

GOPACIFIC RESOURCES NL ACN 003 208 393

SHORT FORM PROSPECTUS

Important Notice

This Prospectus is a short form prospectus issued in accordance with Section 712 of the Corporations Act. This Prospectus does not of itself contain all the information that is generally required to be set out in a document of this type but refers to other documents the information of which is deemed to be incorporated in this Prospectus.

IMPORTANT NOTICE

This Prospectus is dated 22 December 2006.

A copy of this Prospectus was lodged with the ASIC on 22 December 2006. The ASIC takes no responsibility for the contents of this Prospectus.

The expiry date of this Prospectus is 5.00 pm Sydney Time on the date which is 13 months after the date this Prospectus is lodged with the ASIC ("Expiry Date"). No Placement Shares will be issued on the basis of this Prospectus after the Expiry Date. Application will be made to ASX within seven (7) days after the date of this Prospectus for permission for the Placement Shares offered by this Prospectus to be listed for Official Quotation.

Applications for Placement Shares are by invitation only and the Company intends to accept applications for Placement Shares made under this Prospectus only from certain investors as nominated by Lands Kirwan Tong Stockbrokers Pty Limited.

The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law and persons who come into possession of this Prospectus should seek advice on and observe these restrictions. Failure to comply with these restrictions may violate securities laws. Applicants who are resident in countries other than Australia should consult their professional advisers as to whether any governmental or other consents are required or whether any other formalities need to be considered and followed. This Prospectus does not constitute an offer in any place in which, or to any person to whom, it would not be lawful to make such an offer.

Applicants should read this document in its entirety and, if in any doubt, consult with their professional advisors before deciding whether to accept the Offer. There are risks associated with an investment in the Company and the Placement Shares offered under this Prospectus should be regarded as a speculative investment. The Placement Shares offered under this Prospectus carry no guarantee with respect to return on capital investment, payment of dividends or the future value of the Placement Shares.

Certain abbreviations and other defined terms are used throughout this Prospectus. Defined terms are generally identifiable by the use of an upper case first letter. Details of the definitions and abbreviations used are set out in Section 8 of this Prospectus.

SHORT FORM PROSPECTUS

This Prospectus is a short form prospectus issued in accordance with Section 712 of the Corporations Act. This means that this Prospectus does not of itself contain all the information that is generally required to be set out in a document of this type. Rather, the Prospectus incorporates by reference information contained in documents that have been lodged with the ASIC on certain dates.

This Prospectus refers to the disclosure document lodged by the Company with the ASIC on 31 October 2005 ("IPO Prospectus"), the Company's Annual Report for the year ended 31 December 2005 ("Annual Report"), the Company's Half Year Report (including financial statements) for the six months ended 30 June 2006 ("Half Year Report") and the Announcements (as that expression is defined in Section 8 of this Prospectus). In referring to the IPO Prospectus, the Annual Report, the Half Year Report and the Announcements, the Company:

- identifies the IPO Prospectus, the Annual Report, the Half Year Report and the Announcements as being relevant to the Offer of Placement Shares under this Prospectus and containing information that will provide investors and their professional advisers information to assist them in making an informed assessment of:
 - the rights and liabilities attaching to the Placement Shares; and
 - the assets and liabilities, financial position and performance, profits and losses and prospects of the Company;
- refers investors and their professional advisers to Section 5 of this Prospectus which summarises the information in the IPO Prospectus, the Annual Report, the Half Year Report and the Announcements taken to be included in this Prospectus;

- notes that any person is able to obtain, free of charge, a copy of the IPO Prospectus, the Annual Report, the Half Year Report and the Announcements by contacting the Company at its registered office during normal business hours during the Offer Period; and
- advises that Section 5 of this Prospectus contains sufficient information about the contents of the IPO Prospectus, the Annual Report, the Half Year Report and the Announcements to allow a person to whom the Offer is made to decide whether to obtain a copy of those documents.

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PLACEMENT SHARES APPLICATION FORM

TIMETABLE OF EVENTS AND IMPORTANT DATES

Event	Date
Prospectus lodged with the ASIC	22 December 2006
Opening Date of Offer of Placement Shares	22 December 2006
Proposed Closing Date of Offer of Placement Shares 5.00 pm Sydney Time	12 January 2007
Proposed date for allotment of Placement Shares	19 January 2007
Proposed date for despatch of holding statements for Placement Shares	19 January 2007
Proposed date for quotation of Placement Shares	24 January 2007
Quoted Placement Shares expected to commence trading on ASX	24 January 2007

This timetable is indicative only. The Company reserves the right to vary the dates and times of the Offer without prior notice.

1. CORPORATE DIRECTORY

Directors

Russell J Fountain (Non Executive Chairman)

Ian J Pringle (Managing Director)

Willie A Brook (Executive Director)

R Harvie Probert (Non Executive Director)

Ian N A Simpson (Non Executive Director)

Craig K McCabe (Alternate Director for Ian N A Simpson)

Company Secretary

Grahame Clegg

Share Registrar

Registries Limited
Level 2, 28 Margaret Street,
Sydney NSW
Australia

Tel: 02 9290 9600

Fax: 02 9279 0664

Postal Address:

PO Box R67
Royal Exchange
NSW 1223
Australia

Registered Office

556 Crown Street
Surry Hills NSW 2010
Australia

Tel: 02 9699 7311

Fax: 02 9699 7322

Auditors

Nexia Court & Co
Level 29, Australia Square
264 George Street
Sydney NSW 2000
Australia

Fiji Office

28 Gray Road
Mountain View Estate, Nadi
Fiji

Solicitors to the Company

O'Loughlins Lawyers
Level 2, 99 Frome Street
ADELAIDE SA 5000

ASX Code

GPR

2. LETTER OF INVITATION FROM THE BOARD

Dear Investor,

We are pleased to invite you to invest in Geopacific Resources NL ("Company") by applying for Placement Shares in accordance with this Prospectus.

The Company is extremely pleased with the progress of its exploration efforts to date, and your Directors are of the opinion that these results represent a strong vindication of the Company's strategies and focus on discovery in the short period since initial listing of the Company on the ASX. Excellent gold intercepts from initial drilling at Raki Raki, and geophysical confirmation of major size potential for the Nadi South copper project clearly demonstrate the exploration potential of the projects, the effectiveness of exploration technologies being applied to their evaluation and in particular, demonstrate the quality of the Geopacific exploration team.

While the widely reported political developments occurring in Fiji are a matter of great concern, to date they have not impinged in any way on our ability to operate and progress our exploration programs. Your Directors remain of the view that development of new, wealth generating mining operations within Fiji will remain a priority for any future administration within Fiji, and we plan to proceed with an aggressive exploration program as long as the safety of our field crews and ability to operate normally are not compromised.

By way of placement the Company now proposes to offer to clients of Lands Kirwan Tong Stockbrokers Pty Limited, 4.6 million Placement Shares at \$0.54 each to raise a total of \$2,484,000 (before costs). Funds raised from the issue of these Shares will be used for an expanded program of drilling and additional IP geophysics in response to the exciting gold and copper targets that have been generated by work to date at Raki Raki, Nadi South and Vuda, and also to vigorously pursue acquisition of an advanced exploration property with early developmental potential.

