



GEOPARK

GEOPARK HOLDINGS LIMITED

ANNUAL GENERAL MEETING



Hamilton, Bermuda

28 July 2009

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other independent adviser authorised under the Financial Services and Markets Act 2000.

If you have sold or otherwise transferred all your shares in GeoPark Holdings Limited (“the Company”) please forward this document, together with the accompanying documentation, with exception to the Form of Proxy or Form of Instruction, to the purchaser or transferee, or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.



GEOPARK HOLDINGS LIMITED

(Registered in Bermuda No. EC33273)

NOTICE OF ANNUAL GENERAL MEETING

Enclosed:

- A letter from your Chairman, including an explanation for the Special Business to be conducted at the Meeting.
- Notice of the 2009 Annual General Meeting which is to be held on 28 July 2009 at 9 a.m. (Bermuda time) at the Executive Board Room, Cox Hallett Wilkinson, Milner House, 18 Parliament Street, Hamilton, Bermuda.
- Annual Report and Accounts for the year ended 31 December 2008 and Auditor's Report.
- Form of Proxy.
- Form of Instruction.



GEOPARK HOLDINGS LIMITED

(Incorporated in Bermuda with registered number EC33273)

Directors:

Gerald O'Shaughnessy (Chairman)
James Park
Sir Michael Jenkins
Peter Ryalls
Christian Weyer
Juan Cristobal Pavez

Registered office:

Milner House
18 Parliament Street
Hamilton HM12
Bermuda

24 June 2009

Notice of Annual General Meeting of GeoPark Holdings Limited ("the Company")

Dear Shareholder / Holder of the Company's Depository Interests:

Please be advised that the Annual General Meeting ("the AGM") of the Company will be held at 9:00 a.m. (Bermuda time) on 28 July 2009 at the Executive Board Room, Cox Hallett Wilkinson, Milner House, 18 Parliament Street, Hamilton, Bermuda. The formal notice of the AGM and resolutions to be proposed are enclosed with this letter.

Ordinary Business

Annual Report and Accounts (Resolution 1)

The Directors will present to Shareholders at the AGM the Annual Report and Accounts for the year ended 31 December 2008, together with the Directors' report and the Auditors' report on the Annual Report and Accounts.

Re-appointment of Directors (Resolutions 2 to 7)

James Franklin Park and Gerald Eugene O'Shaughnessy, who were re-appointed to the Board at the 2008 AGM of the Company to serve until the 2009 AGM, retire in accordance with the Company's Bye-Laws and offer themselves for re-election as Executive Directors.

Peter Ryalls, who was re-appointed to the Board at the 2008 AGM of the Company to serve until the 2009 AGM, retires in accordance with the Company's Bye-Laws and offers himself for re-election as Non-Executive Director.


Juan Cristobal Pavez, who was appointed to the Board at the 2008 AGM of the Company to serve until the 2009 AGM, retires in accordance with the Company's Bye-Laws and offers himself for re-election as Non-Executive Director.


Christian Maurice Weyer and Sir Michael R. H. Jenkins, having attained the age of 70, are retiring in accordance with the Company's Bye-Laws, and offer themselves for re-election as Non-Executive Directors.


All retiring Directors are entitled, in accordance with the Company's Bye-Laws, to offer themselves for re-election and they have all indicated their willingness to be re-elected. Accordingly, Resolutions 2 to 7 propose the re-appointment of all the retiring Directors.


Your Board values the individual contributions of each of the Directors referred to above and is keen to retain their services. Accordingly, your Board recommends that you vote in favour of each of the Resolutions 2 to 7 re-appointing each of the Directors.

Please see below brief biographical details of each of the Directors standing for election or re-election. These details also appear in enclosed Annual Report and Accounts.

