

Geopacific Resources NL

ACN 003 208 393

First Supplementary Bidder's Statement

This document is the first supplementary bidder's statement under section 643 of the *Corporations Act 2001* (Cth) (**Supplementary Bidder's Statement**) issued by Geopacific Resources NL (**Geopacific** or **Company**) in relation to Geopacific's conditional off-market takeover offer to acquire all of the fully paid ordinary shares in Worldwide Mining Projects Limited ACN 145 367 862 (**Worldwide**) contained in Geopacific's bidder's statement dated 7 February 2013 (**Bidder's Statement**).

This Supplementary Bidder's Statement supplements, and should be read together with, the Bidder's Statement. Unless the context otherwise requires, terms defined in the Bidder's Statement have the same meaning in this Supplementary Bidder's Statement.

This Supplementary Bidder's Statement is dated 26 February 2013, being the date on which this Supplementary Bidder's Statement was lodged with ASIC.

This is an important document and requires your immediate attention. If you are in doubt as to how to deal with this document, you should consult your financial or other professional adviser immediately.

Legal Adviser



1. Interim Capital Raising

Further to its announcement to ASX on 20 February 2013, Geopacific proposes to complete an interim capital raising within its 15% placement capacity under the Listing Rules to fund continuing exploration in Fiji and to secure additional working capital prior to the Proposed Capital Raising referred to in section 6.4 of the Bidder's Statement (**Interim Capital Raising**).

Geopacific is proposing to raise \$425,000 (before costs) through the issue of 4,250,000 Geopacific Shares at an issue price of \$0.10 per Geopacific Share.

The Interim Capital Raising will be made to sophisticated investors who are existing Geopacific Shareholders who are not related parties of Geopacific or Associates of related parties.

Geopacific Shares to be issued under the Interim Capital Raising rank equally with all other Geopacific Shares on issue.

Hartleys Limited was engaged by Geopacific to manage the Interim Capital Raising.

2. Information about Geopacific Securities

The information provided in sections 4.7, 4.8, 4.10 and 4.11 of the Bidder's Statement regarding the capital structure of Geopacific does not take into account the Geopacific Shares that will be issued under the Interim Capital Raising, which will result in:

- (a) the number of Geopacific Shares on issue increasing from 44,015,827 to 48,265,827 Geopacific Shares; and
- (b) the number of Geopacific Shareholders increasing from 523 Geopacific Shareholders to 524 Geopacific Shareholders¹.

If 100% of Worldwide Shareholders as at the date of this Supplementary Bidder's Statement accept the Offer, Geopacific will have a total of 100,365,827 Geopacific Shares on issue of which Worldwide Shareholders will hold approximately 51.91%².

The Geopacific Shares issued under the Interim Capital Raising will also have a minor effect on the percentage holdings of Geopacific's major shareholders, both before and after completion of the Offer.

As a result of the Interim Capital Raising, the percentage shareholding interests of:

- (a) Seamans Capital Management LLC, which is held through HSBC Custody Nominees (Australia) Limited (**HSBC**) as custodian, will increase from 11.69% to 15.32%, increasing the overall shareholding interest of HSBC as custodian to 16.31%;

¹ The additional Geopacific Shareholder will be an Associate of an existing Geopacific Shareholder who is participating in the Interim Capital Raising.

² Assumes no Geopacific Options are exercised, excludes 2,200,000 Geopacific Shares proposed to be issued to Mr Bass subject to Geopacific Shareholder approval and excludes 50,000,000 Geopacific Shares which may be issued under the Proposed Capital Raising.

- (b) Mrs Ilean Doidge, an existing top ten Geopacific Shareholder, will increase from 2.53% to 2.82%;
- (c) SC & JB Biggs will increase from 1.65% to 2.33% and will therefore become a top ten Geopacific Shareholder; and
- (d) each other major shareholder will be slightly less than the percentages disclosed in sections 4.8 and 4.11 of the Bidder's Statement.

3. Merged Group pro forma statement

Set out below is a revised unaudited pro forma Merged Group statement of financial position as if Geopacific acquired 100% of Worldwide as at 30 November 2012, which takes into account the funds to be raised by Geopacific under the Interim Capital Raising.

