GEOPACIFIC RESOURCES LIMITED

ACN 003 208 393

NOTICE OF EXTRAORDINARY GENERAL MEETING

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EXPLANATORY STATEMENT

For the meeting to be held at 11:00am (AWST) on Monday, 30 November 2026

at

Level 1, 278 Stirling Highway, Claremont WA 6010

The Company encourages its Shareholders to consider lodging a directed proxy in advance of the Extraordinary 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.

In accordance with section 110D of the *Corporations Act 2001* (Cth), the Notice of Meeting, accompanying Explanatory Statement and annexures (including an online meeting guide and Proxy Form) are being made available to Shareholders electronically, unless you have requested to receive a hard copy.

This Notice of Extraordinary 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 Extraordinary General Meeting and Explanatory Statement, please do not hesitate to contact the Company Secretary on +61 8 6143 1820.

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NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting (**Meeting**) of Geopacific Resources Limited ACN 003 208 393 (**Geopacific** or the **Company**) will be convened at 11:00am (AWST) on Monday, 30 November 2026 at Level 1, 278 Stirling Highway, Claremont WA 6010.

Terms used in this Notice of Extraordinary General Meeting and accompanying Explanatory Statement are defined in the glossary to this document or where they first appear.

SPECIAL BUSINESS

Resolution 1 – Approval to amend, as a termination benefit, the terms of Performance Rights issued to former Chief Executive Officer, Mr James Fox

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

"That, for the purposes of Listing Rule 6.23.4 and Part 2D.2 of the Corporations Act (including sections 200B and 200E of the Corporations Act) and for all other purposes, approval is given for the Company to amend, as a termination benefit, the terms of 2,800,000 Class A Performance Rights and 2,800,000 Class B Performance Rights held by former Chief Executive Officer, Mr James Fox, on the terms set out in the Explanatory Statement accompanying this Notice of Meeting."

Voting Exclusion Statement

The Company will disregard any votes cast in favour of Resolution 1 by or on behalf of Mr Fox, or any associate of Mr Fox. The Company need not disregard a vote if it is cast in favour of Resolution 1 by:

- a person as proxy or attorney for a person who is entitled to vote on Resolution 1, in accordance with the directions given to the proxy or attorney to vote on Resolution 1 in that way;
- the Chair as proxy or attorney for a person who is entitled to vote on Resolution 1, in accordance with a direction given to the Chair to vote on Resolution 1 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 Resolution 1; and
    - the holder votes on Resolution 1 in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition Statement

In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 1 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 Resolution 1.

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 if the Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

Resolution 2 – Issue of Performance Rights to current Managing Director, Mr Hamish Bohannan

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

"That, for the purposes of Listing Rule 10.14 and for all other purposes, approval is given for the Company to issue 30,000,000 Performance Rights to the current Managing Director, Mr Hamish Bohannan (or his nominee), under the Securities Incentive Plan on the terms set out in the Explanatory Statement accompanying this Notice of Meeting."

Voting Exclusion Statement

The Company will disregard any votes cast in favour of Resolution 2 by or on behalf of any person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Securities Incentive Plan, or any associate of those persons. The Company need not disregard a vote if it is cast in favour of Resolution 2 by:

- a person as proxy or attorney for a person who is entitled to vote on Resolution 2, in accordance with the directions given to the proxy or attorney to vote on Resolution 2 in that way;
- the Chair as proxy or attorney for a person who is entitled to vote on Resolution 2, in accordance with a direction given to the Chair to vote on Resolution 2 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 Resolution 2; and
    - the holder votes on Resolution 2 in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition Statement

In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 2 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 Resolution 2.

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 if the Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

Resolution 3 – Issue of Performance Rights to Non-Executive Director, Mr Graham Ascough

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

"That, for the purposes of Listing Rule 10.14 and for all other purposes, approval is given for the Company to issue 5,000,000 Performance Rights to Mr Graham Ascough (or his nominee) under the Securities Incentive Plan on the terms set out in the Explanatory Statement accompanying this Notice of Meeting."

Voting Exclusion Statement

The Company will disregard any votes cast in favour of Resolution 3 by or on behalf of any person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Securities Incentive Plan, or any associate of those persons. The Company need not disregard a vote if it is cast in favour of Resolution 3 by:

- a person as proxy or attorney for a person who is entitled to vote on Resolution 3, in accordance with the directions given to the proxy or attorney to vote on Resolution 3 in that way;
- the Chair as proxy or attorney for a person who is entitled to vote on Resolution 3, in accordance with a direction given to the Chair to vote on Resolution 3 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 Resolution 3; and
    - the holder votes on Resolution 3 in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition Statement

In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 3 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 Resolution 3.

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 if the Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

Resolution 4 – Issue of Performance Rights to Non-Executive Director, Mr Michael Brook

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

"That, for the purposes of Listing Rule 10.14 and for all other purposes, approval is given for the Company to issue 5,000,000 Performance Rights to Mr Michael Brook (or his nominee) under the Securities Incentive Plan on the terms set out in the Explanatory Statement accompanying this Notice of Meeting."

Voting Exclusion Statement

The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of any person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Securities Incentive Plan, or any associate of those persons. The Company need not disregard a vote if it is cast in favour of Resolution 4 by:

- a person as proxy or attorney for a person who is entitled to vote on Resolution 4, in accordance with the directions given to the proxy or attorney to vote on Resolution 4 in that way;
- the Chair as proxy or attorney for a person who is entitled to vote on Resolution 4, in accordance with a direction given to the Chair to vote on Resolution 4 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 Resolution 4; and
    - the holder votes on Resolution 4 in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition Statement

In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 4 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 Resolution 4.

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 if the Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

Resolution 5 – Issue of Performance Rights to Non-Executive Director, Mr Rowan Johnston

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

"That, for the purposes of Listing Rule 10.14 and for all other purposes, approval is given for the Company to issue 8,000,000 Performance Rights to Mr Rowan Johnston (or his nominee) under the Securities Incentive Plan on the terms set out in the Explanatory Statement accompanying this Notice of Meeting."

Voting Exclusion Statement

The Company will disregard any votes cast in favour of Resolution 5 by or on behalf of any person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Securities Incentive Plan, or any associate of those persons. The Company need not disregard a vote if it is cast in favour of Resolution 5 by:

- a person as proxy or attorney for a person who is entitled to vote on Resolution 5, in accordance with the directions given to the proxy or attorney to vote on Resolution 5 in that way;
- the Chair as proxy or attorney for a person who is entitled to vote on Resolution 5, in accordance with a direction given to the Chair to vote on Resolution 5 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 Resolution 5; and
    - the holder votes on Resolution 5 in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition Statement

In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 5 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 Resolution 5.

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 if the Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

Resolution 6 – Issue of Performance Rights to Non-Executive Director, Mr Hansjoerg Plaggemars

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

"That, for the purposes of Listing Rule 10.14 and for all other purposes, approval is given for the Company to issue 5,000,000 Performance Rights to Mr Hansjoerg Plaggemars (or his nominee) under the Securities Incentive Plan on the terms set out in the Explanatory Statement accompanying this Notice of Meeting."

