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## NOTICE OF 2010 ANNUAL GENERAL MEETING

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Notice is given that the 2010 Annual General Meeting (AGM) of shareholders of **Geopacific Resources NL** (or 'the Company') will be held as follows:

**Time:** 11.00am

**Date:** Tuesday, 20 April 2010

**Place:** 556 Crown Street, Surry Hills, NSW 2010 Australia

This notice should be read in conjunction with the accompanying Explanatory Statement.

This notice is accompanied by a proxy form for those shareholders wishing to vote by proxy. Please follow the instructions at the end of the proxy form carefully.

### ORDINARY BUSINESS

#### **Resolution 1 Adoption of Financial Report**

To consider and, if thought fit, to pass the following ordinary resolution:

"That the Company's Financial Report for the financial year ended 31 December 2009, together with the related Directors' and Auditor's reports, be received."

#### **Resolution 2 Adoption of Remuneration Report**

To consider and, if thought fit, to pass the following ordinary resolution:

"That the Company's Remuneration Report for the financial year ended 31 December 2009 be received, approved and adopted."

#### **Resolution 3 Election of Director – Mr Ian N A Simpson**

To consider and, if thought fit, to pass the following ordinary resolution:

"That Mr Ian N A Simpson, a Director retiring in accordance with the Company's Constitution and being eligible for re-election, be re-elected a Director of the Company."

#### **Resolution 4 Election of Director – Mr Charles B Bass**

To consider and, if thought fit, to pass the following ordinary resolution:

"That Mr Charles B Bass, a Director having been appointed since the last AGM, retires in accordance with the Company's Constitution and being eligible for re-election, be re-elected a Director of the Company."

#### **Resolution 5 Election of Director – Mr Stephen T Biggs**

To consider and, if thought fit, to pass the following ordinary resolution:

"That Mr Stephen T Biggs, a Director having been appointed since the last AGM, retires in accordance with the Company's Constitution and being eligible for re-election, be re-elected a Director of the Company."

#### **Resolution 6 Approval of previous issue of shares**

To consider and, if thought fit, to pass the following ordinary resolution:

"That the placement of 9,446,225 shares to Laguna Bay Capital Pty Limited and Springtide Capital Pty Limited at \$0.03 per share on 20 November 2009 be and is hereby approved and ratified."

#### **Resolution 7 Approval of proposed issue of shares in a placement**

To consider and, if thought fit, to pass the following ordinary resolution:

"That, for all purposes, the Company approves the proposed issue of 13,000,000 shares in a placement to various sophisticated investors being clients of Hartleys Ltd, stockbrokers, at an issue price of \$0.06 per share."

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**NOTICE OF 2010 ANNUAL GENERAL MEETING**

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**SPECIAL BUSINESS**

**ORDINARY RESOLUTION**

**Resolution 8          Consolidation of shares**

To consider and, if thought fit, to pass the following ordinary resolution:

“That the Company consolidate its share capital as detailed in the attached Explanatory Statement so that each five shares on issue at the record date of 29 April 2010 is consolidated into one share, with fractions rounded up.”

**OTHER BUSINESS**

To transact any other business that may be properly brought before the meeting.

**Dated:** 22 March 2010

By order of the Board

A handwritten signature in black ink, appearing to read 'G. Clegg', written in a cursive style.

**Grahame Clegg**  
Secretary

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## EXPLANATORY STATEMENT

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This Explanatory Statement sets out information in connection with the business to be considered at the 2010 Annual General Meeting (AGM) of Geopacific Resources NL (or 'the Company').

### ORDINARY BUSINESS

The following items of ordinary business will be considered at the meeting:

#### **Resolution 1 Adoption of Financial Report**

This item of business relates to the receipt and adoption of the Company's Financial Report for the year ended 31 December 2009 together with the related Directors' and Auditor's Reports.

This resolution allows members the opportunity to question the Board and the Auditor on any matter relating to the financial statements of the Company.

