



**GEOPACIFIC RESOURCES NL
ACN 003 208 393**

**THIS IS A SUPPLEMENTARY PROSPECTUS THAT IS TO BE READ IN
CONJUNCTION WITH THE PROSPECTUS DATED 31 OCTOBER 2005**

1. IMPORTANT NOTICE

This supplementary prospectus (**'Supplementary Prospectus'**) is dated 31 January 2006.

The Prospectus when read together with this Supplementary Prospectus:

- 1.1 contains all information that would be required by sections 710, 711 and 716 of the *Corporations Act 2001* (Cth) (**'Act'**); and
- 1.2 does not contain any material statement that is false or misleading.

The Prospectus contains detailed information about the Company and it is advisable to read the Prospectus and this Supplementary Prospectus before completing an Application Form.

A copy of this Supplementary Prospectus was lodged with ASIC on 31 January 2006.

Neither ASIC nor ASX takes any responsibility for the content of this Supplementary Prospectus.

Unless the context otherwise requires, terms defined in the Prospectus have the same meaning when used in this Supplementary Prospectus.

2. REASONS FOR THIS SUPPLEMENTARY PROSPECTUS

Section 724(1)(a) of the Act requires that the Minimum Subscription be reached within 4 months after the date of the disclosure document. Applications in respect of the Offer of Shares under the Prospectus have not reached the Minimum Subscription. As at the date of this Supplementary Prospectus, the Company has received 234 Applications and Application Monies totalling \$1,552,800 in respect of 7,764,000 Shares pursuant to the Prospectus. There are 82 current shareholders in the Company.

Section 724(1)(b)(ii) of the Act requires that an entity's securities be admitted to quotation by ASX within 3 months after the date of the disclosure document. Admission to quotation has not occurred at the date of this Supplementary Prospectus due to the Minimum Subscription not yet having been reached.

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Section 724(2)(b) of the Act provides that an entity must, in such circumstances, give applicants a supplementary disclosure document and give those applicants the right to withdraw their applications and be repaid within 1 month.

This Supplementary Prospectus has been prepared to provide details of the following events that have occurred subsequent to the release of the Prospectus, and which the Directors believe are or may be material to existing Shareholders, persons who have already lodged Application Forms, and other potential investors:

- 2.1 ASIC modification
- 2.2 Change to indicative timetable
- 2.3 Recent exploration results
- 2.4 Offer to be closed when Minimum Subscription is achieved

3. ASIC MODIFICATION

ASIC has granted the Company relief under section 741(1) of the Act. A copy of the declaration made by ASIC under section 741(1) is attached to this Supplementary Prospectus (**'Declaration'**).

The purpose of the relief is to enable the Company to issue Shares offered under the Prospectus notwithstanding that:

- 3.1 the Shares are not admitted for quotation on the ASX within 3 months after the date of the Prospectus; and
- 3.2 the requirement that the Minimum Subscription under the Prospectus be achieved within 4 months after the date of the Prospectus is not met.

By virtue of the Declaration made by ASIC under section 741(1) of the Act, the Company may issue Shares offered under the Prospectus to Applicants provided that:

- the Shares are admitted for quotation on the ASX within 3 months after the date of this Supplementary Prospectus; and
- the Minimum Subscription under the Prospectus is achieved within 4 months after the date of this Supplementary Prospectus.

The effect of the relief provided by the Declaration made by ASIC is that:

- (a) for the purpose of sections 723(3)(b) and 724(1)(b)(ii) of the Act, the time within which the Shares must be admitted to quotation on the ASX has been extended to 3 months after the date of this Supplementary Prospectus; and
- (b) for the purposes of section 724(1)(a) of the Act, Shares may be issued to Applicants so long as the Minimum Subscription is achieved within 4 months after the date of this Supplementary Prospectus.

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If the Shares offered under the Prospectus and this Supplementary Prospectus are not admitted to quotation on the ASX within 3 months after the date of this Supplementary Prospectus, the Company will either repay the money received by it from Applicants or give the Applicants a supplementary disclosure document and 1 month to withdraw their Applications and be repaid their Application Monies.