 <p>Christian Weyer</p> <p>Age: 84</p> <p>Bernex-Geneva, Switzerland</p> <p>Director Since: 2003</p>	<p>Mr. Weyer is an international banker and financier with over 50 years of experience. Mr. Weyer began his banking career with Chase Manhattan Bank as a senior credit officer in Paris and Geneva and subsequently worked as an executive at Banque Paribas until becoming President of Banque Paribas (Suisse) in 1984-5. During his career, Mr. Weyer has been credited with innovating new forms of trade finance and lines of credit and was instrumental in the growth of several large oil trading firms; as well as supporting the development of oil and gas exploration companies. From 1988 to 1992, Mr. Weyer was special adviser to Banque Indosuez for energy matters. Since 1992, he has been President of ENERFIN in Geneva, Switzerland, an advisory firm providing investment banking services to junior oil and gas companies. Mr. Weyer joined GEOPARK in 2002 as an advisory board member and in 2003 as a Director. In April 2006, he was appointed as a Non-executive Director.</p>			
	Committee Memberships			
	Nomination Committee - Chairman Remuneration Committee - Member			
	Shares and Share Equivalents Held:			
	Common Shares 207,382			
	Stock Options Held:			
	Date Granted	Expiry Date	Number Granted	Exercise Price Total Unexercised
	Not Applicable			

 <p>Sir Michael R. H. Jenkins</p> <p>Age: 73</p> <p>London, United Kingdom</p> <p>Director Since: April 2006</p>	<p>After graduating from Cambridge University in 1959, Sir Michael joined the British Diplomatic Service and served in several European capitals, including ten years in the European Commission in Brussels with terms as Chef de Cabinet to the Commissioner for Regional Policy, Principal Adviser to the EC President Roy Jenkins and Deputy Secretary-General of the Commission. Sir Michael was Assistant Under-Secretary of State at the Foreign & Commonwealth Office responsible for European affairs and East/West relations before becoming Minister and deputy head of mission at the British Embassy in Washington D.C from 1986 to 1988. From 1988 to 1992, he was British Ambassador to The Netherlands. Sir Michael joined the board of investment bank Kleinwort Benson in 1993 as an executive director and became Vice-Chairman of Dresdner Kleinwort Wasserstein in 1996 with particular focus on the investment bank's continental European activities. Sir Michael was a non-executive director of the Dutch insurance group AEGON from 1995 to 2001; Chairman of the British Group of the Trilateral Commission from 1996 to 1998; and President of Boeing UK from 2003 to 2005. Sir Michael joined GEOPARK in April 2006.</p>			
	Committee Memberships			
	Nomination Committee - Member Audit Committee - Chairman			
	Shares and Share Equivalents Held:			
	Common Shares 25,178			
	Stock Options Held:			
	Date Granted	Expiry Date	Number Granted	Exercise Price Total Unexercised
	Not Applicable			

 <p>Peter Ryalls</p> <p>Age: 59</p> <p>Norfolk, United Kingdom</p> <p>Director Since: April 2006</p>	<p>Mr. Ryalls, who joined GEOPARK in April 2006, obtained a Master's Degree in Petroleum Engineering from Imperial College in London and began working in the oil industry in 1972 with oil service company Schlumberger in Angola, Gabon and Nigeria. Mr. Ryalls then joined Mobil North Sea and later Unocal where he worked in increasingly senior positions, including Managing Director in Aberdeen, and where he developed extensive experience in offshore production and drilling operations in the North Sea and internationally. In 1994, Mr. Ryalls represented Unocal in the Azerbaijan International Operating Company (AIOC) as Vice President of Operations based in Baku and was responsible for production, drilling, reservoir engineering and logistics. In 1998, Mr. Ryalls moved to Buenos Aires, Argentina as General Manager for Unocal in Argentina. He subsequently moved to Louisiana as Vice President of Unocal's Gulf of Mexico onshore oil and gas business and then Vice President Global Engineering & Construction of Unocal -- responsible for the implementation of all major capital projects ranging from deepwater developments in Indonesia and the Gulf of Mexico to conventional oil and gas projects in Thailand. Mr. Ryalls strengths are in risk management across the project development cycle with a strong focus on health, safety and environment.</p>				
	Committee Memberships				
	Remuneration Committee - Chairman Audit Committee - Member				
	Shares and Share Equivalents Held:				
	Common Shares: 27,316				
	Stock Options Held:				
	Date Granted	Expiry Date	Number Granted	Exercise Price	Total Unexercised
	Not Applicable				