Voting Exclusion Statement

The Company will disregard any votes cast in favour of Resolution 6 by or on behalf of any person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Securities Incentive Plan, or any associate of those persons. The Company need not disregard a vote if it is cast in favour of Resolution 6 by:

- a person as proxy or attorney for a person who is entitled to vote on Resolution 6, in accordance with the directions given to the proxy or attorney to vote on Resolution 6 in that way;
- the Chair as proxy or attorney for a person who is entitled to vote on Resolution 6, in accordance with a direction given to the Chair to vote on Resolution 6 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 Resolution 6; and
    - the holder votes on Resolution 6 in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition Statement

In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 6 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 Resolution 6.

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 if the 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 Extraordinary General Meeting is hereby incorporated into and forms part of this Notice of Extraordinary General Meeting.

The Extraordinary General Meeting is due to be held at 11:00am (AWST) on Monday, 30 November 2026 at Level 1, 278 Stirling Highway, Claremont WA 6010.

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 personalised Proxy Form and lodge it by 11:00am (AWST) on Saturday, 28 November 2026.

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 (AWST) on Monday, 23 November 2026.

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:GPR) and on the Company's website.

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 4:00pm (AWST) on Friday, 27 November 2026.

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, 11:00am (AWST) on Saturday, 28 November 2026.

To vote by proxy, please complete and sign the Proxy Form and either:

- deliver the Proxy Form: (1) by hand to the Company's share registry, Boardroom Pty Limited, at Level 8, 210 George Street, Sydney NSW 2000; or (2) by post to Boardroom Pty Limited, GPO Box 3993, Sydney NSW 2001;
- fax the Proxy Form to the Company's share registry, Boardroom Pty Limited, on facsimile number (61) 2 9290 9655; or
- vote online at https://www.votingonline.com.au/gpregm2026 and follow the prompts.

To be valid the Proxy Form must be received by no later than 11:00am (AWST) on Saturday, 28 November 2026. Proxy forms received after this date will be invalid.

A company wishing to appoint a person to act as its representative at 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 apply to voting by proxy. Shareholders and their proxies should be aware of these provisions of the Corporations Act, as they will apply to this Extraordinary General Meeting. Broadly, the provisions provide 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 Chair, 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 Resolutions 1 to 6 in favour of those Resolutions.

BY ORDER OF THE BOARD



Matthew Smith
Company Secretary

30 October 2026

EXPLANATORY STATEMENT

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

1. Resolution 1 – Approval to amend, as a termination benefit, the terms of Performance Rights issued to former Chief Executive Officer, Mr James Fox

1.1. Background

The Company issued 28,000,000 Performance Rights to Mr Fox under the Securities Incentive Plan on 16 November 2023 in connection with his employment as Chief Executive Officer of the Company. 24,437,668 of these Performance Rights were issued using the Company's placement capacity under Listing Rule 7.1.

At the Company's annual general meeting held on Friday, 31 May 2024 (**2024 AGM**), Shareholders ratified and approved the issue of 24,437,668 Performance Rights issued to Mr Fox under the Securities Incentive Plan, for the purposes of Listing Rule 7.4.[1] A summary of the material terms of the Performance Rights was included in the notice of meeting for the 2024 AGM.

The Performance Rights issued to Mr Fox and approved at the 2024 AGM comprise Class A Performance Rights, Class B Performance Rights, Class C Performance Rights and Class D Performance Rights, the details of which are set out below.

Class	Number of Performance Rights	Performance Target
Class A Performance Rights	8,400,000	• A change of control of the Company (being the acquisition of a 50% relevant interest in the Company or a 50% interest in the Project via Woodlark Mining Ltd (PNG)), provided the Share price is at least A$0.025 per Share; or • Completion of 12 months' service (tranche 1), 24 months' service (tranche 2) or 36 months' service (tranche 3) and the Company's Shares trading at or above A$0.025 for 30 consecutive trading days within 36 months of the date of the grant of the relevant Performance Right (**Class A Service Performance Target**).
Class B Performance Rights	8,400,000	• A change of control of the Company (being the acquisition of a 50% relevant interest in the Company or a 50% interest in the Project via Woodlark Mining Ltd (PNG)), provided the Share price is at least A$0.050 per Share; or • Completion of 12 months' service (tranche 1), 24 months' service (tranche 2) or 36 months' service (tranche 3) and the Company's Shares trading at or above A$0.050 for 30 consecutive trading days within 36 months of the date of the grant of the relevant Performance Right (**Class B Service Performance Target**).
Class C Performance Rights	8,400,000	• The Company announcing to ASX a total combined JORC-compliant Mineral Resource Estimate that is at least 50% greater (in terms of contained gold, or gold equivalent ounces at consensus metals prices and using metallurgical recoveries agreed with the competent person at the relevant time) than

[1] Refer to Resolution 10 of the 2024 AGM.

Class	Number of Performance Rights	Performance Target
		the Woodlark Mineral Resource Update announced to ASX on 14 September 2023 of 1.56 million ounces of gold; and • Completion of 12 months' service (tranche 1), 24 months' service (tranche 2) or 36 months' service (tranche 3).
Class D Performance Rights	2,800,000	Receipt of all required government approvals for revised infrastructure design resulting from the Phase 1 2023 work program of the Company.

The Class A Service Performance Target and Class B Service Performance Target are together, the **Service Performance Targets**.

Tranches 1 and 2 of the Class A Performance Rights have vested, and the Shares to which those relevant Class A Performance Rights relate have been issued. Tranche 3 of the Class A Performance Rights has not vested. Prior to Mr Fox's resignation from the Company, Tranche 3 of the Class A Performance Rights was due to vest on 16 November 2026.

Tranches 1 and 2 of the Class B Performance Rights have vested, and the Shares to which those relevant Class B Performance Rights relate have been issued. Tranche 3 of the Class B Performance Rights has not vested. Prior to Mr Fox's resignation from the Company, Tranche 3 of the Class B Performance Rights was due to vest on 16 November 2026.

Tranches 1, 2 and 3 of the Class C Performance Rights have not vested. The Company is not seeking Shareholder approval to amend the terms of the Class C Performance Rights to allow them to remain on foot and vest in the ordinary course.

The Class D Performance Rights have not vested. The Company is not seeking Shareholder approval to amend the terms of the Class D Performance Rights to allow them to remain on foot and vest in the ordinary course.

1.2. Resignation

As announced on 1 May 2026, Mr Fox resigned from his position as Chief Executive Officer of the Company effective 30 April 2026.

1.3. Securities Incentive Plan

At the Company's annual general meeting held on Thursday, 29 May 2025 (**2025 AGM**), Shareholders approved the Securities Incentive Plan and the granting of a maximum of 159,123,266 Performance Rights under the Securities Incentive Plan, and the allotment and issuance of Shares upon the exercise of Performance Rights under the Securities Incentive Plan.[2] A summary of the material terms of the Securities Incentive Plan was included in the notice of meeting for the 2025 AGM.

Under the Securities Incentive Plan, if Mr Fox ceases employment or engagement with the Company and is classified as a "Good Leaver" under the Securities Incentive Plan then, unless the Board determines otherwise, his unvested Performance Rights are to be forfeited.

1.4. Proposed Modification

The Board has determined that Mr Fox is a "Good Leaver" under the Securities Incentive Plan. The Board considers Mr Fox to be a "Good Leaver" because his departure was voluntary, was not a termination for cause, and was not connected with any serious or wilful misconduct, material breach of his employment or engagement terms, gross negligence or other conduct warranting termination.