4. CHANGE TO INDICATIVE TIMETABLE

The summary of important dates set out on page 7 of the Prospectus is modified by this Supplementary Prospectus as follows:

Lodgement of this Supplementary Prospectus with ASIC	31 January 2006
Closing Date of Offer	31 March 2006
Despatch of Statements of Shareholding	18 April 2006
Quotation of Shares on ASX expected to commence	28 April 2006

Dates shown in the table above are indicative only and may be varied. The Company reserves the right to vary the Closing Date without prior notice, which may have a consequential effect on the other dates.

The Application Form contained in the Prospectus has been amended to reflect the existence of this Supplementary Prospectus. The amended Application Form is attached to this Supplementary Prospectus.

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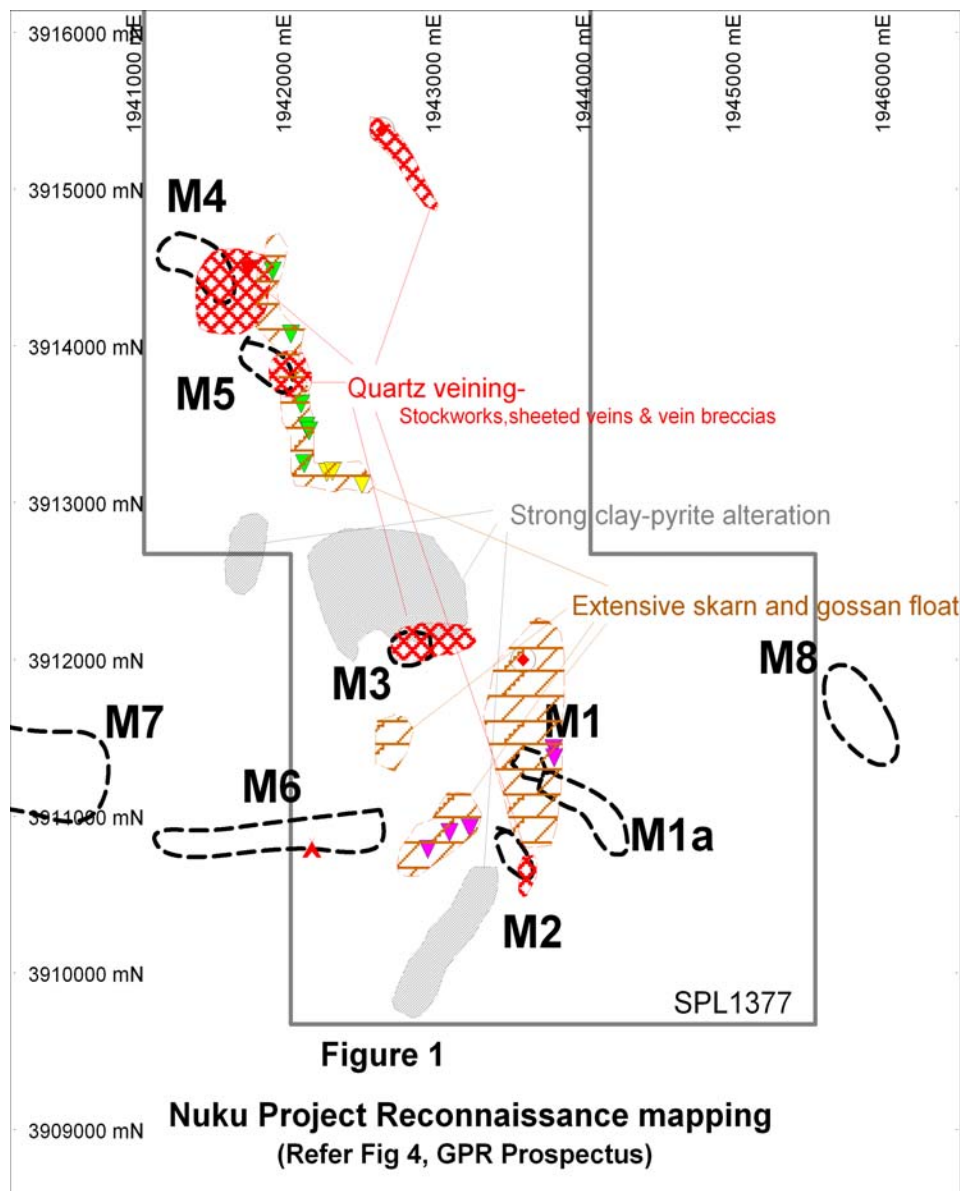
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5. RECENT EXPLORATION RESULTS

