

10 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

\$14.0 MILLION FULLY UNDERWRITTEN NON-RENOUNCEABLE RIGHTS ISSUE & COMPLETION OF \$9.0 MILLION PLACEMENT

Geopacific Resources Limited (Geopacific or the Company") announces:

- completion of the a placement of \$9.0 million to a select group of professional and sophisticated investors; and
- the release of **an accelerated \$14.0 million fully underwritten Non-Renounceable Rights Issue** ("Rights Issue").

PLACEMENT

As announced on 3 July 2015 the Company undertook a placement of \$9.0 million with two specialist resource fund groups, Resource Capital Fund VI LP ("RCF") and Tembo Capital Mining Fund LP (through one of its associated companies) ("Tembo") ("Placement"). The Company is pleased to announce that it has now completed the Placement. As part of that completion, the Company issued 65,556,364 shares pursuant to Listing Rule 7.1 and 34,443,636 shares pursuant to Listing Rule 7.1A at an issue price of AUD\$0.06 per share.

The funds raised from this Placement will be invested by the Company into its exploration activities at its Kou Sa project in Cambodia and for general working capital.

The following information is provided in accordance with Listing Rule 7.1A.4 (b) with respect to the above placement:

(a) Details of the dilution to shareholders of ordinary securities caused by the issue;

Dilution to existing shareholders as a result of the issue under Listing Rule 7.1A is 27.9%.

(b) A statement of the reason why the securities were issued as a placement pursuant to Listing Rule 7.1A;

The Company issued shares to institutional and sophisticated investors as it was considered to be a more efficient and expedient method for raising funds to achieve its stated objectives. The Placement did not expose the Company to market volatility that might have been experienced over a more protracted raising process.

(c) Details of any underwriting agreements

No underwriting agreements were in place for the placement.

(d) Any other fees and costs incurred in connection with the issue

Fees and costs incurred by Geopacific in connection with the Listing Rule 7.1A placement were \$97,033.

RIGHTS ISSUE

Under the terms of the Rights Issue, existing shareholders of the Company will be entitled to subscribe for 10 new shares, at an issue price of \$0.055 cents per share, for every 21 existing shares held by them.

The Company will use the funds raised under the Rights Issue towards further exploration on the Kou Sa Project and the Company's Fiji projects as well as for general working capital.

The Rights Issue comprises two components:

- (a) an institutional offer, where certain institutional investors will be invited to apply for their pro rata entitlement; and
- (b) a retail offer, where other eligible shareholders will be invited to apply for their pro rata entitlement ("Retail Offer").

The Rights Issue is Fully Underwritten by Blue Ocean Equities Pty Ltd and is Sub-Underwritten by RCF VI and Tembo to the full \$14.0 million

The Record Date for participation in the Retail Offer is Wednesday 15 July 2015. The closing date for the Retail Offer is Wednesday, 29 July 2015.

Only the Company's shareholders who meet all of the following criteria will be eligible to participate in the Retail Offer:

- have a registered address in Australia, New Zealand, United Kingdom, Canada, Hong Kong or Indonesia on the Record Date, being 5.00pm WST on Wednesday, 15 July 2015;
- are not in the United States and not acting for the account or benefit of a person in the United States (to the extent such person holds the Company's shares for the account or benefit of such person in the United States);
- where not invited to participate (other than as a nominee, in respect of other underlying holdings) in the institutional component of the Rights Issue; and
- are eligible under all applicable securities laws to receive an offer under the Rights Issue.

The Retail Offer will be made to eligible retail shareholders under a Prospectus, which sets out the material information relation to the Rights Issue, including further details on how to participate in the Retail Offer.

The Prospectus has been lodged with ASIC and ASX and is available on the Company's website at www.geopacific.com.au and the Company's registered office at Level 1, 278 Stirling Highway Claremont 6010. The Prospectus, together with an entitlement and acceptance form ("Entitlement and Acceptance Form"), will also be mailed to all eligible retail shareholders in accordance with the timetable below.

Any person considering acquiring shares under the Retail Offer should read the Prospectus carefully. Applications for shares under the Retail Offer may only be made using the Entitlement and Acceptance Form to be attached to, or accompanying the Prospectus. Shares will only be issued on the basis of an Entitlement and Acceptance Form issued together with the Prospectus.

This following timetable is indicative only. Subject to the Corporations Act and ASX Listing Rules, Geopacific reserves the right to vary the dates and times in connection with the Rights Issue, including the closing date, without prior notice.

RIGHTS ISSUE OFFER	Date
Announcement of Entitlement Offer	10 July 2015
Conduct Institutional Offer	10 July 2015 – 14 July 2015
Announcement of results under Institutional Offer	14 July 2015
Record Date for the Entitlement Offer	15 July 2015
Despatch of Prospectus and Entitlement and Acceptance Form and announcement that despatch completed	20 July 2015
Retail Offer opens	20 July 2015
Settlement of Institutional Offer	21 July 2015
Quotation of New Shares issued pursuant to the Institutional Offer	22 July 2015
Retail Offer closes	5.00pm (WST) 29 July 2015
Settlement of Retail Offer	5 August 2015
Quotation of New Shares under the Retail Offer	7 August 2015
Despatch date of holding statements, New Shares entered into the holders' security holdings	10 August 2015

For and on behalf of the Board

John Lewis
Company Secretary

10 July 2015