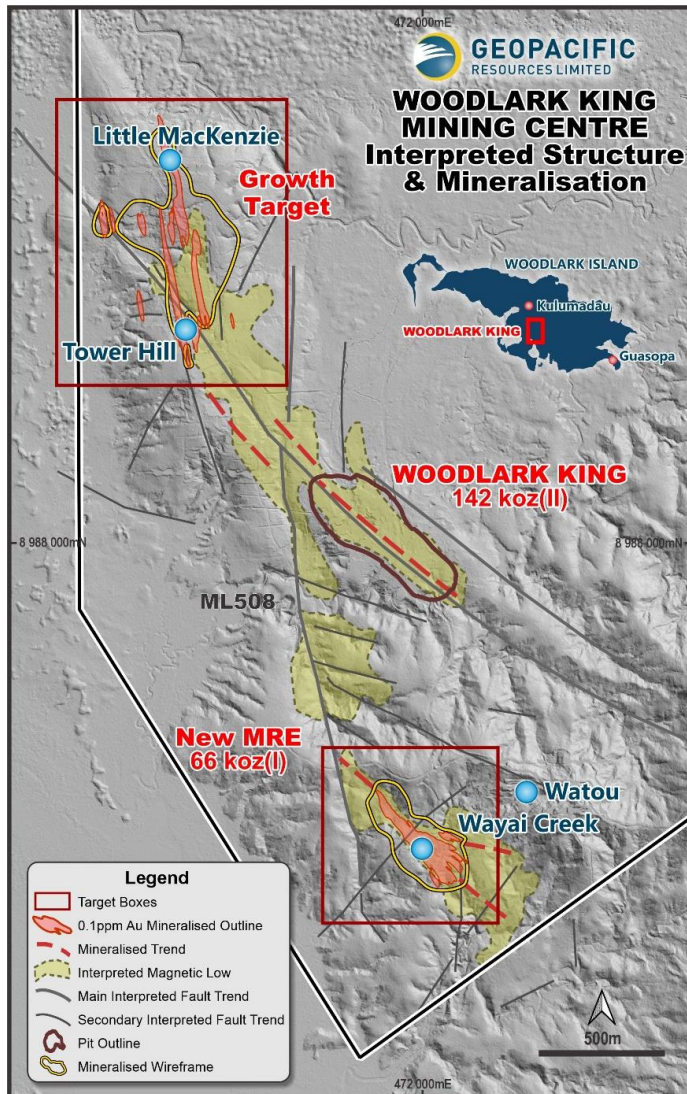


Greater Kulumadau – Kamwak exploration target



- Mapping identified argillic alteration coincident with a geophysical feature
- Potential for blind mineralisation of significant size and grade
- Gold in outcrop in two creek locations and abundant when panned
- Untested Corridor - limited drilling in the demag zones
- Great Northern MRE - contains high-grade near-surface mineralisation that may be part of a much larger accumulation
- Well defined corridor maps out Kulumadau main zone mineralisation where gold intersected in drilling in demagnetised zone
- Drilling to target potential for high-grade mineralisation >2 g/t Au (of similar grade to Kulumadau main zone)
- Scale potential similar to Kulumadau if concept is proven

Woodlark King Mining Centre – growth potential



Background

- Hosts Woodlark King and Wayai Creek MREs
- Little Mackenzie prospect with large mineralised footprint >1 km strike extent
- Drill targets delineated via augering / trenching
- Potentially the surface expression, and part of a much larger accumulation of mineralisation
- Mineralisation delineated at the intersection point of interpreted structures in two main orientations
- Untested magnetic-low between Woodlark King and Wayai Creek
- Targeting untested surface geochemistry with favourable lithology and structure
- Extensive historic and current alluvial gold workings
- BHP, HGL, and Misima Mines surface geochemical anomalies never drill tested
- Recent GPR (2023) surface geochemistry (soils) confirms historical surface anomalies

Planning to drill test in 2025

Little Mackenzie

- Target extensions to mineralisation and untested high-grade (north of central area)
- Multiple stacked lenses delineated at surface though auger soils testing
- SensOre's recent levelled Au, Factor Analysis, GPRs soils, and recent auger results all validate the target, particularly the central zone

Wayai Creek

- Drilling to target extensions to mineralisation along strike, down-dip, & below existing resource shell
- Untested high-grade zone + coarse gold components
- Aim to reclassified MRE to Indicated Category (in parts) to incorporate in DFS

◀ Woodlark King Mining Centre interpretive structures and mineralisation, includes Wayai Creek MRE, and new prospect at Little Mackenzie



Large, robust gold resource

- Recently updated 1.67 Moz Mineral Resource Estimate; 87% Measured and Indicated
- Strong potential investment upside – trading at <A\$17.85/oz Au M&I Mineral Resource



Near-term development opportunity

- Well positioned to leverage extensive previous investment in development studies, assets and infrastructure
- Key licenses in place¹; 90% plant detailed engineering and design, technical components de-risked
- Updated financial model and Study reported 30 July 2024 → aim to deliver DFS by the end of 2025



Substantial exploration upside

- Significant resource extension and step-out growth opportunities remain untested; +103koz Au reported in August 2024
- Limited recent exploration outside of resource areas - pipeline of targets in favorable geological settings to be tested
- Untested large-scale Cu-Au porphyry potential
- ~5,000 m trenching to commence Q1 2025, followed by ~30,000 m RC and diamond drilling



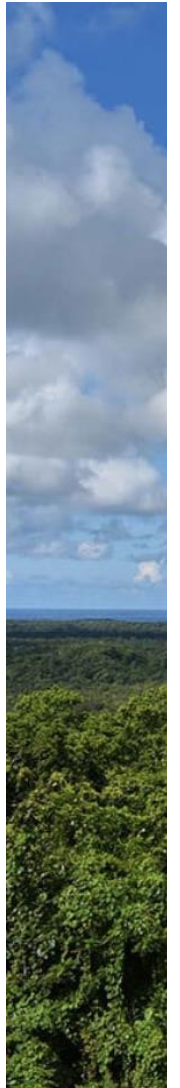
Strong support

- Strong shareholder support; top 20 hold >80%
- New Strategic Partner Lingbao Gold with mine development and operating experience
- Continued support from local community, with village relocation progressing well
- Significant portion of the workforce local to the island



