



2 November 2017

ASX Code: WCN

## EQUITY ISSUES

White Cliff Minerals Limited ("**White Cliff**" or "**the Company**") advises that it has completed the placement of 471,142,002 ordinary shares, being the shortfall shares arising from the Company's recent rights issue. These ordinary shares were issued at an issue price of \$0.002 to raise \$942,284 in working capital for the Company. The ordinary shares have been issued pursuant to the rights issue prospectus and were issued to clients of the rights issue underwriter, Gleneagle Securities Nominees Pty Ltd. The funds raised from this issue will be used to further advance the Company's exploration projects both in the Kyrgyz Republic and Australia.

The Company further advises that, having received shareholder approval at the general meeting of shareholders held on 9 October 2017, it has now issued 173,250,000 2017 Performance Rights to directors on the terms and conditions as set out in the general meeting Explanatory Notice.

An Appendix 3B and the directors Appendix 3Y forms in relation to the above equity issues follow.

**\*\*\*ENDS\*\*\***

### Further Information:

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## About White Cliff Minerals Limited

**White Cliff Minerals Limited** is a Western Australian-based exploration company with the following main projects:

**Kyrgyz Aucu Gold Project (90%):** The Project contains extensive porphyry related gold and copper mineralisation starting at the surface and extending over several kilometres. Drilling during 2014-6 has defined a **gold deposit** currently containing an inferred resource of **1.8Mt at 5.2 g/t** containing **302,000 ounces of gold** and 608,000 tonnes at 0.64% copper containing 3870 tonnes of copper. Drilling has also defined a significant **copper deposit** at surface consisting of 10Mt at 0.41% copper containing 41,000 tonnes of copper.

Extensive mineralisation occurs around both deposits demonstrating significant expansion potential. The project is located in the Kyrgyz Republic, 350km west-southwest of the capital city of Bishkek and covers 57 square kilometres. The Chanach project is located in the western part of the Tien Shan Belt, a highly mineralised zone that extending for over 2500 km, from western Uzbekistan, through Tajikistan, Kyrgyz Republic and southern Kazakhstan to western China.

**Merolia Gold and Nickel Project (100%):** The project consists of 771 square kilometres of the Merolia Greenstone belt and contains extensive ultramafic sequences including the Diorite Hill layered ultramafic complex, the Rotorua ultramafic complex, the Coglia ultramafic complex and a 51 kilometre long zone of extrusive ultramafic lavas. The intrusive complexes are prospective for nickel-copper sulphide accumulations possibly with platinum group elements, and the extrusive ultramafic rocks are prospective for nickel sulphide and nickel-cobalt accumulations.

The project also contains extensive basalt sequences that are prospective for gold mineralisation including the Ironstone prospect where historical drilling has identified 24m at 8.6g/t gold. Soil sampling in 2016 has identified multiple mineralised gold trends at Burtville East, Comet Well and Ironstone which will be drilled in 2017.

**Bremer Range Nickel Project (100%):** The project covers over 127 square kilometres in the Lake Johnson Greenstone Belt, which contains the Emily Ann and Maggie Hayes nickel sulphide deposits. These mines have a total resource of approximately 140,000 tonnes of contained nickel. The project area has excellent prospectivity for both komatiite associated nickel-cobalt sulphides and amphibolite facies high-grade gold mineralisation.

**Lake Percy Lithium Project (100%):** Substantial lithium anomalism has been identified within untested outcropping pegmatites within the Lake Percy tenements.

**Laverton Gold Project (100%):** The project consists of 136 square kilometres of tenement applications in the Laverton Greenstone belt. The core prospects are Kelly Well and Eight Mile Well located 20km southwest of Laverton in the core of the structurally complex Laverton Tectonic zone immediately north of the Granny Smith Gold Mine (3 MOz) and 7 kilometres north of the Wallaby Gold Mine (7MOz).

