



White Cliff Minerals LTD

ACN 126 299 125

PROSPECTUS

Renounceable Pro-Rata Rights Issue

Rights Offer

For a renounceable pro rata offer of one (1) New Share for every six (6) Shares held by Eligible Shareholders registered at 5.00pm WST on the Record Date, at an issue price of \$0.003 per New Share, with one free attaching New Option (exercisable at \$0.01 each on or before 30 June 2019) for every New Share subscribed, to raise approximately \$1,660,000 before costs (**Rights Offer**).

Shortfall Offer

For an offer to the public (including Eligible Shareholders) to subscribe for the shortfall to the Rights Offer, at an issue price of \$0.003 per New Share, with one free attaching New Option (exercisable at \$0.01 each on or before 30 June 2019) for every New Share subscribed (**Shortfall Offer**).

Underwriter Offer

For the offer to the Underwriter or its nominees to subscribe for 2,000,000 New Options (exercisable at \$0.01 each on or before 30 June 2019), at an issue price of nil, pursuant to the terms of the Underwriting Agreement (**Underwriter Offer**).

Partial underwriting

The Rights Offer and Shortfall Offer are partially underwritten up to an amount of \$1,000,000 on a conditional basis.

Offer Period

This Offers open on Wednesday, 7 March 2018 and closes at 5.00pm WST on Thursday, 22 March 2018. Valid acceptances must be received by the Closing Date.

Important Notice

This document and the accompanying Application Forms contains important information about the Offers. Each document should be read in its entirety. Please read the instructions in this document and the accompanying Application Forms regarding making an application. You should speak to your professional advisors if you have any questions about the Offers or this Prospectus. The Securities offered by this Prospectus should be considered speculative.

Important Information

Prospectus

This Prospectus is dated 27 February 2018 and was lodged with ASIC on that date. Neither ASIC, ASX nor their officers take any responsibility for the contents of this Prospectus or the merits of the investment to which this Prospectus relates.

This Prospectus is a transaction specific prospectus for an offer of continuously quoted securities (as defined in the Corporations Act) and options to acquire continuously quoted securities. It has been prepared in accordance with section 713 of the Corporations Act. It does not contain the same level of disclosure as an initial public offering or “full form” prospectus. In making representations in this Prospectus regard has been had to the fact that the Company is a ‘disclosing entity’ for the purposes of the Corporations Act and certain matters may reasonably be expected to be known to investors and professional advisers whom potential investors may consult.

Securities will not be issued on the basis of this Prospectus later than 13 months after the Prospectus Date. Application for quotation of the New Shares will be made to ASX within 7 days after the Prospectus Date.

Electronic prospectus

This Prospectus may be viewed in electronic form at www.wcminerals.com.au by Australian and New Zealand investors only. The electronic version of this Prospectus is provided for information purposes only. A paper copy of the Prospectus may be obtained free of charge on request during the Offer Period by contacting the Company. The information on www.wcminerals.com.au does not form part of this Prospectus.

Risk factors

Potential investors should be aware that subscribing for Securities in the Company involves a number of risks. The key risk factors are set out in Section 1.4 and Section 5 of this Prospectus. These risks together with other general risks applicable to all investments in quoted securities not specifically referred to, may affect the value of the Company’s Securities in the future. An investment in the Company should be considered speculative. Investors should consider these risk factors in light of personal circumstances and should consider consulting their professional advisers before deciding whether to apply for New Securities pursuant to this Prospectus.

Overseas Applicants

This Prospectus is not, and is not intended to constitute, an offer, invitation or issue in any place in which, or to any person to whom, it would be unlawful to make such an offer, invitation or issue. By applying for New Securities, including by submitting the Entitlement and Acceptance Form or making a payment using BPay® an Applicant represents and warrants that there has been no breach of such laws.

The distribution of this Prospectus and accompanying Application Forms (including electronic copies) outside Australia and New Zealand may be restricted by laws and persons who come into possession of it should observe any such restrictions. Any failure to comply with such restrictions may contravene applicable securities laws. The Company disclaims all liability to such persons.

No action has been taken to register or qualify this Prospectus, the New Securities or the Offers, or otherwise to permit a public offering of the New Securities, in any jurisdiction outside Australia and New Zealand. Please refer to Sections 2.3, 3.9 and 3.11 for further details.

Publicly available information

Information about the Company is publicly available and can be obtained from ASIC and ASX (including ASX’s website www.asx.com.au). The contents of any website or ASIC or ASX filing by the Company are not incorporated into this Prospectus and do not constitute part of the Offers. This Prospectus is intended to be read in conjunction with the publicly available information in relation to the Company which has been notified to ASX. Investors should therefore have regard to the other publicly available information in relation to the Company before making a decision whether or not to invest in New Securities or the Company.

The Company has not authorised any person to give any information or make any representation in connection with the Offers that is not contained in this Prospectus. Any information or representation not so contained may not be relied upon as having been authorised by the Company in connection with this Prospectus.

Forward looking statements

This Prospectus may contain forward-looking statements that have been based on current expectations about future acts, events and circumstances. Any forward-looking statements are subject to risks, uncertainties and assumptions that could cause those acts, events and circumstances to differ materially from the expectations described in such forward-looking statements. The Company cannot, and does not, give any assurance that the events described in such forward-looking statements will actually occur.

Applications

Applications for New Securities offered by this Prospectus can only be made on an original Application Form as sent with this Prospectus. The Entitlement and Acceptance Form sets out the Rights of an Eligible Shareholder to participate in the Rights Offer. Please read the instructions in this Prospectus and on the accompanying Application Forms regarding the acceptance of Rights or participation in the Shortfall Offer.

By returning an Application Form or lodging an acceptance form with a stockbroker or otherwise arranging for payment of New Securities in accordance with the instructions on the form, an Applicant acknowledge that they have received and read this Prospectus, that they have acted in accordance with the terms of the Offers detailed in this Prospectus and that they agree to all of the terms and conditions as detailed in this Prospectus.

Meaning of terms

Capitalised terms and certain other terms used in this Prospectus are defined in the Glossary of defined terms in Section 9.

All references in this Prospectus to “\$”, “AUD” or “dollar” are references to Australian currency unless otherwise indicated.

All references in this document to time relate to Western Standard Time in Perth, Western Australia.