New leadership

- Board and Leadership Team to take disciplined approach to costs, regular news flow and value delivery
- Leverage considerable existing investment, strong knowledge base and high-quality technical work

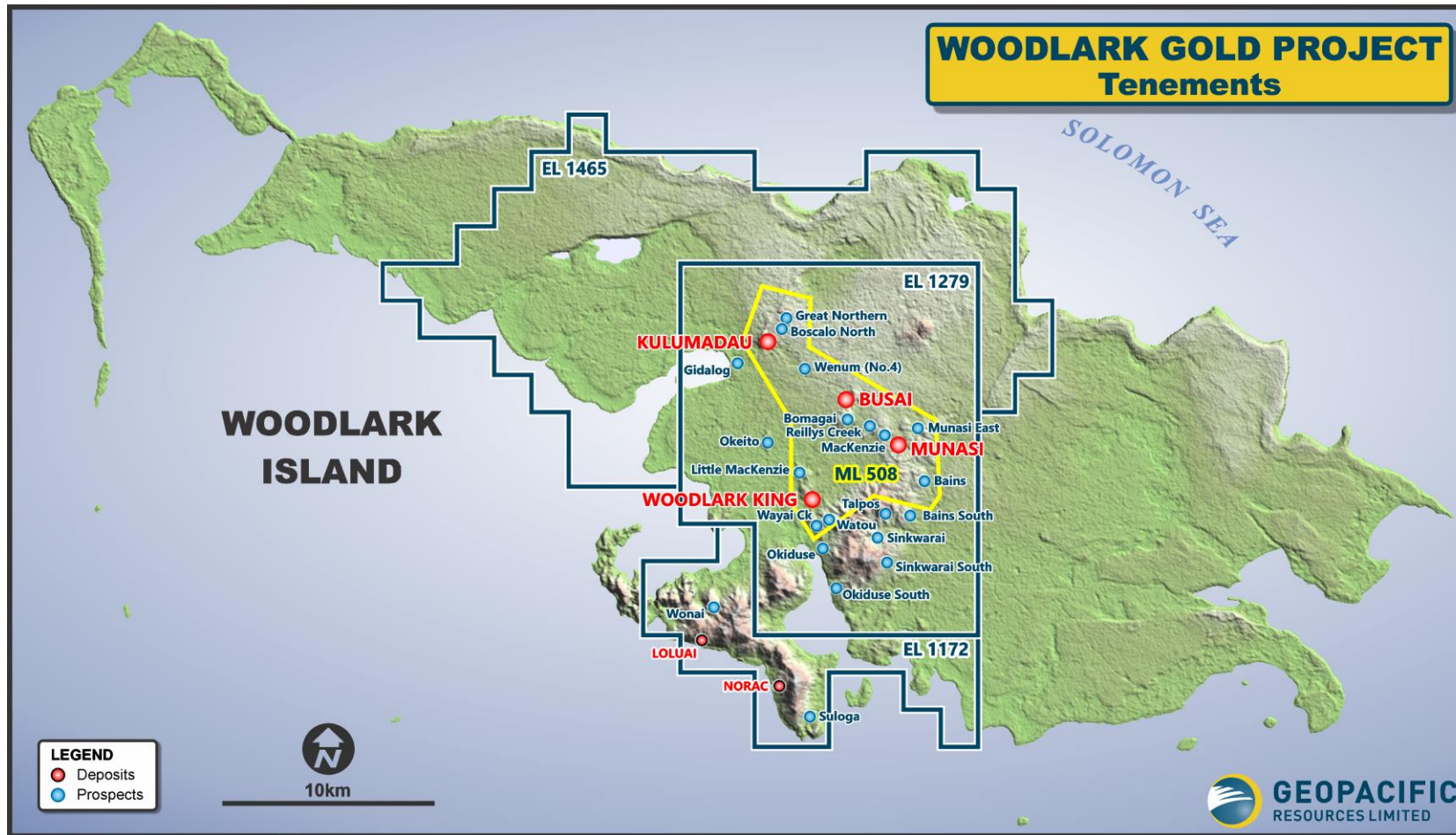


1. Refer Appendix (Slide 28 for further information on the Project Licenses and Slide 33 for Tenure and Approvals Risks.

Appendices

Additional Information

Granted project licenses – 100% ownership

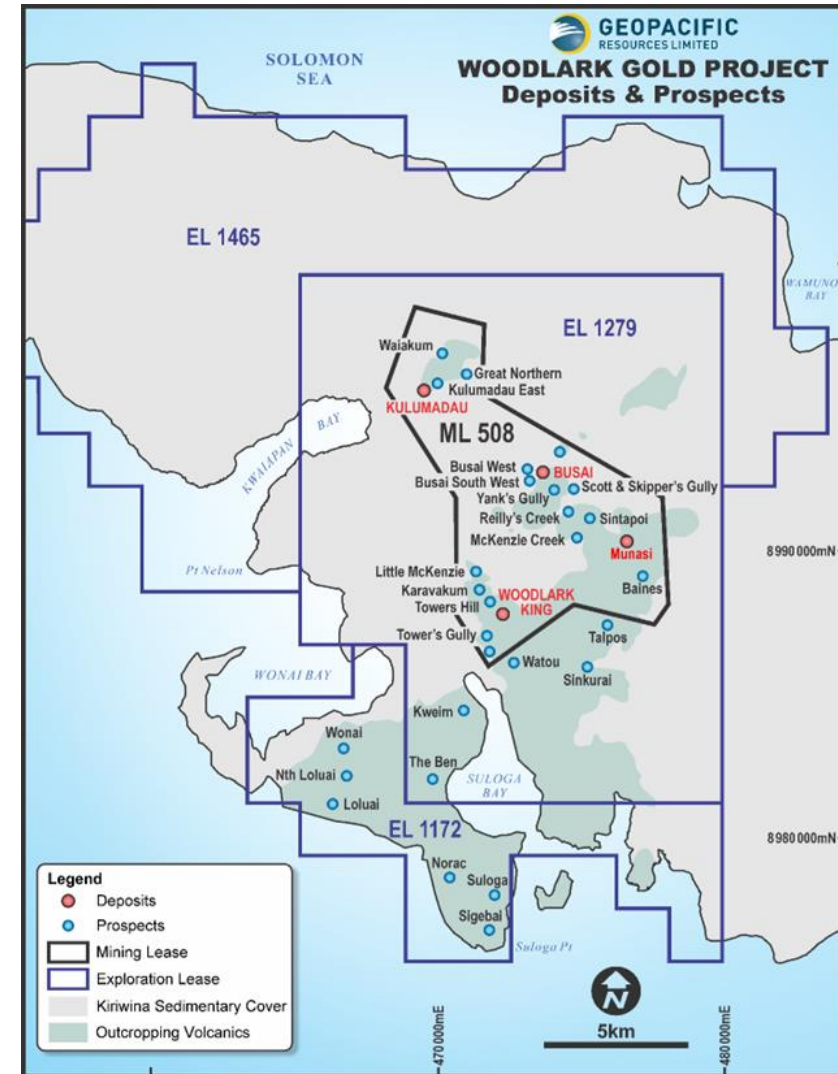


- The Mining and Exploration Licenses held cover the central and western portions of Woodlark Island are held by Woodlark Mining Ltd, a wholly owned subsidiary of GPR:
 - ML 508 - Area of 59.7 km²
 - EL 1279 - Area of 190.1 km²
 - EL 1172 - Area of 74.2 km²
 - EL 1465 - Area of 253.1 km²
- Adjoining tenements for Mining Purpose and Mining Easement (not shown)
 - LMP 89, LMP 90, LMP 91, LMP 92, LMP 93, ME 85, ME 105, and ME 111
- Application submitted to PNG Mining Advisory Committee in June 2024, to extend ML 508 Condition 7 (ii), that construction had to be completed by 5 July 2024. This condition has been extended four times in the past. Positive feedback from MRA, awaiting confirmation. Refer to Slide 33 for further information and risks
- Existing approved Environmental Impact Statement – minor amendments to be submitted Q1 2025 to support infrastructure improvements & Plant throughput rate increases, per recent Study

Main tenement boundaries at Woodlark

2024 Woodlark Mineral Resources^{1,2}

Deposit	Category	Tonnes	Grade	Contained
		(Million)	(g/t Au)	Ounces ('000 oz Au)
Kulumadau	Measured	0.54	5.50	95
	Indicated	17.00	1.10	601
	Inferred	0.33	1.44	15
	Total	17.87	1.24	711
Busai	Measured	1.71	2.20	121
	Indicated	18.30	0.89	525
	Inferred	0.28	0.97	9
	Total	20.30	1.00	655
Woodlark King	Measured	-	-	-
	Indicated	4.09	0.87	115
	Inferred	1.16	0.74	28
	Total	5.26	0.84	142
Munasi	Measured	-	-	-
	Indicated	-	-	-
	Inferred	2.00	0.79	51
	Total	2.00	0.79	51
Great Northern	Inferred	0.75	1.53	37
Wayai Creek	Inferred	1.97	1.04	66
Added Aug2024	Total	2.72	0.79	51
Woodlark Project Total	Measured	2.25	3.00	217
	Indicated	39.44	0.98	1,241
	Inferred	6.49	0.98	205
	Total	48.28	1.07	1,663



1. Refer ASX announcement 13 August 2024 "Mineral Resource increased to 1.67 Moz as growth strategy delivers early results" for full details including JORC tables.
