



GEOPACIFIC

RESOURCES LIMITED

ACN 003 208 393

NOTICE OF ANNUAL GENERAL MEETING

&

EXPLANATORY STATEMENT

For the meeting to be held at 10:00am (WST) on Monday, 31 May 2021

At

**Level 1, 278 Stirling Highway
Claremont
Western Australia**

and

Via teleconference

As a result of the uncertainty and potential health risks created by the Coronavirus (COVID-19) pandemic, the Board has determined that the Annual General Meeting will be held as a hybrid meeting with Shareholders able to attend in person at Level 1, 278 Stirling Highway, Claremont, WA 6010 or via teleconference. Further information on how to access the teleconference facility are set out in the proceeding section of this Notice of Annual General Meeting.

The Company encourages its Shareholders to consider lodging a directed proxy in advance of the Annual General Meeting. The Company is happy to accept and answer questions prior to the close of proxy voting via email. Such questions should be forwarded to the following email address info@geopacific.com.au.

If the situation in relation to COVID-19 were to change in a way that materially affects the position above, the Company will provide a further update ahead of the Meeting via the ASX Market Announcements Platform and on the Company's website at www.geopacific.com.au.

The Company will not be despatching physical copies of the Notice of Annual General Meeting. Instead, Shareholders who have requested a notice of meeting by mail will be provided with letter notification and directions on how to access a copy of the Notice at www.geopacific.com.au.

This Notice of Annual General Meeting and Explanatory Statement should be read in its entirety. If Shareholders are in doubt as to how to vote, they should seek advice from their professional advisor without delay.

Should you wish to discuss the matters in this Notice of Annual General Meeting and Explanatory Statement, please do not hesitate to contact the Company Secretary on + 61 8 6143 1820.

23 April 2021

Dear fellow Geopacific Shareholder

Please find enclosed the Notice of Annual General Meeting for the Shareholders' Meeting to be held at 10:00am (WST) on Monday, 31 May 2021 as a hybrid meeting with Shareholders able to attend in person at Level 1, 278 Stirling Highway, Claremont, WA 6010 and via teleconference.

As a result of the uncertainty and potential health risks created by the Coronavirus (COVID-19) pandemic, your Directors have decided to hold the Annual General Meeting as a hybrid meeting. The Company requests that any Shareholder who is not feeling well on the day elects to participate in the meeting by telephone.

Shareholders who plan to attend the Meeting by telephone and who wish to vote at the meeting rather than submitting a proxy form should contact the Company at info@geopacific.com.au prior to 5:00pm (WST) on Thursday, 27 May 2021, at which point the Company will email you a personalised poll form for the purpose of voting on a poll at the Meeting. Further information is set out in proceeding section of this Notice of Annual General Meeting.

The purpose of the meeting is to seek shareholder approval in accordance with the *Corporations Act 2001* (Cth) and the ASX Listing Rules to a number of resolutions, which are set out in the attached Notice of Annual General Meeting.

Your Directors seek your support and look forward to your participation at the meeting.

Yours faithfully



Ian Clyne
Chairman

GEOPACIFIC RESOURCES LIMITED
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NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Geopacific Resources Limited (**Geopacific** or **Company**) will be convened at 10:00am (WST) on Monday 31 May 2021 at Level 1, 278 Stirling Highway, Claremont, WA 6010 and via teleconference.

Terms used in this Notice of Annual General Meeting and accompanying Explanatory Statement are defined in the glossary to this document.

ORDINARY BUSINESS

Discussion of Financial Statements and Reports

To discuss the Annual Financial Report, the Directors' Report and Auditor's Report for the year ended 31 December 2020.

Note: there is no requirement for Shareholders to approve these Reports.

Resolution 1 - Adoption of the Remuneration Report

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as a **non-binding resolution**:

"That, for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's Annual Report for the financial year ended 31 December 2020."

Voting Prohibition Statement

In accordance with the Corporations Act, the Company will disregard any votes cast on this Resolution:

- by or on behalf of a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report, or their Closely Related Parties (including spouses, dependants and controlled companies), regardless of the capacity in which the votes are cast; or
- by a person who is a member of the Key Management Personnel at the date of the Meeting, or their Closely Related Parties, as a proxy.

