

25 September 2013

Dear Shareholder,

UPDATE TO SHAREHOLDERS

On 6 August 2013 Geopacific Resources NL ("Geopacific or the Company") sent to all shareholders a notice of meeting ("Notice of Meeting") to convene an Extraordinary General Meeting ("EGM") of Shareholders on 7 October 2013.

The meeting was convened for shareholders to consider a number of Resolutions including Resolution 1, as follows:

"To consider and, if thought fit, to pass, with or without amendment, the following resolution as an ordinary resolution:

That, for the purposes of item 7 in the table in section 611 of the Corporations Act, Listing Rule 7.1 and for all other purposes, approval is given for the Company to allot and issue Shares to Resource Capital Fund VI L.P. (or its associates) on the terms and conditions set out in the Explanatory Statement accompanying this Notice."

As advised in the Explanatory Statement accompanying the Notice of Meeting ("Explanatory Statement"), Resource Capital Fund VI L.P. ("RCF") had entered into an agreement with Geopacific on 15 August 2013 to provide to the Company an equity placement of USD\$3.0 million ("Placement"). The Explanatory Statement noted that the Placement was subject to a number of conditions which only RCF could waive including Geopacific raising AUD\$3.0 million by way of a non-renounceable 10 for 17 rights issue at an issue price of AUD\$0.05 per Share ("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 the Placement. On 18 September 2013, the Offer Document ("Offer Document") for the Rights Issue was despatched to all shareholders entitled to participate as at the Record Date (5:00pm EST 17 September 2013).

SINCE THE DATE THE NOTICE OF MEETING AND OFFER DOCUMENT WAS SENT TO SHAREHOLDERS GEOPACIFIC AND RCF HAVE RENEGOTIATED THE TERMS OF THE PLACEMENT.

1. The Placement will now be made in two (2) Tranches: Tranche 1 of USD\$500,000 to be advanced to Geopacific prior to the finalisation of Geopacific's AUD\$3.0 million Rights Issue.
2. Tranche 2 in the amount of USD\$2.5 million to be advanced upon the successful completion of the Rights Issue.

Both Tranches remain subject to a number of standard conditions although only Tranche 2 remains subject to the conditions of Geopacific 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.

The advance of USD\$500,000 pursuant to Tranche 1 will enable Geopacific to complete a comprehensive Airborne Geophysical Survey over the Kou Sa project.

Tranche 1 will be advanced prior to the EGM and as such the approximately 10.8 million fully paid ordinary shares to be issued at an issue price AUD\$0.05 per share as a result of Tranche 1 (assuming a \$USD/AUD exchange rate of 0.93/1) will be issued pursuant to Geopacific's 15% capacity under Listing Rule 7.1. The actual amount of shares to be issued under Tranche 1 will be determined by converting Tranche 1 from USD\$ to AUD\$ using the spot \$USD/AUD exchange rate at 10.00am on the date Tranche 1 is advanced.

Upon completion of Tranche 1, RCF will hold approximately 10% of the issued capital of the Company (on an undiluted basis and assuming no conversion of the existing convertible notes). Neither RCF nor its associates will be entitled to vote on the resolutions to be considered at the EGM. Upon completion of Tranche 2 (and assuming all conditions for Tranche 2 are satisfied) then RCF will hold approximately 28% of the issued capital of the Company (on an undiluted basis and assuming no conversion of the existing convertible notes) as per the Explanatory Statement.

Tranche 2 will also be conducted at an issue price of AUD\$0.05 and otherwise on the terms set out in the Explanatory Statement.

The Independent Expert, RM Capital Pty Ltd, has confirmed that the above variation to the Placement does not alter its opinion that the transaction with RCF is fair and reasonable to non-associated shareholders of the Company.

All other Resolutions to be considered at the Meeting remain the same.

To the extent that the Explanatory Statement or the Offer Document is inconsistent with this update, then to the extent of the inconsistency, this update will prevail.

Should you have any queries regarding this matter please do not hesitate to contact Geopacific at the Company's offices.

Regards



John Lewis
Company Secretary