Nuku Project

Reconnaissance geological mapping has been completed over the core portion of the Nuku Project area. This work has been successful in locating significant areas of quartz veining and stockworking and alteration patterns with characteristics typical of porphyry

copper systems, together with extensive areas of magnetite skarn and gossan float, in a north-north west trending zone extending over 5.5 x 2 kilometres (Figure 1).



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The Directors believe that these results have considerably enhanced the potential for discovery of bulk tonnage resources of both gold and copper within the Nuku Project.

Rakiraki Project

An Induced Polarisation geophysical survey crew from GPX Services Limited, Perth has been mobilized to Fiji and has commenced detailed orientation surveys at Rakiraki. Initial results are expected to be available during February 2006.



Vuda Prospect

Detailed geological mapping is underway at planned drill target areas at Vuda.

6. OFFER TO BE CLOSED WHEN MINIMUM SUBSCRIPTION IS ACHIEVED

The Directors have agreed that the Offer will close as soon as both:

- 6.1 the Minimum Subscription has been achieved; and
- 6.2 a sufficient number of valid Application Forms have been submitted such that the shareholder spread requirements of the Listing Rules are satisfied.

7. RIGHT TO WITHDRAW APPLICATIONS

Pursuant to section 724(2) of the Act, Applicants who have lodged Applications for Shares under the Prospectus will be entitled, within 1 month after service of this Supplementary Prospectus upon them, to withdraw their Applications and be repaid their Application Monies. Applicants should note that they will not have a further opportunity to withdraw their Applications on the basis that the Minimum Subscription has not been reached or that Shares offered under the Prospectus have not been admitted to quotation on the ASX, for at least another 3 months.

Applicants who have lodged Applications for Shares and who now wish to withdraw their Application should write to either the Registry or the Company at one of the following addresses and request that their Application Monies be refunded.

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Registries Limited or Geopacific Resources NL
PO Box R67 PO Box 477
ROYAL EXCHANGE NSW 1223 SURRY HILLS NSW 2010

8. APPLICATIONS FOR NEW SHARES

Persons who have not lodged an application for Shares who wish to do so should use the Application Form which is attached to and forms part of this Supplementary Prospectus.

Persons who have previously applied for Shares and who wish to apply for additional Shares should do so using the Application Form which is attached to and forms part of this Supplementary Prospectus.

9. CONSENTS

Registries Limited has given and, as at the date hereof, has not withdrawn its written consent to be named as Share Registrar in the form and context in which it is named. Registries Limited has had no involvement in the preparation of any part of this Supplementary Prospectus other than being named as Share Registrar to the Company. Registries Limited has not authorised or caused the issue of, and expressly disclaims and takes no responsibility for, any part of this Supplementary Prospectus.

10. DIRECTORS AUTHORISATION AND RESPONSIBILITY STATEMENT

The Directors of the Company, each of whom has authorised the issue of this Supplementary Prospectus, accept responsibility for the information contained in this Supplementary Prospectus. This Supplementary Prospectus is signed by Russell J Fountain being a person who has been authorised by each Director of the Company to sign this Supplementary Prospectus on his behalf.