The Board has further determined that, subject to Shareholder approval, Tranche 3 of the Class A Performance Rights and Tranche 3 of the Class B Performance Rights are to remain on foot and vest in the ordinary course following Shareholder approval under this Resolution 1, as if Mr Fox had remained

[2] Refer to Resolution 4 of the 2025 AGM.

employed with the Company for 36 months and met the Class A Service Performance Target and the Class B Service Performance Target of 36 months in relation to those Tranche 3 Performance Rights.

The Company is therefore seeking Shareholder approval under Resolution 1 to allow the Board to exercise that discretion for all purposes, including for the purposes of Listing Rule 6.23.4, and for the purposes of Part 2D.2 of the Corporations Act (in relation to Part 2D.2 of the Corporations Act, on the basis that the exercise of that discretion constitutes a termination benefit to Mr Fox under Part 2D.2 of the Corporations Act).

The Board has made no determinations in respect of the Class C Performance Rights and the Class D Performance Rights.

Nothing in Resolution 1 affects:

- Tranches 1 and 2 of the Class A Performance Rights, which have already vested and the Shares to which those relevant Class A Performance Rights relate have been issued;
- Tranches 1 and 2 of the Class B Performance Rights, which have already vested and the Shares to which those relevant Class B Performance Rights relate have been issued;
- the Class C Performance Rights, which have not vested and will not vest, and have automatically lapsed and been forfeited upon Mr Fox's resignation as Chief Executive Officer of the Company;
- the Class D Performance Rights, which have not vested and will not vest, and have automatically lapsed and been forfeited upon Mr Fox's resignation as Chief Executive Officer of the Company; and
- all other terms of Tranche 3 of the Class A Performance Rights and Tranche 3 of the Class B Performance Rights, which remain unchanged, including: (a) the exercise price (which remains nil); (b) the vesting and exercise period (the relevant Performance Rights vest only after 36 months have elapsed, being on 16 November 2026); and (c) the number of Shares received on exercise (which remains on a 1:1 basis).

1.5. Listing Rule 6.23.4

Listing Rule 6.23.4 provides that a change to the terms of options (which includes the Performance Rights) may only be made if holders of ordinary securities of the relevant entity approve the change, provided the change is not of a kind prohibited under Listing Rule 6.23.3.

Listing Rule 6.23.3 prohibits any change to the terms of options that has the effect of:

- reducing the exercise price;
- increasing the period for exercise; or
- increasing the number of securities received on exercise.

The proposed modification to the Tranche 3 Class A Performance Rights and the Tranche 3 Class B Performance Rights (being the Board exercising its discretion that, subject to Shareholder approval, those Performance Rights are to remain on foot and vest in the ordinary course following Shareholder approval under this Resolution 1, as if Mr Fox had remained employed with the Company for 36 months and met the relevant Service Performance Targets) does not have any of these effects and is therefore not a change prohibited under Listing Rule 6.23.3. Accordingly, the proposed modification to the Tranche 3 Class A Performance Rights and the Tranche 3 Class B Performance Rights may be made with the approval of the Shareholders under Listing Rule 6.23.4.

If approval is given, the Tranche 3 Class A Performance Rights and the Tranche 3 Class B Performance Rights will remain on foot and vest in the ordinary course following Shareholder approval under this Resolution 1, in accordance with the Board's determination. If approval is not given, the proposed change cannot proceed and the Tranche 3 Class A Performance Rights and the Tranche 3 Class B Performance Rights will immediately be forfeited.

1.6. Corporations Act – Termination Benefits (Part 2D.2, Division 2)

Under section 200B of the Corporations Act, a company may only give a person a benefit in connection with their ceasing to hold a managerial or executive office in the company or a related body corporate if it is approved by shareholders under section 200E or an exemption applies. Mr Fox held such an office.

The term "benefit" has wide operation and could include the Board exercising its discretion to determine that the Performance Rights issued under the Securities Incentive Plan are to remain on foot and vest in the ordinary course, rather than lapsing upon the relevant participant's cessation of employment with the Company.

Accordingly, Shareholder approval is sought for the purpose of sections 200B and 200E of the Corporations Act to allow the Board to exercise its discretion under the Securities Incentive Plan to determine that Tranche 3 of the Class A Performance Rights and Tranche 3 of the Class B Performance Rights the subject of this Resolution 1 do not lapse as a result of or in connection with Mr Fox ceasing to be employed by the Company, but will continue and vest in the ordinary course.

The value of the potential termination benefits that may be given to Mr Fox in connection with his ceasing to be employed by the Company cannot presently be ascertained because various matters will or are likely to affect that value, including the Company's Share price at the time of vesting.

The Company will calculate the value of the potential termination benefits that may be provided to Mr Fox at the relevant time.

In addition to any other voting exclusions that may apply as set out in this Notice of Meeting, for the purposes of section 200E of the Corporations Act, a vote on Resolution 1 must not be cast (in any capacity) by or on behalf of Mr Fox (as the retiree) or any associate of Mr Fox. However, this does not prevent the casting of a vote if it is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the resolution, and it is not cast on behalf of Mr Fox (as the retiree) or any associate of Mr Fox.

1.7. Recommendation of Directors

The Directors unanimously recommend that Shareholders vote in favour of Resolution 1.

In making this recommendation, the Board has had regard to the circumstances of Mr Fox's departure and considers the proposed treatment of the relevant Performance Rights to be reasonable and appropriate. Mr Fox was determined by the Board to be a "Good Leaver" under the Securities Incentive Plan and his departure was not connected with any misconduct, breach of duty or performance issue. The proposed modification is limited to the final tranche of the Class A Performance Rights and Class B Performance Rights and does not accelerate vesting, shorten the original vesting period or alter any other material term of those Performance Rights. The relevant Performance Rights will remain subject to the existing performance conditions and will not vest until Shareholder approval is obtained under this Resolution 1.

Having regard to Mr Fox's contribution to the Company during the vesting period and the limited nature of the proposed modification, the Board considers that allowing the relevant Performance Rights to remain on foot is a reasonable outcome in the circumstances and is in the best interests of the Company and its Shareholders.

The Chair intends to vote all valid undirected proxies in favour of Resolution 1.

2. Resolution 2 – Issue of Performance Rights to current Managing Director, Mr Hamish Bohannan

2.1. Background

On 30 April 2026, the Company entered into an employment agreement with Mr Hamish Bohannan for the position of Managing Director of the Company. Mr Bohannan commenced as Managing Director on 1 May 2026.

In connection with Mr Bohannan's commencement and employment as Managing Director of the Company, and subject to approval of the Shareholders, the Company proposes to issue Mr Bohannan 30,000,000 Performance Rights under the Securities Incentive Plan.

Listing Rule 10.14 provides that a listed entity must not permit any of the following persons to acquire equity securities under an employee incentive scheme:

- (10.14.1) a director of the entity, or of the responsible entity of the entity;
- (10.14.2) an associate of the entity, or of the responsible entity of the entity; or
- (10.14.3) a person whose relationship with the entity or a person referred to in Listing Rule 10.14.1 or 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by its shareholders,

unless it obtains the approval of its shareholders.

