

GEOPACIFIC RESOURCES LIMITED

ACN 003 208 393

ASX Code: GPR

info@geopacific.com.au

www.geopacific.com.au

AUSTRALIAN OFFICE

Level 1, 278 Stirling Highway

Claremont, WA 6010.

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Claremont, WA 6910.

T +61 8 6143 1823

FIJI OFFICE

PO Box 9975

Nadi Airport

Nadi

T +679 6 72 7150

F +679 6 72 7152

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

MEDIA CONTACTS

Collins Street Media

Ian Howarth + 61 3 9223 2465

ASX Limited
Level 40, Central Park
152-158 St George's Terrace
Perth WA 6000

Attention: Dale Allen

LETTERS TO SHAREHOLDERS AND OPTIONHOLDERS

Please find attached letters to shareholders and optionholders with respect to the company's Non-Renounceable Rights Issue.

Under the Rights Issue, existing eligible shareholders of the Company will be offered 1 new share for every 6 shares held by them at the Record Date.

Any queries in regard to the rights issue should be directed to the Company Secretary at the Company's offices.

For and on behalf of the Board



Mr John Lewis
Company Secretary

9 December 2014

9 December 2014

Dear Shareholder,

NON-RENOUNCEABLE RIGHTS ISSUE – NOTIFICATION TO ELIGIBLE SHAREHOLDERS

On 28 November and 8 December 2014, Geopacific Resources Limited (**Company**) announced a capital raising comprised of:

- (a) a placement to institutional and sophisticated investors to raise approximately \$2.5 million (before costs) (**Placement**); and
- (b) a fully underwritten non-renounceable rights issue (**Rights Issue Offer**) of one (1) fully paid ordinary share (**New Share**) for every six (6) existing shares held as at 5.00pm (WST) on 17 December 2014 (**Record Date**) to shareholders with a registered address in Australia, New Zealand, United Kingdom, Canada, Hong Kong, Singapore and Indonesia (**Eligible Shareholders**).

A prospectus in relation to the Rights Issue Offer was lodged with the Australian Securities and Investments Commission (**ASIC**) and ASX on 8 December 2014 (**Prospectus**) and will be mailed to Eligible Shareholders in accordance with the timetable below.

Details of the Rights Issue Offer

Pursuant to the Rights Issue Offer, the Company will issue 52,631,579 New Shares at an issue price of \$0.057 per New Share to raise approximately \$3 million before costs.

The Rights Issue Offer is fully underwritten by BBY Limited (**Underwriter**). The Underwriter has entered into a sub-underwriting agreement with RCF VI, to an aggregate value of \$3 million.

The New Shares will rank equally in all respects with the Company’s existing shares. The Company will apply to the ASX for quotation of the New Shares.

Shareholders who choose not to take up their entitlement will receive no value in respect of their entitlement and their shareholding in the Company will be diluted.

Details of the Placement

On 8 December 2014, the Company completed the Placement and raised a total of \$2.5 million by the issue of up to 43,630,438 Shares at \$0.0575 per Share.

Use of funds

The Company intend to apply the proceeds from the Rights Issue Offer together with the Company’s existing cash reserves for the following purposes:

- a) further exploration on the Kou Sa Project;
- b) provide additional working capital; and
- c) to fund expenses of the capital raising.

Timetables

The Company expects the Rights Issue Offer to be conducted in accordance with the following timetable:

| Event | Date |
|---|------------------|
| Lodgment date | 8 December 2014 |
| “Ex” date | 15 December 2014 |
| Record date to determine entitlements for the Offer | 17 December 2014 |

| | |
|--|----------------------------|
| Prospectus with entitlement and acceptance form dispatched | 22 December 2014 |
| Rights Issue Offer opens for receipt of applications | 22 December 2014 |
| Closing date for acceptances | 5pm WST on 23 January 2015 |
| New Shares quoted on a deferred settlement basis | 27 January 2015 |
| Notify ASX of under subscriptions | 29 January 2015 |
| Allotment and issue of New Shares | 2 February 2015 |
| Dispatch of holding statements for New Shares | 2 February 2015 |
| Normal trading of New Shares commences on the ASX | 3 February 2015 |

** The timetable is indicative only and subject to change. The Company reserves the right, subject to the Corporations Act 2001 (Cth) and the ASX Listing Rules, to amend the above dates.*

Capital Structure

A comparative table of changes in the capital structure of the Company as a consequence of the capital raising is set out below, assuming the Rights Issue Offer is fully subscribed, and no existing Options are exercised.

| Event | Shares |
|--|--------------------|
| Shares on issue at the date of the Prospectus | 334,410,848 |
| New Shares to be issued under the Rights Issue Offer | 52,631,579 |
| TOTAL ISSUED SHARES | 387,042,427 |
| Event | Options |
| Unlisted Options exercisable at \$0.07425 on or before 5 August 2017 on issue at the date of the Prospectus | 1,688,768 |
| Unlisted options exercisable at \$5 each expiring 10 years after the defining on Faddy's Gold Deposit, a JORC compliant ore reserve of over 1,000,000 of contained gold, on issue at the date of the Prospectus | 200,000 |
| Unlisted 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 of contained gold, on issue at the date of this Prospectus | 800,000 |
| Unlisted Options exercisable at \$0.30 on or before 5 April 2015 on issue at the date of this Prospectus. | 2,000,000 |
| TOTAL ISSUED OPTIONS | 4,688,768 |

Eligible Shareholders will receive a copy of the Prospectus and a personalised entitlement and application form (**Application Form**) shortly. You must follow the instructions in the Application Form to take up your entitlements.

