



**GEOPACIFIC RESOURCES NL**

ACN 003 208 393

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**ASX PRESS RELEASE**  
**10 APRIL 2012**

**COMPLETION OF SHARE PLACEMENT – TRANCHE 2**

Geopacific Resources NL ("Geopacific" "the Company") is pleased to advise that it has completed the second tranche of the share placement announced on 17 February 2012, which has raised \$1.2 million, before costs.

The second tranche, comprising 2,461,364 ordinary fully paid shares and 1,230,682 listed options, were issued following approval from Shareholders at the General Meeting held on 2 April 2012.

Attached are an Appendix 3B and Section 708A Notice in relation to the completion of the share placement and the issue of 2,250,000 unlisted options.

**Geopacific Resources NL**

Mark Pitts  
Company Secretary

# Appendix 3B

## New issue announcement, application for quotation of additional securities and agreement

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003.

Name of entity

**Geopacific Resources NL**

ABN

**57 003 208 393**

We (the entity) give ASX the following information.

### Part 1 - All issues

*You must complete the relevant sections (attach sheets if there is not enough space).*

- |   |  |   |
|---|--|---|
| 1 | +Class of +securities issued or to be issued   | Ordinary fully paid shares and listed options<br>Unlisted options   |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued  | <ul style="list-style-type: none"><li>• 2,461,364 ordinary fully paid shares (GPR);</li><li>• 1,230,682 listed options (GPRO)</li><li>• 2,250,000 unlisted options</li></ul>  |
| 3 | Principal terms of the +securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | Listed options: <ul style="list-style-type: none"><li>• 1,230,682 exercisable at 35 cents each expiring 19 January 2013.</li></ul> Unlisted options: <ul style="list-style-type: none"><li>• 2,000,000 exercisable at 30 cents each, expiring 5 April 2015; and</li><li>• 250,000 exercisable at 30 cents each, expiring 30 September 2014.</li></ul> |

+ See chapter 19 for defined terms.

<p>4 Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?</p> <p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul>	<p>Shares and listed options – yes.</p> <p>Unlisted options – no.</p>						
<p>5 Issue price or consideration</p>	<ul style="list-style-type: none"> <li>• Shares – 22 cents each, attaching listed options issued for nil further consideration.</li> <li>• Unlisted options issued for nil cash consideration.</li> </ul>						
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>Shares and listed options issued pursuant to a share placement announced on 17 February 2012 to fund exploration and drilling work at the Company’s copper-gold prospective projects in Fiji and to provide working capital.</p> <p>Unlisted options issued to a Director and a consultant in lieu of cash consideration for their services to the Company.</p>						
<p>7 Dates of entering +securities into uncertificated holdings or despatch of certificates</p>	<p>Unlisted options – 5 April 2012;</p> <p>Shares and listed options – 10 April 2012</p>						
<p>8 Number and +class of all +securities quoted on ASX (<i>including</i> the securities in clause 2 if applicable)</p>	<table border="1"> <thead> <tr> <th data-bbox="695 1592 1007 1630">Number</th> <th data-bbox="1015 1592 1386 1630">+Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="695 1630 1007 1682">43,315,827</td> <td data-bbox="1015 1630 1386 1682">Ordinary shares (GPR)</td> </tr> <tr> <td data-bbox="695 1682 1007 1823">21,657,951</td> <td data-bbox="1015 1682 1386 1823">Options expiring 19 January 2013 exercisable at 35 cents each (GPRO)</td> </tr> </tbody> </table>	Number	+Class	43,315,827	Ordinary shares (GPR)	21,657,951	Options expiring 19 January 2013 exercisable at 35 cents each (GPRO)
Number	+Class						
43,315,827	Ordinary shares (GPR)						
21,657,951	Options expiring 19 January 2013 exercisable at 35 cents each (GPRO)						

+ See chapter 19 for defined terms.

	Number	+Class
9	Number and +class of all +securities not quoted on ASX (including the securities in clause 2 if applicable)	
	100,000	Options exercisable at \$1.25 each on or before 8 May 2012
	100,000	Options exercisable at \$1.50 each on or before 8 May 2013
	600,000	Options exercisable at \$0.50 each on or before 1 August 2013
	750,000	Options exercisable at \$0.30 each on or before 30 September 2014
	2,000,000	Options exercisable at \$0.30 each on or before 5 April 2015
	800,000	Options exercisable at \$2.50 each, expiring 5 years after the defining on Faddy's Gold Deposit a JORC compliant ore reserve of over 200,000 ounces of contained gold
200,000	Options exercisable at \$5.00 each, expiring 10 years after the defining on Faddy's Gold Deposit a JORC compliant ore reserve of over 1,000,000 ounces of contained gold	
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	N/a

## Part 2 - Bonus issue or pro rata issue

11	Is security holder approval required?	N/a
12	Is the issue renounceable or non-renounceable?	N/a
13	Ratio in which the +securities will be offered	N/a
14	+Class of +securities to which the offer relates	N/a
15	+Record date to determine entitlements	N/a

+ See chapter 19 for defined terms.