 2. Reported at a cut-off grade of 0.4g/t Au within A\$2,600 pit shell.

Competent Person's Statement: The information in this document that relates to Exploration Results is based on information compiled by Mr Michael Woodbury, who is a Fellow, and Chartered Professional (**CP**) of the Australasian Institute of Mining and Metallurgy, a member of the Australian Institute of Geoscientists and full-time employee of Woodlark Mining Limited. Mr Woodbury has sufficient experience that is relevant to the styles of mineralisation and types of deposit under consideration, and to the activity being undertaken, to qualify as a Competent Person as defined in the 2012 Edition of the "Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves" (**JORC Code 2012**). The information in this document that relates to Geopacific's Exploration Results is a compilation of previously released announcements to the ASX by Geopacific and Mr Woodbury consents to the inclusion of these Results in this document.

The information in this document that relates to Woodlark Mineral Resource Estimate is based on information compiled and reviewed by Mr Chris De-Vitry, a Competent Person who is a Member of the Australian Institute of Geoscientists and a full-time employee of Manna Hill Geoconsulting Pty Ltd. Mr De-Vitry has sufficient experience which is relevant to the style of mineralisation and type of deposits under consideration and to the activity which he has undertaken to qualify as a Competent Person as defined in the JORC Code 2012 and is a qualified person for the purposes of NI43-101. Mr De-Vitry has no economic financial or pecuniary interest in the company.

Mr Woodbury and Mr De-Vitry have advised that their consent remains in place for subsequent releases by Geopacific of the same information in the same form and context, until the consent is withdrawn or replaced by a subsequent report and accompanying consent. Geopacific confirms that it is not aware of any new information or data that materially affects the information included in the original market announcements and that all material assumptions and technical parameters in the market announcements continue to apply and have not materially changed. Geopacific confirms that the form and context in which the Competent Person's findings are presented have not been materially modified from the original market announcements.