 <p>Juan Cristobal Pavez</p> <p>Age: 39</p> <p>Santiago de Chile, Chile</p> <p>Director Since: August 2008</p>	<p>Mr. Pavez graduated from the Universidad Católica de Chile (Catholic University of Chile) in 1992 with a degree in Commercial Engineering, and immediately joined Grupo CB (CB Group) as a research analyst. Thereafter, he obtained a master's degree in Business Administration from the Massachusetts Institute of Technology. He was then portfolio analyst at Moneda Asset Management until 1998, when he joined Santana, an investment company, as CEO. At Santana he focused mainly on investments in capital markets and real estate. While at Santana, he was appointed CEO of Laboratorios Andrómaco (Andrómaco Laboratories), one of Santana's principal assets. In 1999, Mr. Pavez co-founded Eventures, an internet company with subsidiaries in Argentina and Brazil. Since 2001 he has been CEO at Centinela, a company with diversified global investments, with a special focus in the energy industry, through the development of wind parks and run-of-the-river hydropower plants. Mr. Pavez is also a board member of Grupo Security, Vida Security, Quintec, Inversiones Frimetal, Trayenko and Norvind.</p>				
	Committee Memberships				
	Audit Committee - Member Remuneration Committee - Member				
	Shares and Share Equivalents Held:				
	Common Shares: 22,445 (held personally) 1,040,050 (held through Socoservin Overseas Limited*)				
	* This company is held 100% by persons connected with Mr. Pavez				
	Stock Options Held:				
	Date Granted	Expiry Date	Number Granted	Exercise Price	Total Unexercised
	Not Applicable				



Gerald Eugene O'Shaughnessy

Age: 60

Wichita, Kansas,
USA

Director Since:
May 2002

Mr. O'Shaughnessy graduated from the University of Notre Dame with degrees in government and law, and thereafter practiced law until joining Lario Oil and Gas (his family company and one of the oldest independent oil and gas companies in the USA) as Senior Vice President. From 1986 until the present, Mr. O'Shaughnessy has focused on private venture capital investment activities, including international oil and gas exploration and development through the Globe Resources Group. In 1992, Mr. O'Shaughnessy acquired a geophysical service company which co-founded the first energy sector joint venture in Russia during perestroika and from 1992 to 1995 he initiated and managed the largest well servicing and rehabilitation project in Western Siberia, involving sophisticated logistical operations and the rehabilitation of 700 wells (increasing production from 0 to 100,000 bpd). Mr. O'Shaughnessy's participation in this project made him the first western partner of OAO Lukoil, and he subsequently entered into other partnerships with OAO Lukoil including building and managing one of the world's largest oilfield pump repair facilities. Mr. O'Shaughnessy co-founded GEOPARK in 2002.

Committee Memberships

Nomination Committee - Member

Shares and Share Equivalents Held:

Common Shares: 7,932,793

Stock Options Held:

Date Granted	Expiry Date	Number Granted	Exercise Price	Total Unexercised
15-May-06	15-May-13	153,345	320 pence	153,345
15-May-06	15-May-13	306,690	400 pence	306,690



James F. Park

Age: 54

Buenos Aires,
Argentina

Director Since:
May 2002

Mr. Park has extensive experience in all phases of the upstream oil and gas business – with a strong background in the acquisition, implementation and management of international joint ventures, including assignments in North America, Latin America, Asia, Europe and the Middle East. He graduated from the University of California at Berkeley with a degree in geophysics, following which he worked as a research scientist in earthquake and tectonic studies. In 1978, Mr. Park joined an oil and gas exploration project in Guatemala (Basic Resources International Limited) which pioneered the development of commercial oil and gas production in Central America and, as a senior executive, was closely involved in the development of the company (including grass-roots exploration activities, drilling and production operations, surface and pipeline construction, legal and regulatory issues, crude oil marketing and transportation, and raising substantial investment funds). He remained as a member of the board of Directors until the company was successfully sold in 1997. Mr. Park has also participated in projects in California, Louisiana, Argentina, Yemen, and China. Mr. Park has lived in Argentina and Chile since co-founding GEOPARK in 2002.