The proposed issue of the Performance Rights to Mr Bohannan falls within Listing Rule 10.14.1 above and therefore requires approval of the Shareholders under Listing Rule 10.14. Resolution 2 seeks the required Shareholder approval to the issue of the Performance Rights under and for the purposes of Listing Rule 10.14.

If Shareholder approval is obtained, the Company will be able to proceed with the issue of the Performance Rights to Mr Bohannan. Approval pursuant to Listing Rule 7.1 will not be required as approval is being obtained under Listing Rule 10.14. Accordingly, if Resolution 2 is passed, the issue of the Performance Rights to Mr Bohannan (and the transfer or allocation of Shares to Mr Bohannan upon the vesting of the Performance Rights) will not be included in calculating the Company's 15% placement capacity under Listing Rule 7.1.

If Shareholder approval is not obtained in respect of the issue of the Performance Rights, then the issue of the Performance Rights will not be made under the Securities Incentive Plan. In that case, issues may arise with the competitiveness of Mr Bohannan's total remuneration package, both relative to the market as well as to other senior executives of the Company. Accordingly, the Board may exercise its discretion to provide an equivalent cash incentive award, subject to substantially the same terms as outlined below in respect of the Performance Rights.

2.2. Listing Rule 10.15 Information

The following information is provided for the purposes of Listing Rule 10.15.

Required information	Details
Name of the person	Mr Hamish Bohannan (or his nominee).
Which category in Listing Rules 10.14.1 – 10.14.3 the person falls within and why	Mr Bohannan falls within Listing Rule 10.14.1 as he is a Director of the Company.
Number and class of securities proposed to be issued to the person	It is proposed that 30,000,000 Performance Rights are issued to Mr Bohannan.
Details of the director's current total remuneration package	Mr Bohannan's current total remuneration package comprises a base salary of $450,000 per annum plus superannuation at the applicable superannuation guarantee rate (currently 12%) up to the statutory

Required information	Details
	cap. The Company may elect to pay Mr Bohannan performance-based bonuses during his employment subject to achieving performance targets to be set by the Board.
Number of securities previously issued to the person under the scheme and the average acquisition price (if any) paid by the person for those securities	8,000,000 Performance Rights were previously issued to Mr Bohannan under the Securities Incentive Plan on 22 November 2024 in connection with his previous role as a Non-Executive Director of the Company (approved under Resolution 6 of the 2024 AGM). The average acquisition price paid by Mr Bohannan for those Performance Rights was nil.
Summary of the material terms of the securities, why that type of security is being used and the value the entity attributes to that security and its basis	The material terms of the Performance Rights are summarised below: • (**consideration**) the Performance Rights are to be granted for nil cash consideration; • (**conversion**) once vested, each Performance Right entitles Mr Bohannan to subscribe for one Share upon conversion. All Shares issued upon conversion of Performance Rights will rank equally in all respects with the Shares on issue at the time of issue; • (**conversion price**) the conversion price of each Performance Right is nil; • (**vesting conditions**) the Performance Rights will vest upon: (a) the processing plant for the Project achieving 12,000oz of cumulative gold sales over two months (**Production Milestone**); or (b) a change of control of the Company occurring before the Production Milestone is met. A change of control will be deemed to have occurred when a person acquires a relevant interest in 50% of the Company or a 50% interest in the Project via Woodlark Mining Ltd (PNG)[3], (together, the **Vesting Conditions**); • (**quotation**) the Performance Rights will be unquoted; • (**transfer**) the Performance Rights are not transferable; • (**distribution and voting rights**) Performance Rights do not carry any voting rights or entitlement to dividends; • (**participation rights**) the Performance Rights do not, by themselves, entitle Mr Bohannan to participate in new issues of capital offered to Shareholders during the currency of the Performance Rights, and no participation rights or other entitlements attach to the Performance Rights in that regard; • (**bonus issues**) if the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of

[3] The Vesting Conditions attaching to the Performance Rights proposed to be issued to Mr Bohannan, subject to Shareholder approval of this Resolution 2, have been modified by the Board from the indicative conditions announced on 1 May 2026 in the ASX announcement *titled "Leadership Transition Positions Geopacific for Development as DFS Nears* Completion". Following further review and consideration, the Board considers it appropriate that the Performance Rights vest upon a change of control, on the basis that such a transaction would remove the opportunity to achieve the Production Milestone.

Required information	Details
	dividend reinvestment), the number of Shares which must be issued on the vesting of a Performance Right will be increased by the number of Shares which Mr Bohannan would have received if the Performance Right had vested before the record date for the bonus issue; • (**expiry date**) Performance Rights will expire if the Vesting Conditions have not been satisfied by 5:00pm (AWST) on the date that is 4 years after the grant date of the Performance Rights; and • (**cessation of employment**) if Mr Bohannan is no longer employed by the Company, the Performance Rights will automatically lapse and be forfeited unless the Board otherwise determines in its discretion. The purpose of the issue of the Performance Rights to Mr Bohannan is to: • provide a performance linked incentive to align the interests of Mr Bohannan with those of Shareholders; • motivate and reward the performance of Mr Bohannan as Managing Director; and • allow the Company to spend a greater proportion of its cash reserves on its work programs. The indicative value of the Performance Rights has been calculated with reference to the 5-day volume weighted average price (VWAP) of Shares to 30 September 2026, being $0.03 for each Performance Right. An independent third-party valuation will be obtained following Shareholder approval of this Resolution 2, which is expected to use a barrier up-and-in trinomial pricing model.
Date(s) on or by which the entity will issue the securities	The Performance Rights are to be issued to Mr Bohannan no later than 3 years after the date of the Meeting.
Price at which the entity will issue the securities	The Performance Rights are to be issued for nil cash consideration.
Summary of any other material terms of the scheme	A summary of the material terms of the Securities Incentive Plan is included at Schedule 1.
A summary of the material terms of any loan that will be made to the person in relation to the acquisition	No loan will be made to Mr Bohannan in connection with the issue of the Performance Rights.
Voting exclusion statement	A voting exclusion statement for this Resolution is set out in the Notice of Meeting.

Listing Rule 10.15.11 statement

Details of any securities issued under the Securities Incentive Plan will be published in the annual report of the Company relating to the period in which they were issued, along with a statement that approval

for the issue was obtained under Listing Rule 10.14. Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of securities under the Securities Incentive Plan after this Resolution 2 is approved and who were not named in this Notice of Meeting will not participate until approval is obtained under that rule.

2.3. Recommendation of Directors

The Directors (other than Mr Bohannan, who has a material personal interest in the outcome of Resolution 2 and accordingly abstains from making a recommendation) recommend that Shareholders vote in favour of Resolution 2. In making this recommendation, the Board has had regard to the importance of attracting and retaining experienced management in the current stage of the Company's development, and the alignment of interests created by performance-based equity incentives linked to operational milestones.

The Chair intends to vote all valid undirected proxies in favour of Resolution 2.

Resolutions 3 to 6 – Issue of Performance Rights to Non-Executive Directors

3.1. Background

Shareholders previously approved the Securities Incentive Plan at the 2025 AGM. The issue of securities under the Securities Incentive Plan is designed to provide at risk remuneration aligned with the creation of value for Shareholders, directly linked to outcomes that are expected to drive Shareholder returns.

