



15 April 2008

Dear Geopacific Resources NL Shareholder

Notice of 2008 Annual General Meeting

On behalf of the Board of Directors, I am pleased to invite all shareholders to attend the 2008 Annual General Meeting of Geopacific Resources NL (GPR), which will be held at the Company's registered office, 556 Crown Street, Surry Hills, Sydney at 11.00am on Thursday 22 May 2008.

During 2007 your Company made many positive advances in its exploration activities in Fiji and is looking forward in capitalising on these and some exciting new opportunities which have arisen during the last few months.

On 7 April, 2008, the Company received Reserve Bank of Fiji approval (subject to final tax clearances which are expected shortly) to acquire 100% of Millennium Mining (Fiji) Limited which is the owner of the Faddy's Gold deposit, located on the west coast of Viti Levu, south of Nadi. Geopacific intends to undertake feasibility studies and fast track the Faddy's Gold deposit into production. With current high gold prices, this is a tremendous opportunity for our group to evolve from an explorer to an emerging gold producer. Our drilling programmes at the Nuku, Vuda, Raki Raki and Nadi South projects have all produced encouraging results and remain prospective for major gold and base metal discoveries with further work.

The Financial Statements for the year ending 31 December 2007 including a report on activities from the Board of Directors are included in the Company's 2007 Annual Report which, together with the Notice of Meeting is attached with this letter. If you are able to attend I look forward to the opportunity to meet with you and update you on our current and planned work at our very prospective exploration projects in Fiji.

If you are unable to attend the meeting, please return a completed proxy form to Registries Ltd by mail (PO Box R67, Royal Exchange, NSW 1223) or facsimile (02 9279 0664).

Yours sincerely
Geopacific Resources NL

A handwritten signature in black ink, appearing to read "Russell Fountain".

Dr Russell Fountain
Chairman

Geopacific Resources NL
ACN 003 208 393

info@geopacific.com.au
www.geopacific.com.au

Australia – Sydney
556 Crown St
(PO Box 477)
Surry Hills
NSW 2010
AUSTRALIA

T +61 2 9699 7311
F +61 2 9699 7322

Fiji – Nadi
PO Box 9975
Nadi Airport
Nadi
FIJI

T +679 6 720 166
F +679 6 720 206

For personal use only

NOTICE OF 2008 ANNUAL GENERAL MEETING

Notice is given that the 2008 Annual General Meeting of shareholders of Geopacific Resources NL (or 'the Company') will be held as follows:

Time: 11.00 am

Date: Thursday, 22 May 2008

Place: 556 Crown Street, Surry Hills NSW 2010 Australia

This notice should be read in conjunction with the accompanying Explanatory Statement.

This notice is accompanied by a proxy form for those shareholders wishing to vote by proxy. Please follow the instructions at the end of the proxy form carefully.

ORDINARY BUSINESS

Resolution 1 Receive Financial Report

To consider and, if thought fit, to pass the following ordinary resolution:

"That the Company's Financial Report for the financial year ended 31 December 2007 together with the related Directors' and Auditor's reports be received."

Resolution 2 Election of Director – Dr Russell John Fountain

To consider and, if thought fit, to pass the following ordinary resolution:

"That Dr Russell John Fountain, a Director retiring in accordance with the Company's Constitution and being eligible for re-election, be re-elected a Director of the Company."

Resolution 3 Adoption of Remuneration Report

To consider and, if thought fit, to pass the following ordinary resolution:

"That the Company's Remuneration Report for the financial year ended 31 December 2007 be received, approved and adopted."

Special Resolution 4 Appointment of Auditor

To consider and, if thought fit, to pass the following special resolution:

"Subject to the consent of ASIC to the resignation of Nexia Court & Co, resolved as a special resolution, that BDO Kendalls are hereby appointed as auditor of the company."

OTHER BUSINESS

To transact any other business which may be properly brought before the meeting.

Dated: 22 April 2008

By order of the Board



Grahame Clegg
Company Secretary

EXPLANATORY STATEMENT (continued)

This Explanatory Statement sets out information in connection with the business to be considered at the 2008 Annual General Meeting of Geopacific Resources NL ('the Company').

