

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

SECURITIES 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” or “Geopacific” or “Company”) 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 (“Inside Information”);

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 (see *Definition of “Associate”*).

Insider trading is a criminal offence, punishable by substantial fines, imprisonment or both. The Company may also be liable if a Designated Officer or Employee engages in insider trading. Insider trading may also attract civil penalties. A court may impose substantial pecuniary penalties, and order compensation paid to persons suffering related loss or damage and impose banning orders prohibiting participation in the management of a corporation.

Purpose:

The purpose of this Policy is to:

- a) Provide a summary of the insider trading prohibition and the implications of breaching the prohibition;
- b) Define when and how Designated Officers and Employees may deal in Company Securities;
- c) Specifying restricted dealings in Company Securities; and
- d) Support market confidence in the integrity of dealings in GPR Securities.

Policy:

1. Designated Officers, Employees of GPR and its subsidiary companies and their Associates **shall not** engage in any dealings in the Securities of GPR without giving prior written notice as follows:

| Party seeking to deal in Securities | Prior Notice to be Given to: |
|---|--|
| <i>Employees (or their Associates) 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>Designated Officers (or their Associates) of GPR or subsidiary companies</i> | <i>The Chairman and Company Secretary of GPR; or The Chair of the Audit and Risk Committee and the Company</i> |

| | |
|--|--|
| | <i>Secretary of GPR if the dealing relates to the Chairman</i> |
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2. The procedures for notification are as follows:

a) Before trading in the Company's Securities a Designated Officer or Employee must:

- notify the Chairman (or in their absence the Chair of the Audit and Risk Committee) and Company Secretary, in writing, of their intention to trade in Securities in the form of the template in Appendix A;
- confirm they do not have Inside 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 five (5) business days after the notification, the start of a Blackout Period or the date on which the Designated Officer or Employee becomes aware of Inside Information.

b) After trading in the Company's Securities, Designated Officers or Employees 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. Designated Officers and employees shall not engage in any dealings in GPR Securities during the period (**Blackout 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** imposed by the Board or while in *possession of Inside Information*.

4. Exceptional Circumstances

A Designated Officer or Employee who is not in possession of Inside Information in relation to the Company may be given written clearance to sell or otherwise dispose of (but not purchase) Company Securities during a Blackout Period, where the Designated Officer or Employee is in severe financial hardship, is required by law to transfer the Company Securities or where other exceptional circumstances exist. Where clearance is given, the Designated Officer or Employee must trade the Company Securities within three (3) business days of receiving clearance.

If a Designated Officer or Employee wishes to sell or otherwise dispose of Company Securities during a Blackout Period, that person must submit a written notification to the Company Secretary and obtain the prior written consent of the Company Secretary, or for Designated Officer, the Chairman (or in the case of the Chair of the Board, the Chair of the Audit and Risk Committee). The Designated Officer or Employee must demonstrate that he or she is in severe financial hardship or that his or her circumstances are otherwise exceptional.

5. Derivatives

The Company may grant securities, options or performance rights to its employees as part of their remuneration entitlements. These grants will usually be subject to the satisfaction of performance or time-based hurdles before they vest in the Employee or Designated Officer. The use of

Derivatives over unvested Company Securities may allow value to be realised from those Securities even if performance hurdles have not been met. This would break the intended connection between staff performance and Shareholder best interests. Accordingly, Employees and Designated Officers are not permitted to use Derivatives in relation to any unvested Company Securities in any way.

Employees and Designated Officers may use Derivatives in relation to vested Company Securities, provided any Dealing complies with the balance of this Policy.

6. Margin loans

Margin loans to support an investment in Company Securities can compromise compliance with this Policy, as the loan's terms may compel the sale of Company Securities during a Blackout Period or when the Employee or Designated Officer has relevant inside information.

Employees and Designated Officers are prohibited from entering into margin loan arrangements to fund the acquisition of Company Securities or in relation to which Company Securities may be used as security against a loan repayment.

7. Short term trading

Short-term speculative trading in Company Securities does not promote market confidence in the integrity of Geopacific. Accordingly, Designated Officers and Employees should not deal in the same Geopacific securities within any six (6) month period, without the prior written approval of the Chairman (in the case of a Director or the Company Secretary) or the Company Secretary (in the case of any other staff member or the Chairman).

