

Project development commences – Capital raising of up to \$45m

The board of Geopacific Resources Limited (Geopacific or the Company) is pleased to announce the successful completion of a \$40 million share placement (Placement). In addition, a Share Purchase Plan (SPP) to raise up to a further \$5 million will be offered to eligible shareholders. The capital raising will allow the Company to commence development activities at the Woodlark Gold Project (Woodlark).

Highlights

- **Successful \$40m placement**
- **SPP for eligible shareholders capped at \$5m**
- **Funded to commence FEED and early site works**
- **Supported by Sophisticated and Professional Investors**
- **1 for 25 share consolidation, subject to shareholder approval**

Managing Director, Ron Heeks said

“The capital raising has provided an excellent result, with shareholders demonstrating their commitment to moving Woodlark into production. All shareholders, new and existing, clearly understand the tasks and rewards ahead and we are delighted and appreciative of their strong support to begin the process of producing gold.

The raising will allow the Company to commence early site works in preparation for process plant construction which will enable gold production to be reached in a shorter timeframe.”

Placement

The \$40 million placement was made to Sophisticated and Professional Investors for 1,600 million fully paid ordinary shares at \$0.025 per share (**Offer Price**). The Offer Price represents a discount of 10.7% to the last close and a 10.9% discount to the 5 day VWAP (days Geopacific traded).

The Placement is composed of two tranches:

- Tranche 1 – to raise \$17.2 million pursuant to Listing Rule 7.1 (413,864,402 shares) and Listing Rule 7.1A (275,909,601 shares); and
- Tranche 2 – to raise \$22.8 million, subject to shareholder approval at the general meeting to be held on or around 9 December 2019.

Petra Capital acted as Lead Manager and Bookrunner to the Placement. Further details of the two tranche placement are outlined in *Table 1: Placement details* and *Table 2: Capital Structure*.

Share Purchase Plan

The Company also intends to offer a SPP at \$0.025 per share, the same price as the Placement, to raise up to a further \$5 million.

The SPP will allow eligible shareholders from Australian and New Zealand, to acquire up to \$30,000 worth of new shares, subject to scaleback at the Company’s absolute discretion. The record date for the SPP was 7.00pm (WST) on 18 October 2019. Geopacific will release details of the SPP and the offer documentation in due course.

Use of funds

Geopacific is funded to commence the first phase of development at Woodlark and move towards a complete project financing solution. Net proceeds from the Placement and SPP will primarily be used for front end engineering design (FEED), project civil construction, relocation of the Kulumadai village, Woodlark mine camp upgrades, project financing costs and other working capital for project development and expansion activities.

The first phase of development is expected to de-risk project execution in preparation for the construction of the process plant and completion of project financing.

Share Consolidation

The board proposes a consolidation of Geopacific's issued capital, subject to shareholder approval, on the conversion of every 25 shares into 1 share (**Share Consolidation**) to take effect following completion of the Placement.

Following the successful capital raise, the board considers the Share Consolidation as an important and necessary restructure which also has the potential to broaden the Company's market appeal. The board does not believe that any material disadvantage will arise for shareholders.

A resolution to this effect will be put to shareholders at the Company's general meeting scheduled to be held on or around 9 December 2019. Geopacific will release further details of the Share Consolidation in the Notice of Meeting and Explanatory Statement in due course.

While the Share Consolidation will have no effect on the underlying value of the Company, the effect on the share price at the time of conversion (all things being equal) should trade at 25 times the price at which the shares previously traded.

Table 1: Placement details

Placement details	
Offer Price	\$0.025
Tranche 1 Share Placement	\$17.2m
Tranche 2 Share Placement ¹	\$22.8m
Total capital raised ²	\$40.0m

Table 2: Capital structure

Capital structure	Shares on Issue
Pre-consolidation	
Shares on issue (pre-placement)	2,759,096,016
Tranche 1 Placement shares	689,774,003
Tranche 2 Placement shares ¹	910,225,997
Shares on issue (post-placement)²	4,359,096,016
Options	117,507,848
SAR's	50,592,558
Post consolidation¹	
Shares on issue (post-placement and post share consolidation)^{1,2}	174,363,841
Options	4,700,314
SAR's	2,023,702

¹ Subject to shareholder approval at general meeting to be held on or around 9 December 2019. ² Excludes any participation under the SPP. If the maximum amount of \$5 million is raised under the SPP, this will result in a further 200,000,000 shares (on a pre-consolidation basis) being issued. Note: Geopacific currently holds **no debt** in the form of convertible notes or any other instrument.