However, votes will not be disregarded if they are cast as a proxy for a person entitled to vote on the Resolution:

- in accordance with a direction as to how the proxy is to vote on the Resolution; or
- the person is the Chair of the Meeting and the appointment of the Chair as proxy:
 - does not specify the way the proxy is to vote on the Resolution; and
 - expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

Resolution 2 - Re-Election of Director – Mr Ian Clyne

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

"That, for the purpose of clause 12.3(a) of the Company's Constitution, ASX Listing Rule 14.4 and for all other purposes, Mr Ian Clyne, a Director, retires and being eligible, is re-elected as a Director."

Resolution 3 - Re-Election of Director – Sir Charles Lepani

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

"That, for the purpose of clause 12.3(b) of the Company's Constitution, ASX Listing Rule 14.4 and for all other purposes, Sir Charles Lepani, a Director, retires and being eligible, is re-elected as a Director."

Resolution 4 – Approval to increase Total Aggregate Annual Remuneration of Non-Executive Directors

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

"That pursuant to the Company's Constitution, and for the purposes of ASX Listing Rule 10.17, Non-Executive Directors fees be payable to an amount not exceeding \$600,000 per annum".

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Voting Exclusion Statement

The Company will disregard any votes cast on Resolution 4 or on behalf of:

- any Director of the Company; or
- any associate of those persons.

However, this does not apply to a vote cast in favour of this Resolution by:

- a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in this way; or
- the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition Statement

A person appointed as a proxy must not vote, on the basis of that appointment, on the Resolution if:

- the proxy is either:
 - a member of the Key Management Personnel; or
 - a Closely Related Party of such a member; and
- the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- the proxy is the Chair; and
- the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

GENERAL NOTES

The Explanatory Statement to Shareholders attached to this Notice of Annual General Meeting is hereby incorporated into and forms part of this Notice of Annual General Meeting.

Coronavirus (COVID-19)

The Company's Annual General Meeting is due to be held at 10:00am (WST) on Monday, 31 May 2021 at Level 1, 278 Stirling Highway, WA 6010 and via teleconference.

As a result of the uncertainty and potential health risks created by the Coronavirus (COVID-19) pandemic, your Directors have decided to hold the Annual General Meeting as a hybrid meeting. The Company requests that any Shareholder who is not feeling well on the day elects to participate by telephone.

The Company encourages its Shareholders to consider lodging a directed proxy in advance of the Meeting. To lodge your directed proxy in advance of the Meeting, please follow the steps set out in your enclosed personalised Proxy Form and lodge it by 10:00am (WST) on Saturday, 29 May 2021.

If you wish to ask questions of the Board, Shareholders are encouraged to lodge questions in advance of the Meeting by emailing info@geopacific.com.au by no later than 5:00pm (WST) on Thursday 27 May 2021.

If it becomes necessary or appropriate to make alternative arrangements for the holding or conducting of the meeting, the Company will make further information available via the Company's ASX platform at www.asx.com.au (ASX Code: GPR) and on the Company's website.

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Voting eligibility

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 5:00pm (WST) on Saturday 29 May 2021.

Attendance by teleconference

In order to participate in the Meeting by telephone, please utilise the following dial-in details:

Teleconference service number:

Australia:	1800 062 923
Germany:	0800 183 0410
Singapore:	8006 161 778
South Africa:	0800 993 135
USA:	18 667 007 019
International:	+61 7 3025 7522

Access Passcode:

Shareholder Access:	785 145 483 827
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Voting at the Annual General Meeting

All resolutions at the Meeting will be decided by poll, based on votes submitted by proxy and at the Meeting by Shareholders who have indicated that they intend to vote at the Meeting in accordance with the instructions set out below.