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Indicative timetable

Event	Date
Announcement of Offer	22 February 2018
Prospectus lodged with ASIC and ASX	27 February 2018
Day 0 – Option holders notified	28 February 2018
Notice of Offers sent to Shareholders	1 March 2018
Ex-date and rights trading begins	2 March 2018
Record Date (to identify Shareholders entitled to participate in the Offer)	5 March 2018
Prospectus and Entitlement and Acceptance Forms sent to Eligible Shareholders and Offers open	7 March 2018
Rights trading ends	15 March 2018
Last day to extend the Closing Date	19 March 2018
Offers close (Closing Date)	22 March 2018
Notice to ASX of Shortfall	26 March 2018
New Securities issued	29 March 2018
Dispatch of Holding Statements	3 April 2018
Quotation of New Shares on ASX commences	3 April 2018

The above dates are indicative only and are subject to change. The Directors may vary these dates subject to any applicable requirements of the Corporations Act or the Listing Rules. The Directors may extend the Closing Date by giving at least 3 Business Days' notice to ASX before the Closing Date.

Corporate Directory

Directors

Mr Michael Langoulant
Executive Chairman

Mr Todd Hibberd
Managing Director

Mr Rodd Boland
Non-Executive Director

Company Secretary

Mr Michael Langoulant

Registered and Principal Office

Suite 2, 47 Havelock Street
WEST PERTH WA 6005

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F: +61 8 9324 2977

Email: info@wcminerals.com.au

Web: www.wcminerals.com.au

ASX Codes

Shares – WCN

December 2018 Options – WCNOB

Rights – WCNR

Underwriter and Lead Manager

CPS Capital Group Pty Ltd
Level 45, 108 St Georges Terrace
PERTH WA 6000

T: +61 8 9223 2222

AFSL No.: 294848

Solicitors to the Offers

Jackson McDonald
Level 17
225 St Georges Terrace
PERTH WA 6000

T: +61 8 9426 6611

Auditors (for information purposes only)

HLB Mann Judd
Level 4, 139 Stirling Street
PERTH WA 6000

T: +61 8 9227 7500

Share Registry (for information purposes only)

Computershare Investor Services Pty Limited
Level 11, 172 St Georges Terrace
PERTH WA 6000

T: 1300 850 505 or +61 8 9415 4000

1. Investment Overview

1.1 Introduction

The Company has a number of significant exploration projects including an advanced gold-copper project in the Kyrgyz Republic, Central Asia, and a number of cobalt-nickel and gold projects in Western Australia.

The Board believes that its exploration portfolio is undervalued given the Company's current corporate structure and the Board is considering all options on how best to unlock/maximise the exploration value of these projects.

Although no definitive alternative strategy and/or transaction has been finalised, the Company is seeking to identify opportunities and considering the merits of various sale, joint venture and spin-out listing pathways for one or more of the current exploration project portfolio.

1.2 Projects

(a) The Coronation Dam Cobalt-Nickel project, Western Australia (100%)

The Coronation dam project contains extensive regolith related cobalt and nickel mineralisation that occurs as a sub-horizontal layer up to 30 metres thick, up to 500 metres wide and extends along strike for up to 5 kilometres. Mineralisation outcrops at surface and existing drilling has identified high grade cobalt mineralisation including:

- 16 metres at 0.42% cobalt and 1% nickel from 20 metres:
 - 8 metres at 0.51% cobalt and 1.16% nickel; and
 - 4 metres at 0.67% cobalt and 1.29% nickel;
- 24 metres at 0.23% cobalt and 0.80% nickel from 20 metres;
- 28 metres at 0.13% cobalt and 0.74% nickel from 8 metres; and
- 32 metres at 0.12% cobalt and 0.92% nickel from 4 metres.

The Coronation Dam Cobalt Project is located 90km south of Glencore's Murrin-Murrin mining operation and 45km south of GME Resources' proposed Mt Kilkenny nickel-cobalt processing facility in Western Australia's north-eastern goldfields. The project is surrounded by world class mining infrastructure and multiple operating mines.

(b) The Ghan Well Cobalt-Nickel project, Western Australia (100%)

The Ghan Well project contains extensive cobalt and nickel mineralisation that occurs as a sub-horizontal layer up to 20 metres thick, up to 800 metres wide and up to 11 kilometres long. Cobalt mineralisation occurs as a shallow layer of cobalt enriched manganiferous oxides that form between the smectite clays and the overlying ferruginous clays. High grade cobalt mineralisation typically occurs between 10-30 metres depth and is associated with nickel mineralisation. Exploration results from the project include:

- 12m at 0.15% cobalt and 0.78% nickel;
- 11m at 0.15% cobalt and 0.99% nickel;
- 8m at 0.16% cobalt and 0.83% nickel;

- 6m at 0.21% cobalt and 0.78% nickel; and
- 4m at 0.27% cobalt and 0.75% nickel.

The Ghan Well cobalt and nickel project is located in the north-eastern goldfield of Western Australia approximately 70 kilometres from Laverton and 26 kilometres from Glencore's Murrin-Murrin cobalt and nickel processing plant.

(c) **The Cogleia Well Cobalt Nickel Project, Western Australia (100%)**

The Cogleia well project contains extensive cobalt and nickel mineralisation that occurs within the regolith profile up to 30 metres thick, up to 1000 metres wide and 11.5 kilometres long. Existing drilling contains substantial cobalt and nickel mineralisation including:

- 28 metres at 0.12% cobalt and 0.55% nickel from 60 metres, including 16 metres at 0.16% cobalt and 0.65% nickel; and
- 12 metres at 2.2% nickel and 0.06% cobalt from 80 metres, including 4 metres at 3% nickel and 0.06% cobalt.

The Cogleia Well project is located 75km south-east of Laverton in a region of extensive mining infrastructure and nickel-cobalt processing facilities in the goldfields of Western Australia.

(d) **The Aucu Gold and Copper project, Kyrgyz Republic (90%)**

The Aucu Gold Deposit contains extensive porphyry related gold and copper mineralisation that occur as multiple mineralised zones that outcrop at surface and extend up to four kilometres along strike. Gold mineralisation has also been defined in outcrop over 600 metres of vertical elevation.