Approval will only be considered where the staff member has a genuine reason to trade and will not be considered in order to facilitate speculative trading.

However, the sale of Company Securities granted under a Geopacific employee incentive scheme during the six (6) month period after vesting is not prohibited.

Exceptions to policy

The following are the only exceptions to the above policy:

Designated Officers and Employees may trade in financial products issued or created over or in respect of the Company's Securities outside the parameters of the above Securities Trading Policy only in the following circumstances:

1. undertakings to accept, or the acceptance of, a takeover offer;
2. 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;
3. 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 Designated Officer or employee could not reasonably have been expected to exercise it at a time when free to do so;
4. an off-market transaction involving the transfer or other disposal of Company Securities between a Designated Officer or Associate and any of the following:

- a) an Associate of the relevant Designated Officer (or, in the case of an Associate, the Designated Officer);
- b) a company, trust or other entity over which the relevant Designated Officer or Associate of that Designated Officer has control or significant influence (whether alone or jointly with any of their close Associates); or
- c) a superannuation fund or other pension or saving scheme in which the relevant Designated Officer or an Associate of that Designated Officer is a beneficiary.

Definitions:

The following definitions relate to this Policy:

Associate means someone that a Designated Officer or Employee (**the Principal**) can be regarded as having investment control or influence over, including:

- a) a family member of the Principal (including a child);
- b) a nominee of the Principal (including an investment manager managing funds on the Principal's behalf);
- c) a trust of which the Principal, or any family member, or any family-controlled company is the trustee or beneficiary;
- d) a person in partnership with the Principal or a connected person mentioned above; and
- e) a company that the Principal controls.

ASX means ASX Limited or the financial market operated by it, as the context requires.

Board means the directors of the Company from time to time, acting as a board.

Clearance means permission given to a Designated Officer, Employee, or Associate to sell or otherwise dispose of, but not buy, Company Securities in circumstances otherwise prohibited by this policy.

Company Securities include Securities and Derivatives of the Company.

Corporations Act means the *Corporations Act 2001* (Cth), as amended or modified from time to time.

Dealing or Deal means applying for, acquiring or disposing of Securities; entering into an agreement to do so; or granting, accepting, acquiring, disposing, exercising or discharging an option or other right or obligation to acquire or dispose of Securities.

Derivatives has the meaning given in the Corporations Act and includes the following if they relate to or derive their value from Company Securities: put or call options, forward contracts, futures, warrants, depositary receipts, structured financial products, swaps, contracts for difference, spread bets, caps and collars, and any other hedging or investment arrangement.

Designated Officer means any Director of the Company and each other person with authority and responsibility, whether direct or not, for the planning, direction and control of the Company's activities (i.e. Key Management Personnel at Level 4 and above).

Employee includes, in addition to Group employees, any contractor or consultant whose terms of engagement incorporate this policy.

Group means the Company and its controlled entities.

Securities include shares (including but not limited to ordinary and preference shares), debentures, any legal or equitable right or interest in shares or debentures, options, convertible notes, Derivatives, interests in managed investment schemes and other financial products.

Revised and Approved by the Board: Effective 2 August 2021

Appendix A – Request for clearance

[insert date]

Geopacific Resources Limited

TRADING OF COMPANY SECURITIES

In accordance with clause 2 of the Company’s Securities Trading Policy, I give notice to you that I am proposing to Deal with Company Securities in the following manner:

- buy Company Securities
- sell Company Securities
- transfer Company Securities vested under an equity incentive plan to me
- transfer Company Securities to a related party (eg family company, trust or superannuation fund)
- exercise options over Company Securities
- utilise derivatives and enter into a hedging transaction

The number of securities that I propose to Deal with is approximately [insert number].

The transaction will be carried out [~on-market/~off-market].

I confirm that I have no insider information and will comply with the balance of Geopacific Resources Limited’s Securities Trading Policy in relation to my Dealing.

I agree to notify the Company Secretary of the results of this action for the purposes of disclosure in the annual report or to ASX in relation to Designated Officers.

Please confirm that I am cleared to Deal in Company Securities.

.....
[Designated Officer/Employee/Associate]

Date:

I confirm that subject to you not gaining any Inside Information, you are authorised to Deal in Company Securities within a [5] business day window starting on [insert date] and ending on [insert date] as outlined above.

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Officer authorised to provide Clearance