Committee Memberships

None

Shares and Share Equivalents Held:

Common Shares: 6,983,068

Stock Options Held:

Date Granted	Expiry Date	Number Granted	Exercise Price	Total Unexercised
15-May-06	15-May-13	153,345	320 pence	153,345
15-May-06	15-May-13	306,690	400 pence	306,690

Auditors (Resolution 8)

The Company, at each general meeting at which accounts are presented, appoints auditors to hold office until the close of the next such meeting. PricewaterhouseCoopers LLC has been invited to act as Auditors and they have accepted the appointment and their willingness to start in office. Accordingly, Resolution 8 appoints PricewaterhouseCoopers LLC as auditors to the Company to hold office until the close of the next such meeting.

Auditors Remuneration (Resolution 9)

Resolution 9 authorises the Directors to fix the remuneration of PricewaterhouseCoopers LLC.

Special Business

Authority to allot shares pursuant to Bye-Law 9 (Resolution 10)

Resolution 10 would authorise the Directors to allot up to an aggregate nominal value of US\$ 12,613.71 representing 12,613,710 shares which is equal to approximately one-third (1/3) of the issued share capital of the Company as at 23 June 2009, being the latest practicable date prior to printing of this Notice. The purpose of this authority is to allow Directors to allot new shares in accordance with the Bye-Laws of the Company. In the future, the Board intends to renew this authority on an annual basis at each subsequent Annual General Meeting.

Dissaplication of Pre-Emption Rights (Resolution 11).

If the Directors wish to exercise the authority under Bye-Laws 19 to 30 (inclusive) and offer unissued shares for cash, the Company's Bye-Laws require that unless Shareholders have given specific authority for the waiver of the pre-emption rights contained in the Company's Bye-Laws, the new shares be offered first to existing Shareholders in proportion to their existing shareholdings. In certain circumstances, it may be in the best interests of the Company to allot new shares (or to grant rights over shares) for cash without first offering them to existing Shareholders in proportion to their holdings.

Resolution 11 would authorise the Directors to disapply these pre-emption provisions. This would provide the Directors with a degree of flexibility to act in the best interests of the Company so that (i) the Company can follow normal practice in the event of a rights issue, open offer or other offer of securities in favour of the existing Shareholders in proportion to their shareholdings; and (ii) shares may be issued for cash to persons other than existing Shareholders up to an aggregate nominal value of US\$ 3,784 which is equivalent to approximately 10% of the issued share capital of the Company on 23 June 2009, being the latest practicable date prior to the printing of this Notice. If given, the authority will expire at the conclusion of the Annual General Meeting in 2010.

Action to be taken by Shareholders

You will find enclosed a form of proxy (white) for use at the AGM. Please complete, sign and return the enclosed form as soon as possible in accordance with the instructions printed thereon, whether or not you intend to be present at the AGM. Forms of proxy should be returned so as to be received by the Company's registrars of the branch register, Computershare Investor Services (Channel Islands) Ltd., Ordnance House, 31 Pier Road, St. Helier, Jersey, JE4 8PW, UK or by the Company's registrar's of the principal register Coson Corporate Services Limited, Milner House, 18 Parliament Street, Hamilton, HM 12, Bermuda as soon as possible and in any event it has to be received by 12:00 p.m. (London time) on 24 July 2009.

Action to be taken by Holders of Depositary Interests (DI)

You will find enclosed a Form of Instruction (blue) for use at the AGM. Please complete, sign and return the enclosed Form of Instruction as soon as possible in accordance with the instructions printed thereon, whether or not you intend to be present at the AGM. Voting instruction forms should be returned so as to be received by the GeoPark DI Depositary, Computershare Investor Services plc, The Pavilions, Bridgwater Road, Bristol BS13 8AE as soon as possible and in any event it has to be received by 12:00 p.m. (London time) on 24 July 2009.

