

3 JULY 2015**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.
PO Box 439,
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

\$23 MILLION PLACEMENT & FULLY UNDERWRITTEN RIGHTS ISSUE

Geopacific Resources Limited (“Geopacific or the Company”) is pleased to announce that it has agreed to a placement totalling \$9.0 million (“Placement”). In conjunction with the Placement, the Company intends to undertake a fully underwritten pro-rata non-renounceable Rights Issue (“Rights Issue”) to raise a further \$14.0 million.

- **Fully funded exploration vehicle**
- **Funded to maiden resource & scoping study**
- **Strong support from major institutional shareholders**
- **\$9.0 m Placement to two specialist resource funds**
- **\$14.0 m Fully underwritten Rights Issue.**

Geopacific has ensured the greatest possibility of success for the Kou Sa copper/gold project in Cambodia by securing sufficient funds to cover anticipated activities for the next 12 months. Geopacific plans to move the Company from an exploration project with impressive drill results to achieving the major milestones of a maiden resource and scoping study. This fund raising will cover an aggressive multi-rig drilling program and 2 vendor payments

PLACEMENT

Geopacific has entered into binding agreements with two specialist resource fund groups, Resource Capital Fund VI L P (“RCF”) and Tembo Capital Mining Fund LP (through one of its associated companies) (“Tembo”) to place 150 million fully paid ordinary shares in Geopacific at an issue price of AUD\$0.06 cents per share. At the completion of the Placement, Tembo will have an interest in the Company of 17.9% and RCF will have maintained its interest in the Company at 35.9%. The Placement will form the cornerstone of an overall funding strategy that will raise \$23.0 million.

The Placement will be completed, utilising the 50,000,000 shares authorised by shareholders at the Company’s AGM on 30 May 2015 as well as the Company’s existing capacity pursuant to ASX Listing Rules 7.1 and 7.1A.

GPR’s Managing Director Ron Heeks said *“RCF continues to be a strong supporter of Geopacific and to have a second private equity fund group, in Tembo, investing in the company is a positive endorsement of the Geopacific’s potential.”*



RIGHTS ISSUE

In conjunction with the Placement, Geopacific intends to undertake a fully underwritten non renounceable Rights Issue. The offer to eligible shareholders is for 10 new shares for every 21 shares held at the record date at a price of \$0.055 per share to raise up to AUD\$14.0 million. Geopacific has agreed a mandate with Blue Ocean Equities to act as Underwriter and Lead Manager (subject to negotiating formal terms). RCF and Tembo are proposed to act as sub-underwriters to the Rights Issue.

Geopacific will announce the Rights Issue timetable and provide the offer documentation in the near future.

Managing Director Ron Heeks ***“The funds raised will allow Geopacific to meet its next two obligations to the Kou Sa project vendors and with continued exploration success, we expect to have a completed scoping study next year.”***

FUNDING PACKAGE FOR EXPLORATION PROGRAM

The funding package will raise a total of AUD\$23.0 million before costs, allowing Geopacific to advance its immediate exploration program stimulated by the compelling results to date at the Kou Sa Project in Cambodia.

Further details of both the Kou Sa Project in Cambodia and the Company’s other Projects in Fiji including the results of the most recent exploration are included on the Company’s website.

ABOUT RCF

Resource Capital Funds ("RCF" or the "Funds") are private equity funds with mandates to make investments exclusively in the mining sector across a diversified range of hard mineral commodities and geographic regions. The Funds are managed by RCF Management L.L.C. which has its principal office in Denver and additional offices in Perth, New York (Long Island) and Toronto. RCF pioneered the concept of mining-focused private equity funds and strives to produce superior returns to its investors, portfolio companies and fellow equity investors. Since inception, RCF has supported 135 mining companies (and several mining-services companies) involving projects located in 44 countries and relating to 29 commodities.

RCF is currently investing its sixth fund, Resource Capital Fund VI L.P., with committed capital of \$2.04 billion and currently manages three other active private equity funds, Resource Capital Fund V L.P., Resource Capital Fund IV L.P. and Resource Capital Fund III L.P. The Fund's committed capital is sourced primarily from US-based institutional investors. Further information about resource Capital Funds can be found on its website: resourcecapitalfunds.com.

RCF has experience in building management teams specifically suited to develop and/or operate assets and has the resources and networks to draw upon to source top talent from around the world. In addition to providing financing, RCF has the in-house technical and financial expertise to actively guide a mining company’s management team through the process of raising capital in the public equity and project financing markets. RCF’s management team consist of individuals with extensive commercial and technical experience in the mining industry.

