

Offer closing ... **ACT NOW!**

The closing date is **FINAL**

Your Acceptance form must be received by 5:00pm AWST on 13 October 2017

You should **ACCEPT** the Offer

Geopacific's position is strong and clear

- Geopacific has raised **\$10.5m**
- Geopacific has **the controlling interest** in Kula and Woodlark
- Geopacific has a **strong team** and support of **significant investors**
- Geopacific offers the opportunity for **greater market liquidity**

ACCEPT ... & avoid becoming stranded in Kula

Geopacific's interest in Kula reached 79.03% at the date of this Fifth Supplementary Bidders Statement. Information on [how to accept](#) is over the page.

Do you want to be stranded?

If you reject the Offer you RISK being locked into:

- a **diminishing interest** in Kula's only asset
- being **exposed to diluting capital raisings** in Kula
- **funding Kula's corporate costs** that add no value
- the potential that Kula may be **delisted**
- **holding illiquid stock**

Geopacific believes that the Kula board has **NOT** made Kula shareholders fully **AWARE** of the **RISKS** they face in rejecting the Offer.

A capital raise in Kula is coming...

Kula has not made clear how it will meet its funding obligations

Can you afford to take no action?

How to ACCEPT the Offer

In order to accept the Offer, you should complete, sign and return the acceptance form that was enclosed with the Second Supplementary Bidder's Statement (**Acceptance Form**).

Do you want an ACCEPTANCE Form?

Geopacific can provide you a new ACCEPTANCE FORM

Contact Matthew Smith, Geopacific's Company Secretary

phone: (08) 6143 1823

email: msmith@geopacific.com.au

[see section 5 for information on HOW to ACCEPT the Offer](#)

Fifth Supplementary Bidder's Statement

This is the fifth supplementary bidder's statement (**Fifth Supplementary Bidder's Statement**) under section 643 of the *Corporations Act 2001* (Cth) issued by Geopacific Resources Limited ACN 003 208 393 (**Geopacific**).

This Fifth Supplementary Bidder's Statement is issued in connection with Geopacific's off-market takeover bid for all the ordinary shares in Kula Gold Limited ACN 126 741 259 (**Kula**) contained in Geopacific's bidder's statement dated 1 May 2017 (**Original Bidder's Statement**).

This Fifth Supplementary Bidder's Statement supplements, and should be read together with the Original Bidder's Statement dated 1 May 2017 and Geopacific's first supplementary bidder's statement and first replacement bidder's statement, both dated 19 May 2017, the notice of variation to extend the offer period to 5:00pm (WST) on 20 July 2017, lodged with ASIC on 29 June 2017, the notice of freeing the bid conditions of the offer dated 27 July 2017, the notice of variation lodged with ASIC on 27 July 2017, Geopacific's second supplementary bidder's statement dated 27 July 2017 (**Second Supplementary Bidder's Statement**), Geopacific's third supplementary bidder's statement dated 22 August 2017, the notice of variation lodged with ASIC on 23 August 2017 and the fourth supplementary bidder's statement dated 13 September 2017.

Unless the context requires otherwise, terms defined in the Original Bidder's Statement have the same meaning in this Fifth Supplementary Bidder's Statement.

A copy of this Fifth Supplementary Bidder's Statement was lodged with ASIC on 22 September 2017. This document will prevail to the extent of any inconsistency with the Original Bidder's Statement (as supplemented and replaced). Neither ASIC nor any of its officers take any responsibility for the content of this Fifth Supplementary Bidder's Statement.

On 27 July 2017, Geopacific announced that it had varied the Offer to increase the Offer Consideration from 1 Geopacific Share for every 1.4723 of Your Kula Shares to a last and final price of 1 Geopacific Share for every 1.1 of Your Kula Shares (**Increased Offer**).

CLARIFYING STATEMENT

It has come to Geopacific's attention that **certain Kula Shareholders may believe that they will receive a higher offer if they do not accept the Increased Offer.**

GEOPACIFIC WILL NOT INCREASE THE OFFER.