The purpose of this Prospectus is to comply with Section 706 of the Corporations Act in respect of the offer of the Placement Shares.

The Board thanks you for your interest and also takes this opportunity to thank its shareholders for their continuing support.

Yours faithfully



Russell J Fountain
on behalf of the Board of Directors

22 December 2006

3. INVESTMENT OVERVIEW

3.1 Important Notice

This Section is not intended to provide full information for investors intending to apply for Placement Shares offered pursuant to this Prospectus. This Prospectus should be read and considered in its entirety.

3.2 Summary of the Offer

By this Prospectus, the Company invites investors to apply for 4.6 million Placement Shares at an issue price of \$0.54 each, to raise a total of \$2,484,000 (before costs).

3.3 Indicative Timetable

The indicative timetable of events and important dates are set out on page 3 of this Prospectus.

3.4 Use of Proceeds

It is intended to apply funds raised from the Offer of the Placement Shares first towards costs of the Offer estimated to be \$174,000 and thereafter as set out in the table below.

Use of Funds	\$
costs of Offer	174,000
Drill testing of the Togo porphyry copper-gold target, Nadi South Project	400,000
IP geophysical survey at the Red Ridge Prospect, Nadi South Project	100,000
Geophysical survey across porphyry copper and skarn targets at the Nuku Project	150,000
Infill drill testing of recent gold discoveries at Raki Raki	150,000
Extension of Qalau-4300 IP survey, Raki Raki	100,000
IP geophysical survey over the 'Vuda Caldera'	150,000
New Project – scoping studies including drill testing and metallurgical and engineering evaluation of a gold deposit	1,260,000
TOTAL	2,484,000

Refer to Section 6.1 of this Prospectus for further details.

3.5 Effect of the Offer and Pro Forma Balance Sheet

The principal effect of the Offer will be to:

- (a) increase cash reserves by approximately \$2,310,000 after deducting estimated costs of the Offer; and
- (b) increase the number of Shares on issue from 35,762,342 as at the date of this Prospectus to 40,362,342 Shares.

The Offer will have an effect on the Company's financial position. Set out below is:

- (a) an unaudited (but reviewed) statement of financial position of the Company as at 30 June 2006; and

- (b) an unaudited pro forma consolidated statement of financial position of the Company as at 30 June 2006 incorporating the effect of the Offer.

STATEMENT OF FINANCIAL POSITION

	Unaudited (but reviewed) as at 30 June 2006 \$	Adjustment – Placement Share Issue (after costs) \$	Proforma Unaudited as at 30 June 2006 \$
CURRENT ASSETS			
Cash and cash equivalents	2,010,132	2,310,000	4,320,132
Trade and other receivables	31,229		31,229
TOTAL CURRENT ASSETS	2,041,361	2,310,000	4,351,361
NON-CURRENT ASSETS			
Exploration Expenditure	1,064,611		1,064,611
Plant and Equipment	3,248		3,248
TOTAL NON-CURRENT ASSETS	1,067,859	-	1,067,859
TOTAL ASSETS	3,109,220	2,310,000	5,419,220
CURRENT LIABILITIES			
Trade and other payables	247,021		247,021
TOTAL CURRENT LIABILITIES	247,021	-	247,021
TOTAL LIABILITIES	247,021	-	247,021
NET ASSETS	2,862,199	2,310,000	5,172,199
EQUITY			
Issued capital	6,263,481	2,310,000	8,573,481
Reserves	(20,723)		(20,723)
Accumulated Losses	(3,380,559)		(3,380,559)
TOTAL EQUITY	2,862,199	2,310,000	5,172,199

Key Assumptions to the Pro Forma Statement of Financial Position

Included in the pro forma statement of financial position are the following adjustments:-

- (i) The issue of 4,600,000 Placement Shares offered under this Prospectus to raise \$2,484,000 before costs of the Offer.
- (ii) The payment of costs of the Offer totalling \$174,000 which are paid from the proceeds of the Offer pursuant to this Prospectus.
- (iii) In accordance with generally accepted accounting practice, the costs of the Offer will be expensed directly against share capital.
- (iv) The issue of 308,098 Shares on 21 November 2006.

Impact of Adoption of Australian Equivalents to International Financial Reporting Standards

The Company prepared its financial statements for the full year to 31 December 2005 under the Australian Equivalents to International Financial Reporting Standards (AIFRS). The impacts on the financial statements of the adoption of AIFRS, for the full year ended 31 December 2005, were set out in these financial statements, which were lodged with ASX on 8 May 2006.

Pro forma Capital Structure of the Company

Shares

Upon completion of the issue of Shares under this Prospectus, the capital structure of the Company will be as follows (assuming that none of the Current Options is exercised in the interim):

Fully Paid Ordinary Shares

Shares on issue as at the date of this Prospectus	35,762,342
Shares offered pursuant to this Prospectus	4,600,000
Shares on issue on completion of the Offer	40,362,342

- 25,710,569 of the Shares on issue at the date of this Prospectus are quoted on ASX
- 10,051,773 of the Shares on issue as at the date of this Prospectus are subject to escrow:
 - 250,000 Shares – ASX imposed escrow – until 8 May 2007
 - 9,301,733 Shares – ASX imposed escrow – until 8 May 2008
 - 500,000 Shares – voluntary escrow – until 8 May 2008

Upon being released from escrow, they are to be quoted on ASX

- the Placement Shares are to be quoted on ASX

Partly Paid Ordinary Shares

Partly paid ordinary shares on issue as at date of this Prospectus and on completion of the Offer (issued at A\$0.525 per Share and paid to A\$0.105 per Share)	14,286
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- these partly paid Shares are not quoted on ASX

Options

Options (being Current Options) on issue as at the date of this Prospectus and on completion of the Offer (assuming that none of the Current Options is exercised in the interim):

Current Options exercisable at \$0.20 on or before 8 May 2011	500,000
Current Options exercisable at \$0.25 on or before 8 May 2012	500,000
Current Options exercisable at \$0.30 on or before 8 May 2013	500,000
Current Options exercisable at \$0.50 on or before 1 November 2009	200,000
Current Options exercisable at \$0.70 on or before 1 November 2009	200,000
Total	1,900,000

These Current Options are and will remain unquoted.

4. DETAILS OF THE OFFER

4.1 The Offer

By this Prospectus, the Company offers for subscription 4,600,000 Placement Shares at an issue price of \$0.54 per Placement Share to raise \$2,484,000 (before costs).

The Placement Shares offered under this Prospectus will rank equally with the existing Shares on issue.

The rights, privileges, liabilities and restrictions attaching to Shares are referred to in Section 6.2 of this Prospectus.

4.2 Applications

Applications for Placement Shares must be made using the Placement Shares Application Form attached to this Prospectus.