The information in this announcement that relates to JORC compliant resources and exploration results for the Aucu Project and the Merolia Gold Project were originally reported in the following ASX announcements in accordance with the 2012 Edition of the Joint Ore Reserves Committee (JORC) Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves:

Date	Announcement name
27/06/17	Assays confirm High Grade Gold Mineralisation at East Burtville Prospect
23/05/17	Metallurgical Test-Work Results - Aucu Gold Deposit
04/05/17	Drilling Identifies High Grade Gold Mineralisation
21/04/17	Aucu High Grade Gold Resource Increases by 93%
16/01/17	High Grade Gold Intersected in Final 2016 Drill Holes
02/02/17	New Substantial Gold Anomalies Identified at Comet Well
21/12/16	Gold Mineralisation Identified at Ironstone Gold Project

The Company confirms that it is not aware of any new information or data that materially affects the information included in the original market announcement and, in the case of Mineral Resources, all the material assumptions and technical parameters underpinning the estimates in the relevant market announcements continue to apply and have not materially changed. The Company confirms that the form and context in which the competent person's findings are presented have not been materially modified from the original market announcements

# Appendix 3B

## New issue announcement, application for quotation of additional securities and agreement

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

White Cliff Minerals Limited

ABN

22 126 299 125

We (the entity) give ASX the following information.

### Part 1 - All issues

*You must complete the relevant sections (attach sheets if there is not enough space).*

- |   |   |   |
|---|---|---|
| 1 | +Class of +securities issued or to be issued  | <div style="display: flex; flex-direction: column; gap: 5px;"><div>a) Tranche A 2017 Performance Rights</div><div>b) Tranche B 2017 Performance Rights</div><div>c) Tranche C 2017 Performance Rights</div><div>d) Fully paid ordinary shares (<b>Shares</b>)</div></div> |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | <div style="display: flex; flex-direction: column; gap: 5px;"><div>a) 52,500,000</div><div>b) 57,750,000</div><div>c) 63,000,000</div><div>d) 471,142,002</div></div>   |

+ See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

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- |   |   |
|---|---|
| <p>3 Principal terms of the <sup>+</sup>securities (e.g. if options, exercise price and expiry date; if partly paid <sup>+</sup>securities, the amount outstanding and due dates for payment; if <sup>+</sup>convertible securities, the conversion price and dates for conversion)</p> | <ul style="list-style-type: none"><li>a) Upon vesting, each Tranche A 2017 Performance Right entitles its holder to be issued one Share; each Tranche A 2017 Performance Right vests on the date that is 12 months after the date (which must be before 31 December 2020) on which the 10 day volume weighted average share price (VWAP) of Shares on ASX is above \$0.008.</li><li>b) Upon vesting, each Tranche B 2017 Performance Right entitles its holder to be issued one Share; each Tranche B 2017 Performance Right vests on the date that is 12 months after the date (which must be before 31 December 2020) on which the 10 day VWAP of Shares on ASX is above \$0.01.</li><li>c) Upon vesting each Tranche C 2017 Performance Right entitles its holder to be issued one Share; each Tranche C 2017 Performance Right vests on the date that is 12 months after the date (which must be before 31 December 2021) on which the 10 day VWAP of Shares on ASX is above \$0.013.</li><li>d) Fully paid ordinary shares in the Company.</li></ul> |
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<sup>+</sup> See chapter 19 for defined terms.

4	<p>Do the <sup>+</sup>securities rank equally in all respects from the <sup>+</sup>issue date with an existing <sup>+</sup>class of quoted <sup>+</sup>securities?</p> <p>If the additional <sup>+</sup>securities do not rank equally, please state:</p> <ul style="list-style-type: none"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul>	<p>a) No – new class b) No – new class c) No – new class d) Yes – all Shares rank equally with existing fully paid ordinary shares in the Company.</p> <p>All Shares that may be issued in respect of any of the new securities will rank equally with all existing fully paid ordinary shares in the Company.</p>
5	Issue price or consideration	<p>a) Nil b) Nil c) Nil d) \$0.002</p>
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	<p>a) Remuneration of directors of the Company, as approved by the Company's shareholders at its general meeting held on 9 October 2017 (<b>General Meeting</b>).</p> <p>b) Remuneration of directors of the Company, as approved by the Company's shareholders at the General Meeting</p> <p>c) Remuneration of directors of the Company, as approved by the Company's shareholders at the General Meeting.</p> <p>d) To raise working capital for the further exploration of the Company's projects in the Kyrgyz Republic and Australia.</p>
6a	<p>Is the entity an <sup>+</sup>eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h in relation to the <sup>+</sup>securities the subject of this Appendix 3B, and comply with section 6i</p>	Yes
6b	The date the security holder resolution under rule 7.1A was passed	9/12/16
6c	Number of <sup>+</sup> securities issued without security holder approval under rule 7.1	Nil

<sup>+</sup> See chapter 19 for defined terms.