Appendices

Key Risk Disclosures

Risk	Description
Mining risks and Mineral Resource estimates	<p>When compared with many industrial and commercial operations, mining and mineral processing projects are relatively high risk. The nature of mineralisation, the occurrence and gold grade of the ore, and its behaviour during mining and processing can never be wholly predicted.</p> <p>The Project Mineral Resource estimates¹ are not precise calculations but based on interpretation by the Competent Person and samples from drilling which, even at close drill hole spacing, represent a small sample of the entire deposit. Though the estimates may be accurate global approximations of gold content, localised grade variability may exist.</p> <p>Reported estimates, which were valid when originally estimated, may alter significantly when new information or techniques become available. As the Company obtains new information through additional drilling and analysis, Mineral Resource estimates are likely to change. This may result in alterations to the Company's exploration, development and production plans which may, in turn, positively or negatively affect the Company's operations and financial position.</p>
Commodity prices, foreign exchange rates and inflation risks	<p>The value of the Company's assets may be affected by fluctuations in commodity prices and exchange rates, such as the USD and AUD denominated gold prices and the AUD/USD/PNG Kina exchange rates. Financial performance and the ability to raise finance from equity and/or debt sources will be highly dependent on the prevailing commodity prices, capital costs, operating costs and exchange rates.</p> <p>These prices along with other inputs to capital and operating costs can fluctuate rapidly and widely, and are affected by numerous factors beyond the control of the Company including, among others, expectations regarding inflation, the financial impact of movements in interest rates, global economic trends and confidence and conditions, each of which are currently experiencing material changes.</p> <p>The mining industry has seen numerous recent examples of material capital and operating cost increases driven by input cost escalation and global supply chain pressures. Such inflationary pressures have previously impacted the Project.</p>
Project exploration risks	<p>Exploration for gold and other metals is inherently a high-risk activity and there is no assurance that discovery of potentially economic mineralisation will be successful.</p> <p>The Company's ability to develop a mining operation will depend to a significant degree on the success of its exploration program.</p>
Potential mergers and acquisitions risks	<p>There is a risk that the Company could be the target of an unsolicited offer by a third party for all the equity securities in the Company, which may or may not reflect the value or cost of shareholders' investment in the Company at the date of the Entitlement Offer.</p> <p>Further, as part of its business strategy, the Company may make acquisitions or divestments of, or significant investments in, companies, products, technologies or resource projects. Any such future transaction would be accompanied by the risks commonly encountered in making acquisitions or divestments of companies, products, technologies or resource projects.</p>

1. Refer ASX announcement on 13 August 2024 titled "Mineral Resource increased to 1.67 Moz as growth strategy delivers early results" for full details including JORC tables.

Key Risk Disclosures continued

Risk	Description
<p>Tenure and approvals risks</p>	<p>The Company is subject to the PNG mining legislation and the Company has an obligation to meet the conditions that apply to its tenements. Tenements are subject to periodic renewal.</p> <p>In June 2024 the Company requested a further amendment to the conditions of ML 508 (on which the Project is situated), to extend the requirement for the completion of construction and commissioning beyond 5 July 2024, to allow for sufficient flexibility in the future development of the Project. No formal feedback has been received. In addition, the expiry date for ML 508 is 4 July 2034, which may also require extension to match future life of mine plans and potential project extensions. Whilst past extensions granted by the PNG Government provide some comfort, there is no guarantee that the PNG Government will grant additional extensions when required.</p> <p>The Company currently holds all material authorisations required to undertake exploration programs. If the scope and/or design of the Project is materially varied, the Company may require the grant of new permits approvals and licences, or material amendments to existing ones. For instance, changes to the location of infrastructure such as the process plant or the wharf, changes to the scale of the processing plant and/or annual production could be expected to require new authorisations, or updates to previously obtained permits, approvals and licences and further reviews or studies may be required to address any environmental impact from any material changes to the Project.</p> <p>The grant of permits approvals and licences are, as a practical matter, subject to the discretion of applicable PNG Government agencies or officials and, in some cases, require the approval of or consultation with the local community, potentially involving additional relocation, compensation, delays and costs. There is no guarantee that any required approvals, licences or permits will be granted, renewed or amended or obtained in a timely fashion.</p> <p>There is a risk that amendments to the environment permit may be required from the PNG Government, either for further compliance criteria or to reflect environmental impact changes from a change of scope of the Project, resulting in the Company incurring further delays whilst waiting on approvals to be received.</p> <p>The Company's exploration and development activities are subject to extensive laws and regulations relating to numerous matters that include resource licence consent, environmental compliance and rehabilitation, taxation, employee relations, health, etc.</p> <p>As announced on 30 November 2020, the Company engaged with key Project stakeholders in respect of a range of matters, including royalty interests and local ownership requirements, which culminated in the preparation of a draft, non-binding Memorandum of Agreement (which remains unsigned). These matters continue to require negotiation with a number of stakeholders including relevant PNG Government bodies and there can be no guarantee that these negotiations will be finalised on terms or within a timeframe proposed by the Company or at all.</p>

Key Risk Disclosures continued

Risk	Description
Financing risk	<p>If a decision to progress the development of the Project is made following the completion of the appropriate feasibility studies, Geopacific would require significant new debt and/or equity funding.</p> <p>The Company’s ability to successfully access the equity capital markets and/or financing credit markets will depend on a range of project related factors including:</p> <ul style="list-style-type: none"> • forecast financial returns; • environmental factors including the proposed deep sea tailings deposition; • social factors such as the village relocation; and • the implementation capability of the Company at that time. <p>Other factors that are outside of the control of the Company may impact the ability to successfully access funding markets, include market sentiment and investor and lender requirements relating to environmental, social and governance, which may change over time</p>
Mining and development risks	<p>Any future development of the Project will be subject to typical construction risks including usual risks of delays, design and/or quality issues, pricing and cost overruns and variations, contractor performance and claims by or against the Company.</p> <p>Given the remote location of the Company’s operations, some of these exposures are exacerbated. For example, if a suitable in-country contractor cannot be contracted, a foreign contractor may be required, which may result in increased labour, logistics, and equipment costs and potential project delays.</p>
People risk	<p>The Company is dependent on the experience, expertise and abilities of its Board and management team in overseeing the day-to-day operations of the Company, particularly due to its remote location.</p> <p>The Company must ensure its management team and Board have the requisite skills to successfully implement its future plans. The failure to recruit and retain a team with appropriate experience and expertise may have an adverse effect on the performance of the Company and its plans for the Project. As the Company grows and moves to different stages of development, it will need to employ and retain appropriately motivated, skilled and experienced staff. Difficulties in attracting and retaining such staff may have an adverse effect on the performance of the Company.</p> <p>The timing of hiring personnel with the requisite skills and experience to successfully implement the Company’s future plans is inherently uncertain.</p>