Table 3: Indicative timetable

Key Event	Date
SPP record date	18 October 2019
Announcement of capital raising	21 October 2019
SPP opening date	4 November 2019
Tranche 1 placement settlement date	28 October 2019
Tranche 1 placement allotment date	29 October 2019
SPP closing date	29 November 2019
Issue of shares under the SPP	6 December 2019
General meeting date	9 December 2019
Notify ASX of consolidation resolution being passed	9 December 2019
Last day of pre-consolidation trading (anticipated)	10 December 2019
Post-consolidation trading starts on a deferred settlement basis (anticipated)	11 December 2019
Last day for Company to register transfers on a pre-consolidation basis (anticipated)	12 December 2019
Tranche 2 placement settlement date	16 December 2019
Tranche 2 placement allotment date	17 December 2019
Dispatch of holdings statements to security holders (anticipated)	18 December 2019

All dates and times are subject to change and are indicative only. Geopacific and the Lead Manager reserve the right to vary these dates without notice, subject to compliance with the Corporations Act and Listing Rules.

Contact

For further information on this update or the Company generally, please visit www.geopacific.com.au or contact Mr. Ron Heeks, Managing Director.

Company details	Board	Projects
Geopacific Resources Limited ACN 003 208 393 ASX Code: GPR info@geopacific.com.au http://www.geopacific.com.au T +61 8 6143 1820 HEAD OFFICE Level 1, 278 Stirling Highway, Claremont WA 6010. PO Box 439, Claremont WA 6910.	Ian Clyne Chairman Ron Heeks Managing Director Ian Murray Non-Executive Director Colin Gilligan Non-Executive Director Matthew Smith Company Secretary	PAPUA NEW GUINEA Woodlark Island Gold CAMBODIA Kou Sa Copper Gold

Competent Person's Statement

The information in this report that relates to Woodlark Mineral Resources is based on information compiled and reviewed by Mr Nicholas Johnson, a Competent Person who is a Member of the Australian Institute of Geoscientists and a full-time employee of MPR Geological Consultants Pty Ltd. Mr Johnson has sufficient experience which is relevant to the style of mineralization and type of deposits under consideration and to the activity which he has undertaken to qualify as a Competent Person as defined in the JORC Code 2012 and is a qualified person for the purposes of NI43-101. Mr Johnson has no economic, financial, or pecuniary interest in the Company and consents to the inclusion in this report of the matters based on his information in the form and context in which it appears.

The information in this report that relates to Woodlark Mineral Reserves is based on information compiled and reviewed by Mr John Battista, a Competent Person who is a Member and Chartered Professional of the Australian Institute of Mining and Metallurgy (AusIMM) and a full-time employee of Mining Plus Pty Ltd. Mr Battista has sufficient experience which is relevant to the style of mineralisation and type of deposits under consideration and to the activity which he has undertaken to qualify as a Competent Person as defined in the JORC Code 2012 and is a qualified person for the purposes of NI43-101. Mr Battista has no economic, financial or pecuniary interest in the Company and consents to the inclusion in this report of the matters based on his information in the form and context in which it appears.

Forward Looking Statements

All statements other than statements of historical fact included in this announcement including, without limitation, statements regarding future plans and objectives of Geopacific Resources Limited are forward-looking statements. When used in this announcement, forward-looking statements can be identified by words such as 'may', 'could', 'believes', 'estimates', 'targets', 'expects' or 'intends' and other similar words that involve risks and uncertainties.

These statements are based on an assessment of present economic and operating conditions, and on a number of assumptions regarding future events and actions that, as at the date of this announcement, are expected to take place. Such forward-looking statements are not guarantees of future performance and involve known and unknown risks, uncertainties, assumptions and other important factors, many of which are beyond the control of the Company, its directors and management of Geopacific Resources Ltd that could cause Geopacific Resources Limited's actual results to differ materially from the results expressed or anticipated in these statements.

Geopacific Resources Ltd cannot and does not give any assurance that the results, performance or achievements expressed or implied by the forward-looking statements contained in this announcement will actually occur and investors are cautioned not to place undue reliance on these forward-looking statements. Geopacific Resources Ltd does not undertake to update or revise forward-looking statements, or to publish prospective financial information in the future, regardless of whether new information, future events or any other factors affect the information contained in this announcement, except where required by applicable law and stock exchange listing requirements. Woodlark is permitted by the PNG Government, subject to meeting the conditions of the licence.

Non-IFRS Financial Information:

Investors should also be aware that certain financial data included in this presentation may be 'non-IFRS financial information' under Regulatory Guide 230 Disclosing non-IFRS financial information published by ASIC. The Company believes this non-IFRS financial information provides useful information to users in measuring the financial performance and condition of the Company. The non-IFRS financial information does not have a standardised meaning prescribed by Australian Accounting Standards and, therefore, may not be comparable to similarly titled measures presented by other entities, nor should they be construed as an alternative to other financial measures determined in accordance with Australian Accounting Standards. Investors are cautioned, therefore, not to place undue reliance on any non-IFRS financial information and ratios (if any) included in this announcement.