## Appendix 3B

### New issue announcement

6d	Number of +securities issued with security holder approval under rule 7.1A	Nil						
6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	a) 52,500,000 b) 57,750,000 c) 63,000,000 d) Nil						
6f	Number of +securities issued under an exception in rule 7.2	471,142,002 Shares, issued under Listing Rule 7.2, Exception 3						
6g	If +securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the +issue date and both values. Include the source of the VWAP calculation.	N/a						
6h	If +securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	N/a						
6i	Calculate the entity’s remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	LR 7.1 – 409,082,487 LR 7.1A – 280,721,658						
7	+Issue dates  Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A.  Cross reference: item 33 of Appendix 3B.	01/11/17						
8	Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	<table><tr><th>Number</th><th>+Class</th></tr><tr><td>2,819,216,586</td><td>Fully paid ordinary shares</td></tr><tr><td>151,322,223</td><td>Options exercisable at \$0.013 on or before 31 December 2018</td></tr></table>	Number	+Class	2,819,216,586	Fully paid ordinary shares	151,322,223	Options exercisable at \$0.013 on or before 31 December 2018
Number	+Class							
2,819,216,586	Fully paid ordinary shares							
151,322,223	Options exercisable at \$0.013 on or before 31 December 2018							

+ See chapter 19 for defined terms.

9	Number and <sup>+</sup> class of all <sup>+</sup> securities not quoted on ASX (including the <sup>+</sup> securities in section 2 if applicable)	Number	<sup>+</sup> Class
		202,850,001	31 December 2017 options
		7,500,000	Tranche B 2014 performance rights (Vested)
		30,000,000	1 December 2018 options
		16,000,000	2015 Performance rights
		52,500,000	Tranche A 2017 Performance rights
		57,750,000	Tranche B 2017 Performance rights
		63,000,000	Tranche C 2017 Performance rights
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	None at this point	

## Part 2 - Pro rata issue

11	Is security holder approval required?	N/A
12	Is the issue renounceable or non-renounceable?	N/A
13	Ratio in which the <sup>+</sup> securities will be offered	N/A
14	<sup>+</sup> Class of <sup>+</sup> securities to which the offer relates	N/A
15	<sup>+</sup> Record date to determine entitlements	N/A
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	N/A
17	Policy for deciding entitlements in relation to fractions	N/A

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+ See chapter 19 for defined terms.

### Appendix 3B

#### New issue announcement

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18	Names of countries in which the entity has security holders who will not be sent new offer documents  Note: Security holders must be told how their entitlements are to be dealt with.  Cross reference: rule 7.7.	N/A
19	Closing date for receipt of acceptances or renunciations	N/A
20	Names of any underwriters	N/A
21	Amount of any underwriting fee or commission	N/A
22	Names of any brokers to the issue	N/A
23	Fee or commission payable to the broker to the issue	N/A
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	N/A
25	If the issue is contingent on security holders' approval, the date of the meeting	N/A
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	N/A
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	N/A
28	Date rights trading will begin (if applicable)	N/A
29	Date rights trading will end (if applicable)	N/A
30	How do security holders sell their entitlements <i>in full</i> through a broker?	N/A

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+ See chapter 19 for defined terms.



31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	N/A
32	How do security holders dispose of their entitlements (except by sale through a broker)?	N/A
33	+Issue date	N/A

## Part 3 - Quotation of securities

*You need only complete this section if you are applying for quotation of securities*

34 Type of +securities  
(tick one)

(a) ☐ +Securities described in Part 1

(b) ☐ All other +securities  
Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

### Entities that have ticked box 34(a)

#### Additional securities forming a new class of securities

*Tick to indicate you are providing the information or documents*

35 ☐ If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders

36 ☐ If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories  
1 - 1,000  
1,001 - 5,000  
5,001 - 10,000  
10,001 - 100,000  
100,001 and over

37 ☐ A copy of any trust deed for the additional +securities

### Entities that have ticked box 34(b)

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+ See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

38	Number of <sup>+</sup> securities for which <sup>+</sup> quotation is sought	N/A	
39	<sup>+</sup> Class of <sup>+</sup> securities for which quotation is sought	N/A	
40	Do the <sup>+</sup> securities rank equally in all respects from the <sup>+</sup> issue date with an existing <sup>+</sup> class of quoted <sup>+</sup> securities?  If the additional <sup>+</sup> securities do not rank equally, please state: <ul style="list-style-type: none"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul>	N/A	
41	Reason for request for quotation now  Example: In the case of restricted securities, end of restriction period  (if issued upon conversion of another <sup>+</sup> security, clearly identify that other <sup>+</sup> security)	N/A	
42	Number and <sup>+</sup> class of all <sup>+</sup> securities quoted on ASX (including the <sup>+</sup> securities in clause 38)	Number	<sup>+</sup> Class
		N/A	N/A

<sup>+</sup> See chapter 19 for defined terms.