Key Risk Disclosures continued

Risk	Description
Country risk	<p>Any future material adverse changes in government policies or legislation that affect ownership, mineral exploration, development or mining activities, in the country which the Company operates, may affect the viability and future profitability of the Company. In particular, the PNG Government has previously experienced, and may in future experience, significant political instability and economic and fiscal issues, some or all of which could directly and indirectly affect the PNG economy and the operations and financial position the Company.</p> <p>The Company's ability to acquire, retain and gain full value from assets may also be affected by a number of political and social issues such as differing political agendas and decision making, environmental and social policy and the impact of bribery and corruption. Further, the media, non-government organisations and other activists may or may not play an increasing role at local, national and international levels influencing political policy, societal perception and community actions or otherwise impacting the organisation's reputation. In addition, the legal systems operating in foreign jurisdictions are different to those operating in Australia and may result in further risks in seeking redress or enforcing judgments.</p> <p>Currently in PNG, there are a range of potential political matters which create uncertainty. While past actions lead the company to believe that the Project is supported in principle by the PNG Government authorities, the Company and the future development of the Project remains dependent on the continued support of key PNG stakeholders, including PNG regulatory authorities. For example, development will remain dependent on the continuation or grant of a gold export license issued by the relevant PNG authorities (including the Bank of PNG) and prevailing PNG Government requirements to make payments in the national currency (Kina).</p>
Supply chain and logistics risks	<p>Supply chain disruptions and the general level of economic uncertainty experienced during events such as the COVID-19 pandemic and other global events such as the conflict in Ukraine, continue to impact the cost and availability of freight, materials, equipment and other services required for the ongoing Company operations.</p> <p>While the direct impact of some of these events on the Company and its operations has subsided, uncertainty remains regarding the potential for further disruptions and interruptions from similar such events, which may have an adverse impact on the Company and its plans.</p>
Litigation risks	<p>Although it has no litigation on foot, the Company is exposed to the usual risks of litigation, disputes and claims, including tenure disputes, environmental claims, royalty disputes, contractual disputes, occupational health and safety claims and employee and stakeholder claims.</p> <p>While the Company has acted to limit previous contractual arrangements and exposures arising from the suspension of its construction activities, some exposure may remain. The Company may be involved in disputes in the future, whether arising out of pre-development activities at Woodlark which have been undertaken to date, its contractual arrangements, changes arising from the re-evaluation of the Company's development plans, or the performance of its statutory obligations or otherwise. If any such claim or dispute is proven, it may impact adversely on the Company's operations, financial performance and financial position.</p>

Key Risk Disclosures continued

Risk	Description
Unable to realise funding from the sale of long lead items	<p>A number of long lead equipment assets are either held directly or pending agreed transfer of title from suppliers.</p> <p>The sale of these assets could provide additional cash funding, if required. Any sale will be considered in light of the future Project design and configuration.</p> <p>Timing and quantum of any potential asset sales is inherently uncertain. The sale of such items could result in the recognition of a loss on disposal in the event they are sold for an amount less than carrying value. This would have a consequential negative impact on earnings.</p>
Community risks	<p>The Company's community development programs focus on long term and responsible economic growth and standard of living improvements.</p> <p>The community relocation program is continuing under a self-performed model for construction delivery, and the Company has received positive responses from the community and PNG regulatory bodies as to the quality of the new houses, school, churches, clinic and trade stores that have been delivered. The Company recognises that a failure to appropriately manage local community stakeholder expectations may lead to dissatisfactions which have the potential to disrupt activities. Company personnel, including the CEO, regularly meet with community and Project stakeholders to provide updates.</p> <p>Geopacific supports the development of government service improvements in the areas of health, education and law and order.</p>
Going concern	<p>The Company's Interim Financial Accounts¹ were prepared on a going concern basis, which contemplates continuity of normal business activities and realisation of assets and discharge of liabilities in the normal course of business.</p> <p>The Interim Accounts included disclosure in the "Going Concern Basis for Preparation of Financial Statements" note, outlining that a material uncertainty exists that may cast significant doubt on the Group's ability to continue as a going concern and, therefore, whether it will realise its assets and discharge its liabilities in the normal course of business, and at the amounts stated in the Interim Financial Report.</p>
Exposure to natural events – Climate Change risks	<p>Climate-related factors may affect the activities and financial position of the Company. Climate change, which may include prolonged periods of adverse weather and climatic conditions (including rising sea levels, floods, hail, drought, water, scarcity, temperature extremes, volcanic activity and earthquakes) may have an adverse effect of the Company's future performance. This could result in increased costs and or reduced revenues which could impact the Company's financial performance and position.</p> <p>The effects of changes in rainfall patterns, water shortages and changing storm patterns and intensities may adversely impact the costs and activities of the Company. Some of the Company's sites may be subject from time to time to severe storms and high rainfall leading to flooding and associated damage.</p> <p>Changes in policy, technological innovation and/or consumer or investor preferences may also adversely impact the operations and financial position of the Company or may result in less favourable pricing for its product, particularly in the event of a transition to a lower carbon economy.</p>