Drilling during 2014-6 has defined a gold deposit containing a preliminary inferred mineral resource of:

- 1.8Mt at 5.2 g/t containing 302,000 ounces of gold; and
- 608,000 tonnes at 0.64% copper containing 3,870 tonnes of copper

Extensive mineralisation occurs around both deposits demonstrating significant expansion potential. Further drilling is during 2017 in expected to expand the existing mineralised zone and the JORC Code compliant gold mineral resource.

The Aucu project also contains extensive copper mineralisation covering an area around 500 metres by 300 metres. Copper mineralisation occurs as chalcocite, bornite, chalcopyrite and the copper oxides malachite and azurite. Drilling has defined a significant copper deposit at surface consisting of 10Mt at 0.41% copper containing 40,000 tonnes of copper.

The copper deposit consists of an oxide zone and a sulphide zone and the majority of drill holes contain copper mineralisation at potential economic grades. Further drilling during 2017 in expected to expand the existing mineralised zone and JORC Code compliant copper resource.

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 2,500 km, from western Uzbekistan, through Tajikistan, Kyrgyz Republic and southern Kazakhstan to western China.

(e) **The Merolia Gold Project, Western Australia (100%)**

The Merolia Gold project consists of 771 square kilometres of the Merolia Greenstone belt near Laverton in Western Australia. The project contains multiple prospects where substantial gold mineralisation has been identified. Drilling at the Ironstone Gold and East Burtville prospects has identified multiple high grade gold intersections including:

- 10 metres 1.8 g/t gold from 32 metres;
- 1 metres at 14.4 g/t gold from 24 metres;
- 1 metre at 6.3 g/t gold from 32 metres;
- 5 metres at 7.2 g/t gold including 1 metre at 14.2 g/t gold from surface; and
- 4 metres at 5.5 g/t gold including 1 metre at 20.8 g/t gold.

The project also contains the Comet Well gold prospect where several gold nuggets have been identified and a large 2.7 kilometre long gold in soil anomaly has been defined. Further drilling has been planned.

(f) **Source of information**

The information in this Section 1.2 that relates to exploration results and mineral resources was originally reported in the following announcements by the Company to ASX in accordance with the JORC Code:

Date	Announcement name
5 February 2018	Cobalt and nickel mineralisation identified at Coglia Well
30 January 2018	Substantial cobalt-nickel mineralisation identified at WA project
30 May 2017	Significant cobalt mineralisation identified
21 April 2017	Aucu High Grade Gold Resource Increases by 93%
23 May 2017	Metallurgical Test-Work Results - Aucu Gold Deposit
04 May 2017	Drilling Identifies High Grade Gold Mineralisation
16 January 2017	High Grade Gold Intersected in Final 2016 Drill Holes
26 June 2017	Assays confirm High Grade Gold Mineralisation at East Burtville Prospect
21 December 2016	Gold Mineralisation Identified at Ironstone Gold Project
02 February 2017	New Substantial Gold Anomalies Identified at Comet Well

The announcements referred to in the table above can be found on the ASX announcements platform (<https://www.asx.com.au/asx/statistics/announcements.do>) using the Company's ASX code, 'WCN'.

The Company confirms that:

- it is not aware of any new information or data that materially affects the information included in the original market announcements;
- in the case of estimates of mineral resources, all material assumptions and technical parameters underpinning the estimates in the relevant market announcements continue to apply and have not materially changed; and

- the form and context in which the Competent Person's findings are presented have not been materially modified from the original market announcements.

1.3 Purpose of the Offers

The purpose of the Offers is to raise funds up to \$1,660,000 before costs (based on the number of Shares on issue at the Prospectus Date). The funds raised from the Offers are planned to be used as follows.

Use of funds	Minimum subscription (Underwritten Amount)	Maximum subscription
Exploration on Western Australian cobalt-nickel projects	\$650,000	\$1,000,000
Exploration on Chanach gold and copper project	\$200,000	\$400,000
Working capital and costs of the Offers	\$150,000	\$260,000
Total	\$1,000,000	\$1,660,000

Notes:

1. The table assumes that none of the existing Option holders exercise their Options, before the Record Date and participate in the Offer.
2. There is no minimum subscription condition for the Offers to proceed. However the Offers (other than the Underwriter Offer) are partly underwritten. Therefore the minimum amount that will be raised under the Offers is \$1,000,000, which is equal to the Underwritten Amount (assuming that the Underwriting Agreement is not terminated).
2. If funds raised are greater than the Underwritten Amount, the Company will allocate those funds first towards the costs of the Offers, then predominantly to continued exploration activities and then to general working capital. General working capital includes corporate administration and operating costs and may be applied to directors' fees, ASX and share registry fees, legal and audit fees, insurance and travel costs.
3. The costs of the Offers include the lead manager fee and underwriting fee. Please refer to Section 7.11 for further details about the costs of the Offers.

The information in this table is a statement of present intention as at the Prospectus Date. The exact amount of funds spent by the Company will depend on many factors that cannot be ascertained at this time.

On completion of the Offers, the Board believes the Company will have sufficient funds to achieve these objectives.

1.4 Key risks

The following risks have been identified as being key risks specific to an investment in the Company. These risks have the potential to have a significant adverse impact on the Company and may affect the Company's financial position, prospects and price of its quoted securities. In addition to risks specific to the Company as described above, an investment in the Company is subject to mining industry specific and general investment risks as described in Section 5.4.

(a) Future capital requirements

The Company's ongoing activities may require substantial further financing in the future for its business activities. Any additional equity financing may be dilutive to Shareholders, may be undertaken at lower prices than the current market price (or an Option exercise price) or may involve restrictive covenants which limit the Company's operations and business strategy.

Although the Directors believe that additional capital can be obtained, assurances cannot be made that appropriate capital or funding, if and when needed, will be available on terms favourable to the Company or at all. If the Company is unable to

obtain additional financing as needed, it may be required to reduce, delay or suspend its operations and this could have a material adverse effect on the Company's activities and could affect the Company's ability to continue as a going concern.

(b) **Country risk**

The Company has a project located in the Kyrgyz Republic in Central Asia, which is a less developed country than Australia with associated political, economic, legal and social risks. There can be no assurance that the systems of government and the political systems the Kyrgyz Republic will remain stable. Further, there can be no assurance that government regulations relating to foreign investment, repatriation of foreign currency, taxation and the mining industry in the Kyrgyz Republic will not be amended or replaced in the future to the detriment of the Company's business and/or projects. The Directors are not aware of any such proposals as at the Prospectus Date.