Payment for the Shares must be made in full at the issue price of \$0.54 per Share. Applications for Placement Shares must be for a minimum of 92,600 Shares and thereafter in multiples of 10,000 Shares. Completed Application Forms and accompanying cheques must be delivered or mailed to Lands Kirwan Tong Stockbrokers Pty Limited at:

delivery -

Level 12
99 Williams Street
Melbourne Victoria 3000

mail -

PO Box 591
Collins Street West
Victoria 8007

Cheques must be made payable to "Geopacific Resources NL Share Offer" and crossed "Not Negotiable". Completed Application Forms and accompanying cheques must reach the above address by no later than the Closing Date.

4.3 Allotment

Allotment of Placement Shares offered by this Prospectus will take place as soon as practicable after the Closing Date. Prior to allotment and grant, all application monies under the Offer shall be held by the Company on trust. The Company, irrespective of whether the allotment takes place, will retain any interest earned on the application monies.

The Directors reserve the right to allot Placement Shares in full for any Application under the Offer or to allot any lesser number or to decline any Application as directed by Lands Kirwan Tong Stockbrokers Pty Limited. Where the number of Placement Shares allotted under the Offer is less than the number applied for, or where no allotment is made, the surplus application monies will be returned by cheque to the Applicant within seven (7) days of the allotment date.

4.4 ASX Listing

The Company will apply to ASX within seven (7) days after the date of this Prospectus for Official Quotation of the Placement Shares offered under this Prospectus. If the ASX does not grant permission for such Official Quotation within three (3) months after the date of this Prospectus, or such longer period as is permitted by the Corporations Act, none of the Placement Shares will be allotted or issued. In these circumstances, all Applications for Placement Shares will be dealt with in accordance with the Corporations Act.

4.5 Applicants outside Australia

This Prospectus does not, and is not intended to, constitute an offer in any place or jurisdiction where, or to any person to whom, it would not be lawful to make such an offer or to issue this Prospectus. The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law and persons who come into possession of this Prospectus should seek advice on and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities law. No action has been taken to register or qualify, or otherwise permit a public offering of, the Placement Shares the subject of this Prospectus in any jurisdiction outside Australia.

It is the responsibility of applicants outside Australia to obtain all necessary approvals for the allotment and issue of Placement Shares pursuant to this Prospectus. The return of a completed Application Form will be taken by the Company to constitute a representation and warranty by the applicant that all relevant approvals have been obtained.

4.6 No Underwriting

The Offer is not underwritten. However, the Company has entered into a placement agreement with Lands Kirwan Tong Stockbrokers Pty Limited which is referred to in Section 6.7(c) of this Prospectus.

4.7 CHESS

The Company participates in the Clearing House Electronic Sub-register System ("CHESS"). CHESS is operated by ASX Settlement and Transfer Corporation Pty Ltd ("ASTC"), a wholly-owned subsidiary of ASX, in accordance with the Listing Rules and the ASTC Settlement Rules.

Under CHESS, the Company will not issue certificates to investors. Instead, following the allotment of Placement Shares, holders will be given a transaction confirmation statement that sets out the number of Shares allotted to each of them. The transaction confirmation statement will also advise holders of their Holder Identification Number (HIN) or, where applicable, the Securityholder Reference Number (SRN) of issuer sponsored holders.

4.8 Risk factors

Prospective investors in the Company should be aware that subscribing for Placement Shares involves a number of risks. Refer to Section 5.2(a)(iii) of this Prospectus in relation to the risks applicable to the Company.

These risk factors and other general risks applicable to all investments in listed securities not specifically referred to, may in the future affect the value of the Placement Shares. Accordingly, an investment in the Company should be considered speculative.

4.9 Privacy Act

If you complete an Application Form you will be providing personal information to the Company (directly or by the Company's share registry). The Company collects, holds and will use that information to assess your application, service your needs as a Shareholder, facilitate distribution of payments and corporate communications to you as a Shareholder and carry out administration.

The information may also be used from time to time and disclosed to persons inspecting the register, bidders for your securities in the context of takeovers, regulatory bodies, including the Australian Taxation Office, authorised securities brokers, print service providers, mail houses and the Company share registry.

You can access, correct and update the personal information that we hold about you. Please contact the Company or its registry if you wish to do so at the relevant contact numbers set out in this Prospectus.

Collection, maintenance and disclosure of certain personal information are governed by legislation including the Privacy Act 1988 (as amended), the Corporations Act and certain rules such as the ASTC Settlement

Rules. You should note that if you do not provide the information required on the application for Placement Shares, the Company may not be able to accept or process your application.

4.10 Enquiries

If you have any questions regarding the Offer, or any of the documents referred to in this Prospectus, please contact the Company by telephone on (02) 9699 7311.

5. INFORMATION DEEMED TO BE INCORPORATED IN PROSPECTUS

5.1 Short Form Prospectus

This Prospectus is a short form prospectus issued in accordance with Section 712 of the Corporations Act. This means that this Prospectus does not of itself contain all the information that is generally required to be set out in a document of this type. However, it incorporates by reference information contained in previous documents that have been lodged with the ASIC.

The information incorporated by reference into this Prospectus is summarised below in Section 5.2.

Any person is able to obtain, free of charge, a copy of the IPO Prospectus, the Annual Report, the Half Year Report and the Announcements by contacting the Company at its registered office during normal business hours during the Offer Period. The IPO Prospectus, the Annual Report, the Half Year Report and the Announcements will also be available by searching the ASIC's records in relation to the Company.

5.2 Summary of Information Taken to be Included

Set out below is a summary of the information contained in the IPO Prospectus, the Annual Report, the Half Year Report and the Announcements that is taken to be included in this Prospectus to assist investors and professional advisers to determine whether, for the purposes of making an informed investment decision in relation to the Placement Shares offered by this Prospectus, they should obtain a copy of the IPO Prospectus, the Annual Report, the Half Year Report and the Announcements.

(a) IPO Prospectus

The IPO Prospectus was dated, and lodged with the ASIC, on 31 October 2005 and it related to the offer by the Company of 22,500,000 Shares at an issue price of \$0.20 per Share to raise a total of \$4,500,000 if fully subscribed.

The following table identifies the parts from the IPO Prospectus which are incorporated by reference in this Prospectus and a summary of material changes (if any) which need to be made to those parts because of a change in circumstances since the date of lodgement of that disclosure document.

	Parts incorporated by reference	Description of contents	Material changes (if any)
(i)	Section 2 "Profile of Directors" on pages 4 and 5	a discussion of the experience and qualifications of each of the Company's Directors	there are no material changes to this part of the IPO Prospectus
(ii)	Section 5 "Directors' Review" on pages 11 to 23	an overview of the history of the Company and its presence in Fiji, a description of the Company's exploration and development objectives and strategies; a description of the Company's four exploration projects in Fiji.	there are no material changes to this part of the IPO Prospectus except as referred to in Section 5.2(a)(vi) and (d) below
(iii)	Section 6 "Risks of Investing" on pages 24 to 26	a summary of general and specific risks associated with the Company and investing in Shares.	there are no material changes to this part of the IPO Prospectus except to note the following. The head of the Fiji military forces,

Commodore Bainimarama, commenced a takeover of the Fiji government on 5 December 2006. Commodore Bainimarama has established effective control of Fiji and has assumed the role of Acting President.