**Quotation agreement**

- 1      +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.
- 2      We warrant the following to ASX.
  - The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
  - There is no reason why those +securities should not be granted +quotation.
  - An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.  
Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty
  - Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
  - If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.
- 3      We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
- 4      We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here:

  
(Chairman)

Date: 1 November 2017

Print name:      Michael Langoulant

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+ See chapter 19 for defined terms.

## Appendix 3B – Annexure 1

### Calculation of placement capacity under rule 7.1 and rule 7.1A for eligible entities

Introduced 01/08/12 Amended 04/03/13

#### Part 1

Rule 7.1 – Issues exceeding 15% of capital	
<b>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</b>	
<b>Insert</b> number of fully paid <sup>+</sup> ordinary securities on issue 12 months before the <sup>+</sup> issue date or date of agreement to issue	1,527,511,057
<b>Add</b> the following: <ul style="list-style-type: none"> <li>Number of fully paid <sup>+</sup>ordinary securities issued in that 12 month period under an exception in rule 7.2</li> <li>Number of fully paid <sup>+</sup>ordinary securities issued in that 12 month period with shareholder approval</li> <li>Number of partly paid <sup>+</sup>ordinary securities that became fully paid in that 12 month period</li> </ul> <b>Note:</b> <ul style="list-style-type: none"> <li>Include only ordinary securities here – other classes of equity securities cannot be added</li> <li>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</li> <li>It may be useful to set out issues of securities on different dates as separate line items</li> </ul>	200,000,000 Shares issued on 7 November 2016 (ratified by shareholders on 9/12/2016)  139,966,667 Shares issued on 9 December 2016 (Listing Rule 7.2, Exception 15; SPP)  468,596,860 Shares issued on 8 September 2017 (Listing Rule 7.2, Exception 1; rights issue)  471,142,002 Shares issued on 1 November 2017 (Listing Rule 7.2 Exception 3; rights issue; subject of this Appendix 3B)
<b>Subtract</b> the number of fully paid <sup>+</sup> ordinary securities cancelled during that 12 month period	Nil
<b>“A”</b>	2,807,216,586

+ See chapter 19 for defined terms.

<b>Step 2: Calculate 15% of “A”</b>	
<b>“B”</b>	0.15 <i>[Note: this value cannot be changed]</i>
<b>Multiply “A” by 0.15</b>	421,082,487
<b>Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used</b>	
<b>Insert</b> number of +equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued: <ul style="list-style-type: none"> <li>• Under an exception in rule 7.2</li> <li>• Under rule 7.1A</li> <li>• With security holder approval under rule 7.1 or rule 7.4</li> </ul> <b>Note:</b> <ul style="list-style-type: none"> <li>• <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i></li> <li>• <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	12,000,000 Shares issued on 20 January 2017
<b>“C”</b>	12,000,000
<b>Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1</b>	
<b>“A” x 0.15</b>  <i>Note: number must be same as shown in Step 2</i>	421,082,487
<b>Subtract “C”</b>  <i>Note: number must be same as shown in Step 3</i>	12,000,000
<b>Total [“A” x 0.15] – “C”</b>	409,082,487  <i>[Note: this is the remaining placement capacity under rule 7.1]</i>

+ See chapter 19 for defined terms.

## Part 2

<b>Rule 7.1A – Additional placement capacity for eligible entities</b>	
<b>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</b>	
<b>“A”</b>  <i>Note: number must be same as shown in Step 1 of Part 1</i>	2,807,216,586
<b>Step 2: Calculate 10% of “A”</b>	
<b>“D”</b>	0.10  <i>Note: this value cannot be changed</i>
<b>Multiply “A” by 0.10</b>	280,721,658
<b>Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used</b>	
<b>Insert</b> number of +equity securities issued or agreed to be issued in that 12 month period under rule 7.1A  <b>Notes:</b> <ul style="list-style-type: none"> <li>• This applies to equity securities – not just ordinary securities</li> <li>• Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed</li> <li>• Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained</li> <li>• It may be useful to set out issues of securities on different dates as separate line items</li> </ul>	Nil
<b>“E”</b>	Nil

+ See chapter 19 for defined terms.