(c) **No profit to date**

The Company's business relates to the investment in and development of, its existing project and tenement interests. Accordingly, the Directors anticipate making losses in the foreseeable future.

While the Directors have confidence in the future revenue-earning potential of the Company, there cannot be any certainty that the Company will achieve or sustain profitability or achieve or sustain positive cash flow from its operating activities.

2. Details of the Offers

2.1 The Rights Offer

The Company is making a **renounceable** pro rata offer of New Shares to Eligible Shareholders (**Rights Offer**).

Eligible Shareholders are entitled apply for one (1) New Share for every six (6) Shares held at 5:00pm on the Record Date at an issue price of \$0.003 per New Share, with one (1) free attaching New Option (exercisable at \$0.01 on or before 30 June 2019) for every Share subscribed. The issue price is payable in full on application.

The Company currently has on issue:

- 3,319,216,586 Shares;
- 151,322,273 quoted Options;
- 530,000,000 unquoted Options; and
- 196,500,000 unquoted Performance Rights, 15,500,000 of which have vested at the Prospectus Date.

Based on the number of Shares on issue at the Prospectus Date, a total of 553,202,764 New Shares together with 553,202,764 New Options are offered under the Rights Offer to raise up to \$1,659,608 (before costs).

If any of the Options are exercised or Performance Rights vest and convert with the holders becoming Australian or New Zealand resident registered holders of Shares before the Record Date, then the number of New Securities that may be issued under the Rights Offer could increase. However, as the exercise price of the Options is considerably above the current market price of the Shares, the Company does not expect to issue further Shares pursuant to exercise of Options. It is not expected that any of the vested Performance Rights will be converted to ordinary shares before the Record date.

The purpose of the Rights Offer and the intended use of the funds raised is set out in Section 1.3.

Information about how Eligible Shareholders may accept their Rights and apply for the New Securities is set out in Section 3.

2.2 Renounceable offer – Rights

The Rights Offer is renounceable. This mean that Eligible Shareholders may sell some, or all their Rights under this Rights Offer. Please refer to Section 3.5 for further details in this regard.

2.3 Eligibility and Rights

The Rights Offer is made to Eligible Shareholders only.

All Shareholders with a registered address in Australia or New Zealand who are registered as the holder of Shares at 5:00pm on the Record Date are Eligible Shareholders. The Rights Offer is not extended to Shareholders who do not meet this criteria.

Holders of Options may participate in the Rights Offer if they exercise their Options, become the registered holders of Shares before the Record Date and are resident in Australia or New Zealand.

Holders of Performance Rights may participate in the Rights Offer if their Performance Rights vest and convert, they become the registered holders of Shares before the Record Date and are resident in Australia or New Zealand. The number of New Securities to which an Eligible

Shareholder is entitled is shown on each Eligible Shareholder's Entitlement and Acceptance Form accompanying this Prospectus. Entitlements to a fraction of a Right will be rounded up to the nearest whole New Share.

To apply for New Securities under the Rights Offer, an Eligible Shareholder must complete their Entitlement and Acceptance Form and lodge it with payment for the New Securities, or make a payment by the BPay® facility, by no later than **5.00pm (WST) on the Closing Date**. Please see Section 3.1 for further information about accepting the Rights Offer.

An entitlement to participate in the Rights Offer will lapse if an Eligible Shareholder does not accept their Rights by the Closing Date. Any New Securities not applied for will form part of the Shortfall.

The Company reserves the right (in its sole discretion) to:

- reject any application that it believes comes from a person who is not an Eligible Shareholder; and
- reduce the number of New Securities allocated to Eligible Shareholders, or persons claiming to be Eligible Shareholders, if their claim to be entitled to participate in the Rights Offer proves to be false, exaggerated or unsubstantiated.

The Directors reserve the right not to proceed with the whole or any part of the Rights Offer at any time prior to the allotment of New Securities. In that event, relevant Application Monies will be refunded without interest.

2.4 Opening Date and Closing Date

The Offers will both open on Wednesday, 7 March 2018 and will close at 5:00pm on Thursday, 22 March 2018.

Subject to compliance with the Listing Rules and the Corporations Act (as relevant), the Company reserves the right to close an Offer early or to extend the Closing Date, whether for one Offer or both Offers.

2.5 Rights and liabilities of the New Shares and New Options

The New Shares offered under this Prospectus and on the exercise of the New Options will be fully paid and will rank equally with existing Shares on issue.

Each New Option is exercisable at \$0.01 on or before 30 June 2019.

A summary of the rights and liabilities attaching to the New Shares and New Options is set out in Section 6.

2.6 Minimum subscription

There is no minimum subscription condition under the Rights Offer. However, as noted in section 2.7, the Rights Offer and the Shortfall Offer are partially underwritten by the Underwriter, subject to the terms and conditions of the Underwriting Agreement.

2.7 Rights Offer and Shortfall Offer are partly underwritten

The Rights Offer and the Shortfall Offer are partially underwritten by CPS Capital Group Pty Ltd (**CPS** or **Underwriter**) up to \$1,000,000, subject to the terms and conditions of the Underwriting Agreement.

The Underwriter is obliged to subscribe for up to 333,333,333 New Shares and 333,333,333 New Options under the Shortfall, to the extent that New Securities are not subscribed for by Eligible Shareholders or new investors under the Rights Offer or Shortfall Offer.

The Company has also appointed CPS as lead manager to manage the Offers and to seek to place the Shortfall with new investors in the Company.

The Company has agreed to pay CPS the fees for these services as set out in Section 7.5.

A summary of the material terms of the Underwriting Agreement, including the events whereby the Underwriter may be released from its obligations under the Underwriting Agreement, are set out in section 7.5.

2.8 Shortfall Offer

Any New Shares and New Options not subscribed for under the Rights Offer will form the Shortfall and will be offered under the Shortfall Offer.

The Shortfall Offer is a separate offer under this Prospectus, made to the public. The issue price of the New Shares under the Shortfall Offer is \$0.003 (equal to the issue price under the Rights Offer).

An individual, including an Eligible Shareholder, may apply for additional New Shares and New Options under the Shortfall Offer provided they are eligible under all applicable securities laws to receive an offer under the Shortfall Offer.

The Shortfall Offer will open on Wednesday, 7 March 2018 and unless extended will close on Thursday, 22 March 2018, being the same dates as the Rights Offer.

