



JASON BRUCE GWYNN
19 WHAKATOMO PLACE
HAVELOCK NORTH 4130

CSN/Holder Number: 333592410



LODGE YOUR PROXY

Online:

<https://investorcentre.linkmarketservices.co.nz/voting/GEO>

Scan & email:

meetings@linkmarketservices.co.nz

Fax: +64 9 375 5990

Deliver:

Link Market Services
Level 11, Deloitte Centre,
80 Queen Street, Auckland 1010

Mail:

Use the reply paid
envelope or address to :
Link Market Services
PO Box 91976
Auckland 1142

Scan this QR code with your smartphone and vote online



General Enquiries

+64 9 375 5998 | enquiries@linkmarketservices.com

PROXY FORM/ADMISSION CARD GEOOP LIMITED 2017 ANNUAL MEETING

Notice is hereby given that the Annual Meeting of Shareholders of GeoOp Limited (the **Company**) will be held at the offices of **Link Market Services Limited, Level 11, Deloitte Centre, 80 Queen Street, Auckland on Tuesday, 12 December 2017**, commencing at **11:00am**. If you will attend the Meeting, please bring this form to assist with your registration. If you will not attend the Meeting but wish to be represented by proxy, please complete and return this form (in accordance with the lodgement instructions above) to GeoOp share registry, Link Market Services, by no later than **11.00am, Friday 8 December 2017**.

Appointment of proxy

All shareholders are entitled to attend and vote at the meeting or to appoint a proxy and vote in their place, unless specifically excluded, in the case of a corporate shareholder, a representative to attend and vote instead of him/her and that proxy or representative need not also be a shareholder. If you wish, you may appoint "The Chair of the Meeting" as your proxy or as alternative to your named proxy. The Chair of the Meeting intends to vote all discretionary proxies in favour of the relevant resolution (except that, if the Chair of the Meeting is Roger Sharp, he cannot vote such discretionary proxies on Resolution 3 and 4).

Voting of your holding

Direct your proxy how to vote by making the appropriate election, either online or on this Proxy Form, in respect of each resolution. If you return this form without directing the proxy how to vote on any particular matter, the proxy may vote as he/she thinks fit or abstain from voting. If you make more than one election in respect of a resolution your vote will be invalid on that resolution. If this Proxy Form is returned duly signed by a Shareholder with voting instructions included, but without specifying a person that is appointed as proxy, the Chairperson is deemed to be the proxy for the purpose of that form, but only to vote to the extent of the voting instructions provided.

Attending the meeting

If you wish to vote in person, you should attend the Meeting. **Please bring this Proxy Form/Admission Card with you to the Meeting** to assist with your registration.

A corporation which is a Shareholder may appoint a representative to attend the Meeting on its behalf in the same manner as it could appoint a proxy. A proxy does not need to be a shareholder of the Company.

Voting Restrictions

Shareholders whom are parties to the proposed transaction are disqualified from voting on Resolution 3 and 4 as detailed in the Notice of Meeting.

Signing instructions for proxy forms

Individual

This Proxy Form must be signed by the shareholder or his/her/its attorney duly authorised in writing.

Joint Holding

In the case of a joint shareholding, this Proxy Form must be signed by each of the joint shareholders (or their duly authorised attorney).

Power of Attorney

This Proxy Form and the power of attorney or other authority, if any, under which it is signed, or a copy of that power or authority certified by a Solicitor, Justice of the Peace or Notary Public must be received at the office of Link Market Services Limited, in any manner as per the instructions below

Corporate Shareholder

In the case of a corporate shareholder, this Proxy Form must be signed by a director or a duly authorised officer acting under the express or implied authority of the shareholder, or an attorney duly authorised by the shareholder.

