



29 April 2011

Dear Shareholders

AMENDED NOTICE OF MEETING FOR AGM

The company has issued an amended notice of meeting for the 2011 Annual General Meeting to be held on Friday 27 May 2011 which splits Resolution 4 regarding the issue of shares to two directors pursuant to an underwriting agreement in respect of the Share Purchase Plan in July 2010.

The new Resolutions 4(a) and 4(b) specify the number of shares to be allotted to each director and the explanatory statement contains all of the information required by ASX Listing Rule 10.13.

An amended Notice of Meeting is attached together with an amended proxy form.

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

Grahame Clegg
Company Secretary
Geopacific Resources NL

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 – Mr Russell J Fountain

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

"That Mr Russell J 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 Share Purchase Plan (SPP).

4 (a) To consider and, if thought fit, to pass the following ordinary resolution:

"That the placement of 272,417 shares to Mr Charlie Bass or his associates at 60 cents per share to take up the shortfall of the July 2010 SPP be and is hereby approved."

4 (b) To consider and, if thought fit, to pass the following ordinary resolution:

"That the placement of 272,417 shares to Mr Tim Biggs or his 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: 28 April 2011
By order of the Board



Grahame Clegg
Secretary

EXPLANATORY STATEMENT

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 2011 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 Russell J Fountain

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

Resolutions 4(a) and (b)

Approval of issue of shares to directors to take up shortfall of Share Purchase Plan.

These resolutions refer to the issue of 272,417 ordinary shares to each of 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 raising \$173,100. This amount left a shortfall of \$326,900 or 544,834 shares at 60 cents per share. These shortfall shares are to be taken up as to 272,417 ordinary shares to each of Mr Charlie Bass and Mr Tim Biggs.

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

The funds raised will be used for working capital.

EXPLANATORY STATEMENT (continued)

Resolution 4(a)

The following information is given pursuant to the requirements of ASX Listing Rule 10.13

- (i) The shares are to be issued to Mr Charlie Bass.
- (ii) The maximum number of shares to be issued is 272,417 ordinary shares.
- (iii) The shares will be allotted within one month of the date of this meeting.
- (iv) Mr Charlie Bass is a director of the company.
- (v) The shares are to be issued at a price of 60 cents per share.
- (vi) The company will disregard any votes cast on this resolution Mr Charlie Bass or any associate of his. 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 4 (b)

The following information is given pursuant to the requirements of ASX Listing Rule 10.13

- (i) The shares are to be issued to Mr Tim Biggs.
- (ii) The maximum number of shares to be issued is 272,417 ordinary shares.
- (iii) The shares will be allotted within one month of the date of this meeting.
- (iv) Mr Tim Biggs is a director of the company.
- (v) The shares are to be issued at a price of 60 cents per share.
- (vi) The company will disregard any votes cast on this resolution Mr Charlie Bass or any associate of his. 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.

FORM OF PROXY FOR 2011 ANNUAL GENERAL MEETING

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 Friday, 27 May 2011 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

	For	Against	Abstain
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 – Russell J Fountain	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 (a) Approve issue of 272,417 ordinary shares to Mr Charlie Bass to take up Share Purchase Plan shortfall	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4(b) Approve issue of 272,417 ordinary shares to Mr Tim Biggs to take up Share Purchase Plan shortfall	<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 25 May 2011), or to any adjourned meeting, at the Company's Share Registrars being:

Registries Limited

Facsimile: 02 9279 0664

Mail: PO Box R67, Royal Exchange, NSW 1223

Delivery Address: Level 2, 28 Margaret 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.