If after the close of the Offers, any Shortfall has not been subscribed for under the Rights Offer or Shortfall Offer, the Directors reserve the right to place some or all of that Shortfall within 3 months of the close of the Offers.

Subject to the terms of the Underwriting Agreement, the Directors, in consultation with the Underwriter, will have discretion as to how to allocate the Shortfall after the close of the Offers. The Directors will generally allocate New Securities under the Shortfall Offer in a manner that they consider to be fair and reasonable to Applicants under the Shortfall Offer.

The Company cannot guarantee that an Applicant will receive the number of New Securities they apply for under the Shortfall Offer. If an Applicant does not receive any or all of the New Securities which they applied for, the excess Application Monies will be returned to that Applicant without interest.

In the event that Applications for New Securities under the Shortfall Offer exceed the total amount of the Shortfall, then Applications will be scaled back.

The Company will not allocate New Securities under the Shortfall Offer to the extent that the recipient's voting power in the Company would breach of the takeover thresholds in the Corporations Act (i.e. acquiring a controlling interest in 20% or more of the issued Shares, or increasing an existing controlling interest of more than 20%, subject to certain exceptions).

2.9 Underwriter Offer

This Prospectus invites the Underwriter (or its nominees) to participate in an offer of 2,000,000 New Options at an issue price of \$nil, as part of the fees payable by the Company pursuant to the Underwriting Agreement.

All New Options offered under the Underwriter Offer are on the same terms as the New Options offered under the other Offers.

The primary purpose of the Underwriter Offer is for the Company to fulfil its obligation under the Underwriting Agreement to issue the New Options to the Underwriter or its nominee.

By offering the New Options under the Underwriter Offer, the New Options will be issued with disclosure under Chapter 6D of the Corporations Act. Accordingly, these New Options (and any Shares issued on their exercise) will not be subject to secondary trading restrictions.

The Underwriter Offer opens on the Opening Date and closes on the Closing Date, as with the other Offers.

The Directors reserve the right to extend the Offer Period of the Underwriter Offer, or close the Underwriter Offer prior to the Closing Date, subject to the requirements of the Corporations Act and the Listing Rules. The timing of the Underwriter Offer is set out in the Timetable.

3. Applications for New Securities

3.1 Accepting the Rights Offer – Eligible Shareholders only

(a) Options available

The number of New Securities to which an Eligible Shareholder is entitled is shown on the personalised Entitlement and Acceptance Form sent to each Eligible Shareholder accompanying this Prospectus. An Eligible Shareholder may:

- take up their Rights in full;
- take up part of their Rights and sell the balance on ASX;
- sell all their Rights on ASX;
- sell part of their Rights on ASX and allow the balance to lapse;
- do nothing, in which case all of their Rights will lapse.

Further information is provided below.

(b) Accepting Rights in full or in part

An Eligible Shareholder who wishes to accept their Rights in full or in part, either:

- complete the Entitlement and Acceptance Form for the number of New Securities they wish to apply for in accordance with the instructions on the form, and return their completed form together with a cheque, bank draft, or money order payable to “White Cliff Minerals Limited” for the Application Monies to the Share Registry – see Section 3.2; or
- make a payment through the BPay® facility for the number of New Securities they wish to apply for in accordance with the instructions on the Entitlement and Acceptance Form – see Section 3.3.

Entitlement and Acceptance Forms must be received by **5:00pm on the Closing Date**.

If an Eligible Shareholder does not accept and/or sell all of their Rights, then the balance of those Rights will lapse and the New Securities that are not subscribed for will form part of the Shortfall.

If an Eligible Shareholder does not take up all of their Rights, then their percentage shareholding in the Company will reduce.

(c) Accepting Rights in full and applying for additional New Securities under the Shortfall Offer

An Eligible Shareholder who wishes to accept their Rights in full and apply for New Securities under the Shortfall Offer, either:

- complete the Entitlement and Acceptance Form for all of their Rights and specify the number of additional New Securities they wish to apply for in accordance with the instructions on the form, then return their completed form together with a cheque, bank draft, or money order for the Application Monies to the Share Registry; or
- make a payment through the BPay® facility for all of their Rights and the number of additional New Securities they wish to apply for in accordance with the instructions on the Entitlement and Acceptance Form.

Entitlement and Acceptance Forms must be received by no later than **5:00pm on the Closing Date**.

The allocation and issue of New Securities under the Shortfall Offer will be determined by the Directors in their discretion. The allocation policy in relation to the Shortfall Offer is set out in Section 2.8.

(d) **Allowing Rights to lapse**

An Eligible Shareholder who does not wish accept any of their Rights is not required to take any action. If they do nothing, then their Rights will lapse. The New Securities not subscribed for will form part of the Shortfall.

If an Eligible Shareholder does not take up all of their Rights, then their percentage shareholding in the Company will likely decrease.

3.2 **Lodging Application Forms – payment by cheque, bank draft or money order**

another than Eligible Shareholders making payment by BPay®, completed Application Forms (i.e. Entitlement and Acceptance Forms or Shortfall Application Forms) together with accompanying cheques, bank drafts or money orders for the Application Monies must be mailed or delivered to:

By hand delivery:

White Cliff Minerals Ltd
Suite 2, Level 1, 47 Havelock Street
PERTH WA 6000

By Post:

Computershare Investor Services Pty Ltd
GPO Box 505
MELBOURNE VIC 3001

Cheques and bank drafts must be drawn on an Australian bank or money order made payable in Australian dollars to “**White Cliff Minerals Limited**” and crossed “Not Negotiable”.

The Application Forms do not need to be signed to be binding. If an Application Form is not completed correctly it may still be treated as valid. The Directors’ decision as to whether to treat the form as valid and how to construe, amend or complete the Application Form is final.

Applicants to the Shortfall Offer who are not Eligible Shareholders must submit their Application Form any payment in accordance with this Section 3.2 and cannot make payment by BPay®.

Applicants to the Underwriter Offer do not need to submit any payment with their Application Forms as the New Options under that offer are not issued for cash consideration.

3.3 **Applications by Eligible Shareholders – payment by BPay®**

For Eligible Shareholders wishing to make payment by BPay®, payment should be made according to the instructions set out on the Entitlement and Acceptance Form using the BPay® Biller Code and Customer Reference Number shown on the form. Payments via BPay® can only be made by a holder of an account with an Australian financial institution that supports BPay® transactions.