The Directors instruct all Shareholders who would like to have their vote counted to either:

- (i) vote by lodging a proxy form as explained below; **or**
- (ii) Shareholders who wish to vote at the Meeting and who will be attending by telephone should contact the Company at info@geopacific.com.au prior to 5:00pm (WST) on Thursday, 27 May 2021 at which point the Company will email you a personalised poll form for the purpose of voting on a poll at the Meeting. The personalised poll form must be completed and returned to the Company after the poll has been called and prior to the close of polling, which will be half an hour after the Meeting closes on Monday, 31 May 2021. During the Meeting, the Chair will notify you when and how you are able to complete and return the poll form.

A separate personalised poll form must be completed for each Shareholder. Voting for multiple Shareholders cannot be combined into one form.

Voting by Proxy

A Shareholder entitled to vote at the Meeting is entitled to appoint not more than 2 proxies. As noted above, the Company encourages its Shareholders to consider lodging a directed proxy in advance of the Meeting.

Where more than 1 proxy is appointed, each proxy may be appointed to represent a specified number or proportion of votes. If no such number or proportion is specified, each proxy may exercise half of the Shareholder's votes. A proxy does not have to be a Shareholder of the Company.

Shareholders are encouraged to consider how they wish to direct their proxies to vote.

The proxy form must be signed by the Shareholder or his or her attorney in accordance with the directions on the proxy form. To be valid the proxy form and the power of attorney or other authority (if any) under which it is signed (or an attested copy) must be received by the Company at the address listed below not later than 48 hours before the time for holding the meeting, that is 10:00am (WST) on Saturday 29 May 2021.

To vote by proxy, please complete and sign the proxy form enclosed and either:

- (a) deliver the proxy form:
 - by hand to the Company's share registry, Boardroom Pty Limited at Level 12, 225 George Street, Sydney NSW 2000; or
 - by post to Boardroom Pty Limited, GPO Box 3993, Sydney NSW 2001;
- (b) fax the proxy form to Boardroom Pty Limited on facsimile number (61) 2 9290 9655; or

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(c) vote online at <https://www.votingonline.com.au/gpragm2021> and follow the prompts.

To be valid the proxy form must be received by no later than 10:00am (WST) on Saturday, 29 May 2021. Proxy forms received after this date will be invalid.

A company wishing to appoint a person to act as its representative in the Meeting must provide the person with:

- a letter or certificate executed in accordance with the Corporations Act authorising that person as the corporate Shareholder's representative at the Meeting; or
- a copy of the resolution appointing that person as the corporate Shareholder's representative at the Meeting, certified by a secretary or director of the corporate shareholder.

Sections 250BB and 250BC of the Corporations Act came into effect on 1 August 2011 and apply to voting by proxy on or after that date. Shareholders and their proxies should be aware of these changes to the Corporations Act, as they will apply to this Annual General Meeting. Broadly, the changes mean that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chairman of the Meeting, who must vote the proxies as directed.

Proxy vote if appointment specifies way to vote

Section 250BB (1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, **if it does**:

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (as directed);
- if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands;
- if the proxy is the chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (as directed); and
- if the proxy is not the chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (as directed).

Transfer of non-chair proxy to chair in certain circumstances

Section 250BC of the Corporations Act provides that, if:

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members;
- the appointed proxy is not the chair of the meeting; and
- at the meeting, a poll is duly demanded on the resolution; and

either of the following applies:

- the proxy is not recorded as attending the meeting; or
- the proxy does not vote on the resolution;

the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

Undirected proxies

The Chair intends to vote all valid undirected proxies for all Resolutions in favour of those Resolutions.

BY ORDER OF THE BOARD



Mike Meintjes
Company Secretary

23 April 2021

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EXPLANATORY STATEMENT

The purpose of the Explanatory Statement is to provide Shareholders with information concerning the Resolutions in the Notice of Annual General Meeting.

Discussion of Financial Statements and Reports

The Corporations Act requires the Annual Financial Report, Directors' Report and the Auditor's Report (**Annual Financial Statements**) to be received and considered at the Annual General Meeting. The Annual Financial Statements for the period ended 31 December 2020 are included in the Company's Annual Report, a copy of which can be accessed online at www.geopacific.com.au. Alternatively, a hard copy will be made available on request.

