

Form 605
Corporations Act 2001
Section 671B

Notice of ceasing to be a substantial holder

To Company Name/Scheme Kula Gold Limited

ACN/ARSN 126 741 259

1. Details of substantial holder (1)

Name Geopacific Resources Limited

ACN/ARSN (if applicable) 003 208 393

The holder ceased to be a substantial holder on 27/06/2019

The previous notice was given to the company on 16/10/2017

The previous notice was dated 16/10/2017

2. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest (2) of the substantial holder or an associate (3) in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (4)	Consideration given in relation to change (5)	Class (6) and number of securities affected	Person's voted affected
27/06/2019	Geopacific Resources Limited	Cancellation by way of selective share buy-back	As announced on 8 March 2019, Geopacific entered into a binding term sheet (Terms Sheet) with Kula in respect of the acquisition of Kula's 40% interest in the Woodlark Gold Project (Woodlark Project Interest) in consideration for: (a) the cancellation by way of a selective buy-back of Geopacific's 85.01% interest in Kula (Kula Share Interest); (b) subject to the selective buy-back of the Kula Share Interest, the issue of 150 million Shares to be distributed in-specie to Kula's shareholders (other than Geopacific) (Consideration Shares); (c) the payment by Geopacific to Kula of an amount equal to the amount, as at Completion, of the intercompany debt between Geopacific, as lender, and Kula, as borrower (Geopacific Debt) to be applied at Completion against the Geopacific Debt; (d) the payment by Geopacific to Kula of an additional \$20,000 in cash; and (e) an assignment by Kula to Geopacific of the full value of any receivable owing by Woodlark Mining Limited to Kula.	319,363,449 fully paid ordinary shares	319,363,449

3. Changes in association

The persons who have become associates (3) of, ceased to be associates of, or have changed the nature of their association (7) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
N/A	N/A

4. Addresses

The addresses of persons named in this form are as follows:

Name	Address
Geopacific Resources Limited	Level 1, 278 Stirling Highway, Claremont, Western Australia
Kula Gold Limited	Level 1, 278 Stirling Highway, Claremont, Western Australia

Signature

print name Matthew Smith capacity Company Secretary

sign here 

date 27/06/2019

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 4 of the form.
- (2) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (3) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (4) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (5) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (6) The voting shares of a company constitute one class unless divided into separate classes.
- (7) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.