

ASX ANNOUNCEMENT**GEOPACIFIC RESOURCES NL**

ACN 003 208 393

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DIRECTORS

Chairman: Milan Jerkovic

Managing Director: Ron Heeks

Non-Exec Director: Mark Bojanjac

Non-Exec Director: Russell Fountain

Company Secretary: John Lewis

PROJECTS

CAMBODIA:

Kou Sa Copper

FIJI:

Sabeto/Vuda Gold-Copper

Rakiraki Gold

Nabila Copper-Gold

25 September 2013

**UPDATED NOTICE UNDER SECTION 708AA (2)(f) OF THE
CORPORATIONS ACT**

This notice is given by Geopacific Resources NL ACN 003 208 393 ("**Company**") to update the notice previously given by the Company under section 708AA(2)(f) of the *Corporations Act* 2001 ("**Act**"), as notionally modified by Australian Securities and Investments Commission Class Order 08/35 ("**CO 08/35**") on 9 September 2013 ("**708AA Notice**").

On 6 September 2013, the Company announced a non-renounceable pro rata rights issue ("**Rights Issue**") of ten (10) fully paid ordinary shares ("**New Shares**") for every seventeen (17) fully paid ordinary shares held at the record date to eligible shareholders. Pursuant to the Rights Issue, the Company may issue up to 60,000,000 New Shares at an issue price of AUD\$0.05 each, to raise a maximum of AUD\$3 million (before expenses of the issue).

On 25 September 2013, the Company issued an update to shareholders ("**Update**") detailing amendments made on 25 September 2013 to the placement agreement between the Company and Resource Capital Fund VI L.P. ("**RCF VI**") dated 15 August 2013 ("**Placement Agreement**"). The Placement Agreement provides for an equity placement to be made by the Company to RCF VI of USD\$3.0 million ("**Placement**").

In accordance with section 708AA(10) of the Act, the Company updates the 708AA Notice by providing the following information in relation to the amendments made to the Placement Agreement.

On 25 September 2013 the Placement Agreement was amended to provide for USD\$0.5 million of the Placement ("**Tranche 1**") to be made before the close of the Rights Issue. The remaining USD\$2.5 million of the Placement ("**Tranche 2**") is still to be made after the close of the Rights Issue. The price of both tranches of the Placement remains AUD\$0.05 per share.

Both tranches under the Placement Agreement remain subject to a number of standard conditions although only Tranche 2 remains subject to the conditions of the Company raising AUD\$3.0 million by way of the Rights Issue, effecting a change in company type from a public no liability company to a public company limited by shares and obtaining of all authorisations and approvals (including shareholder approval) required for Tranche 2.

If the entire placement of USD\$3.0 million is made to RCF VI (or its associates), RCF VI is still expected to acquire voting power in approximately 28% of the issued shares of the Company. Further details on the effect on change of control from the Placement are detailed in the Offer Document lodged with ASX on 9 September 2013, the Notice of Meeting lodged with ASX on 6 September 2013 and the Update lodged with ASX on 9 September 2013. The Offer Document, Notice of Meeting and Update may be viewed on the websites of the Company and ASX.

John Lewis
Company Secretary