Form 604

Corporations Law Section 671B

Notice of change of interests of substantial holder

To Company		
Name/Scheme	GEOPACIFIC RESOURCES LIMITED	
ACN/ARBN	57 003 208 393	

1. Details of substantial holder (1)

Name Franklin Resources, Inc. and its affiliates
ACN (if applicable) N/A

There was a change in the interests of

the substantial holder on 06 September 2017

The previous notice was given to the

company on 18 August 2017

The previous notice was dated 18 August 2017

2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting Power (5)	Person's votes	Voting Power (5)
Ordinary Shares	102,497,609	7.29%	169,197,609	12.03%*

^{*}Based on shares outstanding of 1,406,211,481

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an association in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change(7)	Class and number of securities affected	Person's votes affected
See Annexure B, item 1	See Annexure B, item 2	See Annexure B, item 3	See Annexure B, item 4	See Annexure B, item 5	See Annexure B, item 6

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
See Annexure B, item 7	See Annexure B, item 9	See Annexure B, item 12	See Annexure B, item 3	See Annexure B, item 8, 10 & 13	See Annexure B, item 8

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN (if applicable)	Nature of association
NOT APPLICABLE	

6. Addresses

The addresses of persons named in this form are as follows:

Name	Address
See Annexure A	See Annexure A

Signature

print name	Lori A. Weber	Capacity: Assistant Secretary, Franklin Resources, Inc.
sign here		date 06 September 2017

Annexure A

Names and addresses of all associates for whom composite notice is given:

Name	Address
ALPHAPARITY ADVISORS, LLC	430 Park Avenue, 12th Floor, New York, NY 10022
BALANCED EQUITY MANAGEMENT PTY. LIMITED	Level 19, 101 Collins Street, Melbourne, Victoria 3000, Australia
C&EE GENERAL PARTNER LIMITED	1133 Connecticut Avenue, NW, Suite 400, Washington, DC, 20036, United States,
DARBY – HANA INFRASTRUCTURE FUND MANAGEMENT CO., LTD	18th Floor, SKC Building 23-10, Youido-Dong, Youngdungpo-Gu, Seoul, S. Korea 150-734
DARBY ADMINISTRACAO DE INVESTIMENTOS LTDA.	Av. Brigadeiro de Faria Lima, 3311, 5th floor, suite 502 – part C, Itaim Bibi, postal code 04538-133, City of São Paulo, State of São Paulo – Brazil
DARBY ASIA INVESTORS (HK), LTD.	Suite 911-919, Jardine House, 1 Connaught Place, Central, Hong Kong
DARBY ASIA INVESTORS, LTD.	Unit 1607-1608, 16th Floor, Charter House, 8 Connaught Road, Central, Hong Kong
DARBY ASIA INVESTORS (INDIA) PRIVATE LIMITED	Sakhar Bhavan, 1st Floor, 230 Backbay Reclamation Nariman Point, Mumbai 400-021, India
DARBY ASIA OPPORTUNITIES FUND III MANAGEMENT CO., LTD.	Maples Corporate Services Limited, P.O. Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands
DARBY ASIA PRIVATE DEBT FUND IV MANAGEMENT CO., LTD.	Maples Corporate Services Limited, P.O. Box 309, Ugland House, Grand Cayman, Cayman Islands, KY1- 1104, Cayman Islands
DARBY BRAZIL MEZZANINE MANAGEMENT, LLC	1133 Connecticut Ave., NW, Suite 400 Washington, DC 20036
DARBY COLPATRIA CAPITAL SAS	1133 Connecticut Ave., NW, Suite 400 Washington, DC 20036
DARBY CONVERGING EUROPE FUND III MANAGEMENT	15, Rue Edward Steichen, L-2540 Luxembourg, Grand Duchy of Luxembourg
DARBY EMERGING MARKETS INVESTMENTS, LTD.	c/o Corporation Service Company, 2711 Centerville Road, Suite 400, Wilmington, Delaware 19808
DARBY ENERGIA S.A.S.	Carrera 7, #80-49, Office 201, Bogota, Columbia
DARBY EUROPE MEZZANINE MANAGEMENT	PO Box 309GT, Ugland House, South Church Street,George Town, Grand Cayman, Cayman Islands
DARBY HOLDINGS, INC.	1133 Connecticut Ave., NW, Suite 400 Washington, DC 20036
DARBY LATIN AMERICAN INVESTORS, LTD.	P.O. Box 309GT, Ugland House, South Church Street, Georgetown, Grand Cayman, Cayman Islands
DARBY LATIN AMERICAN MEZZANINE INVESTMENTS	Rua Jeronimo Da Veiga 45 – 4th Floor 04536-000 Sao Paulo (Sp) Brazil
DARBY LATIN AMERICAN MEZZANINE MANAGEMENT II, LLC DARBY LATIN AMERICAN PRIVATE DEBT FUND	c/o Corporation Service Company, 2711 Centerville Road, Suite 400, Wilmington, DE, 19808, United States
III MANAGEMENT CO., LLC ("DLAPD")	c/o Corporation Service Company, 2711 Centerville Road, Suite 400, Wilmington, DE, 19808, United States
DARBY MEXICO PRIVATE EQUITY, S.A.P.I. DE C.V.	Avenida Paseo de la Reforma 342, Colonia Juarez, Mexico City, CP. 06600, Mexico
DARBY OVERSEAS INVESTMENTS, LTD.	1133 Connecticut Ave., NW, Suite 400 Washington, DC 20036
DARBY OVERSEAS PARTNERS, L.P.	1133 Connecticut Ave., NW, Suite 400 Washington, DC 20036