#### **Resolution 2 Adoption of Remuneration Report**

The Corporate Law Economic Reform Programme (Audit Reform and Corporate Disclosure Act 2004 (Cth)) (CLERP 9) requires that a resolution be put to the members to adopt the Remuneration Report as disclosed in the Directors' Report.

The vote on this resolution is advisory only and non-binding. The resolution gives the members the opportunity to ask questions or make comments concerning the Remuneration Report during the meeting.

#### **Resolution 3 Election of Director – Mr Ian N A Simpson**

Mr Ian N A Simpson was appointed as a Director of the Company on 19 September 2003. Under the Company's Constitution Mr Simpson retires by rotation, and being eligible, wishes to stand for re-election.

#### **Resolution 4 Election of Director – Mr Charles B Bass**

Mr Charles B Bass was appointed as a Director of the Company on 18 February 2010. Under the Company's Constitution Mr Bass is required to stand for election at the next AGM.

#### **Resolution 5 Election of Director – Mr Stephen T Biggs**

Mr Stephen T Biggs was appointed as a Director of the Company on 18 February 2010. Under the Company's Constitution Mr Biggs is required to stand for election at the next AGM.

#### **Resolution 6 Approval of previous issue of shares**

This resolution refers to a share issue made on 20 November 2009 that did not require shareholder approval under the Listing Rules of the Australian Securities Exchange Limited ("ASX") in advance of the issue as the number of shares issued and allotted pursuant to that share issue, when combined with the number of shares issued in the previous 12 months, did not exceed 15% of the Company's issued share capital.

On that date 9,446,225 shares were issued to Laguna Bay Capital Pty Limited and Springtide Capital Pty Limited at \$0.03 per share.

Under Listing Rule 7.1 a company may issue up to 15% of its issued share capital in any 12-month period without shareholder approval. Further, Listing Rule 7.4 allows a company which makes an issue that complies with Listing Rule 7.1 to subsequently obtain shareholder approval for the past issue and so reinstate the company's ability to again raise up to 15% of its issued share capital under Listing Rule 7.1. This resolution complies with Listing Rule 7.4 and will, if passed, reinstate the Company's ability to raise up to 15% of its issued share capital within a 12-month period.

Funds raised are being used for working capital and to accelerate Geopacific's exploration efforts on its Fiji tenements.

The shares allotted rank equally in all respects with the Company's existing fully paid ordinary shares.

#### ***Voting Exclusion Statement***

The Company will disregard any votes cast on this resolution by Laguna Bay Capital Pty Limited and Springtide Capital Pty Limited or any associate of those companies. However the Company need not disregard the vote if it is cast by:

- (a) a person as proxy for a person who is entitled to vote in accordance with the directions on the proxy form or

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## EXPLANATORY STATEMENT

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- (b) the person chairing the meeting as proxy for a person who is entitled to vote in accordance with a direction on the proxy form to vote as the proxy determines.

### **Resolution 7 Approval of proposed issue of shares in a placement**

This resolution seeks approval to raise up to \$780,000 through a placement of up to 13,000,000 shares at \$0.06 per share to sophisticated and professional investors being clients of Hartleys Ltd, stockbrokers. The allottees will not be related parties of the Company.

The purpose of the placement is to provide additional working capital and to accelerate Geopacific's exploration efforts on its Fiji tenements.

The placement was announced on 24 February 2010. The weighted average trading price of the Company's shares for the 5 business days preceding the announcement was \$0.0639 per share.

The shares to be allotted will rank equally in all respects with the Company's existing fully paid ordinary shares.

The shares will be issued and allotted no later than three months after the date of this Annual General Meeting.

This resolution complies with Listing Rule 7.1 and will, if passed, maintain the Company's ability to raise up to 15% of its issued share capital within a 12 months period.

#### ***Voting Exclusion Statement***

The Company will disregard any votes cast on this resolution by a person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed.