<b>Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A</b>	
<b>“A” x 0.10</b>  <i>Note: number must be same as shown in Step 2</i>	280,721,658
<b>Subtract “E”</b>  <i>Note: number must be same as shown in Step 3</i>	Nil
<b>Total</b> [“A” x 0.10] – “E”	280,721,658  <i>Note: this is the remaining placement capacity under rule 7.1A</i>

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+ See chapter 19 for defined terms.

# Appendix 3Y

## Change of Director's Interest Notice

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 30/09/01 Amended 01/01/11

<b>Name of entity</b>	<b>WHITE CLIFF MINERALS LIMITED</b>
<b>ABN</b>	<b>22 126 299 125</b>

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

<b>Name of Director</b>	<b>MICHAEL JAMES LANGOULANT</b>
<b>Date of last notice</b>	16 October 2017

### Part 1 - Change of director's relevant interests in securities

*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

<b>Direct or indirect interest</b>	Indirect/Direct
<b>Nature of indirect interest (including registered holder)</b> <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	<ul style="list-style-type: none"><li>• Director of Lanza Holdings Pty Ltd atf &lt;Langoulant Family Super Fund&gt; &amp; &lt;Togesa Trust&gt;</li><li>• Director of Tigerbite Pty Ltd</li></ul>
<b>Date of change</b>	1 November 2017
<b>No. of securities held prior to change</b>	54,022,169 – fully paid ordinary shares 3,000,000 – vested Tranche B 2014 performance rights 8,000,000 – 2015 performance rights 2,500,000 – 31 December 2017 options 9,333,333 – 31 December 2018 options
<b>Class</b>	2017 Performance Rights
<b>Number acquired</b>	82,500,000
<b>Number disposed</b>	Nil

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+ See chapter 19 for defined terms.



## Appendix 3Y

### Change of Director's Interest Notice

<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and estimated valuation	Nil - 2017 Performance Rights issued to Mr Langoulant as a part of his remuneration package.
<b>No. of securities held after change</b>	54,022,169 – fully paid ordinary shares 3,000,000 – vested Tranche B 2014 performance rights 8,000,000 – 2015 Performance rights 2,500,000 – 31 December 2017 options 9,333,333 – 31 December 2018 options 25,000,000 – Tranche A 2017 performance rights 27,500,000 – Tranche B 2017 performance rights 30,000,000 – Tranche C 2017 performance rights
<b>Nature of change</b> Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Shareholder approved issue

## Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of “notifiable interest of a director” should be disclosed in this part.

<b>Detail of contract</b>	
<b>Nature of interest</b>	
<b>Name of registered holder (if issued securities)</b>	
<b>Date of change</b>	
<b>No. and class of securities to which interest related prior to change</b>	
<b>Interest acquired</b>	
<b>Interest disposed</b>	
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and an estimated valuation	
<b>Interest after change</b>	

## Part 3 – <sup>+</sup>Closed period

<b>Were the interests in the securities or contracts detailed above traded during a <sup>+</sup>closed period where prior written clearance was required?</b>	No
<b>If so, was prior written clearance provided to allow the trade to proceed during this period?</b>	N/a
<b>If prior written clearance was provided, on what date was this provided?</b>	N/a

<sup>+</sup> See chapter 19 for defined terms.

# Appendix 3Y

## Change of Director's Interest Notice

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 30/09/01 Amended 01/01/11

<b>Name of entity</b>	<b>WHITE CLIFF MINERALS LIMITED</b>
<b>ABN</b>	<b>22 126 299 125</b>

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

<b>Name of Director</b>	Todd Jeffrey Hibberd
<b>Date of last notice</b>	8 September 2017

### Part 1 - Change of director's relevant interests in securities

*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

<b>Direct or indirect interest</b>	Indirect/Direct
<b>Nature of indirect interest (including registered holder)</b> <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	Shareholder and director of Terra Aqua Pty Ltd <The Terra Rosso Super Fund> and <The Terra Verde Trust>
<b>Date of change</b>	1 November 2017
<b>No. of securities held prior to change</b>	61,501,200 - fully paid shares 3,000,000 – vested Tranche B 2014 performance rights 8,000,000 – 2015 performance rights 5,000,000 – December 2017 options 8,000,000 – December 2018 options
<b>Class</b>	2017 performance rights
<b>Number acquired</b>	82,500,000
<b>Number disposed</b>	Nil
<b>Value/Consideration</b> <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	Nil - 2017 Performance Rights issued to Mr Hibberd as a part of his remuneration package.

