

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 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

Geopacific Resources Limited

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 | Fully paid ordinary shares |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 150,000,000 |
| 3 | Principal terms of the +securities (e.g. 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) | Fully paid ordinary shares to rank equally with existing listed ordinary shareholders |

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

<p>4 Do the +securities rank equally in all respects from the +issue date 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"> • 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 	<p>Yes – from the date of issue</p>
<p>5 Issue price or consideration</p>	<p>As announced on ASX on 8 March 2019, issued pursuant to the binding term sheet (Terms Sheet) entered into with Kula Gold Limited (Kula) in respect of the acquisition of Kula’s 40% interest in the Woodlark Gold Project (Woodlark Project) in consideration for:</p> <ol style="list-style-type: none"> (a) the cancellation by way of a selective buy-back of Geopacific’s 85.01% interest in Kula (Kula Share Interest); (b) subject to the selective buy-back of the Kula Share Interest, the issue of 150 million Shares to be distributed in-specie to Kula’s shareholders (other than Geopacific) (Consideration Shares); (c) the payment by Geopacific to Kula of an amount equal to the amount, as at Completion, of the intercompany debt between Geopacific, as lender, and Kula, as borrower (Geopacific Debt) to be applied at Completion against the Geopacific Debt; (d) the payment by Geopacific to Kula of an additional \$20,000 in cash; and (e) an assignment by Kula to Geopacific of the full value of any receivable owing by Woodlark Mining Limited to Kula.
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>Issued in consideration for the acquisition of Kula’s 40% interest in the Woodlark Project as detailed above.</p>

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

6a	Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A? If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i	Yes
6b	The date the security holder resolution under rule 7.1A was passed	30 May 2019
6c	Number of +securities issued without security holder approval under rule 7.1	Nil
6d	Number of +securities issued with security holder approval under rule 7.1A	Nil
6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	150,000,000 shares. Shareholders approval was received at a general meeting held on 25 June 2019.
6f	Number of +securities issued under an exception in rule 7.2	Nil
6g	If +securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the +issue date and both values. Include the source of the VWAP calculation.	N/A
6h	If +securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	N/A
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	Rule 7.1 – 411,286,069 Rule 7.1A – 274,190,713

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

7	<p>⁺Issue dates</p> <p>Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A.</p> <p>Cross reference: item 33 of Appendix 3B.</p>	2 July 2019
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	Number	+Class														
8	Number and ⁺ class of all ⁺ securities quoted on ASX (including the ⁺ securities in section 2 if applicable)	Fully paid ordinary shares														
9	Number and ⁺ class of all ⁺ securities not quoted on ASX (including the ⁺ securities in section 2 if applicable)	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 30%;">Number</th> <th style="width: 70%;">+Class</th> </tr> </thead> <tbody> <tr> <td style="vertical-align: top;">800,000</td> <td style="vertical-align: top;">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.</td> </tr> <tr> <td style="vertical-align: top;">200,000</td> <td style="vertical-align: top;">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 of contained gold.</td> </tr> <tr> <td style="vertical-align: top;">17,188,778</td> <td style="vertical-align: top;">Class A Plan Options with a zero exercise price, with an expiry date of 10 July 2019.</td> </tr> <tr> <td style="vertical-align: top;">24,265,874</td> <td style="vertical-align: top;">Class B Plan Options with a zero exercise price, with an expiry date of 10 July 2021.</td> </tr> <tr> <td style="vertical-align: top;">20,218,500</td> <td style="vertical-align: top;">Class C Plan Options exercisable at \$0.0408, with an expiry date of 10 July 2023.</td> </tr> <tr> <td style="vertical-align: top;">22,365,070</td> <td style="vertical-align: top;">SAR's with a theoretical exercise price of the share price at grant date, with an expiry date of 10 July 2022.</td> </tr> </tbody> </table>	Number	+Class	800,000	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.	200,000	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 of contained gold.	17,188,778	Class A Plan Options with a zero exercise price, with an expiry date of 10 July 2019.	24,265,874	Class B Plan Options with a zero exercise price, with an expiry date of 10 July 2021.	20,218,500	Class C Plan Options exercisable at \$0.0408, with an expiry date of 10 July 2023.	22,365,070	SAR's with a theoretical exercise price of the share price at grant date, with an expiry date of 10 July 2022.
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24,265,874	Class B Plan Options with a zero exercise price, with an expiry date of 10 July 2021.															
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22,365,070	SAR's with a theoretical exercise price of the share price at grant date, with an expiry date of 10 July 2022.															

+ See chapter 19 for defined terms.

10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	N/A
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Part 2 - Pro rata issue

11	Is security holder approval required?	N/A
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12	Is the issue renounceable or non-renounceable?	N/A
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13	Ratio in which the +securities will be offered	N/A
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14	+Class of +securities to which the offer relates	N/A
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15	+Record date to determine entitlements	N/A
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16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	N/A
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17	Policy for deciding entitlements in relation to fractions	N/A
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18	<p>Names of countries in which the entity has security holders who will not be sent new offer documents</p> <p><small>Note: Security holders must be told how their entitlements are to be dealt with.</small></p> <p><small>Cross reference: rule 7.7.</small></p>	N/A
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19	Closing date for receipt of acceptances or renunciations	N/A
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20	Names of any underwriters	N/A
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21	Amount of any underwriting fee or commission	N/A
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+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

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 offer documents 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
32	How do security holders dispose of their entitlements (except by sale through a broker)?	N/A
33	+Issue date	N/A

+ See chapter 19 for defined terms.