The Securities Incentive Plan involves the granting of Performance Rights which vest upon achievement of performance measures over a specified period. The Performance Rights carry no dividend or voting rights and, on vesting, each Performance Right converts into one Share. Under the Securities Incentive Plan, the Board retains overall discretion as to whether Performance Rights should be granted, or whether the number of Performance Rights granted should be varied, in each performance year.

In connection with each Non-Executive Director's provision of services to the Company during the 2027 reporting period, and subject to approval of the Shareholders, the Company proposes to issue to each Non-Executive Director the following number of Performance Rights under the Securities Incentive Plan and on the terms described below:

- **Resolution 3**: 5,000,000 Performance Rights to Mr Graham Ascough (or his nominee);
- **Resolution 4**: 5,000,000 Performance Rights to Mr Michael Brook (or his nominee);
- **Resolution 5**: 8,000,000 Performance Rights to Mr Rowan Johnston (or his nominee); and
- **Resolution 6**: 5,000,000 Performance Rights to Mr Hansjoerg Plaggemars (or his nominee).

The Board acknowledges that the grant of the relevant Performance Rights to the Non-Executive Directors is inconsistent with the commentary to Recommendation 8.2 of the ASX Corporate Governance Principles and Recommendations. However, the Board considers the grant of the relevant Performance Rights to the Non-Executive Directors to be reasonable in order to further align the interests of the Non-Executive Directors with the interests of Shareholders and provide cost-effective consideration to the Non-Executive Directors for their ongoing commitment and contribution to the Company.

Listing Rule 10.14 provides that a listed entity must not permit any of the following persons to acquire equity securities under an employee incentive scheme:

- (10.14.1) a director of the entity, or of the responsible entity of the entity;
- (10.14.2) an associate of the entity, or of the responsible entity of the entity; or
- (10.14.3) a person whose relationship with the entity or a person referred to in Listing Rule 10.14.1 or 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by its shareholders,

unless it obtains the approval of its shareholders.

The proposed issue of the relevant Performance Rights to the Non-Executive Directors falls within Listing Rule 10.14.1 above and therefore requires approval of the Shareholders under Listing Rule 10.14. Resolutions 3 to 6 seek the required Shareholder approval to the issue of the relevant Performance Rights under and for the purposes of Listing Rule 10.14.

If Shareholder approval is obtained, the Company will be able to proceed with the issue of the relevant Performance Rights to the Non-Executive Directors. Approval pursuant to Listing Rule 7.1 will not be required as approval is being obtained under Listing Rule 10.14. Accordingly, if Resolutions 3 to 6 are passed, the issue of the relevant Performance Rights to the Non-Executive Directors (and the transfer or allocation of Shares to the Non-Executive Directors upon the vesting of the relevant Performance Rights) will not be included in calculating the Company's 15% placement capacity under Listing Rule 7.1.

If Shareholder approval is not obtained in respect of the issue of the relevant Performance Rights, then the issue of the relevant Performance Rights will not be made under the Securities Incentive Plan. In that case, issues may arise with the competitiveness of each Non-Executive Director's total remuneration package. Accordingly, the Board will be required to consider other forms of remuneration for each Non-Executive Director.

3.2. Listing Rule 10.15 Information

The following information is provided for the purposes of Listing Rule 10.15.

Required information	Details
Name of each person	• **Resolution 3**: Mr Graham Ascough (or his nominee) • **Resolution 4**: Mr Michael Brook (or his nominee) • **Resolution 5**: Mr Rowan Johnston (or his nominee) • **Resolution 6**: Mr Hansjoerg Plaggemars (or his nominee)
Which category in Listing Rules 10.14.1 – 10.14.3 the person falls within and why	Each Non-Executive Director falls within Listing Rule 10.14.1 by virtue of being a Director of the Company.
Number and class of securities proposed to be issued to the person	It is proposed that the following Performance Rights are issued to each Non-Executive Director: • **Resolution 3**: 5,000,000 Performance Rights to Mr Graham Ascough (or his nominee) • **Resolution 4**: 5,000,000 Performance Rights to Mr Michael Brook (or his nominee) • **Resolution 5**: 8,000,000 Performance Rights to Mr Rowan Johnston (or his nominee) **Resolution 6**: 5,000,000 Performance Rights to Mr Hansjoerg Plaggemars (or his nominee)
Details of the director's current total remuneration package	The total current remuneration package of each Non-Executive Director is set out below. **Resolution 3 – Mr Graham Ascough** Mr Ascough is entitled to fees of $67,200 per annum for his services to the Company as a Non-Executive Director. Mr Ascough is entitled to be paid or reimbursed, in accordance with applicable policies of the Company, for all travelling and other expenses properly incurred in the provision of his services to the Company. He is also entitled to participate in the Securities Incentive Plan subject to Shareholder approval. Mr Ascough received fees of $88,000 for his services to the Company as a Non-Executive Director during the 2025 reporting period[4]. **Resolution 4 – Mr Michael Brook** Mr Brook is entitled to fees of $60,000 per annum plus statutory superannuation contributions for his services to the Company as a Non-Executive Director. Mr Brook is entitled to be paid or reimbursed, in accordance with applicable policies of the Company, for all travelling and other expenses properly incurred in the provision of his services to the Company. He is also entitled to participate in the Securities Incentive Plan subject to Shareholder approval. Mr Brook received fees of $60,000 and superannuation contributions of $7,080 for his services to the Company as a Non-Executive Director during the 2025 reporting period. **Resolution 5 – Mr Rowan Johnston**

[4] Assumed the role of Non-Executive Director on 1 May 2026 – Mr Ascough was previously the Non-Executive Chairman.

Required information	Details
	Mr Johnston is entitled to fees of $100,000 per annum plus statutory superannuation contributions for his services to the Company as a Non-Executive Director. Mr Johnston is entitled to be paid or reimbursed, in accordance with applicable policies of the Company, for all travelling and other expenses properly incurred in the provision of his services to the Company. He is also entitled to participate in the Securities Incentive Plan subject to Shareholder approval. Mr Johnston received fees of $60,000 and superannuation contributions of $7,080 for his services to the Company as a Non-Executive Director during the 2025 reporting period[5]. **Resolution 6 – Mr Hansjoerg Plaggemars** Mr Plaggemars is entitled to fees of $60,000 per annum for his services to the Company as a Non-Executive Director. Mr Plaggemars is entitled to be paid or reimbursed, in accordance with applicable policies of the Company, for all travelling and other expenses properly incurred in the provision of his services to the Company. He is also entitled to participate in the Securities Incentive Plan subject to Shareholder approval. Mr Plaggemars received fees of $60,000 for his services to the Company as a Non-Executive Director during the 2025 reporting period.
Number of securities previously issued to the person under the scheme and the average acquisition price (if any) paid by the person for those securities	**Resolution 3 – Mr Graham Ascough** 10,000,000 Performance Rights were previously issued to Mr Ascough under the Securities Incentive Plan on 22 November 2024 in connection with his role as a Non-Executive Director (approved under Resolution 5 of the 2024 AGM). The average acquisition price paid for those Performance Rights was nil. **Resolution 4 – Mr Michael Brook** 8,000,000 Performance Rights were previously issued to Mr Brook under the Securities Incentive Plan on 22 November 2024 in connection with his role as a Non-Executive Director (approved under Resolution 7 of the 2024 AGM). The average acquisition price paid for those Performance Rights was nil. **Resolution 5 – Mr Rowan Johnston** 8,000,000 Performance Rights were previously issued to Mr Johnston under the Securities Incentive Plan on 22 November 2024 in connection with his role as a Non-Executive Director (approved under Resolution 8 of the 2024 AGM). The average acquisition price paid for those Performance Rights was nil. **Resolution 6 – Mr Hansjoerg Plaggemars** 8,000,000 Performance Rights were previously issued to Mr Plaggemars under the Securities Incentive Plan on 22 November 2024 in connection with his role as a Non-Executive Director (approved under Resolution 9 of the 2024 AGM). The average acquisition price paid for those Performance Rights was nil.