The deposed Prime Minister, Mr Qarase, is staying at his island home of Vanuabalavu in Lau, Fiji and his government has been disbanded by Commodore Bainimarama. An acting interim Prime Minister, Dr Senilegakali, has been appointed by Commodore Bainimarama and until Ministerial appointments have been made a Military Council has been established to run Fiji. The Military Council is currently reviewing applications for Ministerial positions. Dr Senilegakali has indicated that the number of government departments and ministers will be reduced from the previous government. Commodore Bainimarama has vowed to 'root out' perceived malpractice and corruption in government and the various statutory

authorities.

The Great Council of Chiefs commenced a two day meeting on 20 December 2006 to consider it's position.

Current effects of the new Military Government include lower than usual numbers of tourists visiting Fiji during December and a dramatic reduction of the crime rate in Fiji.

There has not been any adverse impact on the Company's operations.

(iv)	Section 7 "Independent Geologist's Report" on pages 27 to 65	an expert's report by Goldner & Associates on the Company's four exploration projects in Fiji, including a detailed review of the technical aspects of each project and a discussion of the intended work programs and budgets allocated to each of the projects.	<ul style="list-style-type: none">• there are no material changes to this part of the IPO Prospectus except as referred to in Section 5.2(d) below
(v)	Section 8 "Glossary of Technical Terms and Abbreviations" on pages 66 to 68	contains definitions and explanations of various technical terms and abbreviations used in Section 5 "Directors' Review" and Section 7 "Independent Geologist's Report"	there are no material changes to this part of the IPO Prospectus
(vi)	Section 9 "Independent Solicitor's Report on Tenements" on pages 69 to 73	an expert's report by Cromptons on various legal issues associated with the tenements in the Company's four exploration projects in Fiji.	there are no material changes to this part of the IPO Prospectus; the following table updates the Schedule of Mining Tenements which appears on page 73

Tenement	Location	Area	Status	Expenditure Proposals
SPL 1377 NUKU 100% GPL	50 km NNW of Suva	2,370 ha	Granted on 15 August 1996 to GPL. Renewal application has been lodged and grant of renewal is dependent on meeting outstanding and current expenditure requirements, which will be achieved in 2007.	F\$160,000 is proposed for the period to 31 December 2006. A similar expenditure is anticipated for 2007. Costs 100% GPL
SPL 1434 NADI SOUTH 100% GPL	7 km SE of Nadi	7,450 ha	Granted on 9 June 2005 to GPL for an initial 12 month period to 16 March 2006. Renewal application was lodged for the period to 16 March 2007 and grant of renewal is dependent on meeting outstanding and current expenditure requirements, which have now been met.	F\$105,000 is proposed for the 12 month period to 16 March 2007. A similar expenditure is anticipated for the remainder of 2007. Costs 100% GPL
SPL 1231 RAKIRAKI 50% Beta 50% IMP	Rakiraki	Approx. 7,790 ha.	Granted on 6 November 1985 to Beta. IMP has earned 50.0%. Renewal application was lodged for the 12 month period to 31 December 2006 and grant of renewal is dependent on meeting outstanding and current expenditure requirements, which have now been met.	F\$125,000 is proposed for the period to 31 December 2006. A similar expenditure is anticipated for 2007. Costs 50% Beta.
SPL 1373 QALAU 50% Beta 50% IMP	Rakiraki	Approx. 3,440 ha.	Granted on 6 July 1995 to Beta. IMP has earned 50.0%. Renewal application was lodged for the 12 month period to 31 December 2006 and grant of renewal is dependent on meeting outstanding and current expenditure requirements, which have now been met.	F\$125,000 is proposed for the period to 31 December 2006. A similar expenditure is anticipated for 2007. Costs 50% Beta.

SPL 1436 TABUKA 50% Beta 50% IMP	Rakiraki	Approx. 2,500 ha	Granted on 9 June 2005 to Beta for an initial 12 month period to 16 March 2006. IMP has 50% interest. Renewal application was lodged for the period to 16 March 2007 and grant of renewal is dependent on meeting outstanding and current expenditure requirements, which will be achieved in early 2007.	F\$30,000 is proposed for the 12 month period, to 16 March 2007. A similar expenditure is anticipated for the remainder of 2007. Costs 50% Beta.
CX 667 NADOVU SPL application. 100% GPL	Nuku	Approx. 7,300 ha	Application was lodged on 16 March 2005. Notices appeared in local newspapers and in the Government Gazette in August 2005. No objections were received by the MRD and granting of CX 667 is expected during 2007.	F\$60,000 is proposed for first 12 month period after granting. Costs 100% GPL
SPL 1368 VUDA GPL has option to purchase 80% by GPL by 22 Feb.08	15 km NNE of Nadi	9,510 ha	Granted on 18 October 1994. Ministerial approval for a 3 year option to purchase 80% was granted on 2 February 2005. Agreement signed 22 February 2005. Renewal application of SPL 1368 was lodged for the 12 month period to 31 December 2006 and renewal is dependent on meeting outstanding and current expenditure requirements, which will have been met by 31 December 2006.	Proposed expenditure of F\$75,000 to 31 December 2006. A similar expenditure is anticipated for 2007. Costs 100% GPL.
SPL 1361 SABETO 3-year option to purchase 100% by GPL.	16 km NE of Nadi	3,850 ha	Granted on 6 October 1999. Ministerial approval for a 3 year option to purchase 100% granted 21 March 2005. Agreement signed 4 April 2005. Application to renew the SPL was lodged and is dependent on meeting out-standing and current expenditure requirements, which will be achieved in early 2007.	Proposed expenditure of F\$50,000 to 31 December 2006. A similar expenditure is likely for 2007. Costs 100% GPL.

(vii) Section 11.2 "Corporate Governance" on pages 84 a description of the corporate governance principles adopted there are no material changes to

	to 86	by the Board.	this part of the IPO Prospectus
(viii)	Section 11.3 "Tax Status" on page 86	brief comments on corporate tax in Australia and Fiji	there are no material changes to this part of the IPO Prospectus
(ix)	Section 11.5(b) "Interests of Directors" on page 87	includes: <ul style="list-style-type: none"> • a summary of the Consultancy Agreement dated 16 February 2005 between the Company and Ian J Pringle & Associates Pty Ltd (a company controlled by Ian Pringle, the Managing Director of the Company); • a summary of the employment agreement between the Company and Willie Brook, an Executive Director of the Company 	there are no material changes to these parts of the IPO Prospectus
(x)	Section 11.10.1 "Imperial Mining (Fiji) NL – Joint Venture Agreement" on page 90	contains a summary of a Material Contract being the joint venture agreement relating to the Rakiraki exploration project; the Company is a party to that agreement via its wholly owned subsidiary, Beta Ltd	there are no material changes to this part of the IPO Prospectus
(xi)	Section 11.10.2 "Vuda Option to Purchase and Joint Venture Agreement" on pages 90 and 91	<ul style="list-style-type: none"> • a Material Contract being the option granted to the Company's wholly owned subsidiary, Geopacific Limited ("GPL"), to purchase an 80% interest in one of the two Vuda exploration project tenements; • GPL's financial obligations pending, and in order to, exercise the option; • GPL's obligation to purchase the other 20% if required by the vendor, failing which a joint venture shall be formed between the vendor and GPL in respect of the 	there are no material changes to this part of the IPO Prospectus; on execution of this agreement GPL paid A\$10,000 to the vendor, and within two weeks of the date of listing of the Company's Shares on ASX GPL paid A\$10,000 to the vendor

tenement.