1. Refer to ASX announcement on 12 September 2024 titled "Half Year Accounts" for further information.

Key Risk Disclosures continued

Risk	Description
Future capital requirements	<p>The Company will require significant further funding to continue to operate in the future. The Company's capital requirements depend on numerous factors. Additional funding may be required and may be raised by the Company via the issues of equity, debt or a combination of debt and equity or asset sales.</p> <p>Any additional equity financing will dilute shareholdings. Debt financing, if available, may involve restrictions on future financing, the granting of security over the Group's assets as well as a range of potentially restrictive covenants.</p> <p>There is no guarantee that the Company will be able to secure any additional funding or be able to secure funding on terms favourable to the Company. If the Company is unable to obtain additional funding as needed, it may be required to reduce, delay or suspend its operations and this could have a material adverse effect on the Company's activities and could affect the Company's ability to continue as a going concern or remain solvent.</p>
Potential for significant dilution	<p>Upon implementation of the Entitlement Offer, the Company will issue New Shares as set out in this document. The issue of New Shares will dilute the interests of existing Shareholders to differing extents depending on individual Shareholders' take up of their Entitlements. Shareholders should refer to the Offer Booklet for the Entitlement Offer, which sets out the potential effects on the control of the Company as a result of differing levels of uptake by Shareholders of the Entitlement Offer.</p> <p>There is also a risk that Shareholders will be further diluted as a result of future capital raisings required in order to fund the Company's activities. It is not possible to predict what the value of the Company's Shares will be following completion of the Entitlement Offer and the Directors do not make any representation as to such matters. The last trading price of Shares on the ASX prior to the date of this document is not a reliable indicator as to the potential trading price of Shares after implementation of the Entitlement Offer.</p> <p>If, following appropriate feasibility studies, a decision to progress to develop the Project is made, significant new debt and/or equity funding would be required. The Company's ability to successfully access the equity capital markets and/or financing via credit markets, will depend on a range of factors and has the potential to significantly dilute the interests of existing shareholders and new shareholders who subscribe to the Entitlement Offer.</p>
No history of earnings and no production or revenues	<p>The Company has no history of earnings, and at the date of this document does not have any producing mining operations. Historically, the Company has incurred losses from exploration, feasibility studies and development activities and the Company expects to continue to incur losses in relation to its activities for the foreseeable future.</p> <p>No assurance can be given that the Company will be able to economically exploit any mineral deposit or enter into production.</p>

Key Risk Disclosures continued

Risk	Description
Safety and Environmental risks	<p>The activities of the Company have the potential to generate hazards that could cause harm to personnel. The Company keeps a comprehensive risk register and proactively manages risks to eliminate where practicable, or reduce the potential for harm to an acceptable level. A step-by-step approach is undertaken to identify hazards, assess risks, control risks, and review and test control measures. Failure to identify and/or manage risks could result in a catastrophic outcome that may include but is not limited to, harm to personnel, financial losses, damaged reputation, legal and compliance issues, operational disruptions.</p> <p>The proposed activities of the Company are subject to laws and regulations concerning the environment. If such laws are breached, the Company could be required to cease its operations and/or incur significant liabilities including penalties, due to past or future activities.</p> <p>As with most exploration projects and mining operations, the Company's activities are expected to have an impact on the environment, particularly if mine development proceeds. The Company aims to conduct its activities to the highest standard of environmental obligation, including in compliance in all material respects with relevant environmental laws. Nevertheless, there are certain risks inherent in the Company's activities which could subject the Company to extensive liability.</p> <p>Further, the Company may require approval from relevant authorities before it can undertake activities that are likely to impact the environment. Failure to obtain such approvals could prevent the Company from undertaking its desired activities. The cost and complexity in complying with the applicable environmental laws and regulations may affect the viability of potential developments of the Company's projects, and consequently the value of those projects, and the value of the Company's assets.</p>
Changes in law, government policy and accounting standards	<p>Adverse changes in government policies or legislation may affect ownership of mineral interests, taxation, royalties, land access, labour relations, and mining and exploration activities of the Company. It is possible that the current system of exploration and mine permitting in PNG may change, adversely affecting the Company's operations and financial performance.</p> <p>Mining development and operations can be subject to public and political opposition. Opposition may include legal challenges to exploration and development permits, political and public advocacy, electoral strategies, ballot initiatives, media and public outreach campaigns and protest activity, all which may delay or halt development or expansion.</p> <p>In the ordinary course of business, mining companies are required to seek governmental permits for exploration, expansion of existing operations or for the commencement of new operations. The duration and success for permitting efforts are contingent upon many variables not within the control of the Company. There can be no assurance that all necessary permits will be obtained, and, if obtained, that the costs involved will not exceed those estimated by the Company.</p> <p>Amendments to current laws, regulations and permits governing operations and activities of mining companies in the jurisdictions within which the Company operates or may in the future operate, or a more stringent implementation thereof, could have a material adverse impact on the Company and cause increases in the cost of production, capital expenditure or exploration costs and reduction in levels of production for the Company's operations.</p>

Key Risk Disclosures continued

Risk	Description
Data security failure and communications risk	The Company has multiple layers of security and back-up provisions in place to protect its data, and to allow for effective communications. However, due to the remote nature of Woodlark Island potential exists for data leakage, corruption and unavailability of information and/or communication at critical times.
Other risks	<p>The Company currently maintains insurance coverage. No assurance can be given that the Company will continue to be able to obtain such insurance coverage at reasonable rates (or at all), or that any coverage it obtains will be adequate and available to cover all claims.</p> <p>The Project will be subject to government royalties. If the relevant royalties rise, the profitability and commercial viability of the Company's projects may be negatively impacted.</p> <p>The Company faces risks related to the potential impacts of actions of both public and private security forces, interactions with and the use of land associated with subsistence based and/or indigenous communities and the work practices and supply chains of suppliers and contractors.</p> <p>The Company competes with other companies, including major exploration companies in Australia, PNG and internationally. Some of these companies have greater financial and other resources and as a result may be in a better position to compete for future business opportunities. There can be no assurance that the Company can compete effectively with these companies.</p> <p>There remain a number of other risks applicable to the Company and its operations. Without limitation, these include the effects of weather and rainfall, climate change and related regulations and requirements, exploration and project development risks, access to insurance, changes in political policy, societal perception and community expectations and requirements, relationship with key stakeholders including local communities (which includes retaining the benefit of the ongoing community relocation program efforts to maintain access to Woodlark), exposure to government, compliance with laws and regulations, occupational health and safety exposures and the capacity to compete for opportunities with other companies.</p>

Appendices

Foreign Jurisdictions

This document does not constitute an offer of Entitlements and New Shares in any jurisdiction in which it would be unlawful. In particular, this document may not be distributed to any person, and the Entitlements and the New Shares may not be offered or sold, in any country outside Australia except to the extent permitted below.

