

31st July 2009

Company Announcements Platform
ASX Ltd

SHARE ISSUE

The directors are pleased to announce the following share issues :

- 6,104,868 ordinary shares at 4 cents per share on completion of the Share Purchase Plan raising \$244,194.70.
- 80,535 ordinary shares at 4 cents per share to Spencer Hamilton Pty Ltd in payment for corporate advisory services.

An application for listing (Appendix 3B) is attached for the 6,185,403 shares which have been issued.

Secondary Trading Exemption

The Corporations Act 2001 (“ the Act”) restricts the on-sale of securities without disclosure, unless the sale is exempt under Section 708 or 708A of the Act. By the Company giving this notice, a sale of the shares noted above will fall within the exemption in Section 708A (5) of the Act.

The Company hereby notifies ASX under Paragraph 708A(5)(e) of the Act, that:

- a) the Company will issue the shares without disclosure to investors under part 6D.2 of the Act.
- b) as at the date of the offer, the Company has complied with the provisions of Chapter 2M of the Act as they apply to the Company, and Section 674 of the Act; and
- c) as at the date of the Offer there is no information
 - i) that has been excluded from a continuous disclosure notice in accordance with the ASX Listing Rules; and
 - ii) that investors and their professional advisors would reasonably require for the purpose of making an informed assessment of
 - A) the assets and liabilities, financial position and performance, profits and losses and prospects of the company; or
 - B) the rights and liabilities attaching to the shares.

Yours faithfully
Geopacific Resources NL



Grahame Clegg
Company Secretary

+ See chapter 19 for defined terms.

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 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003, 24/10/2005.

Name of entity

Geopacific Resources NL

ABN

ACN 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 | A) Shares issued pursuant to share purchase plan
B) Shares issued pursuant to an agreement for the provision of corporate advisory services |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | A) 6,104,868
B) 80,535 |
| 3 | Principal terms of the +securities (eg, 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) | Shares issued at 4 cents per share. |

4	Do the +securities rank equally in all respects from the date of allotment 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	Yes	
5	Issue price or consideration	\$0.04	
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	A) Working capital B) Payment of corporate advisory fees.	
7	Dates of entering +securities into uncertificated holdings or despatch of certificates	30 July 2009	
8	Number and +class of all +securities quoted on ASX (including the securities in clause 2 if applicable)	Number	+Class
		62,974,835	Ordinary
9	Number and +class of all +securities not quoted on ASX (including the securities in clause 2 if applicable)	Number	+Class
		500,000 500,000 500,000 3,000,000 200,000 200,000 4,000,000 1,000,000	Options expiry exercise price 08.05.11 20 cents 08.05.12 25 cents 08.05.13 30 cents 01.08.13 10 cents 01.11.09 50 cents 01.11.09 70 cents expiry date of five years after the defining on Faddy's Gold Deposit of a JORC compliant ore reserve of over 200,000 ounces of contained gold exercise price 50 cents expiry date of ten years after the defining on Faddy's Gold Deposit of a JORC compliant ore reserve of over 1,000,000 ounces of contained gold exercise price \$1.00

+ 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 - Bonus issue or pro rata issue

11	Is security holder approval required?	Questions 11 to 33 are not applicable
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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	N/A
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39	Class of ⁺ securities for which quotation is sought	
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40	Do the ⁺securities rank equally in all respects from the date of allotment 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					
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)					
42	Number and ⁺class of all ⁺securities quoted on ASX (<i>including</i> the securities in clause 38)	<table border="1"> <thead> <tr> <th data-bbox="782 1041 1085 1086">Number</th> <th data-bbox="1085 1041 1375 1086">⁺Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="782 1086 1085 1274"></td> <td data-bbox="1085 1086 1375 1274"></td> </tr> </tbody> </table>	Number	⁺ Class		
Number	⁺ Class					

+ 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 not available now, 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:

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(Company secretary)

Date: ..31-7-2009

Print name:

...Grahame Clegg.....

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