(xii)	Section 11.10.3 "Sabeto Option to Purchase Agreement" on page 91	contains a summary of: <ul style="list-style-type: none">• a Material Contract being the option granted to GPL to purchase a 100% interest in the other of the two Vuda exploration project tenements;• GPL's financial obligations pending, and in order to, exercise the option;• the vendor's entitlement to receive a royalty based on gold production from the tenement.	there are no material changes to this part of the IPO Prospectus; on execution of this agreement GPL paid F\$6,680 to the vendor, and within two weeks of the date of listing of the Company's Shares on ASX GPL paid F\$5,000 to the vendor
(xiii)	Section 11.11 "Rights Attaching To Shares" on pages 92 and 93	contains a summary of the rights of the holders of Shares	there are no material changes to this part of the IPO Prospectus
(xiv)	Section 11.12.1 "Employees and Officers Share Option Plan" on pages 93 and 94	contains a summary of the Rules of The Geopacific Resources NL Employees and Officers Share Option Plan	there are no material changes to this part of the IPO Prospectus
(xv)	Section 11.12.2 "Issued Options" on pages 94 and 95	contains a summary of the terms and conditions of the 1,500,000 Options held by Ian J Pringle and Associates Pty Ltd and referred to in Section 6.9 of this Prospectus	there are no material changes to this part of the IPO Prospectus

(b) **Annual Report**

The Annual Report for the Company and its controlled entities, Geopacific Limited and Beta Limited, for the year ended 31 December 2005 was lodged with the ASIC and ASX on 8 May 2006. It addresses the annual reporting requirements of the Company in accordance with the provisions of the Corporations Act, and includes:

- Directors' Report
- Auditor's Independence Declaration
- Independent Auditor's Report
- Directors' Declaration
- Financial Statements (Income Statements, Balance Sheets, Statements of Changes in Equity and Cash Flow Statements) and Notes thereto

(c) **Half Year Report**

The Half Year Report for the Company and its controlled entities, Geopacific Limited and Beta Limited, for the six months ended 30 June 2006 was lodged with the ASIC and ASX on 13 September 2006. It addresses the half year reporting requirements of the Company in accordance with the Corporations Act, and includes:

- Results for announcement to the market
- Directors' Report
- Auditor's Independence Declaration
- Independent Review Report
- Directors' Declaration
- Financial Statements comprising Condensed Income Statement, Condensed Balance Sheet, Condensed Statement of Cash Flows and Condensed Statement of Changes in Equity, together with Notes to the Financial Statements
- Supplementary Appendix 4D Information

(d) **Announcements**

The Announcements constitute information relating to the Company's report on exploration activities, review of operations and/or exploration results contained in:

- the "Quarterly Report For The Period To 30 June 2006" released to ASX on 28 July 2006;
- the announcement "Geopacific intersects high-grade gold in exploration drill hole at the Rakiraki Project, Fiji" released to ASX on 23 August 2006;
- the Directors' Report on pages 3 and 4 of the Half Year Report;
- the announcement "Geopacific intersects more promising gold mineralisation in step-out drilling at the Rakiraki Project, Fiji" released to ASX on 15 September 2006;
- the "Quarterly Report For The Period To 30 September 2006" released to ASX on 27 October 2006;
- the announcement "Geopacific delineates a large IP geophysical anomaly at Nadi South, is about to commence drill testing at Natalau (Vuda) and adds more gold drill intersections at Raki Raki" released to ASX on 17 November 2006;
- the announcement "Initial Drilling Well Advanced at Natalau Gold Prospect" released to ASX on 8 December 2006; and
- the announcement "Intersects base metal mineralisation in Fiji" released to ASX on 14 December 2006.

6. ADDITIONAL INFORMATION

6.1 Company Overview

A comprehensive overview of the Company is set out in the IPO Prospectus, Annual Report, Half Year Report and the Announcements. Persons considering subscribing for Placement Shares under this Prospectus should refer to Section 5 of this Prospectus for a summary of the information contained in those documents deemed to be incorporated in this Prospectus.

By this Offer the Company now proposes to offer to clients of Lands Kirwan Tong Stockbrokers Pty Limited, 4.6 million Placement Shares at \$0.54 each to raise a total of \$2,484,000 (before costs). Funds raised from the issue of these Shares will be used for stepped-up exploration of the Company's current projects as well as scoping studies on a new gold project as set out below.

- The Company plans to undertake drill testing of the Togo Porphyry copper-gold prospect at the Nadi South Project and extend the IP Survey. A recently completed Induced Polarisation (IP) survey defined a large chargeability anomaly (Togo Prospect) at Nadi South and this work was reported in an ASX announcement dated 17 November 2005. The Company intends to undertake drill testing of this anomaly with six to eight diamond core drill holes (depths between 250 – 450 metres). The estimated cost of this work is \$400,000 and drilling is expected to commence in early 2006. An extension of the Nadi South IP survey is planned to the south of the Togo Prospect and over the Red Ridge Gold Prospect. At Red Ridge, 50m spaced lines on a north-south IP grid is planned to cover a prominent east-west trending ridge with anomalous gold values. A \$100,000 expenditure is estimated for the IP work.
- A three dimensional IP survey is planned across the Nuku skarn targets and associated porphyry style alteration and this work is expected to cost \$150,000.
- At Raki Raki (50% Geopacific Resources NL and 50% Peninsula Minerals Limited) the Company intends to undertake an in-fill drill testing program within 700m of resistivity anomaly between DDHQ001 and DDHQ004 (ASX announcement dated 17 November). The Company's share of these costs will be approximately \$150,000. The Company also intends to extend coverage of the IP survey both to the east and west of the Qalau-4300 grid area at an expected cost to the Company of \$100,000.
- A three dimensional IP survey is planned across an area of argillic alteration and associated widespread gold mineralisation at the Vuda project (refer figure 15B of the IPO Prospectus) and this survey is expected to cost \$150,000.
- The Company will use \$1,260,000 of the new funds to undertake a scoping study on a gold project which the Company is negotiating to acquire (new project). If the acquisition is successful the funds will be used to undertake drill testing, metallurgical and engineering studies as well as other work which is required to complete a scoping study (pre-feasibility study) of the deposit.

6.2 Placement Shares – Rights, Privileges, Liabilities and Restrictions

The Placement Shares to be issued pursuant to this Prospectus will rank pari passu in all respects with the Company's existing Shares.