However, the Company need not disregard the vote if it is cast by:

- (a) a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or  
(b) the person chairing the meeting as proxy for a person who is entitled to vote in accordance with a direction on the proxy form to vote as the proxy determines.

### **Resolution 8 Consolidation of shares**

"That the Company consolidate its share capital as detailed in the attached Explanatory Statement so that each 5 shares on issue at the record date of 29 April 2010 is consolidated into one share, with fractions rounded up."

This resolution has been proposed to effect the consolidation of the Company's shares on the basis of one share for each 5 existing shares, with fractions rounded up. The passing of this resolution will have no material impact on your shareholding in the Company relative to other shareholders.

(1) The Company's Constitution

Clause 113.1 of the Company's constitution requires an ordinary resolution of members of the Company in order to subdivide or consolidate its share capital. The passing of Resolution 8 will satisfy this requirement.

(2) Corporations Act, Section 254 (H)

Section 254 (H) of the Corporations Act provides that a company may convert all or any of its shares into a larger or smaller number of shares by resolution passed at general meeting. The passing of Resolution 8 will satisfy this requirement.

(3) ASX Listing Rule 7.20

ASX Listing Rule 7.20 states that if an entity proposes to reorganise its capital, it must inform equity security holders in writing of each of the following:

- The effect of the proposal on the number of securities of the Company and the amount unpaid, if any, on the securities.
- The proposed treatment of any fractional entitlements arising from the reorganisation, and
- The proposed treatment of any convertible securities on issue.

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## EXPLANATORY STATEMENT

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Following approval of Resolution 8, the number of shares on issue will be reduced from 157,893,717 to approximately 31,578,743. The precise number of post consolidation shares on issue will depend on the effect of rounding on each shareholder's individual holding. Fractional holdings will be rounded up. At the date of the Annual General Meeting there will be no convertible securities on issue or unpaid amount on any shares in the Company.

In accordance with the ASX Listing Rules and Section 254 (H)(2)(a) of the Corporations Act, the conversion will take effect on the day the resolution is passed and details of the shareholding of each member will be determined and notification of the change dispatched six business days after the date of the meeting in accordance with ASX requirements.

The consolidation is proposed in order to reduce the Company's issue share capital and better position the Company to raise further working capital, as required from time to time. The consolidation will not result in any change to the substantive rights and obligations of shareholders, nor any change to the balance sheet or tax position of the Company.

Set out below is an indicative timetable relating to the share consolidation.

<b>Event</b>	<b>Date</b>
Notice of Annual General Meeting sent to shareholders	22 March 2010
Determination of proxies and eligibility to attend Annual General Meeting	16 April 2010
Annual General Meeting	20 April 2010
Notification to ASX that security holders have approved reorganisation.	20 April 2010
Last day for trading in pre-reorganised securities	21 April 2010
Trading in the reorganised securities on a deferred settlement basis starts.	22 April 2010
Share Consolidation Record Date – last day to register transfers on a pre-reorganisation basis.	29 April 2010
Complete share consolidation in share register	30 April 2010
Despatch date.	6 May 2010

Dates are indicative only. Geopacific Resources NL reserves the right to vary the times and dates set out in the above and any variation to the timetable above will be announced to ASX.

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The Company currently has a number of options on issue, the details of which are set out in the table below. In accordance with the Listing Rules and the terms of issue of the options currently on issue, the Share Consolidation will have the effect that the number of options will reduce in proportion to the ordinary share capital and the exercise price will increase in inverse proportion to the consolidation ratio as is set out below:

<b>Options</b>	<b>Numbers pre share consolidation</b>	<b>Numbers post share consolidation (subject to rounding)</b>	<b>Exercise price post share consolidation</b>
Option to acquire ordinary shares at \$0.06 expiring on 16 December 2011.	36,210,534	7,242,107	\$0.30
Option to acquire ordinary shares at \$0.20 expiring on 8 May 2012.	500,000	100,000	\$1.00
Option to acquire ordinary shares at \$0.25 expiring on 8 May 2013.	500,000	100,000	\$1.25
Option to acquire ordinary shares at \$0.10 expiring on 1 August 2013.	3,050,000	610,000	\$0.50
Option to acquire ordinary shares at \$0.30 expiring on 8 May 2014.	500,000	100,000	\$1.50
Option to acquire ordinary shares at \$0.50 exercisable in whole or in part, not later than five years after the defining on Faddy's Gold Deposit of a JORC compliant ore reserve of over 200,000 ounces of contained gold.	4,000,000	800,000	\$2.50
Option to acquire ordinary shares at \$1.00 exercisable in whole or in part, not later than ten years after the defining on Faddy's Gold Deposit of a JORC compliant ore reserve of over 1,000,000 ounces of contained gold.	1,000,000	200,000	\$5.00

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**FORM OF PROXY FOR 2010 ANNUAL GENERAL MEETING**

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I/We, \_\_\_\_\_  
*(Name of Shareholder)*

Of

\_\_\_\_\_  
*(Address of Shareholder)*

being a shareholder of Geopacific Resources NL hereby appoint:

\_\_\_\_\_  
*(Name of Proxy)*

\_\_\_\_\_  
*(Address of Proxy)*

or, failing him/her, **the Chairman of the Meeting** as my/our proxy to attend and vote for me/us and in my/our name at the Annual General Meeting of Geopacific Resources NL to be held on Tuesday 20 April 2010 and at any adjournment of that meeting.

**Each shareholder should see overleaf for information concerning how to vote by proxy or appoint a corporate representative.**

**If you do not wish at all to direct your proxy how to vote, please place a mark in this box.**

By marking this box, you acknowledge that, if the Chairman is your proxy, the Chairman may exercise your proxy even if he has an interest in the outcome of the resolution and votes cast by him other than as proxy holder will be disregarded because of that interest.

*If you do not mark this box, and you have not directed your proxy how to vote, the Chairman will not cast your votes on the resolution and your votes will not be counted in calculating the required majority of a poll is called on the resolution.*

The Chairman of the meeting intends to vote undirected proxies in favour of all resolutions set out in the Notice of Meeting.

**RESOLUTIONS**

**Resolutions**

	<b>For</b>	<b>Against</b>	<b>Abstain</b>
1 Adoption of Financial Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Election of Director – Ian NA Simpson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Election of Director – Charles B Bass	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Election of Director – Stephen T Biggs	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Approve previous issue of shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 Approve proposed share placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8 Approve share consolidation on 1:5 basis	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**Signature of Member:**

**Execution by Corporate Member**

Director/Secretary

Director

Date: \_\_\_\_\_

## **VOTING BY PROXY AND APPOINTMENT OF A CORPORATE REPRESENTATIVE**

1. A shareholder entitled to attend and vote is entitled to appoint not more than two proxies. Where two proxies are appointed, each proxy must be appointed to represent a specific proportion of the shareholder's voting rights.
2. A proxy need not be a shareholder of the Company. A shareholder may appoint as its proxy the "Chairman of the Meeting".
3. A proxy given by a corporation must be executed under seal or under the hand of a duly authorised officer or attorney. Either of the joint holders of a share may sign the proxy form.
4. To be effective, the proxy form and the power of attorney or other authority (if any) under which each is signed (or a copy of that power or authority certified in a manner acceptable to the Directors of the Company) must be received at least 48 hours prior either to the meeting (i.e. not later than 5.30 pm on 16 April 2010), or to any adjourned meeting, at the Company's Share Registrars being:

**Registries Limited**

**Facsimile:** 02 9290 9655

**Mail:**

Registries Limited  
GPO Box 3993  
Sydney NSW 2001

**Delivery Address:**

Level 7  
207 Kent Street  
Sydney NSW 2000

5. Additional proxy forms will be supplied on request.
6. A body corporate may appoint a representative to attend, vote at and otherwise act for it at the meeting in accordance with the Corporations Act 2001.