Go online to <https://investorcentre.linkmarketservices.co.nz/voting/GEO> to appoint your proxy

PROXY/CORPORATE REPRESENTATIVE FORM



CSN/Holder Number: 333592410

STEP 1: APPOINT A PROXY TO VOTE ON YOUR BEHALF

I/We being a shareholder(s) of GeoOp Limited hereby appoint:

_____ of _____
 (full name of proxy) (full address)

Or

_____ of _____
 (full name of proxy) (full address)

as my/our proxy to vote for me/us on my/our behalf at the Annual Meeting of the Company to be held on Tuesday 12 December 2017 and at any adjournment of that meeting and to vote on any resolutions to amend any of the resolutions, on any resolution so amended, and on any other resolution proposed at the meeting (or any adjournment thereof). Unless otherwise instructed as above, the proxy will vote on each resolution as he/she sees fit, or may abstain from voting. The proxy is appointed only in respect of the above meeting or any adjournment thereof.

STEP 2: ITEMS OF BUSINESS – PROXY VOTING INSTRUCTIONS

Complete this part if you have appointed a proxy above and you want to direct the proxy as to how the proxy should vote.

Please note: For each resolution you must tick one box. If you mark the abstain box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted computing the required majority, for that item.

BUSINESS

To consider and, if thought fit, pass the following resolutions:

	For	Tick (✓) in box to vote Against	Abstain	Discretion
1. That Roger Keith Sharp, who retires by rotation and who is eligible for re-election, be re-elected as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. That the re-appointment of Deloitte as the auditor of the Company be recorded and the board be authorized to fix the auditor's remuneration for the forthcoming year.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. That, for the purposes of Rule 7(d) of the Takeovers Code and NZAX Listing Rules 7.3.1(a), 7.5 and 9.2.1, the entry into the convertible loan agreement dated 20 November 2017 between Wentworth Financial Pty Ltd in its capacity as trustee of the Wentworth Trust (Wentworth) as lender and the Company as borrower (the Convertible Loan Agreement) and the related security be approved on the terms set out in Appendix 3 to the notice of meeting dated 27 November 2017, pursuant to which:	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(a) the Company may, on conversion of the principal amount outstanding under the Convertible Loan Agreement, issue such number of ordinary shares of the Company to Wentworth as may be required by the terms of the Convertible Loan Agreement, provided that the number of shares issued in this regard does not exceed 10,000,000; and				
(b) the Company may, by way of payment of interest of up to \$354,637 pursuant to the terms of the Convertible Loan Agreement issue such number of ordinary shares of the Company to Wentworth as may be required by the terms of the Convertible Loan Agreement, provided that the number of shares issued in this regard does not exceed 2,364,247,				
provided that the aggregate number of shares issued in this regard does not exceed 11,092,024.				
4. That, for the purposes of Rule 7(d) of the Takeovers Code and NZAX Listing Rules 7.3.1(a), 7.5 and 9.2.1, the amendment of the existing outstanding convertible notes issued by the Company (the Notes) and the entry into the related security be approved as set out in Appendix 4 to the notice of meeting dated 27 November 2017, pursuant to which:	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(a) the Company may, on conversion of the Notes (by way of the cancellation of the Notes upon a deemed loan advance (the New Loan) and the subsequent conversion of the principal amount outstanding in respect of such loan advance into shares), issue such number of ordinary shares of the Company to the relevant noteholder(s) as may be required by the terms of the New Loan, provided that the number of shares issued in this regard does not exceed 9,773,180; and				
(b) the Company may, by way of payment of interest of up to \$303,836 on such deemed New Loan, issue such number of ordinary shares of the Company to the relevant noteholder(s) as may be required by the terms of the New Loan, provided that the number of shares issued in this regard does not exceed 2,025,570,				
provided that the aggregate number of shares issued in this regard does not exceed 10,529,459.				

STEP 3: SIGN: SIGNATURE OF SECURITY HOLDER(S) This section must be completed

Security Holder 1

or duly authorised officer or attorney

Security Holder 2

or duly authorised officer or attorney

Security Holder 3

or duly authorised officer or attorney

Contact Name _____ Contact Daytime Telephone _____ Date _____

Electronic Investor Communications: If you received the Notice of Meeting and Proxy Form by mail and wish to receive your future investor communications by email please provide your email address below.