The rights, privileges, liabilities and restrictions attaching to Shares are set out in the Constitution of the Company. A summary of the rights, privileges, liabilities and restrictions attaching to the Placement Shares to be issued pursuant to this Prospectus is set out in section 11.11 of the IPO Prospectus.

6.3 Litigation

The Directors are not aware of any legal proceedings which have been threatened or actually commenced against the Company.

6.4 Market Prices of Shares and Options

Official trading of the Shares on ASX commenced on 9 May 2006.

The highest and lowest recorded market sale prices of the Shares quoted on ASX during the period from 9 May 2006 to the date of this Prospectus were 75 cents on 24 November 2006 and 13.5 cents on 3 July 2006.

The last market sale price of the Shares on ASX on the last day that trading took place in the Shares prior to the date of this Prospectus was 66 cents on 21 December 2006.

6.5 Taxation

Investors should seek and rely on their own professional taxation advice in relation to an investment in the Company.

6.6 Continuous Disclosure and Documents Available for Inspection

The Company is listed on ASX and its Shares are quoted on ASX under the code "GPR".

The Company is a "disclosing entity" for the purposes of the Corporations Act. As such, it is subject to regular reporting and disclosure obligations, which require it to disclose to ASX any information of which it is or becomes aware concerning the Company and which a reasonable person would expect to have a material effect on the price or value of securities of the Company.

Copies of documents lodged with the ASIC in relation to the Company may be obtained from, or inspected at, an office of the ASIC. This includes the IPO Prospectus, the Annual Report, the Half Year Report and the Announcements referred to in Section 5 of this Prospectus.

The Company will provide a copy of all documents used to notify ASX of information relating to the Company under the provisions of the Listing Rules since the commencement of trading on ASX of its Shares on 9 May 2006. As at the time of lodging this Prospectus such documents were:

Date	ASX Announcement
14/12/2006	Intersects base metal mineralisation in Fiji
11/12/2006	Appendix 3B: Issue of Options
08/12/2006	Initial Drilling Well Advanced at Natalau Gold Prospect
22/11/2006	Appendix 3B
17/11/2006	GPR defines large IP geophysical anomaly
27/10/2006	Third Quarter Activities and Cashflow Report
27/10/2006	Appendix 3B: Release of Securities from Escrow
12/10/2006	Release of Securities from Escrow
15/09/2006	Intersects more Promising Gold Mineralisation-Fiji
13/09/2006	Half Year Accounts
08/09/2006	Response to ASX Query re Share Price
01/09/2006	Becoming a substantial holder from NEM
23/08/2006	Geopacific intersects high-grade gold at Rakiraki
28/07/2006	Second Quarter Activities & Cashflow Reports
14/07/2006	Company Secretary Appointment
12/07/2006	Commences drill testing gold targets at the Rakiraki Project

16/06/2006	Results of AGM 2006
16/06/2006	Defines new gold targets at the Rakiraki Project Fiji

6.7 Material Contracts

(a) Section 11.10 of the IPO Prospectus, sets out contracts to which the Company is a party and that were considered by the Directors as being material to enable investors to make an informed assessment of the Shares being offered under the IPO Prospectus. Those material contracts, namely:

- Imperial Mining (Fiji) NL – Joint Venture Agreement (Section 11.10.1 of IPO Prospectus);
- Vuda Option to Purchase and Joint Venture Agreement (Section 11.10.2 of IPO Prospectus); and
- Sabeto Option to Purchase Agreement (Section 11.10.3 of IPO Prospectus),

which are referred to above in Section 5.2(a)(x), (xi) and (xii) of this Prospectus, are considered by the Directors as being material to enable investors to make an informed assessment of the Placement Shares being offered under this Prospectus.

(b) In addition, there are the:

- Consultancy Agreement between the Company and Ian J Pringle & Associates Pty Ltd, and
- employment agreement between the Company and Willie Brook,

which are referred to in Section 5.2(a)(ix) of this Prospectus.

(c) Also, there is a placement agreement made by written agreement on 20 December 2006 between Lands Kirwan Tong Stockbrokers Pty Limited and the Company pursuant to which Lands Kirwan Tong Stockbrokers Pty Limited has agreed to place 4,600,000 Shares at a price of A\$0.54 per Share, such placement to "be made to clients of Lands Kirwan Tong Stockbrokers Pty Limited on a reasonable endeavours basis" for a fee of 6% of the total amount raised.

A copy of the material contracts referred to in this Prospectus will be available for inspection at the Company's registered office during office hours.

6.8 Terms and Conditions of Options Granted to Employees

(a) On 1 November 2006 the Company granted 100,000 Options having an exercise price of A\$0.50 per Option, to each of its employees, Simon Yardley and Roman Leslie.

(b) On 1 November 2006 the company granted 100,000 Options having an exercise price of A\$0.70 per Option, to each of Simon Yardley and Roman Leslie.

(c) The Options referred to in paragraphs (a) and (b) above were granted on the following additional terms and conditions:

- each Option entitles the holder to one Share on exercise of the Option
- the expiry date is 1 November 2009

- unexercised Options will lapse on the earlier of the expiry date and one month after the holder ceases to be an employee of the Company; Options may be exercised at any time before then
- the Options are not transferable.

6.9 Details of Existing Shareholders and Optionholders

The top 20 holders of Shares and Options in the Company prior to this Offer are as follows:

Top 20 Shareholders	Number of Shares	% Issued Capital
Finders Resources Ltd	5,900,000	16.498
Mr Willie Brook	3,022,003	8.450
Otter Gold Mines Ltd	1,808,451	5.057
Sulueti Kau Brook	1,569,050	4.387
Yarraandoo Pty Ltd <Yarraandoo Super Fund A/C>	1,500,000	4.194
Mr Owen Leigh Hegarty	750,000	2.097
Romadak Pty Ltd	750,000	2.097
Mr Ian Simpson	692,695	1.937
Pacific Western Enterprises Pty Ltd	595,238	1.664
Mr Roger Harvie Probert	589,454	1.648
Mr Raymond Jansen & Miss K F Jansen	521,008	1.457
Graham Jull & Associates Ltd	503,644	1.408
Moondance Ventures Ltd	502,008	1.404
Shimmering Bronze Pty Ltd	500,000	1.398
Resinfund Pty Limited	500,000	1.398
Romadak Pty Ltd <Romadak Super Fund A/C>	500,000	1.398
Admiral Tower Pty Ltd <Leveraged Equities A/C>	500,000	1.398
Mr Josateki Nalukuya Sovau	460,097	1.287
Ticket Nominees Pty Ltd <Kennedy Capital Account>	366,300	1.024
Mr Robert Adrian Maxwell	350,000	0.979

Optionholders	Number of Options
Ian J Pringle & Associates Pty Ltd	1,500,000
Simon Yardley	200,000
Roman Leslie	200,000

6.10 Interests of Directors

Other than as set out below or elsewhere in this Prospectus or the IPO Prospectus, the Annual Report or the Half Year Report, no Director has, or had within two years before lodgement of this Prospectus with the ASIC, any interest in:

- the formation or promotion of the Company;
- property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the Offer; or
- the Offer,

and no amounts have been paid or agreed to be paid and no benefits have been given or agreed to be given to any Director:

- to induce him to become, or to qualify him as, a Director; or
- for services rendered by him in connection with the formation or promotion of the Company or the Offer.

