



18 April 2011

Dear Geopacific Resources NL Shareholder

Notice of Annual General Meeting

On behalf of the Board of Directors, I am pleased to invite all shareholders to attend the Annual General Meeting of Geopacific Resources NL, which will be held on **11am on Friday 27th May 2011** at;

**Elizabeth Room,
Royal Automobile Club,
89 Macquarie Street,
Sydney, NSW 2000**

There are a number of important resolutions requiring your consideration at the meeting. I am also looking forward to updating you on developments with the Company's exploration projects, in particular, the results of the state-of-the-art ZTEM geophysical surveys, the targets that this work has generated and follow-up exploration and drill testing during the next few months.

If you are unable to attend the meeting, please return a completed proxy form to Registries Limited by mail, facsimile or in person 48 hours before the commencement of the meeting.

If you have not received Geopacific's 2009 Annual report I invite you to view this at our website www.geopacific.com.au.

Yours sincerely
Geopacific Resources NL

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

Dr Ian Pringle
Managing Director

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NOTICE OF 2011 ANNUAL GENERAL MEETING

Notice is given that the 2011 Annual General Meeting of shareholders of Geopacific Resources NL (or 'the Company') will be held as follows:

Time: 11.00 am

Date: Friday, 27 May 2011

Place: Elizabeth Room, Royal Automobile Club, 89 Macquarie Street, Sydney NSW 2000 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 Receive 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 2010 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 2010 be received, approved and adopted."

Resolution 3 Election of Director – Dr Russell Fountain

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

"That Dr Russell John Fountain, 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 Approval of issue of shares to directors to take up shortfall of rights issue.

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

"That the placement of 544,834 shares to Mr Charlie Bass and Mr Tim Biggs or their associates at 60 cents per share to take up the shortfall of the July 2010 SPP be and is hereby approved."

OTHER BUSINESS

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

Dated: 18 April 2011

By order of the Board



Grahame Clegg
Secretary

EXPLANATORY STATEMENT FOR 2011 ANNUAL GENERAL MEETING

This Explanatory Statement sets out information in connection with the business to be considered at the 2011 Annual General Meeting of Geopacific Resources NL ('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 2010 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 – Dr Russell John Fountain

Dr Russell John Fountain was appointed as a Director of the Company on 22 May 2008. Under the Company's Constitution, Dr Fountain retires by rotation, and being eligible, wishes to stand for re-election.

Resolution 4 Approval of issue of shares to directors to take up shortfall of rights issue.

This resolution refers to the issue of 544,834 ordinary shares to Mr Charlie Bass and Mr Tim Biggs or their associates at 60 cents per share to take up the shortfall of the July 2010 SPP.

On 5 July 2010, the company announced a Share Purchase Plan (SPP) to raise up to \$1,500,000 by the issue of up to 2,500,000 shares at an issue price of \$0.60 per share.

Messrs. Charlie Bass and Tim Biggs entered into an underwriting agreement with the company to subscribe for sufficient shares to enable the company to raise \$500,000 in the event that the SPP did not reach that amount.

288,500 shares were issued pursuant to the SPP at 60 cents per share leaving a shortfall of \$326,900 or 544,834 shares.

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

The company will disregard any votes cast on this resolution by Mr Charlie Bass and Mr Tim Biggs or any associate of theirs.

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.