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+ See chapter 19 for defined terms.

## Appendix 3Y

### Change of Director's Interest Notice

<b>No. of securities held after change</b>	61,501,800- fully paid shares 3,000,000 – vested Tranche B 2014 performance rights 8,000,000 – 2015 performance rights 5,000,000 – 31 December 2017 options 8,000,000 - 31 December 2018 options 25,000,000 – Tranche A 2017 performance rights 27,500,000 – Tranche B 2017 performance rights 30,000,000 – Tranche C 2017 performance rights
<b>Nature of change</b> <small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small>	Shareholder approved issue

## Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of “notifiable interest of a director” should be disclosed in this part.

<b>Detail of contract</b>	
<b>Nature of interest</b>	
<b>Name of registered holder (if issued securities)</b>	
<b>Date of change</b>	
<b>No. and class of securities to which interest related prior to change</b> <small>Note: Details are only required for a contract in relation to which the interest has changed</small>	
<b>Interest acquired</b>	
<b>Interest disposed</b>	
<b>Value/Consideration</b> <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	
<b>Interest after change</b>	

## Part 3 – <sup>+</sup>Closed period

<b>Were the interests in the securities or contracts detailed above traded during a <sup>+</sup>closed period where prior written clearance was required?</b>	No
<b>If so, was prior written clearance provided to allow the trade to proceed during this period?</b>	N/a
<b>If prior written clearance was provided, on what date was this provided?</b>	N/a

<sup>+</sup> See chapter 19 for defined terms.

# Appendix 3Y

## Change of Director's Interest Notice

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 30/09/01 Amended 01/01/11

<b>Name of entity</b>	<b>WHITE CLIFF MINERALS LIMITED</b>
<b>ABN</b>	<b>22 126 299 125</b>

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

<b>Name of Director</b>	<b>RODD ANDREW BOLAND</b>
<b>Date of last notice</b>	8 September 2017

### Part 1 - Change of director's relevant interests in securities

*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

<b>Direct or indirect interest</b>	Direct
<b>Nature of indirect interest (including registered holder)</b> <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	
<b>Date of change</b>	1 November 2017
<b>No. of securities held prior to change</b>	9,390,000 – fully paid shares 1,500,000 – vested Tranche B 2014 performance rights 500,000 – December 2017 options 166,667 – December 2018 options
<b>Class</b>	2017 performance rights
<b>Number acquired</b>	8,250,000
<b>Number disposed</b>	Nil
<b>Value/Consideration</b> <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	Nil - 2017 Performance Rights issued to Mr Boland as a part of his remuneration package.

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+ See chapter 19 for defined terms.

## Appendix 3Y

### Change of Director's Interest Notice

<b>No. of securities held after change</b>	9,390,000 – fully paid shares 1,500,000 – vested Tranche B 2014 performance rights 500,000 – 31 December 2017 166,667 – 31 December 2018 options 2,500,000 – Tranche A 2017 performance rights 2,750,000 – Tranche B 2017 performance rights 3,000,000 – Tranche C 2017 performance rights
<b>Nature of change</b> <small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small>	Shareholder approved issue

## Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of “notifiable interest of a director” should be disclosed in this part.

<b>Detail of contract</b>	
<b>Nature of interest</b>	
<b>Name of registered holder (if issued securities)</b>	
<b>Date of change</b>	
<b>No. and class of securities to which interest related prior to change</b> <small>Note: Details are only required for a contract in relation to which the interest has changed</small>	
<b>Interest acquired</b>	
<b>Interest disposed</b>	
<b>Value/Consideration</b> <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	
<b>Interest after change</b>	

## Part 3 – <sup>+</sup>Closed period

<b>Were the interests in the securities or contracts detailed above traded during a <sup>+</sup>closed period where prior written clearance was required?</b>	No
<b>If so, was prior written clearance provided to allow the trade to proceed during this period?</b>	N/a
<b>If prior written clearance was provided, on what date was this provided?</b>	N/a

<sup>+</sup> See chapter 19 for defined terms.