A copy of the Prospectus may also be viewed on the Company's website www.geopacific.com.au or the ASX website.

If you have any questions, please call the Company Secretary on +61 8 6143 1823 at any time between 8.30am to 5.30pm (WST), Monday to Friday before the Rights Issue Offer closes, or consult your stockbroker or professional advisor.

The Company thanks you for your continuing support.

Yours faithfully,

A handwritten signature in black ink, appearing to read "John Lewis". The signature is fluid and cursive, with the first name "John" and the last name "Lewis" clearly distinguishable.

John Lewis
Company Secretary
Geopacific Resources Limited

9 December 2014

Dear Shareholder,

NON-RENOUNCEABLE RIGHTS ISSUE – NOTIFICATION TO NON-QUALIFYING FOREIGN SHAREHOLDERS

On 28 November and 8 December 2014, Geopacific Resources Limited (**Company**) announced a capital raising comprised of:

- (a) a placement to institutional and sophisticated investors to raise approximately \$2.5 million (before costs) (**Placement**); and
- (b) a fully underwritten non-renounceable rights issue (**Rights Issue Offer**) of one (1) fully paid ordinary share (**New Share**) for every six (6) existing shares held as at 5.00pm (WST) on 17 December 2014 to shareholders with a registered address in Australia, New Zealand, United Kingdom, Canada, Hong Kong, Singapore and Indonesia to raise approximately \$3 million (before costs).

On 8 December 2014, the Company completed the Placement and raised a total of \$2.5 million by the issue of up to 43,630,438 Shares at \$0.0575 per Share.

The Company has decided that it is unreasonable to make offers under the Rights Issue Offer to shareholders with a registered address outside Australia, New Zealand, United Kingdom, Canada, Hong Kong, Singapore and Indonesia (**Non-Qualifying Foreign Shareholders**), having regard to the number of such shareholders, their holdings and the compliance costs required to offer the New Shares under the Rights Issue Offer to those shareholders.

Unfortunately, since you are a Non-Qualifying Foreign Shareholder, no offer is being made to you and the prospectus prepared by the Company in relation to the Rights Issue Offer will not be sent to you.

This letter is not an offer to issue New Shares to you, nor an invitation for you to apply for New Shares.

You do not have to take any further action in relation to the Rights Issue Offer.

Should you have any questions regarding the Rights Issue Offer you may contact the Company on +61 8 6143 1823.

Yours sincerely,



John Lewis
Company Secretary
Geopacific Resources Limited

9 December 2014

Dear Optionholder,

NON-RENOUNCEABLE RIGHTS ISSUE – NOTIFICATION TO OPTIONHOLDERS

On 28 November and 8 December 2014, Geopacific Resources Limited (**Company**) announced a capital raising comprising of:

- a) a placement to institutional and sophisticated investors to raise approximately \$2.5 million (before costs) (Placement); and
- b) a fully underwritten non-renounceable rights issue (Rights Issue Offer) of one (1) fully paid ordinary share (New Share) for every six (6) existing shares held as at 5.00pm WST on 17 December 2014 (Record Date) to shareholders with a registered address in Australia, New Zealand, United Kingdom, Canada, Hong Kong, Singapore and Indonesia to raise approximately \$3 million (before costs).

On 8 December 2014, the Company completed the Placement, and raised a total of \$2.5 million by the issue of up to 43,630,438 Shares at \$0.0575 per Share.

Details of the Rights Issue Offer

Under the Rights Issue Offer, the Company will issue 52,631,579 New Shares at an issue price of \$0.057 per New Share to raise approximately \$3 million before costs.

The Rights Issue Offer is fully underwritten by BBY Limited (**Underwriter**). The Underwriter has entered into a sub-underwriting agreement with RCF VI, to an aggregate value of \$3 million.

A prospectus in relation to the Rights Issue Offer was lodged with the Australian Securities and Investments Commission (**ASIC**) and ASX on 8 December 2014 (**Prospectus**) and is available on the Company's website www.geopacific.com.au and the ASX website.

The Record Date for the purposes of determining security holders entitled to participate in the Rights Issue Offer is 5.00pm WST on 17 December 2014. The Prospectus will be despatched to all eligible shareholders on 22 December 2014.

Optionholder participation in Rights Issue

The purpose of this letter is to give you notice that if you wish to participate in the Rights Issue Offer with respect to your options, you must exercise your options before the Record Date.

To ensure that your shares are allotted before the Record Date, your option exercise notice together with the correct monies must be received by the Company, **no later than 5.00pm WST on 16 December 2015**. Any notice of exercise of option received after this date cannot be assured of allotment before the Record Date.

To obtain an option exercise notice, please contact the Company Secretary, between 9.00am and 5.00pm (WST) on business days by calling +61 8 6143 1823.

Before deciding whether to exercise all or any of your options, you should consider the terms of the Rights Issue Offer carefully and if in any doubt, consult with your professional advisor.

If you do not wish to participate in the Rights Issue Offer (in respect of your options) you do not need to take any action.

Yours sincerely,



John Lewis
Company Secretary
Geopacific Resources Limited