As Geopacific has declared the Increased Offer to be **last and final**, it is now **NOT PERMITTED** to increase the Offer Consideration further. Any such increase would be in contravention of ASIC's "Truth in Takeovers" policy, as set out in ASIC Regulatory Guide 25. As a result, Geopacific re-iterates that the Increased Offer, which represents a 33.85% increase in Geopacific Shares issued per Kula Share as compared to the original Offer Consideration, will **NOT** be increased further.

Beware of becoming stranded, if You REJECT THE OFFER

The Offer will close on 13 October 2017.

1. EXTENSION OF OFFER PERIOD

The Offer was scheduled to close at 5.00pm (WST) on 29 September 2017, unless further extended or withdrawn. By way of the Notice of Variation, a copy of which is attached as Annexure A, Geopacific has extended the Offer so that the Offer will now close at 5:00pm (WST) on 13 October 2017 (**Extended Offer Period**).

The **Closing date is FINAL** and will not be extended further.

2. HOW TO ACCEPT THE INCREASED OFFER

In order to accept the Increased Offer, you should complete, sign and return the acceptance form that was enclosed with the Second Supplementary Bidder's Statement (**Acceptance Form**).

Would you like a copy of your ACCEPTANCE Form?

Please contact Geopacific on the details below:

Matthew Smith, Geopacific's Company Secretary

phone: (08) 6143 1823

email: msmith@geopacific.com.au

The Acceptance Form (including any documents required by the terms of the Offer and the instructions on the Acceptance Form) must be received before the end of the Extended Offer Period, at one of the addresses shown on the Acceptance Form.

If your Kula Shares are held in your name in a CHESS Holding, you should instruct your Controlling Participant to initiate the acceptance of the Increased Offer on your behalf.

You should refer to section 15.3 of the Original Bidder's Statement for more information as to how to accept the Increased Offer.

2.1 If you have already accepted the Offer

If you have already accepted the Offer, **NO ACTION IS REQUIRED. YOU WILL AUTOMATICALLY RECEIVE THE INCREASED OFFER CONSIDERATION.**

In accordance with s650B(2) of the Corporations Act, Kula Shareholders who have already accepted the Offer are automatically entitled to the Increased Offer and do not need to complete another Acceptance Form.

2.2 Can I accept using the original acceptance form?

Yes. You can accept the Increased Offer using the original form which includes the original Offer consideration. You will receive the Increased Offer Consideration.

3. KEY DATES

The Offer is open for you to accept until 5.00pm (WST) on 13 October 2017. The following is a summary of some of the key dates in respect of the Offer:

Offer Period opens	6 June 2017
Offer Consideration increases	27 July 2017
Offer was declared unconditional	27 July 2017
Final closing date of Offer	5.00pm (WST) on 13 October 2017

4. ADDITIONAL INFORMATION

4.1 Geopacific's current interest in Kula

As at the date of this Fifth Supplementary Bidder's Statement, Geopacific has received acceptances of the Offer in respect of 296,872,955 Kula Shares and accordingly has a Relevant Interest and Voting Power in Kula of 79.03%.

4.2 Further information

Pursuant to section 712 of the Corporations Act, this Fifth Supplementary Bidder's Statement incorporates by reference to all continuous disclosure notices given by Geopacific to the ASX since the date of the Original Bidder's Statement. A list of continuous disclosure notices given by Geopacific to the ASX since the date of the Fourth Supplementary Bidder's Statement is set out in Annexure B.

4.3 No other material information

Except as set out in this Fifth Supplementary Bidder's Statement (including any annexures), there is no other information that:

- (a) is material to the making of a decision by a Kula Shareholder whether or not to accept the Offer;
- (b) is known to Geopacific; and
- (c) has not previously been disclosed to Kula Shareholders.

For further details on the Offer, please refer to the Original Bidder's Statement.

If you have any questions in relation to the Offer or how to accept it, or if you have lost your Acceptance Form and require a replacement, please call Geopacific Resources Limited on (08) 6143 1820 (within Australia) or +61 8 6143 1820 (from outside of Australia), Monday to Friday between 8.30am to 5.30pm (WST).