[5] Assumed the role of Non-Executive Chairman on 1 May 2026 – Mr Johnston was previously a Non-Executive Director.

Required information	Details
Summary of the material terms of the securities, why that type of security is being used and the value the entity attributes to that security and its basis	The material terms of the Performance Rights are summarised below: • (**consideration**) the Performance Rights are to be granted for nil cash consideration; • (**conversion**) once vested, each Performance Right entitles the relevant Non-Executive Director to subscribe for one Share upon conversion. All Shares issued upon conversion of Performance Rights will rank equally in all respects with the Shares on issue at the time of issue; • (**conversion price**) the conversion price of each Performance Right is nil; • (**vesting conditions**) the Performance Rights will vest upon: (a) the processing plant for the Project achieving 12,000oz of cumulative gold sales over two months (**Production Milestone**); or (b) a change of control of the Company occurring before the Production Milestone is met. A change of control will be deemed to have occurred when a person acquires a relevant interest in 50% of the Company or a 50% interest in the Project via Woodlark Mining Ltd (PNG), (together, the **Vesting Conditions**); • (**quotation**) the Performance Rights will be unquoted; • (**transfer**) the Performance Rights are not transferable; • (**distribution and voting rights**) Performance Rights do not carry any voting rights or entitlement to dividends; • (**participation rights**) the Performance Rights do not, by themselves, entitle the relevant Non-Executive Director to participate in new issues of capital offered to Shareholders during the currency of the Performance Rights, and no participation rights or other entitlements attach to the Performance Rights in that regard; • (**bonus issues**) if the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment), the number of Shares which must be issued on the vesting of a Performance Right will be increased by the number of Shares the relevant Non-Executive Director would have received if the Performance Right had vested before the record date for the bonus issue; • (**expiry date**) Performance Rights will expire if the Vesting Conditions have not been satisfied by 5.00pm (AWST) on the date that is 4 years after the grant date of the Performance Rights; and • (**cessation of employment**) if a Non-Executive Director is no longer engaged by the Company, the Performance Rights issued to that Non-Executive Director will automatically lapse and be forfeited unless the Board otherwise determines in its discretion.

Required information	Details
	The purpose of the issue of the Performance Rights to the Non-Executive Directors is to: • provide a performance linked incentive to align the interests of each Non-Executive Director with those of Shareholders; • motivate and reward the performance of each Non-Executive Director; and • allow the Company to spend a greater proportion of its cash reserves on its work programs. The number of Performance Rights to be issued to each Non-Executive Director has been determined based upon a consideration of the total remuneration of each Non-Executive Director and: • current market standards and practices of peer companies of a similar size and stage of development; and • incentives required to attract and retain each Non-Executive Director, while maintaining the Company's cash reserves. The indicative value of the Performance Rights has been calculated with reference to the 5-day volume weighted average price (VWAP) of Shares to 30 September 2026, being $0.03 for each Performance Right. An independent third-party valuation will be obtained following approval of Resolutions 3-6, which is expected to use a barrier up-and-in trinomial pricing model.
Date(s) on or by which the entity will issue the securities	The Performance Rights are to be issued to the Non-Executive Directors no later than 3 years after the date of the Meeting.
Price at which the entity will issue the securities	The Performance Rights are to be issued for nil cash consideration.
Summary of any other material terms of the scheme	A summary of the material terms of the Securities Incentive Plan is included at Schedule 1.
A summary of the material terms of any loan that will be made to the person in relation to the acquisition	No loan will be made to any Non-Executive Director in connection with the issue of the Performance Rights.
Voting exclusion statement	A voting exclusion statement for Resolutions 3 to 6 is set out in the Notice of Meeting.

Listing Rule 10.15.11 statement

Details of any securities issued under the Securities Incentive Plan will be published in the annual report of the Company relating to the period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14. Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of securities under the Securities Incentive Plan after

Resolutions 3 to 6 are approved and who were not named in this Notice of Meeting will not participate until approval is obtained under that rule.

3.3. Recommendation of Directors

The Directors (other than Mr Ascough in relation to Resolution 3, Mr Brook in relation to Resolution 4, Mr Johnston in relation to Resolution 5 and Mr Plaggemars in relation to Resolution 6, each of whom has a material personal interest in the outcome of the Resolution relating to them and accordingly abstains from making a recommendation in respect of that Resolution) recommend that Shareholders vote in favour of Resolutions 3 to 6.

The Chair intends to vote all valid undirected proxies in favour of Resolutions 3 to 6.

Glossary

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

ASX	ASX Limited or the securities market operated by ASX Limited, as the context requires.
Board	the board of Directors.
Chair	the chair of the Extraordinary General Meeting.
Closely Related Party	of a member of the Key Management Personnel means: (a) a spouse or child of the member; or (b) a child of the member's spouse; or (c) a dependent of the member or the member's spouse; or (d) anyone else who is one of the member's family and may be expected to influence the member or be influenced by the member in the member's dealings with the Company; or (e) a company the member controls; or (f) a person prescribed by the *Corporations Regulations 2001* (Cth).
Company or **Geopacific**	Geopacific Resources Limited ACN 003 208 393.
Corporations Act	*Corporations Act 2001* (Cth).
Director	a director of the Company.
Explanatory Statement	the explanatory statement that accompanies this Notice of Extraordinary General Meeting.
Key Management Personnel	has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any director (whether executive or otherwise) of the Company.
Listing Rules	official listing rules of the ASX.
Meeting or **Extraordinary General Meeting**	the Extraordinary General Meeting convened by this Notice of Extraordinary General Meeting.
Non-Executive Director	each of Mr Graham Ascough, Mr Michael Brook, Mr Rowan Johnston and Mr Hansjoerg Plaggemars.
Notice, Notice of Extraordinary General Meeting or **Notice of Meeting**	this notice of Extraordinary General Meeting.
Performance Rights	the performance rights granted to key personnel of the Company under and in accordance with the Securities Incentive Plan, which includes the Class A Performance Rights, Class B Performance Rights, Class C Performance Rights and Class D Performance Rights.
Project	the Company's Woodlark Project tenure and associated assets located in the Milne Bay Province on Woodlark Island, PNG.

Proxy Form	the proxy form in relation to this Notice of Extraordinary General Meeting.
Resolution	a resolution contained in this Notice of Extraordinary General Meeting.
Securities Incentive Plan	the securities incentive plan of the Company established to retain, attract and motivate key personnel, and approved by the Shareholders at the Annual General Meeting held on 29 May 2025.
Share	a fully paid ordinary share in the capital of the Company.
Shareholder	a holder of one or more Shares in the Company.