16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	N/a
17	Policy for deciding entitlements in relation to fractions	N/a
18	Names of countries in which the entity has +security holders who will not be sent new issue documents  Note: Security holders must be told how their entitlements are to be dealt with.  Cross reference: rule 7.7.	N/a
19	Closing date for receipt of acceptances or renunciations	N/a
20	Names of any underwriters	N/a
21	Amount of any underwriting fee or commission	N/a
22	Names of any brokers to the issue	N/a
23	Fee or commission payable to the broker to the issue	N/a
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of +security holders	N/a
25	If the issue is contingent on +security holders' approval, the date of the meeting	N/a
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	N/a
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	N/a
28	Date rights trading will begin (if applicable)	N/a
29	Date rights trading will end (if applicable)	N/a
30	How do +security holders sell their entitlements <i>in full</i> through a broker?	N/a
31	How do +security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	N/a

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+ See chapter 19 for defined terms.

32 How do +security holders dispose of their entitlements (except by sale through a broker)?

33 +Despatch date

### Part 3 - Quotation of securities

*You need only complete this section if you are applying for quotation of securities*

34 Type of securities  
(tick one)

(a)  Securities described in Part 1

(b) All other securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

#### Entities that have ticked box 34(a)

#### Additional securities forming a new class of securities

*Tick to indicate you are providing the information or documents*

35  If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders

36  If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories  
1 - 1,000  
1,001 - 5,000  
5,001 - 10,000  
10,001 - 100,000  
100,001 and over

37  A copy of any trust deed for the additional +securities

#### Entities that have ticked box 34(b)

38 Number of securities for which +quotation is sought

39 Class of +securities for which quotation is sought

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+ See chapter 19 for defined terms.

40 Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?

If the additional securities do not rank equally, please state:

- the date from which they do
- the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
- the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

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41 Reason for request for quotation now

Example: In the case of restricted securities, end of restriction period

(if issued upon conversion of another security, clearly identify that other security)

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42 Number and +class of all +securities quoted on ASX (including the securities in clause 38)

Number	+Class

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+ See chapter 19 for defined terms.

## Quotation agreement

- 1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.
- 2 We warrant the following to ASX.
  - The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
  - There is no reason why those +securities should not be granted +quotation.
  - An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

  - Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
  - We warrant that if confirmation is required under section 1017F of the Corporations Act in relation to the +securities to be quoted, it has been provided at the time that we request that the +securities be quoted.
  - If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.
- 3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
- 4 We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.



Sign here:

Date: 10 April 2012

Company secretary

Print name:

Mark Pitts

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# GEOPACIFIC RESOURCES NL

ACN 003 208 393

10 April 2012

Company Announcements Office  
Australian Securities Exchange Limited  
20 Bridge Street  
Sydney NSW 2000

Dear Sir/Madam

## Notice given under Section 708A(5) of the Corporations Act

This notice is given by the Company under section 708A(5)(e) of the Corporations Act in relation to an issue of equity securities by the Company on 10 April 2012 without disclosure to investors under Part 6D.2 of the Corporations Act.

As at the date of this notice, the Company has complied with:

- ( a ) the provisions of Chapter 2M of the Corporations Act as they apply to the Company; and
- ( b ) section 674 of the Corporations Act.

The Company confirms that, as at the date of this notice, there is no information that:

- ( a ) has been excluded from a continuous disclosure notice given to ASX in accordance with the ASX Listing Rules; and
- ( b ) investors and their professional advisers would reasonably require for the purpose of making an informed assessment of:
  - (i) the assets and liabilities, financial position and performance, profits and losses and prospects of the Company; and
  - (ii) the rights and liabilities attaching to fully paid ordinary shares,

to the extent to which it would be reasonable for investors and their professional advisers to expect to find such information in a disclosure document.

Yours sincerely

**Geopacific Resources NL**

Mark Pitts  
Company Secretary