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FRANKLIN TEMPLETON SLOVAKIA, S.R.O. Karadžičova 8/A, 821 08 Bratislava, Slovak Republic		
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FRANKLIN TEMPLETON STRATEGIC	P.O. Box 309GT, Ugland House, South Church Street,
INVESTMENTS LTD.	George Town, Grand Cayman, Cayman Islands.
FRANKLIN TEMPLETON SWITZERLAND LTD	Bahnhofstrasse 22, Ch-8022 Zurich, Switzerland
FRANKLIN TEMPLETON TRUSTEE SERVICES	Sakhar Bhavan, 1st Floor, 230 Backbay Reclamation,
PRIVATE LIMITED	Nariman Point, Mumbai 400-021
	India
FRANKLIN/TEMPLETON DISTRIBUTORS, INC.	One Franklin Parkway, San Mateo, CA 94403
FRANKLIN/TEMPLETON TRAVEL, INC.	One Franklin Parkway, Building 910, First Floor, San
	Mateo, California 94403
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FT OPPORTUNISTIC DISTRESSED FUND LTD	Maples Corporate Services Limited, PO Box 309, Ugland
	House, Grand Cayman, KY1-1104, Cayman Islands.
FTC INVESTOR SERVICES INC.	350 Seventh Avenue SW, Suite 3000, Calgary, Alberta,
	T2P 3N9
FTCI (CAYMAN) LTD.	Cayman National Trust Co. Ltd., Suite 6201, 62 Forum
	Lane, Grand Cayman, Cayman Islands
FTI South Africa	First Floor Kildare House, The Oval 1 Oakdale Road,
	Newlands, Cape Town, 7700, South Africa
ITI CAPITAL MARKETS LIMITED	Century Centre, 75 Ttk Road, Chennai, India 600018
LSIMC, LLC	One Franklin Parkway, Building 910, First Floor, San
	Mateo, California 94403
MUTUAL RECOVERY FUND, LTD.	P.O. Box 309GT, Ugland House, George Town, Grand
	Cayman, Cayman Islands, KY1-1104.
K2 Advisors Holdings, L.L.C.	300 Atlantic Street, 12th Floor, Stamford, CT, 06901,
	United States
K2 Advisors LLC	300 Atlantic Street, 12th Floor, Stamford, CT, 06901,
	United States
K2/D&S Management Co., L.L.C.	300 Atlantic Street, 12th Floor, Stamford, CT, 06901,
,	United States
K2 Advisors Japan Ltd.	Ark Hills Sengokuyama Mori Tower, 1-9-10 Roppongi,
	40th Floor, Minato-ku, Tokyo 106-0032
K2/Highland Management Co., L.L.C.	300 Atlantic Street, 12th Floor, Stamford, CT, 06901,
	United States
RIVA FINANCIAL SYSTEMS LIMITED	St. George's Tower, Hope Street, Douglas IM1 1AR, Isle
	of Man
TEMPLETON ASSET MANAGEMENT (LABUAN)	Tiara Labuan, Jalan Tanjung Batu, 87000 F.T. Labuan,
LIMITED	Malaysia
TEMPLETON ASSET MANAGEMENT (POLAND)	Rondo 1, 26th Floor, Rondo ONZ 1, Warsaw, 00-124,
TFI S.A.	Poland
TEMPLETON ASSET MANAGEMENT LTD.	7 Temasek Boulevard, #38-03 Suntec Tower One,
	Singapore, 038987
Tanadatan Assat Managanan et Limitad Manias C	
Templeton Asset Management Limited Mexico, S.	Montes Urales, No. 770-401, Lomas de Chapultepec,
de R.L. de C.V.	Ciudad de México, D.F., Mexico,11000
TEMPLETON CHINA RESEARCH LIMITED	17/F, Charter House, 8 Connaught Road
	Central, Hong Kong
TEMPLETON DO DDACIL LTDA	
TEMPLETON DO BRASIL LTDA.	Rua Lauro Muller 116, Sala 2404, Rio De Janeiro, RJ,
	Brazil
TEMPLETON FRANKLIN GLOBAL	Appleby, Spurling & Kempe, 41 Cedar House Avenue,
DISTRIBUTORS, LTD.	P.O. Box Hm 1179, Hamilton Hm Ex, Bermuda
TEMPLETON GLOBAL ADVISORS LIMITED	P.O. Box N-7759, Lyford Cay, Nassau, Bahamas
TEMPLETON GLOBAL HOLDINGS LTD.	P.O. Box N-7759, Lyford Cay, Nassau, Bahamas
TEMPLETON INTERNATIONAL, INC.	One Franklin Parkway, San Mateo, CA 94403
TEMPLETON INVESTMENT COUNSEL, LLC	300 S.E. 2 nd Street, Fort Lauderdale, FL 33301
TEMPLETON RESTRUCTURED INVESTMENTS,	300 S.E. 2 nd Street, Fort Lauderdale, FL 33301
L.L.C.	311 3.2. 2 313 31, 311 2444014410, 1 2 00001
TEMPLETON RESTRUCTURED INVESTMENTS III,	300 S.E. 2nd Street, Fort Lauderdale, FL 33301
LTD.	311 3.2. 2 313 31, 311 2444014410, 1 2 00001
TEMPLETON RESTRUCTURED INVESTMENTS	The offices of Mourant Ozannes Corporate Services
IV, LTD.	(Cayman) Limited, 94 Solaris Avenue, Camana Bay, P.O.
, =.5.	Box 1348, Grand Cayman, KY1-1108, Cayman Islands
TEMPLETON WORLDWIDE, INC.	One Franklin Parkway, San Mateo, CA 94403
	Unio i fallikili i alikway, Dali Maleu, UA 34400