The reference number shown on each Entitlement and Acceptance Form (**Reference Number**) is used to identify an Eligible Shareholder’s holding. For Eligible Shareholders who have multiple holdings, they will have multiple Reference Numbers. They must use the Reference Number to pay for each holding separately. Failure to do so may result in an underpayment. If payment is made by BPay® for less than an Eligible Shareholder’s full Rights, the remaining Rights will form part of the Shortfall.

Eligible Shareholders paying by BPay®:

- do not need to return the Entitlement and Acceptance Form but are taken to have made the declarations on that form; and

- who do not pay for their Rights in full are deemed to have taken up their Rights in respect of such whole number of New Securities which is covered by the Application Monies.

Financial institutions may implement cut-off times with regards to electronic payment and Eligible Shareholders should therefore take this into consideration when making payment. The Company is not responsible for any postal or delivery delays or delay in the receipt of BPay® payment.

3.4 Applications for Shortfall through the Underwriter

Persons who have received a firm allocation or other offer of New Securities under the Shortfall Offer or the Underwriter Offer from the Underwriter (either directly or via their stockbroker) may apply for New Securities by arrangement with the Underwriter.

Each such Applicant must submit a completed Shortfall Application Form together with the relevant Application Monies (if applicable) before **5.00pm (WST) on the Closing Date**, in accordance with the Underwriter's directions.

By making an Application to the Underwriter, an Applicant will be taken to have confirmed that they have received a copy of the Prospectus together with the Shortfall Application Form.

3.5 Selling or dealing with Rights

The Rights Offer is renounceable. Eligible Shareholders may sell their Rights on ASX or transfer them to another person as outlined below.

(a) Selling Rights on ASX

Rights trading on ASX commences on Friday, 2 March 2018 and is expected to cease on Thursday, 15 March 2018.

An Eligible Shareholder who wishes to sell all of their Rights on ASX should contact a stockbroker. An Entitlement and Acceptance Form should **not** be returned to the Share Registry.

An Eligible Shareholder who wishes to take up part of their Rights and sell part of the balance of their Rights on ASX must complete the Entitlement and Acceptance Form for the number of New Securities they wish to apply for and lodge the completed Entitlement and Acceptance Form together with a cheque for the Application Monies, or make a BPay® payment (in respect of that part of their Rights which they intend to take up) with the Share Registry. Further, they should contact a stockbroker to sell the balance of their Rights on ASX.

The Company does not accept any responsibility for any failure by a stockbroker to carry out an Eligible Shareholder's instructions. There is no guarantee that an Eligible Shareholder will be able to sell all or part of their Rights on ASX or that any particular price at which the Rights can be sold will be available.

(b) Dealing with Rights other than on ASX

An Eligible Shareholder may elect to transfer all or part of their Rights to another person other than on ASX provided that the purchaser is not an Excluded Shareholder or would not be an Excluded Shareholder if the purchaser was the registered holder of the Shares.

To transfer some or all of an Eligible Shareholder's Rights to another person other than on the ASX, that Eligible Shareholder must complete a standard renunciation and acceptance form (which can be obtained from the Share Registry). This form must be completed by the Eligible Shareholder (as seller) and by the purchaser in accordance with the instructions on the form. The completed form must be lodged with the Share Registry (see Section 3.2) by 5.00pm (WST) on the Closing Date.

together with the completed Entitlement and Acceptance Form and a cheque for the Application Monies (from the purchaser).

3.6 **Issue and quotation of New Shares on ASX**

New Securities under the Rights Offer are expected to be issued and holding statements despatched as soon as practicable after the Closing Date, in accordance with the ASX Listing Rules and the Timetable. New Securities to be issued under the Shortfall Offer will be issued on a progressive basis. No issue of New Securities will be made until ASX grants permission for quotation of the New Shares.

Application for official quotation on ASX of the New Shares issued pursuant to this Prospectus will be made within 7 days after the Prospectus Date. The fact that ASX may agree to grant official quotation of the New Shares is not to be taken in any way as an indication of the merits of the Company or the New Shares.

If permission for quotation of New Shares is not granted by ASX within 3 months after the Prospectus Date, the New Securities will not be allotted and Application Monies will be refunded (without interest) as soon as practicable.

The Company does not propose to apply for quotation of the New Options. The New Options will therefore form an unquoted class of Securities.

It is an Applicant's responsibility to determine their holdings before trading in New Securities. Any person who sells New Securities before receiving confirmation of their holding will do so at their own risk.

The Directors reserve the right not to proceed with the whole or any part of the Offers (or either of them) at any time before the allotment of New Securities. In that event, relevant Application Monies will be refunded without interest.

3.7 **No brokerage**

Investors will not pay brokerage as a subscriber for New Securities under an Offer.

3.8 **Holding of Application Monies**

Application Monies will be held in a trust account until the New Securities are issued.

The trust account established by the Company for this purpose will be solely used for handling Application Monies. Any interest earned on Application Monies will be for the benefit of, and will remain the sole property of, the Company and will be retained by the Company whether or not the issue of New Securities takes place.

Applications and Application Monies may not be withdrawn once they have been received by the Company.

3.9 **Excluded Shareholders**

The Rights Offer is not made to Shareholders on the Record Date who have a registered address outside Australia or New Zealand (**Excluded Shareholders**). Neither the Prospectus nor the Entitlement and Acceptance Form constitutes an offer or invitation in any place in which, or to any person to whom, it would not be lawful to make such an offer or invitation.

In making the decision to not extend the Rights Offer to Excluded Shareholders the Company has taken into account:

- the small number Shareholders outside Australia and New Zealand;
- the number and value of New Securities that would be offered to Shareholders outside Australia and New Zealand; and

- the cost of complying with the legal requirements and requirements of regulatory authorities in the overseas jurisdictions.

The Rights Offer in this Prospectus to Eligible Shareholders with an address in New Zealand is made in reliance on the *Securities Act (Overseas Companies) Exemption Notice 2013* (New Zealand). The New Securities are not being offered or sold to the public within New Zealand other than to existing Shareholders of the Company with registered addresses in New Zealand.

This Prospectus has not been registered, filed with or approved by any New Zealand regulatory authority. It is not an investment statement or prospectus under New Zealand law and is not required to, and may not, contain all the information that an investment statement or prospectus under New Zealand law is required to contain.