Unaudited pro forma Merged Group statement of financial position if Geopacific acquires 100% of Worldwide as at 30 November 2012

	GPR Balance Sheet 30 June 2012 (reviewed)	GPR Balance Sheet 30 Nov 2012 (unaudited)	WWMP Consolidated Balance Sheet 30 Nov 2012 (unaudited)	Combined Pro forma Balance Sheet (unaudited)
CURRENT ASSETS				
Cash and cash equivalent (Note 1)	1,577,074	832,411	153,662	1,601,984
Trade and other receivables (Note 3)	249,020	102,112	29,545	134,207
TOTAL CURRENT ASSETS	1,826,094	934,523	183,207	1,736,191
NON-CURRENT ASSETS				
Exploration expenditure	6,425,772	6,893,699	-	10,713,504
Property, plant and equipment	198,395	228,454	90,080	318,534
Investments (Note 2)	-	-	1,764,638	374,638
Unsecured loans	-	-	155,292	155,292
TOTAL NON-CURRENT ASSETS	6,624,167	7,122,153	2,010,010	11,561,968
TOTAL ASSETS	8,450,261	8,056,676	2,193,217	13,298,159
CURRENT LIABILITIES				
Trade and other payables	74,201	194,592	355,083	549,675
TOTAL CURRENT LIABILITIES	74,201	194,592	355,083	549,675
TOTAL LIABILITIES	74,201	194,592	355,083	549,675
NET ASSETS	8,376,060	7,862,084	1,838,134	12,748,484
EQUITY				
Issued capital (Note 4)	17,050,140	17,050,140	2,445,000	22,086,540
Reserves	(125,570)	(126,719)	-	(126,719)
Accumulated losses	(8,548,510)	(9,061,337)	(606,866)	(9,211,337)
TOTAL EQUITY	8,376,060	7,862,084	1,838,134	12,748,484

Note 1

Cash has been adjusted by the following transactions:

- a capital raising of \$1.34 million was undertaken by Worldwide after 30 November 2012 and prior to completion of the Takeover;
- payment of the Exclusivity Payment to GRD by Worldwide;
- working capital expenditures for Geopacific and Worldwide since 30 November of approximately \$445,000; and
- a capital raising of \$425,000, being an interim placement to be made by Geopacific to sophisticated investors, all of whom are existing Geopacific Shareholders.

The Exclusivity Payment of US\$700,000 is split into three tranches, US\$50,000 was paid by Worldwide on signing the Kou Sa Agreement on 28 December 2012, an amount of US\$350,000 was deposited in a solicitors trust account pending completion of the due diligence period and on 31 January 2013 following successful completion of the due diligence, this amount together with a further US\$300,000 has been paid to GRD.

In this pro forma balance sheet the full amount of US\$700,000 has been expensed.

Note 2

The pro forma statement of financial position incorporates the in specie distribution of Worldwide's investment in a public unlisted company Indonesian Coal Limited to Worldwide Shareholders. Worldwide will complete this transaction prior to completion of the Takeover.

An adjustment of \$1,390,000 has been made against investments and issued capital and reflects the carrying value in Worldwide's books.

Note 3

Geopacific is in discussions with the Fijian Revenue Department in respect to VAT claims made. The Company is hopeful of a reasonable outcome in respect to these discussions; however, as a precaution the Company has taken a conservative view and written down a receivable of \$146,095 and recognised the full value of a potential liability in the amount \$132,516.

Should the discussions be successfully concluded there may be a reversal of these adjustments which would have the effect of improving the net asset position in the pro forma balance sheet.

Note 4

An amount of \$3,524,653 has been recognised to capitalised exploration expenditure and represents costs relating to the acquisition of Worldwide. The acquisition consideration for the acquisition of Worldwide is 52,100,000 Geopacific Shares valued at \$4,636,900.

4. Approval of Supplementary Bidder's Statement

This Supplementary Bidder's Statement is dated 26 February 2013 (being the date on which this Supplementary Bidder's Statement was lodged with ASIC) and has been approved by a unanimous resolution of the Directors of Geopacific.

A copy of this Supplementary Bidder's Statement has been lodged with ASIC. Neither ASIC nor any of its officers takes any responsibility for the content of this Supplementary Bidder's Statement.

Signed for and on behalf of
Geopacific Resources NL

A handwritten signature in black ink, appearing to read 'S. Biggs', with a stylized flourish above the name.

Stephen Timothy Biggs
Chairman/Director