The direct and indirect interests of the Directors in the securities of the Company as at the date of this Prospectus are as follows:

Director	Shares		Options	
	Direct	Indirect	Direct	Indirect
Russell J Fountain	10,000	30,000	-	-
Ian J Pringle	16,000	50,000	-	1,500,000*
Willie A Brook	3,022,003	1,569,050	-	-
R Harvie Probert	589,454	-	-	-
Ian N A Simpson	692,695	-	-	-
Craig K McCabe	-	595,238	-	-

* These are the Options held by Ian J Pringle & Associates referred to in section 5.2(a)(xiv) of this Prospectus.

- Ian Pringle controls Ian J Pringle & Associates Pty Ltd ("Consultant"), which is a party to the Consultancy Agreement dated 16 February 2005 and referred to in Section 11.5(b) of the IPO Prospectus. Pursuant to that Agreement, the Consultant has received:
 - A\$49,950 in work payments and A\$12,035.79 in repayment of expenses during 2005, and
 - A\$117,700 in work payments (inclusive of a A\$20,000 bonus as foreshadowed in Section 11.5(b) of the IPO Prospectus) and A\$23,224.25 in repayment of expenses during 2006 prior to the day before the date of this Prospectus.
- Willie Brook is an employee of the Company pursuant to the employment agreement referred to in Section 11.5(b) of the IPO Prospectus. Under that agreement, Mr Brook has received F\$37,400 prior to the day before the date of this Prospectus. In addition, Mr Brook has been paid a A\$20,000 success fee as foreshadowed in Section 11.5(b) of the IPO Prospectus.

Whereas Section 11.5(b) of the IPO Prospectus refers to the proposed payment by the Company upon it becoming listed on the ASX, to Mr Brook of F\$124,573 being the amount then owing to him for unpaid fees and expenses, there is still F\$69,179.56 owing to Mr Brook which will be paid to him in January 2007.

Between January and June 2006, Mr Brook lent various amounts totalling F\$13,100 to the Company which the Company had repaid to Mr Brooks in full by 30 June 2006.

- As referred to in Section 11.5(b) of the IPO Prospectus, Mrs S K Brook, the spouse of Willie Brook, is employed by the Company to undertake administration duties at the Company's Fijian office and receives F\$20,000 per annum for this work.
- Dr Russell Fountain is a Director and holds shares in Finders Resources Ltd which holds shares in the Company, details of which are set out in Section 6.9.
- No other Director has yet received any fees or other remuneration from the Company (but noting Section 11.5(c) of the IPO Prospectus).
- The Company has effected Directors' and Officers' Liability and Corporate Reimbursement insurance. The Company intends to maintain this insurance.

6.11 Interests of Experts and Advisers

Other than as set out below or elsewhere in this Prospectus or Section 11.6 of the IPO Prospectus, the Annual Report or the Half Year Report, no person named in this Prospectus as performing a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Prospectus holds at the date of this Prospectus, or has held at any time during the last two years prior to the date of this Prospectus, any interest in:

- the formation or promotion of the Company;
- property acquired or proposed to be acquired by the Company in connection with its formation or promotion or with the Offer; or
- the Offer

nor has anyone paid, or agreed to pay, any amount or given, or agreed to give, any benefit to any such person in connection with the promotion or formation of the Company or with the Offer.

Following the issue of all the Placement Shares pursuant to this Prospectus, the Company will pay to Lands Kirwan Tong Stockbrokers Pty Limited a fee of up to \$149,040.

O'Loughlins Lawyers have acted as solicitors to the Company providing general advice to the Company and assisting in the preparation of this Prospectus. The Company estimates it will pay O'Loughlins Lawyers a fee of up to \$14,000 for these services. During the two years preceding the lodgement of this Prospectus with ASIC, O'Loughlins Lawyers have received \$66,556 for the provision of legal services.

6.12 Expenses of the Offer

The estimated expenses connected with the Offer, which are payable by the Company, are as follows:

Lands Kirwan Tong Stockbrokers Pty Limited – fee for placements	\$149,040
Legal fees	\$14,000
ASX fees	\$7,860
Printing, postage, ASIC and other	\$3,100
Total	\$174,000

6.13 Consents

Each of the parties referred to below:

- (a) has given the following consents in accordance with the Corporations Act which have not been withdrawn as at the date of the lodgement of this Prospectus with ASIC;
- (b) does not make, or purport to make, any statement in this Prospectus, nor is any statement in this Prospectus based on any statement by any of those parties, other than as specified in this sub-Section;
- (c) has not made any statement on which a statement in this Prospectus is based, other than as specified in this sub-Section; and
- (d) to the maximum extent permitted by law, expressly disclaims and takes no responsibility for any part of the Prospectus other than a reference to its name and a statement included in this Prospectus with the consent of that party as specified in this sub-Section.

Nexia Court & Co have given, and at the date hereof have not withdrawn, their written consent to the incorporation by reference into this Prospectus of their Auditor's Independence Declaration and Independent Auditor's Report which appear in the Annual Report, and their Auditor's Independence Declaration and Independent Review Report which appear in the Half Year Report, in the form and context in which they appear, and to being named as Auditors of the Company in the form and context in which they are named.

Lands Kirwan Tong Stockbrokers Pty Limited has given, and at the date hereof has not withdrawn, its written consent to being named as a party to the placement agreement referred to in Section 6.7(c) of this Prospectus and to all associated references to it in this Prospectus, in the form and context in which they appear.

O'Loughlins Lawyers have given, and at the date hereof have not withdrawn, their written consent to be named in this Prospectus as the Solicitors to the Company in the form and context in which they are named.

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

Cromptons have given, and at the date hereof have not withdrawn, their written consent to the incorporation by reference into this Prospectus of their Independent Solicitor's Report on Tenements which is contained in Section 9 of the IPO Prospectus and to all statements referring to that report in the form and context in which they appear.

Goldner & Associates have given, and at the date hereof have not withdrawn, their written consent to the incorporation by reference into this Prospectus of their Independent Geologist's Report on Tenements which is contained in Section 7 of the IPO Prospectus and to all statements referring to that report in the form and context in which they appear.

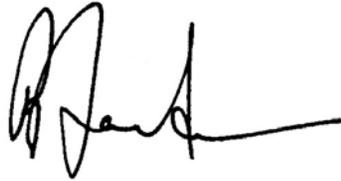
Copies of the consents referred to above are available for inspection, without charge, at the registered office of the Company during office hours.

There are a number of other persons referred to in this Prospectus or the IPO Prospectus or the Annual Report or the Half Year Report who have not made statements included in this Prospectus (including by incorporation by reference) nor are there any statements made in this Prospectus on the basis of any statements made by these persons. These persons did not consent to being named in this Prospectus and did not authorise or cause the issue of this Prospectus.