There is no requirement for Shareholders to approve these reports and no vote will be taken on the Annual Financial Statements. However, the Annual Financial Statements will be placed before the Meeting thereby giving Shareholders the opportunity to discuss those documents and to ask questions.

The Company's auditor, Ernst & Young will be attending the Annual General Meeting and will be available to answer any questions relevant to the conduct of the audit and Auditor's Report.

In addition to taking questions at the Meeting, written questions to the Chairman about the management of the Company, or to the Company's auditor about:

- (a) the preparation and content of the Auditor's Report;
- (b) the conduct of the audit;
- (c) accounting policies adopted by the Company in relation to the preparation of the Annual Financial Statements; and
- (d) the independence of the auditor in relation to the conduct of the audit,

may be submitted to the Company no later than 5:00pm (WST) on Thursday, 27 May 2021.

1. Resolution 1 - Adoption of Remuneration Report

1.1. Background

In accordance with the requirements of subsection 250R(2) of the Corporations Act, the Board submits the Remuneration Report for the year ended 31 December 2020 to Shareholders for consideration and adoption.

The Remuneration Report sets out the remuneration policies of the Company and explains the remuneration arrangements in place for executive and NED's and senior management.

The Remuneration Report forms part of the Directors' Report and is set out in the Company's Annual Report, which can be found on the Company's website www.geopacific.com.au.

The *Corporations Act* requires each listed company to put to a vote at its Annual General Meeting, a non-binding resolution to shareholders to adopt the remuneration report for the relevant financial year. Whilst the vote on this Resolution is advisory only and does not bind the Directors or the Company, the Directors will take into account the outcome of the vote when reviewing remuneration policies and practices.

During consideration of this Resolution there will be opportunity for Shareholders at the Meeting to comment on and ask questions about the Remuneration Report. The Remuneration Report is set out in the Directors' Report section of the Company's Annual Report.

Pursuant to the *Corporations Act*, if 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive Annual General Meetings, Shareholders will be required to vote at the second of those meetings on a resolution (**Spill Resolution**) that another meeting be held within 90 days (**Spill Meeting**), at which all of the Company's Directors who were Directors at the time when the resolution to make the Directors' Report was passed (excluding the Managing Director) cease to hold office immediately before the Spill Meeting and may stand for re-election at the Spill Meeting.

The Company's Remuneration Report did not receive an 'against' vote of 25% or more at the Company's previous Annual General Meeting held on 28 July 2020. Accordingly, a Spill Resolution will not be put to

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the Meeting even if 25% or more of the votes cast in respect of the Remuneration Report are against the adoption of the Remuneration Report.

The Board considers that its current practices of setting executive and non-executive remuneration are within normal industry expectations, and provides an effective balance between the need to attract and retain the services of the highly skilled Key Management Personnel that the Company requires. As such the Directors recommend that Shareholders vote in favour of the Company's Remuneration Report.

1.2. Voting

If you choose to appoint a proxy you are encouraged to direct your proxy how to vote on Resolution 1 by marking either **For, Against, or Abstain** on the proxy form.

If you appoint the Chairman as your proxy, and you do not direct them how to vote, you must mark the box on the proxy form acknowledging that the Chairman (a member of the Key Management Personnel) may exercise your proxy even if he has an interest in the outcome of the Resolution and votes cast by him other than as a proxy holder will be disregarded because of that interest.

If you do not mark this box then your votes will not be counted for Resolution 1.

With respect to Resolution 1, the vote is advisory only and does not bind the Directors of the Company. However, the Board will take the outcome of the vote into consideration when reviewing the remuneration practices and policies of the Company.

2. Resolution 2 - Re-Election of Director – Mr Ian Clyne

2.1. Background

Resolution 2 seeks approval for the re-election of Mr Ian Clyne as a Director of the Company. Mr Clyne was appointed to the Board as a Director on 6 October 2016. Mr Clyne is the Chairman of the Board and a member of the Audit & Risk Committee and the Remuneration and Nomination Committee.

Mr Clyne will retire in accordance with clause 12.3(a) of the Constitution and, being eligible, seeks re-election.