The Company is not required to determine whether or not any registered Eligible Shareholder is holding Shares on behalf of persons who are resident outside Australia or New Zealand (including nominees, custodians and trustees) or the identity or residence of any beneficial owners of Shares. Any Eligible Shareholders holding Shares on behalf of persons who are resident outside Australia and New Zealand are responsible for ensuring that any dealing with New Securities issued under the Rights Offer do not breach the laws and regulations in the relevant overseas jurisdiction, and should seek independent professional advice and observe any applicable restrictions relating to the taking up of Rights or the distribution of this Prospectus or the Entitlement and Acceptance Form.

The distribution of this Prospectus and the Entitlement and Acceptance Form (including electronic copies) outside Australia or New Zealand may be restricted by law and therefore persons who come into possession of this Prospectus should seek advice on and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws.

3.10 **Nominee for Excluded Shareholders' Rights**

For the purposes of Listing Rule 7.7, the Company has appointed the Underwriter as nominee to arrange for the sale of the Rights which would have been offered to the Excluded Shareholders had they been entitled to participate in the Rights Offer and to account to the Excluded Shareholders for their proportion of the sale proceeds net of expenses.

The Underwriter has the absolute and sole discretion to determine the timing and the price at which the Rights may be sold and the manner of any such sale. Neither the Company nor the Underwriter will be subject to any liability for failure to sell the Rights or to sell them at a particular price.

If, in the reasonable opinion of the Underwriter, there is not a viable market for the Rights or a surplus over the expenses of sale cannot be obtained for the Rights that would have been offered to the Excluded Shareholders, then the Rights will be allowed to lapse and they will form part of the Shortfall Offer.

3.11 **Applicants from outside of Australia**

This Prospectus does not constitute an offer of New Securities in any jurisdiction where, or to any person to whom, it would not be lawful to issue the Prospectus or make the Offers.

It is the responsibility of any Applicant who is resident outside of Australia (or in the case of the Rights Offer, Australia and New Zealand) to ensure compliance with all laws of any country relevant to their Application, and any such Applicant should consult their professional adviser as to whether any government or other consents are required, or whether any formalities need to be observed to enable them to apply for and be issued New Securities. Return of a duly completed Application Form will constitute a representation and warranty by an Applicant that there has not been any breach of such regulations.

The Company has not taken any action to register or qualify the New Securities or the Offers, or otherwise to permit a public offering of the New Securities, in any jurisdiction outside Australia.

3.12 **CHESS**

The Company participates in the Clearing House Electronic Sub-register System (CHESS). ASX Settlement, a wholly owned subsidiary of ASX, operates CHESS in accordance with the Listing Rules and the ASX Settlement Rules.

Under CHESS, Applicants will not receive a certificate but will receive a statement of their holding of New Securities (CHESS Statement or Holding Statement).

If an Applicant is broker sponsored, ASX Settlement will send them a CHESS Statement.

The CHESS Statement will set out the number of New Securities issued under this Prospectus, provide details of a holder identification number and give the participation identification number of the sponsor.

If an Applicant is registered on the issuer sponsored sub-register, their statement will be dispatched by the Share Registry and will contain the number of New Securities issued to that Applicant under this Prospectus and their security holder reference number.

A CHESS Statement or issuer sponsored statement will routinely be sent to Security Holders at the end of any calendar month during which the balance of their Security holding changes. Security Holders may request a statement at any other time, however, a charge may be made for additional statements.

3.13 **Privacy**

Applicants will be providing personal information to the Company and the Share Registry. The Company and the Share Registry collect, hold and use Applicant's personal information in order to assess their Application, service their needs as an investor, provide facilities and services that they request, carry out appropriate administration and to facilitate distribution payments and corporate communications to the Applicant as a Security Holder.

The information may also be used from time to time and disclosed to persons inspecting the register, bidders for an Applicant's Securities in the context of takeovers, regulatory bodies including the Australian Taxation Office, authorised securities brokers, print service providers, mail houses and the Share Registry.

Collection, maintenance and disclosure of certain personal information are governed by legislation including the Privacy Act (as amended), the Corporations Act and certain rules of ASX. Applicants who do not provide the information required on an Application Form, the Company may not be able to accept or process their Application.

Under the Privacy Act, Applicants may request access to their personal information held by, or on behalf of, the Company or the Share Registry. This request should be in writing to the Company through the Share Registry.

3.14 **Taxation implications**

The Directors do not consider that it is appropriate to give potential Applicants advice regarding the taxation consequences of applying for New Securities under this Prospectus as it is not possible to provide a comprehensive summary of the possible taxation positions of potential Applicants. The Company, its advisers and officers do not accept any responsibility or liability for any taxation consequences to potential Applicants in relation to the Offers. Potential Applicants should, therefore, consult their own tax adviser in connection with the taxation implications of the Offers.

4. Effect of the Offers

4.1 Principal effect of the Offers on the Company

The principal effects of the Offers, assuming all Rights are accepted, will be to:

- increase the total number of Shares on issue from 3,319,216,586 Shares as at the Prospectus Date to 3,872,419,350 Shares;
- increase the number of Options on issue from 581,322,273 as at the Prospectus Date to 1,134,525,037 Options; and
- increase cash reserves by \$1,660,000 (before the costs of the Offers are paid), assuming maximum subscription.

4.2 Effect on capital structure

The capital structure of the Company following completion of the Offers is set out below:

Capital Structure	Minimum Subscription (Underwritten Amount)	Maximum subscription
Shares		
Shares currently on issue	3,319,216,586	3,319,216,586
Shares to be issued under the Rights Offer and Shortfall Offer	333,333,333	553,202,764
Total number of Shares on issue on completion of the Offer	3,652,549,919	3,872,419,350
Options		
Options on issue	681,322,273	681,322,273
New Options to be issued under the Rights Offer and Shortfall Offer	333,333,333	553,202,764
New Options to be issued under the Underwriter Offer	2,000,000	2,000,000
Total number of Options on issue on completion of the Offer	1,016,655,606	1,236,525,037
Performance Rights		
Performance Rights on issue	196,750,000	196,750,000
Performance Rights to be issued under the Offers	Nil	Nil
Total number of Performance Rights on issue on completion of the Offers	196,750,000	196,750,000

Notes:

1. There is no minimum subscription condition for any Offer to proceed; however the Rights Offer and the Shortfall Offer is partly underwritten. Therefore the minimum amount that will be raised under the Offers is \$1,000,000 (before costs), which is equal to the Underwritten Amount (assuming that the Underwriting Agreement is not terminated).