7. **AUTHORITY OF DIRECTORS**

Each of the Directors of Geopacific Resources NL has consented to the lodgement of this Prospectus with the ASIC in accordance with Section 720 of the Corporations Act.

Dated the 22nd day of December 2006

A handwritten signature in black ink, appearing to read 'Russell J Fountain', with a long horizontal stroke extending to the right.

Signed for and on behalf of
GOPACIFIC RESOURCES NL
By **Russell J Fountain**

8. **DEFINITIONS**

A\$ or \$ means an Australian dollar unless otherwise stated.

Announcements means the documents referred to as such in Section 5.2(d) of this Prospectus.

Annual Report means the Company's Annual Report for the year ended 31 December 2005.

Applicant means a person who applies for Placement Shares under a valid Application Form.

Application Form means the share application form attached to or accompanying this Prospectus.

ASIC means Australian Securities and Investments Commission.

ASX means Australian Stock Exchange Limited ACN 008 624 691, including its subsidiaries and controlled entities.

Board means the board of directors of the Company as constituted from time to time, unless the context indicates otherwise.

Business Day means a day other than a Saturday or Sunday on which banks are open for business in Sydney, New South Wales.

CHESS means ASX Clearing House Electronic Subregistry System.

Closing Date for the Offer means the closing date for the offer of the Placement Shares, being 5.00 p.m. Sydney Time on 12 January 2007 (unless extended or closed earlier).

Company means Geopacific Resources NL ACN 003 208 393.

Corporations Act means the Corporations Act 2001 (Cth).

Current Options means the 1,900,000 Options on issue in the Company as at the date of this Prospectus.

Directors means the directors of the Company in office at the date of this Prospectus.

F\$ means a Fijian dollar.

Half Year Report means the Company's Half Year Report (including financial statements) for the six months ended 30 June 2006.

Induced Polarisation (IP) is a surface electrical geophysical surveying method.

IPO Prospectus means the prospectus lodged by the Company with the ASIC and dated 31 October 2005 for the offer of 22,500,000 Shares at an offer price of \$0.20 each to raise \$4,500,000 if fully subscribed.

Listing Rules means the official Listing Rules of ASX.

Offer means the invitation for investors to apply for the Placement Shares pursuant to this Prospectus as detailed in Section 4.1 of this Prospectus.

Offer Period means the period commencing on the Opening Date and ending on the Closing Date.

Official Quotations means official quotation by ASX in accordance with the Listing Rules.

Opening Date means 22 December 2006.

Option means an option to subscribe for one Share in the Company.

Placement Shares means the 4,600,000 Shares to be issued pursuant to this Prospectus as referred to in Section 4.1 of this Prospectus.

Prospectus means the prospectus constituted by this document including any electronic or online version.

Share means one fully paid ordinary share in the Company.

Shareholder means a holder of Shares.

Sydney Time means Sydney Time, New South Wales.

GUIDE TO THE APPLICATION FORM

Please complete all relevant sections of the Application Form using BLOCK LETTERS. These instructions are cross-referenced to each section of the Application Form. Further particulars and the correct form of registrable names to use on the Application Form are contained in the table below.

- A Insert the number of Shares you wish to apply for. The application must be for a minimum of 92,600 Shares and thereafter in multiples of 10,000 Shares.
- B Insert the relevant amount of Application Monies. To calculate your Application Monies, multiply the number of Shares applied for by \$0.54.
- C Write the full name you wish to appear on your statement of shareholders. This must be either your own name or the name of a company. Up to 3 joint Applicants may register. You should refer to the table below for the correct forms of registrable name. Applications using the wrong form of name may be rejected. Clearing House Electronic Sub Register System (CHES) participants should complete their name and address in the same format as they are presently registered in the CHES system.
- D Please enter your postal address for all correspondence. All communications to you from the Company will be mailed to the person(s) and address as shown. For joint Applications, only one address can be entered.
- E Please enter your telephone number(s), area code and contact name in case we need to contact you in relation to your Application.
- F The Company will apply to ASX to participate in CHES. If you are already a participant in CHES, you may complete this section or forward the Application Form to your sponsoring broker for completion prior to lodgement. Otherwise leave this section blank.
- G Enter your Tax File Number (TFN) or exemption category. Where applicable, please enter the TFN for each joint Applicant. Collection of TFNs is authorised by taxation laws. Quotation of your TFN is not compulsory and will not affect your Application.
- H Please complete cheque details as requested:
- ◆ Make your cheque payable to "Geopacific Resources NL Share Offer" in Australian currency and cross it "Not Negotiable". Your cheque must be drawn on an Australian bank.
 - ◆ The amount should agree with the amount shown in B.
 - ◆ Sufficient cleared funds should be held in your account, as cheques returned unpaid are likely to result in your Application being rejected.
 - ◆ Pin (do not staple) your cheque(s) to the Application Form where indicated.

Lodgement of Applications

Return your completed Application Form, with cheque(s) attached, to Lands Kirwan Tong Stockbrokers Pty Limited:

delivery -

Level 12
99 Williams Street
Melbourne Victoria 3000

mail -

PO Box 591
Collins Street West
Victoria 8007

Application Forms must be received no later than **5.00pm Sydney Time on 12 January 2007**, subject to the right of the Company to vary the Closing Date. Investors are encouraged to submit their Application Form as soon as possible.

In the event that I/we receive this Prospectus electronically via the Internet, I/we declare that I/we have received this Prospectus personally, or a printout of it, accompanied by or attached to this Application Form prior to applying for Shares. I/we acknowledge that the Corporations Act prohibits any person from passing on to another person this Application Form unless it is attached to or accompanied by the complete and unaltered version of this Prospectus.

It is advisable to read the Prospectus before completing the Application Form. The Company will issue to any person free of charge, a printed copy of the Prospectus on request. While the Prospectus is current, the Company will send paper copies of the Prospectus, any supplementary prospectus and the application form, on request without charge.

Correct Form of Registrable Title

Note that only legal entities are allowed to hold Shares. Applications must be in the name(s) of a natural person(s), companies or other legal entities acceptable to the Company. At least one full given name and the surname are required for each natural person. The name of the beneficiary or any other non-registrable name may be included by way of an account designation if completed exactly as described in the example of correct forms of registrable title below:

Type of Investor/Title	Correct Form of Registrable Title	Incorrect Form
Trusts (use Trustee(s) name)	Mr John David Smith <Smith Family Trust A/C>	John Smith Family Trust
Deceased Estates	Mr Michael Peter Smith <Estate John Smith A/C>	John Smith (Deceased)
Partnerships (use Partners' names)	Mr John Smith and Mr Michael Smith <John Smith and Son A/C>	John Smith and Son
Clubs/Incorporated Bodies	<Mr John David Smith <ABC Tennis Association A/C>	ABC Tennis Association
Superannuation Funds	John Smith Pty Ltd <Super Fund>	John Smith Superannuation Fund

Put the name(s) of any joint applicant(s) and/or account description using <> as indicated above in designated space(s) at Section C on the Application Form

