

Disclosure of movement of 1% or more in substantial holding
or change in nature of relevant interest, or both

Sections 277 and 278, Financial Markets Conduct Act 2013

To NZX Limited

and

To GeoOP Limited (GEO)

Relevant event being disclosed: movement of 1% or more in substantial holding

Date of relevant event: 20 October 2016

Date this disclosure made: 21 October 2016

Date last disclosure made: 21 September 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)

Summary for **Roger Keith Sharp**

For this disclosure,—

- (a) total number held in class: 23,008,130 ordinary shares and 1,144,134 convertible notes
- (b) total in class: 69,324,926 ordinary shares and 1,465,977 convertible notes
- (c) total percentage held in class: 33.19% of ordinary shares and 78.05% of convertible notes

For last disclosure,—

- (a) total number held in class: 16,142,990 ordinary shares and 1,678,158 convertible notes
- (b) total in class: 53,588,694 ordinary shares and 2,160,921 convertible notes
- (c) total percentage held in class: 30.12% of ordinary shares and 77.66% of convertible notes

Details of transactions and events giving rise to relevant event

Details of the transactions or other events requiring disclosure: There was a movement of 1% or more in the substantial holding.

Contribution of \$839,004 towards Company's 1-for-3 rights issue.

Conversion of \$534,024 convertible notes to ordinary shares at a price of \$0.20 per share.

Details after relevant event

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	149,450	0.22%	59,779	4.08%
North Ridge Partners Pty Limited	North Ridge Partners Pty Limited as trustee company for <Co-Investor No.1 Fund A/C>	528,475	0.76%	31,131	2.12%
North Ridge Partners Pty Limited	Valuestream Investment Management Limited, as trustee company for <Co-Investor No.3 PIPE Fund A/C>	17,880,005	25.79%	1,053,224	71.84%
North Ridge Partners Pty Limited	Wentworth Financial Pty Limited as trustee company for <Wentworth A/C>	4,450,200	6.42%	0	0.00%
Total		23,008,130	33.19%	1,144,134	78.05%

For that relevant interest,—

- (a) number held in class: 23,008,130 ordinary shares and 1,144,134 convertible notes
- (b) percentage held in class: 33.19% of ordinary shares and 78.05% of convertible notes
- (c) current registered holder(s): NRP Funds and Associates
- (d) registered holder(s) once transfers are registered: NRP Funds and Associates

Additional information

Address(es) of substantial product holder(s): 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 A/C>	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: Not applicable.

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.

A handwritten signature in black ink, appearing to read 'R. Croker', written in a cursive style.