TEMPLETON/FRANKLIN INVESTMENT SERVICES, INC.	26515 Carmel Rancho Blvd., Carmel, CA 93923
TSEMF III (JERSEY) LIMITED	Elian Corporate Services (Jersey) Limited, 44 Esplanade, St Helier, Jersey, JE4 9WG, Jersey (Channel Islands)
TSEMF IV (JERSEY) LIMITED	Elian Corporate Services (Jersey) Limited, 44 Esplanade, St Helier, Jersey, JE4 9WG, Jersey (Channel Islands)

This is the annexure of 5 pages marked Annexure A signed by me and dated 06 September 2017.

Lori A. Weber, Assistant Secretary
Franklin Resources, Inc.

Annexure B Details of Entitlement and Relevant Interests

1. Date of Change	Person Whose Relevant Interest Changed	3. Nature of Change	4. Consideration in AUD\$	5. Class and Number of Securities affected/ Ordinary	6. Persons votes effected
	microst changea	3. Tratare of change	шпевф	Gramary	votes circuted
6/09/2017	Franklin Advisers, Inc.	Mandatory exchange	2,001,000	66,700,000	66,700,000

7. Holder of Relevant Interest	8. Person's votes		
Franklin Advisers, Inc.	169,197,609	votes	

9. Registered Holder of Securities	10. Class and Number of		11. Person's votes	
	Shares			
HSBC BANK AUSTRALIA BANK				
LIMITED	136,027,382	Ordinary	136,027,382	votes
JPMORGAN CHASE BANK, N.A.	33,170,227	Ordinary	33,170,227	votes

This is the annexure of 1 page marked Annexure B referred to in the Form 604: Notice of change in interests or entitlements of substantial shareholder signed by me and dated 06 September 2017.

Lori A. Weber, Assistant Secretary

Franklin Resources, Inc.