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

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

40 Do the +securities rank equally in all respects from the +issue date 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

N/A

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)

N/A

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

Number	+Class
N/A	N/A

+ 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.
- 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 is not available now, we 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:



Company Secretary

Date: 2 July 2019

Print name: Matthew Smith

+ See chapter 19 for defined terms.

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Appendix 3B – Annexure 1

Calculation of placement capacity under rule 7.1 and rule 7.1A for eligible entities

Introduced 01/08/12 Amended 04/03/13

Part 1

Rule 7.1 – Issues exceeding 15% of capital	
<i>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</i>	
<i>Insert</i> number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue	2,081,907,130
<i>Add</i> the following: <ul style="list-style-type: none"> • Number of fully paid +ordinary securities issued in that 12 month period under an exception in rule 7.2 • Number of fully paid +ordinary securities issued in that 12 month period with shareholder approval • Number of partly paid +ordinary securities that became fully paid in that 12 month period <p><i>Note:</i></p> <ul style="list-style-type: none"> • <i>Include only ordinary securities here – other classes of equity securities cannot be added</i> • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	510,000,000 shares on 5 April 2019 150,000,000 shares on 2 July 2019
<i>Subtract</i> the number of fully paid +ordinary securities cancelled during that 12 month period	N/A
“A”	2,741,907,130

+ See chapter 19 for defined terms.

Step 2: Calculate 15% of “A”	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
Multiply “A” by 0.15	411,286,069
Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used	
<p><i>Insert</i> number of +equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued:</p> <ul style="list-style-type: none"> • Under an exception in rule 7.2 • Under rule 7.1A • With security holder approval under rule 7.1 or rule 7.4 <p><i>Note:</i></p> <ul style="list-style-type: none"> • <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i> • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	Nil
“C”	Nil
Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1	
<p>“A” x 0.15</p> <p><i>Note: number must be same as shown in Step 2</i></p>	411,286,069
<p>Subtract “C”</p> <p><i>Note: number must be same as shown in Step 3</i></p>	Nil
<p>Total [“A” x 0.15] – “C”</p>	411,286,069 <i>Note: this is the remaining placement capacity under rule 7.1</i>

+ See chapter 19 for defined terms.

Part 2

Rule 7.1A – Additional placement capacity for eligible entities	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
“A” <i>Note: number must be same as shown in Step 1 of Part 1</i>	2,741,907,130
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	274,190,713
Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used	
Insert number of +equity securities issued or agreed to be issued in that 12 month period under rule 7.1A Notes: <ul style="list-style-type: none"> • <i>This applies to equity securities – not just ordinary securities</i> • <i>Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	Nil
“E”	Nil

+ See chapter 19 for defined terms.

Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A	
“A” x 0.10 <i>Note: number must be same as shown in Step 2</i>	274,190,713
Subtract “E” <i>Note: number must be same as shown in Step 3</i>	Nil
Total [“A” x 0.10] – “E”	274,190,713 <i>Note: this is the remaining placement capacity under rule 7.1A</i>

+ See chapter 19 for defined terms.

Top 20 Holdings

Geopacific Resources Limited

02-07-2019



Security Classes

Fully Paid Ordinary Shares

Holder Name	Securities	%
NDOVU CAPITAL IV B V	746,334,767	27.220%
DELPHI UNTERNEHMENBERATUNG	440,910,842	16.080%
HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	251,314,552	9.166%
J P MORGAN NOMINEES AUSTRALIA PTY LIMITED	160,411,111	5.850%
KULA GOLD LIMITED	150,000,000	5.471%
HOME IDEAS SHOW PTY LTD <UB PROMOTIONS SPF A/C>	95,366,470	3.478%
GWYNVILL TRADING PTY LTD	55,774,553	2.034%
MR CRAIG GRAEME CHAPMAN <NAMPAC DISCRETIONARY A/C>	50,000,000	1.824%
WASHINGTON H SOUL PATTINSON AND COMPANY	46,414,212	1.693%
HOME IDEAS SHOW PTY LTD <UB PROMOTIONS SPF A/C>	29,581,427	1.079%
MR DANIEL MCDONAGH	25,000,000	0.912%
BRIAR PLACE PTY LTD <ATF MJ FAMILY TRUST A/C>	24,411,765	0.890%
DIXSON TRUST PTY LIMITED	24,000,000	0.875%
HENDERSON INTERNATIONAL PTY LIMITED <HENDERSON SUPER FUND A/C>	22,813,523	0.832%
ZERO NOMINEES PTY LTD	19,500,000	0.711%
QUOTIDIAN NO 2 PTY LTD	18,813,496	0.686%

Holder Name	Securities	%
NATIONAL NOMINEES LIMITED	18,570,982	0.677%
BNP PARIBAS NOMINEES PTY LTD <PEEL HUNT CLTS ASSET DRP >	15,815,999	0.577%
ILWELLA PTY LTD	14,000,000	0.511%
MR ANTHONY WILLIAM OLDING & MRS CAROLINE ANNE OLDING	13,354,218	0.487%
	TOTALS	2,222,387,917
		81.053%

Total Securities of Top 20 Holdings : 2,222,387,917

Total Securities: 2,741,907,130

Analysis of Holdings

Geopacific Resources Limited

02-07-2019

BoardRoom

Security Classes

Fully Paid Ordinary Shares

Holdings Ranges	Holders	Total Units	%
1 - 1,000	42	7,221	0.000
1,001 - 5,000	25	75,596	0.003
5,001 - 10,000	30	265,267	0.010
10,001 - 100,000	531	23,798,077	0.868
100,001 - 99,999,999,999	486	2,717,760,969	99.119
	TOTAL	2,741,907,130	100