Recommendation

Your Directors consider that the proposals described in this letter are in the best interests of the Company and therefore of the Shareholders as a whole and unanimously recommend Shareholders to vote in favour of all the resolutions to be proposed at the AGM, as they intend to do in respect of their own beneficial holdings.

Yours sincerely

A handwritten signature in blue ink, appearing to read "Gerald O'Shaughnessy".

Gerald O'Shaughnessy
Chairman



GEOPARK

GEOPARK HOLDINGS LIMITED

(Incorporated in Bermuda with registered number 33273)

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the 2009 Annual General Meeting of the Company will be held at the Executive Board Room, Cox Hallett Wilkinson, Milner House, 18 Parliament Street, Hamilton, Bermuda, on 28 July 2009 at 9:00 a.m. (Bermuda Time) for the following purposes:

As Ordinary Business:

1. To receive the report of the Directors and the audited accounts of the Company for the year ended 31 December 2008 together with the report of the Auditors on those audited accounts.
2. To re-elect James Franklin Park, to serve as Executive Director of the Company until the conclusion of the Annual General Meeting of the Company to be held in 2010.
3. To re-elect Gerald Eugene O'Shaughnessy, to serve as Executive Director of the Company until the conclusion of the Annual General Meeting of the Company to be held in 2010.
4. To re-elect Christian Maurice Weyer, who retires pursuant to Bye-Law 141.8 of the Company's Bye-Laws as Non-Executive Director until the conclusion of the Annual General Meeting of the Company to be held in 2010.
5. To re-elect Sir Michael Romilly Heald Jenkins, who retires pursuant to Bye-Law 141.8 of the Company's Bye-Laws as Non-Executive Director until the conclusion of the Annual General Meeting of the Company to be held in 2010.
6. To re-elect Peter Ryalls, to serve as Non-Executive Director of the Company until the conclusion of the Annual General Meeting of the Company to be held in 2010.
7. To re-elect Juan Cristobal Pavez to serve as Non-Executive Director of the Company until the conclusion of the Annual General Meeting of the Company to be held in 2010.
8. To appoint PricewaterhouseCoopers LLC as auditors to hold office from the conclusion of the meeting to the conclusion of the next Annual General Meeting.
9. To authorise the Directors to fix the remuneration of the auditors.

As Special Business:

10. To consider and, if thought fit, to pass the following resolution as a Resolution of the Members:

THAT, in substitution for all existing authorities to the extent unused, the Directors be and are hereby empowered, pursuant to Bye-Law 9 of the Company's Bye-Laws to allot Relevant Securities (within the meaning of Bye-Law 9) up to the amount equal to US\$ 12,613.71, representing 12,613,710 ordinary shares of US\$ 0.001, which is equal to approximately one-third (1/3) of the issued share capital of the Company as at 23 June 2009, being the latest practicable date prior to printing of this Notice.

11. To consider and, if thought fit, to pass the following resolution as a Special Resolution (as defined in the Company's Bye-Laws, see Note 12):

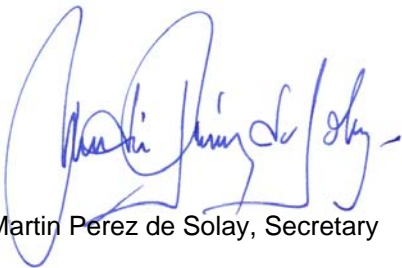
THAT, subject to the passing of Resolution 10 above and in substitution for all subsisting authorities to the extent unused the Directors be and they are hereby empowered, pursuant to Bye-Law 27 of the Company's Bye-Laws to allot Equity Securities (within the meaning of Bye-Law 25.1 of the Company's Bye-Laws) for cash pursuant to the authority given by this Resolution, as if Bye-Law 19 of the Company's Bye-Laws did not apply to any such allotment, provided that this power shall be limited to the allotment of Equity Securities (excluding any shareholder holding shares as treasury shares):

