

Disclosure of beginning to have substantial holding

Section 276, Financial Markets Conduct Act 2013

To NZX Limited

and

To GeoOP Limited (GEO)

Date this disclosure made: 7 June 2016

Date on which substantial holding began: 1 June 2016

Substantial product holder(s) giving disclosure

Full name(s): **Roger Keith Sharp**

Summary of substantial holding

Class of quoted voting products: Ordinary shares in GeoOP Limited (GEO)

Class of non-voting products: Unlisted Convertible notes in GeoOP Limited (GEO) (details below)

Number of securities issued	3,000,000 convertible notes
Issue price	NZ\$1.00 per convertible note
Payment in cash	No.
Any amount paid up (if not in full)	Fully paid
Percentage of total class issued	100% (no convertible notes were on issue prior to the issue of the new convertible notes)
Reasons for the issue	Issue of convertible notes in part consideration for the acquisition of all of the shares in InterfaceIT Pty Limited under a sale and purchase deed dated 10 March 2016
Terms or details of the issue	<ol style="list-style-type: none"> 1. The Convertible Notes have no right to be paid interest or dividends. 2. The Convertible Notes do not carry any rights to vote at meetings of the Company's shareholders. 3. The holder of the Convertible Note may require conversion at any time. 4. The term of the notes is two years from the date of issue, at which time they will be repaid or converted at the Lender's option. 5. The conversion price will be either <ol style="list-style-type: none"> (a) the 90 day volume weighted average price over the 90 business day period before the conversion date; or (b) where the Lender elects to convert as part of a capital raising by the Company, the price at which shares are issued pursuant to that capital raising. 6. The Lender may transfer the Convertible Notes at any time. 7. The Convertible Notes are unsecured, but become immediately due and payable on the insolvency of the Company.
Date of issue	1 June 2016

Summary for **Roger Keith Sharp**

For this disclosure,—

- a) **total number held in class:** 11,947,595 ordinary shares and 2,517,237 convertible notes
- b) **total in class:** 49,393,299 ordinary shares and 3,000,000 convertible notes
- c) **total percentage held in class:** 24.19% of ordinary shares and 83.91% of convertible notes

Details of relevant interests

Details for **Roger Keith Sharp**

Nature of relevant interest(s):

The power to control the exercise of a right to vote attached to the securities under section 5(1)(c) of the Securities Markets Act and the power to control the disposition of the securities under section 5(1)(d) of the Securities Markets Act.

Roger Sharp, through entities which he directly or indirectly controls, holds a majority of voting shares in North Ridge Partners Pty Limited, which, as shown in the table below, holds a substantial relevant interest in GEO, either directly or indirectly:

Holder of Relevant Interest	Registered holder and beneficial owner	Ordinary shares	% of ordinary shares on issue	Convertible notes	% of convertible notes
North Ridge Partners Pty Limited	North Ridge Partners Pty Limited	NIL	0.00%	89,669	2.99%
North Ridge Partners Pty Limited	North Ridge Partners Pty Limited as trustee company for <Co-Investor No.1 Fund A/C>	343,000	0.69%	46,696	1.56%
North Ridge Partners Pty Limited	Valuestream Investment Management Limited, as trustee company for <Co-Investor No.3 PIPE Fund A/C>	11,604,595	23.49%	1,579,836	52.66%
North Ridge Partners Pty Limited	Wentworth Financial Pty Limited as trustee company for<Wentworth A/C>	NIL -	0.00%	801,036	26.70%
Total		11,947,595	24.19%	2,517,237	83.91%

Details of transactions and events giving rise to substantial holding

New shares and convertible notes issued by GEO as consideration for the acquisition of InterfaceIT Pty Ltd. Details of this transaction have been released to the market on 15 April 2016.

These shares were issued at \$0.40 per share with nil cash payment as part of a total issue of 15 million shares.

Additional information

Address of substantial holder: c/o North Ridge Partners Pty Limited, Ground Floor, 35 Saunders St, Pyrmont NSW 2009

Contact details: **Roger Croker T:+61 2 8235 3886**

Nature of connection between substantial product holders:

Registered and beneficial owner	Nature of connection with North Ridge Partners Pty Limited (NRP)	Nature of connection with Roger Sharp
North Ridge Partners Pty Limited (NRP)	N/A.	Roger Sharp, through entities which he directly or indirectly controls, holds a majority of voting shares in North Ridge Partners Pty Limited.
North Ridge Partners Pty Limited (NRP) <Co-Investor No.1 Fund A/C>	NRP is investment manager of the Co-Investor No.1 Fund	Roger Sharp, through entities which he directly or indirectly controls, holds a majority of voting shares in North Ridge Partners Pty Limited.
Valuestream Investment Management Limited <Co-Investor No.3 PIPE Fund>	NRP is investment manager of the Co-Investor No.3 PIPE Fund.	Roger Sharp, through entities which he directly or indirectly controls, holds a majority of voting shares in North Ridge Partners Pty Limited.
Wentworth Financial Pty Limited <Wentworth A/C>	Wentworth Financial Pty Limited is the majority owner of NRP	Roger Sharp is a shareholder in and director of Wentworth Financial Pty Limited.

Name of any other person believed to have given, or believed to be required to give, a disclosure under the Financial Markets Conduct Act 2013 in relation to the financial products to which this disclosure relates:

Other Entities, or persons with a direct or indirect interest in shares and convertible notes issued as consideration for GEO's purchase of InterfaceIT Pty Ltd.

- Jordon Muir and associated entities

Disclosure has effect for purposes of directors' and senior managers' disclosure

Roger Sharp is also a director of GeoOP Limited (GEO) This disclosure also constitutes disclosure for the purposes of the directors' and senior managers' disclosure obligations

Certification

I, **Roger Meyrick Croker**, certify that, to the best of my knowledge and belief, the information contained in this disclosure is correct and that I am duly authorised to make this disclosure by all persons for whom it is made.