5. APPROVAL OF FIFTH SUPPLEMENTARY BIDDER'S STATEMENT

This Fifth Supplementary Bidder's Statement has been approved by a unanimous resolution of the directors of Geopacific.

Signed for and on behalf of

Geopacific Resources Limited



Ron Heeks
Managing Director
Geopacific Resources Limited



ABN 57 003 208 393

Annexure A - Notice of Variation

GEOPACIFIC RESOURCES LIMITED

ACN 003 208 393

Notice under section 650D(1) *Corporations Act 2001* (Cth)

Variation of offer – fifth extension of offer period

To Australian Securities and Investments Commission (**ASIC**);
Kula Gold Limited (ACN 126 741 259) (**Kula**); and
ASX Limited (**ASX**)

In accordance with ASIC Class Order [CO 13/521], to those persons shown as holders of Kula shares in the register of members of Kula as at 1 September 2017 who have not yet accepted the Offer.

Unless the context requires otherwise, defined terms in the Replacement Bidder's Statement dated 19 May 2017, as amended by the notice of variation to extend the offer period to 5.00pm (WST) on 20 July 2017 lodged with ASIC on 29 June 2017, the notice of variation to extend the offer period to 5.00pm (WST) on 4 August 2017 lodged with ASIC on 13 July 2017, the Second Supplementary Bidder's Statement dated 27 July 2017, the notice of variation to extend the offer period to 5.00pm (WST) on 1 September 2017 lodged with ASIC on 27 July 2017, the Third Supplementary Bidder's Statement dated 22 August 2017, the notice of variation to extend the offer period to 5.00pm (WST) on 29 September 2017 lodged with ASIC on 23 August 2017 and the Fourth Supplementary Bidder's Statement dated 13 September 2017 (**Bidder's Statement**) issued by Geopacific Resources Limited (ACN 003 208 393) (**Geopacific**) have the same meaning in this notice.

1. FIFTH EXTENSION OF OFFER PERIOD

Geopacific gives notice under section 650D(1) of the *Corporations Act 2001* (Cth) (**Corporations Act**) that pursuant to section 650C of the *Corporations Act*:

- (a) it varies the Offer by extending the offer period so that the Offer will remain open for acceptance until 5:00pm (WST) on 13 October 2017, unless further extended or withdrawn in accordance with the *Corporations Act*; and
- (b) accordingly, the Offer is varied by:
 - (i) replacing "5.00pm (WST) on 29 September 2017" with "5.00pm (WST) on 13 October 2017" on the first two pages and in the sections 2, 3 and 15 of the Bidder's Statement; and
 - (ii) replacing "5.00pm (WST) on 29 September 2017" with "5.00pm (WST) on 13 October 2017" in each place in which it appears on the acceptance form.

2. LODGEMENT WITH ASIC

A copy of this notice was lodged with ASIC on 22 September 2017. ASIC takes no responsibility for the contents of this notice.

Date: 22 September 2017.

This notice has been approved by resolution passed by the directors of Geopacific Resources Limited under section 650D(3A) of the *Corporations Act*, as modified by ASIC Class Order [CO 13/521].

Annexure B – Geopacific ASX announcements since 13 September 2017

The following table lists announcements made to the ASX by Geopacific over the period between 13 September and 22 September 2017.

Date	Headline
13/09/2017	Interim Financial Report - 30 June 2017
13/09/2017	Fourth Supplementary Bidder's Statement
14/09/2017	Change in substantial holding for KGD
15/09/2017	Change in substantial holding for KGD
15/09/2017	Appendix 3B
18/09/2017	Change in substantial holding for KGD
19/09/2017	Change in substantial holding for KGD
19/09/2017	Share Purchase Plan Offer
20/09/2017	Change in substantial holding for KGD
21/09/2017	Change in substantial holding for KGD
22/09/2017	Change in substantial holding for KGD