ABOUT TEMBO

Tembo Capital Mining Fund LP (“Tembo”) is a mining private equity fund group, which specialises in Africa and selectively in other emerging markets. Tembo aims to invest and support junior mining companies, which are actively developing quality assets, over a medium to long-term investment horizon.

Tembo has a strong, technically-orientated team of experienced private equity investment and mining finance professionals, with long histories of association with Africa and other emerging markets.

ABOUT GEOPACIFIC AND KOU SA, CAMBODIA

The Company

Geopacific is actively exploring for copper and gold in Cambodia and Fiji. In Cambodia, its rapidly emerging Kou-Sa copper-gold project brings together the expertise of Geopacific (acquiring 85%) with the country's largest conglomerate The Royal Group (15% partner).

Ownership

In 2013 GPR agreed to acquire the Kou-Sa licence from a private Korean investor's company which had undertaken limited shallow exploration.

Location

Kou Sa is in Cambodia's Chheb district, Phreah Vihear province a 3hr drive from Siem Reap international airport on a bitumen regional highway or alternatively a 5hr drive from Phnom Penh. The current tenure at Kou Sa covers 158km².

Discovery

Kou Sa was identified by French geologists in the 1960's before the Vietnamese and regional civil wars. In 2009, the Vendors began shallow drilling along parts of visibly outcropping mineralisation. In 2013 Geopacific commenced detailed exploration including airborne magnetics (3,800 line kms), regional soil geochemistry (approx. 8,000 samples) and detailed IP and EM geophysics. This identified a number of high priority prospects in an East – West arc.

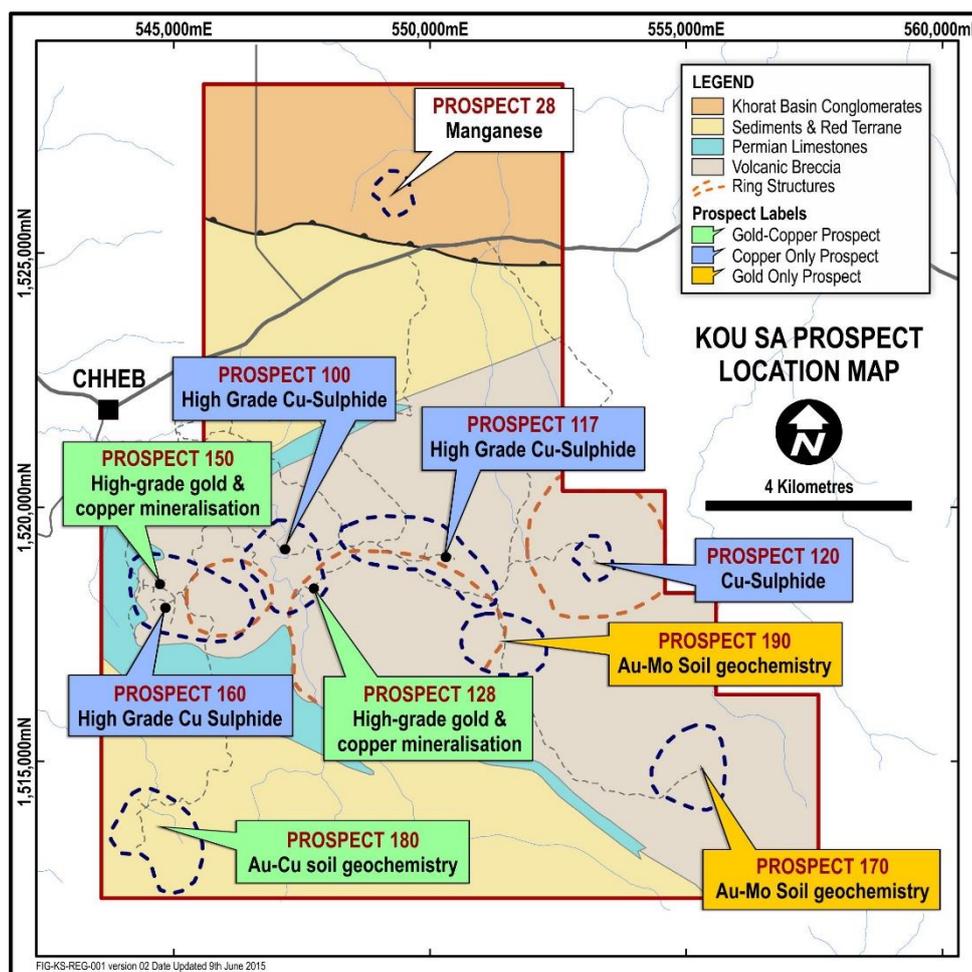


Figure 1: Kou Sa Prospect Location Map