ORDINARY BUSINESS

The following items of ordinary business will be considered at the meeting.

Resolution 1 Adoption of Financial Report

This item of business relates to the receipt and adoption of the Company's Financial Report for the year ended 31 December 2007 together with the related Directors' and Auditor's Reports.

Resolution 2 Election of Director – Dr Russell John Fountain

Dr Russell J Fountain was appointed a Director of the Company on 23 September 2005. Under the Company's Constitution, Dr Fountain retires by rotation, and being eligible, wishes to stand for re-election.

Resolution 3 Adoption of Remuneration Report

The Corporate Law Economic Reform Programme (Audit Reform and Corporate Disclosure Act 2004 (Cth)) (CLERP 9) requires that a resolution be put to the members to adopt the Remuneration Report as disclosed in the Directors' Report. The vote on this resolution is advisory only and non-binding. The resolution gives the members the opportunity to ask questions or make comments concerning the Remuneration Report during the meeting.

Resolution 4 Appointment of Auditors

The directors have received a notice of resignation pursuant to section 329(5) of the Corporations Act 2001 from Nexia Court & Co. BDO Kendalls has been nominated as the auditor. The recommendation of the Board is that BDO Kendalls be appointed as auditor of the Company.

FORM OF PROXY FOR 2008 ANNUAL GENERAL MEETING

I/We, _____
(Name of Shareholder)

Of _____
(Address of Shareholder)

being a shareholder of Geopacific Resources NL hereby appoint:

(Name of Proxy)

(Address of Proxy)

or, failing him/her, **the Chairman of the Meeting** as my/our proxy to attend and vote for me/us and in my/our name at the Annual General Meeting of Geopacific Resources NL to be held on Thursday 22 May 2008 and at any adjournment of that meeting.

Each shareholder should see overleaf for information concerning how to vote by proxy or appoint a corporate representative.

If you do not wish at all to direct your proxy how to vote, please place a mark in this box.

By marking this box, you acknowledge that, if the Chairman is your proxy, the Chairman may exercise your proxy even if he has an interest in the outcome of the resolution and votes cast by him other than as proxy holder will be disregarded because of that interest.

If you do not mark this box, and you have not directed your proxy how to vote, the Chairman will not cast your votes on the resolution and your votes will not be counted in calculating the required majority of a poll is called on the resolution.

The Chairman of the meeting intends to vote undirected proxies in favour of all resolutions set out in the Notice of Meeting.

RESOLUTIONS

Resolutions

- 1 Adoption of Financial Report
- 2 Election of Director – Dr Russell J Fountain
- 3 Adoption of Remuneration Report

For Against Abstain

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Special Resolution

- 4 Appointment of Auditor

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

Signature of Member:

Execution by Corporate Member

Director/Secretary

Director

Date: _____

VOTING BY PROXY AND APPOINTMENT OF A CORPORATE REPRESENTATIVE

1. A shareholder entitled to attend and vote is entitled to appoint not more than two proxies. Where two proxies are appointed, each proxy must be appointed to represent a specific proportion of the shareholder's voting rights.
2. A proxy need not be a shareholder of the Company. A shareholder may appoint as its proxy the "Chairman of the Meeting".
3. A proxy given by a corporation must be executed under seal or under the hand of a duly authorised officer or attorney. Either of the joint holders of a share may sign the proxy form.
4. To be effective, the proxy form and the power of attorney or other authority (if any) under which each is signed (or a copy of that power or authority certified in a manner acceptable to the Directors of the Company) must be received at least 48 hours prior either to the meeting (i.e. not later than 5.30 pm on 20 May 2008), or to any adjourned meeting, at the Company's Share Registrars being:

Registries Limited

Facsimile: 02 9279 0664

Mail: PO Box R67, Royal Exchange, NSW 1223

Delivery Address: Level 2, 28 Margaret Street, Sydney NSW 2000

5. Additional proxy forms will be supplied on request.
6. A body corporate may appoint a representative to attend, vote at and otherwise act for it at the meeting in accordance with the Corporations Act 2001.

For personal use only