SCHEDULE 1

Summary of the terms of the Securities Incentive Plan

A summary of the terms of the Securities Incentive Plan is set out below. Capitalised but undefined terms used in this Schedule have the meaning given to those terms in the Securities Incentive Plan, unless the context suggests otherwise.

(a) **Eligible Participant**: the term 'Eligible Participant' means a person that:

(i) is a "primary participant" (as that term is defined in section 1100L(1)(a) of the Corporations Act) in relation to the Company or an Associated Body Corporate; and

(ii) has been determined by the Board to be eligible to participate in the Securities Incentive Plan from time to time.

(b) **Purpose**: the purpose of the Securities Incentive Plan is to:

(i) assist the reward, retention and motivation of Eligible Participants;

(ii) establish a method by which Eligible Participants can participate in the future growth and profitability of the Company;

(iii) link the reward of Eligible Participants to Shareholder value creation;

(iv) align the interests of Eligible Participants with shareholders of the Group (being the Company and each of its Related Bodies Corporate (as that term is defined in section 50 of the Corporations Act)), by providing an opportunity to Eligible Participants to receive an equity interest in the Company in the form of securities; and

(v) attract and retain a high standard of managerial and technical personnel for the benefit of the Company.

(c) **Plan administration**: the Securities Incentive Plan is to be administered by the Board. The Board may exercise any power or discretion conferred on it by the Securities Incentive Plan in its sole and absolute discretion. The Board may delegate its powers and discretion.

(d) **Eligibility, invitation and application**: the Board may from time to time determine that an Eligible Participant may participate in the Securities Incentive Plan and make an invitation to that Eligible Participant to apply for securities in the capital of the Company on such terms as the Board decides.

On receipt of an invitation, an Eligible Participant may apply for the securities the subject of the invitation by sending a completed application form to the Company by the time specified in the invitation, unless otherwise determined by the Board.

The Board may accept an application from an Eligible Participant in whole or in part.

If an Eligible Participant is permitted in the invitation, the Eligible Participant may, by notice in writing to the Board, nominate a party in whose favour the Eligible Participant wishes to renounce the invitation.

(e) **Grants of Securities**: the Company will, to the extent that it has accepted a duly completed application, grant the Eligible Participant the relevant number of securities subject to the terms set out in the invitation, the Securities Incentive Plan and any ancillary documentation.

(f) **Terms of Convertible Securities**: each 'Convertible Security' (which includes a Performance Right) represents a right to acquire one or more Shares (for example, under an option or Performance Right), subject to the terms of the Securities Incentive Plan.

Prior to a Convertible Security being exercised the relevant Eligible Participant does not have any interest (legal, equitable or otherwise) in any Share the subject of the Convertible Security by virtue of holding the Convertible Security. An Eligible Participant is not entitled to notice of, or to vote or attend at, a meeting of the shareholders of the Company nor entitled to receive any dividends declared by the Company, by virtue of holding the Convertible Security. An Eligible Participant may not sell, assign, transfer, grant a security interest over or otherwise deal with a Convertible Security that has been granted to them.

An Eligible Participant must not enter into any arrangement for the purpose of hedging their economic exposure to a Convertible Security that has been granted to them.

(g) **Vesting of Convertible Securities**: any vesting conditions applicable to the grant of Convertible Securities will be described in the invitation. If all the vesting conditions are satisfied and/or otherwise waived by the Board, a vesting notice will be sent to the Eligible Participant by the Company informing them that the relevant Convertible Securities have vested. Unless and until the vesting notice is issued by the Company, the Convertible Securities will not be

considered to have vested. For the avoidance of doubt, if the vesting conditions relevant to a Convertible Security are not satisfied and/or otherwise waived by the Board, that Convertible Security will lapse.

(h) **Exercise of Convertible Securities and cashless exercise**: to exercise a Convertible Security, the relevant Eligible Participant must deliver a signed notice of exercise (**Notice of Exercise**) and, subject to a cashless exercise of Convertible Securities (see below), pay the exercise price (if any) to or as directed by the Company, at any time prior to the earlier of any date specified in the vesting notice and the expiry date as set out in the invitation.

A Convertible Security may not be exercised unless and until that Convertible Security has vested in accordance with the Securities Incentive Plan, or such earlier date as set out in the Securities Incentive Plan.

An invitation may specify that at the time of exercise of the Convertible Securities, the relevant Eligible Participant may elect not to be required to provide payment of the exercise price for the number of Convertible Securities specified in a Notice of Exercise, but that on exercise of those Convertible Securities the Company will transfer or issue to the Participant that number of Shares equal in value to the positive difference between the Market Value of the Shares at the time of exercise and the exercise price that would otherwise be payable to exercise those Convertible Securities.

The term 'Market Value' means, at any given date, the volume weighted average price per Share traded on the ASX over the five trading days immediately preceding that given date, unless otherwise specified in an invitation.

(i) **Delivery of Shares on exercise of Convertible Securities**: as soon as practicable after the valid exercise of a Convertible Security by an Eligible Participant, the Company will issue, allocate or cause to be transferred to the relevant Eligible Participant the number of Shares to which the relevant Eligible Participant is entitled under the Securities Incentive Plan and issue a substitute certificate for any remaining unexercised Convertible Securities held by the relevant Eligible Participant.

(j) **Forfeiture of Convertible Securities**: where a participant who holds Convertible Securities becomes a Leaver (ie ceases to be an Eligible Participant) or becomes insolvent, all unvested Convertible Securities will automatically be forfeited by the relevant participant, unless the Board otherwise determines in its discretion to permit some or all of the Convertible Securities to vest.

Where a participant who holds Convertible Securities becomes a "Good Leaver" (ie an Eligible Participant who ceases employment or engagement with any Group Company and who is not a 'Bad Leaver' and includes where an Eligible Participant's employment or engagement ceases due to death, permanent incapacity, mental incapacity or redundancy, resignation, retirement or for any other reason as the board determines from time to time), vested Convertible Securities that have not been exercised will continue in force and remain exercisable until the Expiry Date and Unvested Convertible Securities will be forfeited, unless the Board determined otherwise.

Where a participant who holds Convertible Securities becomes a Bad Leaver (ie an Eligible Participant whose employment or engagement is terminated due to: (i) serious wilful misconduct; (ii) a material breach of the terms of any contract of employment, engagement or office with any Group Company; (iii) gross negligence; (iv) any other conduct justifying termination without notice under any contract of employment, engagement or office with any Group Company or at common law; (v) a breach of a post-termination restriction in any employment contract; or (vi) disqualification to hold office under relevant laws), unvested Convertible Securities will be forfeited and vested Convertible Shares that have not been exercised will be forfeited on the date of the cessation of employment or office of such Participant.

Where the Board determines that a participant has acted fraudulently or dishonestly, or wilfully breached his or her duties to the Group, the Board may in its discretion deem all unvested Convertible Securities held by that participant to have been forfeited.

Unless the Board otherwise determines, or as otherwise set out in the Securities Incentive Plan:

(i) any Convertible Securities which have not yet vested will be forfeited immediately on the date that the Board determines (acting reasonably and in good faith) that any applicable vesting conditions have not been met or cannot be met by the relevant date; and

(ii) any Convertible Securities which have not yet vested will be automatically forfeited on the expiry date specified in the relevant invitation.