The Directors confirm that they have made all reasonable enquiries and accordingly have reasonable grounds to believe that, other than the matters described above, there is no material information that has arisen between the date of the Prospectus and this Supplementary Prospectus that investors and their professional advisors would reasonably require to make an informed assessment of the offer of Shares made pursuant to the Prospectus.

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A handwritten signature in black ink, appearing to read "Russell J Fountain".

RUSSELL J FOUNTAIN

Chairman

Signed for and on behalf of Geopacific Resources NL

31 January 2006

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Attachment

Australian Securities and Investments Commission Corporations Act 2001 - Subsection 741(1) - Declaration

Pursuant to subsection 741(1) of the *Corporations Act 2001* (the "Act") the Australian Securities and Investments Commission ("ASIC") hereby declares that Chapter 6D of the Act applies to the persons specified in Schedule A in the case specified in Schedule B as if:

1. the text of paragraph 723(3)(b) of the Act was omitted and the following substituted:
"the securities are not admitted to quotation within 3 months after the later of:
(i) the date of the disclosure document; and
(ii) the date of the latest supplementary disclosure document which discloses that the securities are not admitted to quotation;"
2. paragraph 724(1)(a) of the Act was modified or varied by omitting the words "and that condition is not satisfied within 4 months after the date of the disclosure document" and substituting the words:
"and that condition is not satisfied within 4 months after the later of:
(iii) the date of the disclosure document; or
(iv) the date of any supplementary disclosure document which discloses that the securities are not admitted to quotation"; and
3. the text of subparagraph 724(1)(b)(ii) was omitted and the following substituted:
"(ii) the securities are not admitted to quotation within 3 months after:
(A) the date of the disclosure document; or
(B) the date of any supplementary disclosure document which discloses that the securities are not admitted to quotation;"

SCHEDULE A

Geopacific Resources NL ACN 003 208 393 ("Issuer") and any person acting on its behalf.

SCHEDULE B

An offer or issue of securities of the Issuer under a disclosure document lodged with ASIC on 31 October 2005.

Dated this 30th day of January 2006.

A handwritten signature in black ink, appearing to read "RSC".

Signed by Rupert Clive Smoker
as a delegate of the Australian Securities and Investments Commission

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Application form

Geopacific Resources NL

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Broker Reference – Stamp Only

Broker Code	Advisor Code
<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>

Fill out this Application form if you want to apply for shares in Geopacific Resources NL.

- Please read the Prospectus dated 31 October 2005 and the Supplementary Prospectus dated 31 January 2006.
- Follow the instructions to complete this Application form (see reverse).
- Print clearly in capital letters using black or blue pen.
- NB: Closing Date of the Offer extended to 31 March 2006.

A Number of shares you are applying for

--

x \$0.20 per share =

B Total amount payable

--

Minimum of 10,000 shares to be applied for, and thereafter in multiples of 1,000 shares.

C Write the name(s) you wish to register the shares in (*see reverse for instructions*)

Applicant 1

--

Name of Applicant 2 or < Account Designation >

--

Name of Applicant 3 or < Account Designation >

--

D Write your postal address here

Number / Street

Suburb/Town

	State	Postcode
	<input type="text"/> <input type="text"/>	<input type="text"/> <input type="text"/> <input type="text"/>

E CHESS participant – Holder Identification Number (HIN)

X	
---	--

F Enter your Tax File Number(s), ABN, or exemption category

Applicant #1

--	--

Applicant #2

--

Applicant #3

--

G Cheque payment details

Please enter details of the cheque(s) that accompany this application.

Name of drawer of cheque	Cheque No.	BSB No.	Account No.	Cheque Amount A\$

H Contact telephone number (daytime/work/mobile)

--	--

I Email address

--

By submitting this Application form, I/We declare that this Application is completed and lodged according to the Prospectus and the instructions on the reverse of the Application form and declare that all details and statements made by me/us are complete and accurate. I/We agree to be bound by the constitution of Geopacific Resources NL. I/We was/were given access to the Electronic Prospectus together with the application form. I/We represent, warrant and undertake to the Company that our subscription for the above shares will not cause the Company or me/us to violate the shares or other laws of Australia or any other jurisdiction which may be applicable to this subscription for shares in the Company.