Mr Clyne has over 35 years' experience in international banking having worked in senior executive positions in ten countries in Asia, Oceania, Australia and Europe. He has specialised in emerging markets and has held roles of President, Director, Managing Director and Chief Executive Officer with universal banking operations that have extensive branch networks and large employee bases. Mr Clyne has successfully re-engineered banks in Indonesia, Italy, Poland and PNG.

Mr Clyne brings a successful background in organisational leadership, stakeholder relations and project financing. Mr Clyne also contributes significant board-level experience at private and public company level, particularly on governance, funding, risk management, strategy and leadership.

2.2. Recommendation of Directors

The Directors (other than Mr Clyne) unanimously recommend that Shareholders vote in favour of Resolution 2.

3. Resolution 3 - Re-Election of Director – Sir Charles Lepani

3.1. Background

Resolution 3 seeks approval for the re-election of Sir Charles Lepani as a Director of the Company. Sir Charles Lepani was appointed to the Board as a Director on 27 July 2020. He was recently appointed to the Remuneration and Nomination Committee.

Sir Charles Lepani will retire in accordance with clause 12.3(b) of the Constitution and, being eligible, seeks re-election.

Sir Charles Lepani has over 40 years' experience in both the public and private sectors representing Papua New Guinea as a Senior Diplomat and Advisor with great success and distinction. His most recent roles were High Commissioner of Papua New Guinea in Australia 2005-2017, and Director General of Papua New Guinea APEC 2017-2018.

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Sir Charles Lepani brings a substantial degree of insight, understanding, and expertise in the areas of policy formulation, especially in the Papua New Guinea Mining & Petroleum Sectors, diplomatic and international relations, bi-lateral and multilateral Development Assistance, debt and equity capital markets and small and medium enterprise, domestic and international supply chains in Papua New Guinea.

Sir Charles Lepani has been an advisor and consultant to successive Papua New Guinea National Government Departments - Prime Ministers Departments, Treasury, Finance, and the Law and Justice Sector.

Sir Charles Lepani brings significant in-country experience and local knowledge to the Board along with a successful background in public sector and community relations and debt and equity markets and leadership.

3.2. Recommendation of Directors

The Directors (other than Sir Charles Lepani) unanimously recommend that Shareholders vote in favour of Resolution 3.

4. Resolution 4 – Approval to increase Total Aggregate Annual Remuneration of Non-Executive Directors

4.1. Background

At the Annual General Meeting of Shareholders held on 31 May 2012, Shareholders approved a total aggregate annual remuneration pool (**Director Fee Pool**) available for payment of NED fees of \$400,000. The Director Fee Pool has not been reviewed since that time.

This Resolution 4 proposes an increase in the level of the currently approved Director Fee Pool to allow for:

- Any adjustment from an independent benchmarking of current NED fees against comparable listed peers (project development phase) once funding has been secured and construction activity on the Woodlark Gold Project has commenced;
- flexibility in the future expansion of the Board (depending on the needs and activities at that time) with further NEDs with appropriate skills and experience; and
- the ability to continue to attract and retain NEDs of the highest caliber.

6.2 Listing Rule 10.17

In compliance with the information requirements of Listing Rule 10.17, Shareholders are advised of the following information:

(a) Amount of the increase

The Director Fee Pool will increase by \$200,000 per annum.

(b) Maximum aggregate amount of fees that may be paid to all of the entity's NED's

The maximum aggregate amount of fees that may be paid to all of the Company's NEDs without obtaining Shareholder approval will be \$600,000 per annum.

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(c) Details of securities issued to NED's under rule 10.11 and 10.14 with the approval of Shareholders at any time within the preceding three years

Director	2018 EGM *	2018 AGM*	2019 EGM*	2021 EGM
Mr Ian Clyne	-	750,000 Plan Options	-	595,238 Shares
Mr Milan Jerkovic **	2,777,778 Shares	-	-	-
Mr Mark Bojanjac **	-	-	2,500,000 Kula Gold Shares	-
Mr Ian Murray	-	-	-	238,095 Shares
Mr Colin Gilligan	-	-	-	119,048 Shares

*- Shares and Plan Options listed above are prior to the 1:10 share consolidation that occurred in FY2020

** - No longer NEDs of the Company

(d) Voting exclusion statement

A voting exclusion statement for Resolution 4 is included in the Notice of Annual General Meeting preceding this Explanatory Statement.