(k) **Effect of forfeiture of Convertible Securities**: where a Convertible Security has been forfeited, the Convertible Security will automatically lapse, the Participant or the Participant's agent or attorney must sign any transfer documents required by the Company to effect the forfeiture of that Convertible Security, and the Company will not be liable for any damages or other amounts to the Participant in respect of that Convertible Security.

(l) **Change of control**: if a Change Of Control Event (which includes, amongst other things, where a person becomes entitled to acquire, hold or has an equitable interests in more than 50% of the issued shares in the capital of the Company) occurs in relation to the Company, or the Board determines that a Change of Control Event is likely to occur, the Board may in its discretion determine the manner in which any or all of the Eligible Participant's Convertible Securities will be dealt with, including, without limitation, in a manner that allows the Eligible Participant to participate in and/or benefit from any transaction arising from or in connection with the Change Of Control Event.

(m) **Rights attaching to Plan Shares**: all shares issued under the Securities Incentive Plan, or issued or transferred to an Eligible Participant upon the valid exercise of a Convertible Security (**Plan Shares**) will rank pari passu in all respects with the shares of the same class. An Eligible Participant will be entitled to any dividends declared and distributed by the Company on the Plan Shares and may participate in any dividend reinvestment plan operated by the Company in respect of Plan Shares. An Eligible Participant may exercise any voting rights attaching to Plan Shares.

Plan Shares will not be issued or become issuable as a result of the exercise of Convertible Securities granted or to be granted under the Plan, unless and until those Shares are in a class that has, at the time of the Invitation, been Quoted for at least 3 months without suspension from trading for more than 5 'trading days' (as that term is defined in the Listing Rules) in the shorter of:

(i) the period in which Shares have been Quoted; and

(ii) the 12 months before the Invitation is made.

(n) **Disposal restrictions on Plan Shares**: prior to an invitation being made, the Board may determine whether any restrictions will be imposed on the Plan Shares held by an Eligible Participant in relation to the disposal of the Plan Shares, the granting of any security interest in or over the Plan Shares held by an Eligible Participant or any other dealing with (or purporting to deal with) the Plan Shares held by an Eligible Participant.

If the invitation provides that any Plan Shares are subject to any restrictions as to the disposal or other dealing by an Eligible Participant for a period, the Board may implement any procedure it deems appropriate to ensure compliance by the Eligible Participant with this restriction. For so long as a Plan Share is subject to any disposal restrictions under the Securities Incentive Plan, the Eligible Participant will not:

(i) transfer, encumber or otherwise dispose of, or have a security interest granted over that Plan Share; or

(ii) take any action or permit another person to take any action to remove or circumvent the disposal restrictions without the express written consent of the Company.

(o) **Irrevocable Power of Attorney**: each Eligible Participant must grant an irrevocable power of attorney (in the form set out in the Invitation or such other form determined by the Board) to any person nominated from time to time by the Board.

(p) **Adjustment of Convertible Securities**: if there is a reorganisation of the issued share capital of the Company (including any subdivision, consolidation, reduction, return or cancellation of such issued capital of the Company), the rights of each Eligible Participant holding Convertible Securities will be changed to the extent necessary to comply with the Listing Rules applicable to a reorganisation of capital at the time of the reorganisation.

(q) **Participation in new issues**: holders of Convertible Securities are not entitled to participate in any new issue of Shares of the Company without exercising the Convertible Securities.

(r) **Amendment of Plan**: subject to the following paragraph, the Board may at any time amend any provisions of the Securities Incentive Plan, including (without limitation) the terms upon which any securities have been granted under the Securities Incentive Plan and the Board may determine that any amendments to the Securities Incentive Plan be given retrospective effect, immediate effect or future effect.

No amendment to any provision of the Securities Incentive Plan may be made if the amendment materially reduces the rights of any Eligible Participant as they existed before the date of the amendment, other than an amendment introduced primarily for the purpose of complying with legislation or to correct manifest error or mistake, amongst other things, or is agreed to in writing by all Eligible Participants.

(s) **Plan duration**: the Securities Incentive Plan continues in operation until the Board decides to end it. The Board may from time to time suspend the operation of the Securities Incentive Plan for a fixed period or indefinitely, and may end any suspension. If the Securities Incentive Plan is terminated or suspended for any reason, that termination or suspension must not prejudice the accrued rights of the Eligible Participants.

If an Eligible Participant and the Company (acting by the Board) agree in writing that some or all of the securities granted to that Participant are to be cancelled on a specified date or on the occurrence of a particular event, then those securities may be cancelled in the manner agreed between the Eligible Participant and the Company.

(t) **Buy-Back:** the Company may Buy-Back Plan Shares from an Eligible Participant by way of an Employee Share Scheme Buy-Back.

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GEOPACIFIC RESOURCES LIMITED

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 11:00am (AWST) on Saturday, 28 November 2026.**

TO APPOINT A PROXY ONLINE

BY SMARTPHONE

STEP 1: VISIT https://www.votingonline.com.au/gpregm2026

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

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

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:

(a) 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.

(b) 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 **before 11:00am (AWST) on Saturday, 28 November 2026.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged:

Online	https://www.votingonline.com.au/gpregm2026
By Fax	+ 61 2 9290 9655
By Mail	Boardroom Pty Limited GPO Box 3993, Sydney NSW 2001 Australia
In Person	Boardroom Pty Limited Level 8, 210 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.

SAMPLE

Geopacific Resources Limited
ACN 003 208 393

☐ **Your Address**
This is your address as it appears on the company's share register. If this is not your current address, please mark the box with an "X" and note your correct current address in the space to the left. Securityholders sponsored by a broker should directly advise their broker of the required 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 **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 **Extraordinary General Meeting** of the Company to be held in-person at **Level 1, 278 Stirling Highway, Claremont WA 6010 on 11:00am (AWST) on Monday, 30 November 2026** 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 is authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of these Resolutions (**including Resolutions 1 to 6**), I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of these Resolutions even though these Resolutions (**including Resolution 1 to 6**) are connected with the remuneration of members of the key management personnel of the Company.

The Chair of the Meeting will vote all undirected proxies **in favour of all Items of business (including Resolutions 1-6)**. If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

STEP 2 VOTING DIRECTIONS

		For	Against	Abstain*
Resolution 1	Approval to amend, as a termination benefit, the terms of Performance Rights issued to former Chief Executive Officer, Mr James Fox	☐	☐	☐
Resolution 2	Issue of Performance Rights to current Managing Director, Mr Hamish Bohannan	☐	☐	☐
Resolution 3	Issue of Performance Rights to Non-Executive Director, Mr Graham Ascough	☐	☐	☐
Resolution 4	Issue of Performance Rights to Non-Executive Director, Mr Michael Brook	☐	☐	☐
Resolution 5	Issue of Performance Rights to Non-Executive Director, Mr Rowan Johnston	☐	☐	☐
Resolution 6	Issue of Performance Rights to Non-Executive Director, Mr Hansjoerg Plaggemars	☐	☐	☐

* 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.

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

Individual or Securityholder 1	Securityholder 2	Securityholder 3
Sole Director and Sole Company Secretary	Director	Director / Company Secretary

Contact Name: …….... Contact Daytime Telephone: ……..... Date: ..... /...../ 2026

SAMPLE