British Virgin Islands

The Entitlements and the New Shares may not be offered in the British Virgin Islands unless the Company or the person offering such securities on its behalf is licensed to carry on business in the British Virgin Islands. While the Company is not licensed to carry on business in the British Virgin Islands, the Entitlements and the New Shares may be offered to existing shareholders of the Company in the British Virgin Islands from outside the British Virgin Islands.

Canada

This document constitutes an offering of the Entitlements and the New Shares in the Canadian provinces of British Columbia and Ontario (the “Provinces”) where existing shareholders of the Company are resident. This document is not, and under no circumstances is to be construed as, an advertisement or a public offering of securities in the Provinces.

No securities commission or other authority in the Provinces has reviewed or in any way passed upon this document, the merits of the Entitlements and the New Shares and any representation to the contrary is an offence.

No prospectus has been, or will be, filed in the Provinces with respect to the offering of the Entitlements and the New Shares or the resale of such securities. Any person in the Provinces lawfully participating in the offer will not receive the information, legal rights or protections that would be afforded had a prospectus been filed and receipted by the securities regulator in the applicable Provinces.

Any resale of the Entitlements and the New Shares in Canada must be made in accordance with applicable Canadian securities laws, which may require resales to be made in accordance with an exemption from prospectus requirements. Such resale restrictions do not apply to a first trade in a security (such as the Entitlements and the New Shares) of a foreign issuer (such as the Company) that is not a reporting issuer in Canada and that is made through an exchange or market outside of Canada (such as ASX).

The Company as well as its directors and officers may be located outside Canada and, as a result, it may not be possible for purchasers to effect service of process within Canada upon the Company or its directors or officers. All or a substantial portion of the assets of the Company and such persons may be located outside Canada and, as a result, it may not be possible to satisfy a judgment against the Company or such persons in Canada or to enforce a judgment obtained in Canadian courts against the Company or such persons outside Canada.

European Union (Belgium, Germany, Ireland, Finland and Spain)

This document has not been, and will not be, registered with or approved by any securities regulator in Belgium, Germany, Ireland, Finland, Spain or elsewhere in the European Union. Accordingly, this document may not be made available, nor may the Entitlements and the New Shares be offered for sale, in Belgium, Germany, Ireland, Finland or Spain except in circumstances that do not require a prospectus under Article 1(4) of Regulation (EU) 2017/1129 of the European Parliament and the Council of the European Union (the “Prospectus Regulation”).

In accordance with Article 1(4) of the Prospectus Regulation, an offer of the Entitlements and the New Shares in each of Belgium, Germany, Ireland, Finland and Spain is limited:

- to persons who are “qualified investors” (as defined in Article 2(e) of the Prospectus Regulation);
- to fewer than 150 natural or legal persons (other than qualified investors); or
- in any other circumstance falling within Article 1(4) of the Prospectus Regulation.

Hong Kong

WARNING: This document may be distributed in Hong Kong only to (i) not more than 50 existing shareholders of the Company and (ii) any other shareholder who is a “professional investor” (as defined in the Securities and Futures Ordinance of Hong Kong, Chapter 571 of the Laws of Hong Kong). This document may not be distributed, published, reproduced or disclosed (in whole or in part) to any other person in Hong Kong or used for any purpose in Hong Kong other than in connection with the recipient’s consideration of the Offer.

You are advised to exercise caution in relation to the Offer. If you are in doubt about any contents of this document, you should obtain independent professional advice.

This document has not been reviewed by any Hong Kong regulatory authority. In particular, this document has not been, and will not be, registered as a prospectus under the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) of the Laws of Hong Kong, nor has it been authorised by the Securities and Futures Commission in Hong Kong.

India

This document does not constitute an offer of equity securities to the public in India nor a prospectus under the Companies Act, 2013 (India) and may not be circulated or distributed, directly or indirectly, to the public in India. The Entitlements and the New Shares may not be offered, directly or indirectly, in India, to, or for the account or benefit of, any resident of India except as permitted by applicable Indian law under which an offer is being made strictly on a private and confidential basis and is not an offer to the public in India.

This document is not intended to be circulated to more than 200 persons in India on an aggregate basis (excluding qualified institutional buyers) and solely to persons who are existing shareholders of the Company.

This document has been prepared solely to provide general information about the offer to shareholders of the Company. This document does not purport to contain all the information that any eligible investor may require.

Apart from this document, no other offer document has been prepared in connection with the Offer nor is any offer document or prospectus required to be registered under the laws of India. Accordingly, this document has not been delivered for registration, nor is it intended to be registered, with any regulatory authority in India.

Indonesia

A registration statement with respect to the Entitlements and the New Shares has not been, and will not be, filed with Otoritas Jasa Keuangan in the Republic of Indonesia. Therefore, such securities may not be offered or sold to the public in Indonesia. Neither this document nor any other document relating to the offer or sale, or invitation for subscription or purchase, of the Entitlements and the New Shares may be circulated or distributed, whether directly or indirectly, in the Republic of Indonesia or to Indonesian citizens, corporations or residents, except in a manner that will not be considered as a “public offer” under the law of the Republic of Indonesia.

Liechtenstein

This document has not been, and will not be, registered with or approved by the Financial Market Authority of Liechtenstein. Accordingly, this document may not be made available, nor may the Entitlements and the New Shares be offered for sale, in Liechtenstein except in circumstances that do not require a prospectus under the Prospectus Regulation Implementation Act of Liechtenstein.

