

GEOPACIFIC RESOURCES LTD
ACN 003 208 393
("Company")

SHARE TRADING POLICY

Background – Insider Trading:

The insider trading provisions of Australian Law work on the basis that a person must not (whether as principal or agent) subscribe for, purchase or sell, or “engage in dealings” of any securities in Geopacific Resources Limited (‘GPR’) if;

- a) The person possesses information that a reasonable person would expect to have a material effect on the price of the securities if the information were generally available;

and

- b) The person knows, or ought reasonably to know, that:
 - i. The information is not generally available; and
 - ii. If it were generally available, it might have a material effect on the price of the securities.

A person does not need to be directly associated with GPR to be guilty of insider trading in relation to securities of the Company. The prohibition extends to dealings through nominees, agents or their associates, such as family members, family trusts or family companies (“Related Third Parties”).

Policy:

1. Directors, officers and employees of GPR and its subsidiary companies **shall not** engage in any dealings in the securities of GPR without giving prior notice as follows:

Party seeking to deal in securities	Prior Notice to be Given to:
<i>Employees of GPR or subsidiary companies and consultants and advisors involved in the management of projects for and on behalf of GPR (or their Related Third Parties)</i>	<i>The Chairman and Company Secretary of GPR</i>
<i>Directors of GPR or subsidiary companies (or their Related Third Parties)</i>	<i>The Company Secretary of GPR who shall provide details to the Chairman of GPR</i>

2. The procedures for notification are as follows;
 - a) Before trading in the company’s securities the Director, officer or employee must
 - notify the chairman (or in his absence the managing director) and company secretary, in writing, of their intention to trade in securities;
 - confirm they do not have insider information; and
 - confirm that there is no known reason to preclude trading in the company’s securities

The notification is only valid for the period of its operation, being from the date of notification until the earlier of 10 business days after the notification, the start of a closed period or the date on which the Director, officer or employee becomes aware of insider information.

- b) After trading in the company’s securities Director, officer or employee must
 - notify the company secretary (who will notify the chairman) in writing, that the trade has been completed; and

- in the case of directors of the company, provide sufficient information to enable the company to comply with the requirements to notify a change of interests to ASX. Such information to include - Type of dealing, Date of dealing, Number of securities, Seller, Purchaser and Price;
3. Directors, officers and employees shall not engage in any dealings in GPR securities during the period:
 - a) **two weeks prior** to and within **24 hours after** the date of the announcement to the ASX of the Company's annual or half year results;
 - b) **two weeks prior** to and within **24 hours after** the date of the announcement to the ASX of the Company's quarterly activities reports;
 - c) notwithstanding a) or b), **at any time** while in *possession of inside information*.
 4. Directors, officers and employees **are prohibited** from trading in financial products issued or created over or in respect of the entity's securities.

Exceptions to policy

The following are the only exceptions to the above policy:

Directors, officers and employees may trade in financial products issued or created over or in respect of the entity's securities outside the parameters of the above trading policy only in the following circumstances:

1. transfers of securities of the entity already held into a superannuation fund or other saving scheme in which the Director, officer or employee is a beneficiary;
2. undertakings to accept, or the acceptance of, a takeover offer;
3. trading under an offer or invitation made to all or most of the security holders, such as, a rights issue, a security purchase plan, a dividend or distribution reinvestment plan and an equal access buy-back, where the plan that determines the timing and structure of the offer has been approved by the board. This includes decisions relating to whether or not to take up the entitlements and the sale of entitlements required to provide for the take up of the balance of entitlements under a renounceable pro rata issue;
4. the exercise (but not the sale of securities following exercise) of an option or a right under an employee incentive scheme, or the conversion of a convertible security, where the final date for the exercise of the option or right, or the conversion of the security, falls during a prohibited period and the entity has been in an exceptionally long prohibited period or the entity has had a number of consecutive prohibited periods and the Director, officer or employee could not reasonably have been expected to exercise it at a time when free to do so.