- (a) in connection with an offer of such securities by way of a rights issue or other issue in favour of holders of Ordinary Shares in the Company where the equity securities respectively attributable to the interests of all such holders are proportionate (as nearly as may be practicable) to their respective holdings of Ordinary Shares (but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or any legal or practical problems under the laws of, or the requirements of any regulatory body or any stock exchange in, any territory or otherwise howsoever); and
- (b) otherwise and pursuant to sub-paragraph (a) above, up to an aggregate nominal amount of US\$ 3,784 which is equivalent to approximately 10% of the issued share capital of the Company on 23 June 2009;

and such power shall expire on the date being the earlier of 15 months from the date of the passing of this Resolution and the conclusion of the next Annual General Meeting of the Company after the passing of this Resolution, if earlier, except that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and notwithstanding such expiry the Directors may allot equity securities in pursuance of such offer or agreement.

By Order of the Board,

Date: 24 June 2009



Martin Perez de Solay, Secretary

Registered office: Milner House, 18 Parliament Street, Hamilton, HM12, Bermuda

Notes:

- 1. A Member entitled to attend and vote at the meeting may appoint one or more proxies to attend and vote instead of that member. A proxy need not be a member of the Company.
- 2. Two (2) Members present in person or by proxy shall constitute a quorum.
- 3. The Chairman or Deputy Chairman of the Directors shall act as Chairman of the AGM.
- 4. If a poll is duly demanded, the result of the poll shall be deemed to be the Resolution of the AGM. On a poll, every Member shall be entitled to one vote for each share held by him.

5. With the exceptions of Special Resolutions, any question proposed for consideration at a General Meeting shall be decided by a simple majority of votes cast.
6. The Directors of the Company shall be entitled to attend and be heard at any general meeting of the Members.
7. In the case of an equality of votes, the Chairman shall not be entitled to a second or casting vote and the motion under consideration shall fail.
8. A Form of Proxy (white) is provided with this Notice for Shareholders. Completion and return of the Form of Proxy will not prevent a Member from attending the AGM and voting in person. To be effective, the Form of Proxy and any power of attorney or other authority under which it is signed (or a notarially certified copy of such authority) must be deposited with the Company's registrars of the branch register, Computershare Investor Services (Channel Islands) Ltd., Ordnance House, 31 Pier Road, St. Helier, Jersey, JE4 8PW, UK or with or the Company's registrar's of the principal register Coson Corporate Services Limited, Milner House, 18 Parliament Street, Hamilton, HM 12, Bermuda as soon as possible and in any event so as to be received by 12:00 p.m. (London time) on 24 July 2009, before the time of the holding of the AGM or any adjournment thereof.
9. A Form of Instruction (blue) is provided with this Notice for DI holders. Completion and return of the Form of Instruction will not prevent a DI holder from attending the meeting and voting in person. To be effective, the Form of Instruction and any power of attorney or other authority under which it is signed (or a notarially certified copy of such authority) must be deposited with the GeoPark DI Depository, Computershare Investor Services plc, The Pavilions, Bridgwater Road, Bristol BS13 8AE as soon as possible and in any event so as to be received by 12:00 p.m. (London time) on 24 July 2009.
10. Pursuant to Regulation 41(1) of the Uncertificated Securities Regulations 2001 (2001 No. 3755), the Company has specified that only those Members registered on the register of members of the Company at 12:00 p.m. on 23 June 2009 shall be entitled to attend and vote at the meeting in respect of the number of shares registered in their name at that time. Changes to the register of members after 12:01 p.m. on 23 June 2009 shall be disregarded in determining the rights of any person to attend and vote at the meeting.
11. Copies of the service agreements between the Company and its Executive Directors will be available for inspection at the registered office of the Company from 10:00 a.m. to 12:00 p.m. on any weekday (Saturdays, Sundays and public holidays excluded) until the date of the meeting and also on the date and at the place of the meeting, until the conclusion of the meeting.
12. For the purpose of the Bye-Laws of the Company "Special Resolution" is defined as: "a resolution passed by a majority of the members of the Company who hold not less than 65 per cent of the shares as (being entitled to do so) vote in person or by proxy at a general meeting of the Company of which notice specifying the intention to propose the resolution as a special resolution has been duly given".
13. All times specified in this notice are Bermuda time unless otherwise specified.