In accordance with such Act, an offer of the Entitlements and the New Shares in Liechtenstein is limited to fewer than 150 natural or legal persons who are existing shareholders of the Company.

Malaysia

No approval from, or recognition by, the Securities Commission of Malaysia has been or will be obtained in relation to the offer of Entitlements and New Shares. The Entitlements and the New Shares may not be offered, sold or issued in Malaysia except to existing shareholders of the Company. Any such securities not taken up under the entitlement offer may not be offered, sold or issued in Malaysia except pursuant to, and to persons prescribed under, pursuant to Part I of Schedule 6 and Schedule 7 of the Malaysian Capital Markets and Services Act 2007.

Monaco

The Entitlements and the New Shares may only be offered and sold in Monaco to existing shareholders of the Company and may not be offered or sold, directly or indirectly, to the public in Monaco.

New Zealand

The Entitlements and the New Shares are not being offered to the public within New Zealand other than to existing shareholders of the Company with registered addresses in New Zealand to whom the offer of these securities is being made in reliance on the Financial Markets Conduct (Incidental Offers) Exemption Notice 2021. The entitlements are renounceable in favour of members of the public.

This document has been prepared in compliance with Australian law and has not been registered, filed with or approved by any New Zealand regulatory authority under the Financial Markets Conduct Act 2013. This document is not a product disclosure statement under New Zealand law and is not required to, and may not, contain all the information that a product disclosure statement under New Zealand law is required to contain.

Panama

The Entitlements and the New Shares have not been registered with, and are not under the supervision of, the Superintendence of the Securities Market. The Company is offering such securities in Panama only to its shareholders with a registered address in Panama. The Entitlements and the New Shares are not being offered to the public in Panama.

Singapore

This document and any other materials relating to the Entitlements and the New Shares have not been, and will not be, lodged or registered as a prospectus in Singapore with the Monetary Authority of Singapore. Accordingly, this document and any other document relating to the Entitlements and the New Shares may not be issued, circulated or distributed, nor may such securities be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore except pursuant to and in accordance with exemptions in Subdivision (4) Division 1, Part 13 of the Securities and Futures Act 2001 of Singapore (the “SFA”) or another exemption under the SFA.

Any offer is not made with a view to the Entitlements and the New Shares being subsequently offered for sale to any other party in Singapore. On-sale restrictions in Singapore may be applicable to investors who acquire such securities. As such, investors are advised to acquaint themselves with the SFA provisions relating to resale restrictions in Singapore and comply accordingly.

Switzerland

The Entitlements and the New Shares may not be publicly offered in Switzerland and will not be listed on the SIX Swiss Exchange or on any other stock exchange or regulated trading facility in Switzerland. Neither this document nor any other offering or marketing material relating to the Entitlements and the New Shares constitutes a prospectus or a similar notice as such terms are understood pursuant to art. 35 of the Swiss Financial Services Act (FinSA) or the listing rules of any stock exchange or regulated trading facility in Switzerland. Neither this document nor any other offering or marketing material relating to the Entitlements and the New Shares or the offering may be publicly distributed or otherwise made publicly available in Switzerland.

Neither this document nor any other offering or marketing material relating to the offering, the Company or the Entitlements and the New Shares have been or will be filed with or approved by any Swiss regulatory authority or authorized review body. In particular, this document will not be filed with, and the offer of such securities will not be supervised by, the Swiss Financial Market Supervisory Authority (FINMA).

This document may be distributed in Switzerland only to existing shareholders of the Company and is not for general circulation in Switzerland.

Vietnam

The offer of Entitlements and New Shares is limited to fewer than 100 shareholders of the Company in the Socialist Republic of Vietnam. In addition, such securities may not be offered to any person in Vietnam or to any Vietnamese citizen (whether residing in Vietnam or outside Vietnam) or any foreign exchange resident of Vietnam unless such person has obtained the necessary approval/license as required by relevant local laws from the Vietnamese authorities (eg, the State Bank of Vietnam) to purchase and hold such securities.

United Kingdom

Neither this document nor any other document relating to the offer of Entitlements and New Shares has been delivered for approval to the Financial Conduct Authority in the United Kingdom and no prospectus (within the meaning of section 85 of the Financial Services and Markets Act 2000, as amended (“FSMA”)) has been published or is intended to be published in respect of the Entitlements and the New Shares.

The Entitlements and the New Shares may not be offered or sold in the United Kingdom by means of this document or any other document, except in circumstances that do not require the publication of a prospectus under section 86(1) of the FSMA. This document is issued on a confidential basis in the United Kingdom to fewer than 150 persons who are existing shareholders of the Company. This document may not be distributed or reproduced, in whole or in part, nor may its contents be disclosed by recipients, to any other person in the United Kingdom.

Any invitation or inducement to engage in investment activity (within the meaning of section 21 of the FSMA) received in connection with the issue or sale of the Entitlements and the New Shares has only been communicated or caused to be communicated and will only be communicated or caused to be communicated in the United Kingdom in circumstances in which section 21(1) of the FSMA does not apply to the Company.

In the United Kingdom, this document is being distributed only to, and is directed at, persons (i) who have professional experience in matters relating to investments falling within Article 19(5) (investment professionals) of the Financial Services and Markets Act 2000 (Financial Promotions) Order 2005 (“FPO”), (ii) who fall within the categories of persons referred to in Article 49(2)(a) to (d) (high net worth companies, unincorporated associations, etc.) of the FPO or (iii) to whom it may otherwise be lawfully communicated (together “relevant persons”). The investment to which this document relates is available only to relevant persons. Any person who is not a relevant person should not act or rely on this document.

United States

The Entitlements and the New Shares have not been, and will not be, registered under the US Securities Act of 1933 or the securities laws of any state or other jurisdiction of the United States. Accordingly, such securities may not be offered or sold in the United States except in transactions exempt from, or not subject to, the registration requirements of the US Securities Act of 1933 and applicable US state securities laws.



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This presentation has been approved for release by the Board of Geopacific Resources Limited