GUIDE TO THE APPLICATION FORM

YOU SHOULD READ THE PROSPECTUS AND SUPPLEMENTARY PROSPECTUS CAREFULLY BEFORE COMPLETING THIS APPLICATION FORM.

Please complete all relevant sections of the appropriate Application Form using BLOCK LETTERS.

These instructions are cross-referenced to each section of the Application Form.

Instructions

- A. If applying for Shares insert the **number** of Shares for which you wish to subscribe at Item **A** (not less than 10,000 and then in multiples of 1,000). Multiply by \$0.20 AUD to calculate the total for Shares and enter the **\$amount** at B.
- C. Write your **full name**. Initials are not acceptable for first names.
- D. Enter your **postal address** for all correspondence. All communications to you from Geopacific Resources NL will be mailed to the person(s) and address as shown. For joint Applicants, only one address can be entered.
- E. If you are sponsored in CHESS by a stockbroker or other CHESS participant, you may enter your CHESS HIN if you would like the allocation to be directed to your HIN.
NB: your registration details provided must match your CHESS account exactly.
- F. Enter your Australian **tax file number** ("TFN") or ABN or exemption category, if you are an Australian resident. Where applicable, please enter the TFN /ABN of each joint Applicant. Collection of TFN's is authorised by taxation laws. Quotation of your TFN is not compulsory and will not affect your Application Form.
- G. Complete **cheque details** as requested. Make your cheque payable to Geopacific Resources NL in Australian currency, cross it and mark it "**Not Negotiable**". Cheques must be made in Australian currency, and cheques must be drawn on an Australian Bank.
- H. Enter your **contact details** so we may contact you regarding your Application Form or Application Monies.
- I. Enter your **email address** so we may contact you regarding your Application Form or Application Monies or other correspondence.

CORRECT FORMS OF REGISTRABLE TITLE

Note that ONLY legal entities can hold the Shares. The Application must be in the name of a natural person(s), companies or other legal entities acceptable to Geopacific Resources NL. At least one full name and surname is required for each natural person.

Examples of the correct form of registrable title are set out below.

Type of Investor	Correct Form of Registrable Title	Incorrect Form of Registrable Title
Trusts	Mr John David Smith <J D Smith Family A/C>	John Smith Family Trust
Deceased Estates	Mr Michael Peter Smith <Est Lte John Smith A/C>	John Smith (deceased)
Partnerships	Mr John David Smith & Mr Ian Lee Smith	John Smith & Son
Clubs/Unincorporated Bodies	Mr John David Smith <Smith Investment A/C>	Smith Investment Club
Superannuation Funds	John Smith Pty Limited <J Smith Super Fund A/C>	John Smith Superannuation Fund

Lodgement

Mail your completed Application Form with cheque(s) attached to the following address:

Delivery address:

Geopacific Resources NL
C/- Registries Limited
Level 2
28 Margaret Street
SYDNEY NSW 2000

Mailing address:

Geopacific Resources NL
C/- Registries Limited
PO Box R67
Royal Exchange
SYDNEY NSW 1223

It is not necessary to sign or otherwise execute the Application Form.

If you have any questions as to how to complete the Application Form, please contact Registries Limited on telephone 02 92909600.

Privacy Statement:

Registries Limited advises that Chapter 2C of the Corporations Act 2001 (Cth) requires information about you as a shareholder (including your name, address and details of the shares you hold) to be included in the public register of the entity in which you hold shares. Information is collected to administer your share holding and if some or all of the information is not collected then it might not be possible to administer your share holding. Your personal information may be disclosed to the entity in which you hold shares. You can obtain access to your personal information by contacting us at the address or telephone number shown on the Application Form.

Our privacy policy is available on our website (http://www.registriesltd.com.au/help/share_privacy.html).