(e) Voting prohibition statement

A voting prohibition statement for Resolution 4 is included in the Notice of Annual General Meeting preceding this Explanatory Statement.

GEOPACIFIC RESOURCES LIMITED
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Glossary

In the Notice of Meeting and Explanatory Statement, the following terms have the following meanings unless the context otherwise requires:

Annual Report	the Company's annual report for the financial year ended 31 December 2020.
ASX	ASX Limited or the securities market operated by ASX Limited, as the context requires.
Board	board of Directors.
Chair	chair of the Annual General Meeting.
Company or Geopacific	Geopacific Resources Limited (ACN 003 208 393).
Constitution	constitution of the Company as amended from time to time.
Corporations Act	<i>Corporations Act 2001</i> (Cth).
Director	director of the Company.
Director Fee Pool	the total aggregate annual remuneration pool approved by Shareholders.
Directors' Report	the Directors' report contained in the Annual Report.
Explanatory Statement	the explanatory statement that accompanies this Notice of Annual General Meeting.
Listing Rules or ASX Listing Rules	official listing rules of the ASX.
Meeting or Annual General Meeting	the Annual General Meeting convened by this Notice of Annual General Meeting.
NED	Non-Executive Director.
Notice, Notice of Annual General Meeting or Notice of Meeting	this notice of Annual General Meeting.
Proxy Form	the proxy form enclosed with this Notice of Annual General Meeting.
Remuneration Report	the report contained in the Directors' Report dealing with the remuneration of the Key Management Personnel for the year ended 31 December 2020.
Resolution	resolution contained in this Notice of Annual General Meeting.
Share	fully paid ordinary share in the capital of the Company.
Shareholder	holder of one or more shares in the Company.
WST	Australian Western Standard Time.

All Correspondence to:

✉ **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia

📠 **By Fax:** +61 2 9290 9655

💻 **Online:** www.boardroomlimited.com.au

☎ **By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 10:00am (WST) on Saturday, 29 May 2021**

🖥 TO VOTE ONLINE

STEP 1: VISIT <https://www.votingonline.com.au/gpragm2021>

STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)

STEP 3: Enter your Voting Access Code (VAC):

📱 BY SMARTPHONE



Scan QR Code using smartphone
QR Reader App

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

To direct your proxy how to vote, mark one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of securities are to be voted on any item by inserting the percentage or number that you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item for all your securities your vote on that item will be invalid.

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 3 SIGN THE FORM

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

Joint Holding: where the holding is in more than one name, all the securityholders should sign.

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **10:00am (WST) on Saturday, 29 May 2021**. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

- 🖥 **Online** <https://www.votingonline.com.au/gpragm2021>
- 📠 **By Fax** + 61 2 9290 9655
- ✉ **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia
- 👤 **In Person** Boardroom Pty Limited
Level 12, 225 George Street,
Sydney NSW 2000 Australia

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

Your Address

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes.

Please note, you cannot change ownership of your securities using this form.

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of **Geopacific Resources Limited** (Company) and entitled to attend and vote hereby appoint:

the **Chair of the Meeting** (mark box)

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held at the **Level 1, 278 Stirling Highway, Claremont, Western Australia on 10:00am (WST) on Monday, 31 May 2021 or via teleconference** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

The Chair of the Meeting intends to vote undirected proxies in accordance with the Voting Exclusion Statements in the Notice of Meeting..

STEP 2 VOTING DIRECTIONS
* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 1	Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-Election of Director – Mr Ian Clyne	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Re-Election of Director – Sir Charles Lepani	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval to increase Total Aggregate Annual Remuneration of Non-Executive Directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 SIGNATURE OF SECURITYHOLDERS
This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2021