2. The figures in the table above assume that other Shares are not issued (including on the exercise of Options or conversion of Performance Rights) prior to the close of the Offers.

The Company has issued the Performance Rights to the Directors. Further details about the Performance Rights are set out in Section 7.9.

4.3 Pro forma statement of financial position

Set out below is:

- the audited consolidated statement of financial position of the Company as at 30 June 2017; and
- the unaudited pro forma consolidated statement of financial position of the Company as at 30 June 2017 incorporating the effect of the Offers, assuming that all Rights are accepted, adjusted for material financial events that have occurred in the period from 1 July 2017 to the Prospectus Date.

The unaudited pro forma consolidated statement of financial position has been derived from the financial statements of the Company and adjusted to reflect pro forma assets and liabilities of the Company as if completion of the Offers had occurred by 30 June 2017. The historical and pro-forma information is presented in an abbreviated form. It does not include all of the disclosures required by the Australian Accounting Standards applicable to annual financial statements.

The consolidated statement of financial position below is to be read in conjunction with the notes to the financial statements as published in the Company's Annual Report 2017 available on the Company's website (<http://wcminerals.com.au/annual-reports/>). This annual report can also be obtained from the ASX announcements platform (<https://www.asx.com.au/asx/statistics/announcements.do>) using the Company's ASX code 'WCN'.

The pro forma consolidated statement of financial position has been adjusted for the following material movements in the assets and liabilities of the Company between 30 June 2017:

- at maximum subscription, the issue of 553,202,764 New Shares at \$0.003 each and 553,202,764 free attaching New Options, thereby raising \$1,660,000 of capital pursuant to the Prospectus;
- costs of the Offers will be approximately \$150,000;
- the issue of 939,738,862 Shares at an issue price of \$0.002, via the September 2017 rights issue that raised approximately \$1,850,000 (net of issue costs);
- the January/February 2018 placement of 500,000,000 Shares at an issue price of \$0.002 that raised \$940,000 (net of issue costs);
- an increase in borrowings from \$100,000 to \$600,000; and
- reducing the cash balances by the estimated exploration and administration expenditure for the period 1 July 2017 to 31 January 2018 of \$2,800,000.

**Consolidated Statement of
Financial Position**

	Audited accounts	Pro-forma Minimum (Underwritten Amount)	Pro-forma Maximum Subscription
	30 June 2017	30 June 2017	30 June 2017
	\$	\$	\$
Current Assets			
Cash and cash equivalents	507,106	1,862,106	2,307,106
Other receivables	56,819	56,819	56,819
Other assets	28,758	28,758	28,758
Total Current Assets	592,693	1,947,683	2,392,683
Non-Current Assets			
Plant and equipment	131,047	131,047	131,047
Exploration project acquisition costs	1,509,350	1,509,350	1,509,350
Total Non-Current Assets	1,640,397	1,640,397	1,640,397
Total Assets	2,233,090	3,588,080	4,033,080
Current Liabilities			
Trade and other payables	338,350	338,350	338,350
Borrowings	100,000	600,000	600,000
Total Current Liabilities	438,350	938,350	938,350
Total Liabilities	438,350	938,350	938,350
Net Assets	1,794,740	2,649,730	3,094,730
Equity			
Issued capital	25,733,309	29,588,299	30,033,299
Reserves	914,399	914,399	914,399
Accumulated losses	(24,852,968)	(27,852,968)	(27,852,968)
Total Equity	1,794,740	2,649,730	3,094,730

4.4 Effect on control of the Company

The potential effect that the Offers could have on the control of the Company, and the consequences of that effect, will depend upon a number of factors, including investor demand and existing Shareholdings.

As at the Prospectus Date, the Company has 3,319,216,586 Shares and 581,322,273 Options on issue.

If none of the Rights Offer or Shortfall Offer is subscribed for by existing Shareholders, then the 333,333,333 Shares that may be issued to the Underwriter would represent approximately 8.6% of the Company's issued Share capital as at the Prospectus Date.

The Underwriter has advised the Company that it proposes to seek firm commitments from investors to subscribe for a portion of the underwriting commitment in its place. However, at the Prospectus Date, no such firm commitments are yet in place.

The Underwriter has agreed in the Underwriting Agreement that neither it nor any investor who subscribes for a portion of the underwriting commitment in its place will obtain voting power of 19.99% or more in relation to the Shares on issue following closing of the Offers, except to the extent permitted by law.

The potential interests of the Underwriter, and each substantial Shareholder, assuming different scenarios under the Offers, are shown in the table below.

Name	Percentage of total Shares before Offers	Percentage of total Shares after Offers		
		100% take up	50% take up	0% take up
IFM Investors Pty Limited	5.6%	5.6%	5.5%	4.8%
CPS Capital	0%	0%	1.6%	8.6%

Note:

1. This table assumes that no Options are exercised and no Performance Rights converted prior to the issue of New Securities under the Offers.
2. The level of take up in this table assumes that all Eligible Shareholders accept their Rights at the different levels shown (e.g. a "50% take up" assumes all Eligible Shareholders accept 50% of their Rights, and the Underwriter completes the issue to the Underwritten amount; and a "0% take up" assumes that all Eligible Shareholders do not accept their Rights and the Underwriter subscribes for the full Underwritten amount).
3. The Underwriter will also receive 2,000,000 New Options.

If all of the Eligible Shareholders under the Rights Offer accept their Rights in full, then the Rights Offer will not have any effect on the control of the Company. In this case, Eligible Shareholders will maintain their percentage shareholding interest in the Company.

4.5 Details of substantial shareholders

A "substantial holding" under the Corporations Act means a 'relevant interest' (i.e. controlling interest) in 5% or more of the votes attaching to voting shares.

The table below sets out the existing Shareholders with a known substantial holding at the Prospectus Date.

Substantial Shareholder (includes associated entities)	Number of Shares held	% of total Shares on issue
IFM Investors Pty Ltd	187,185,050	5.6%

If all of the Rights are accepted by the Eligible Shareholders there will be no material change to the percentage shareholding interests of the substantial Shareholders on completion of the Offers.

If only part of the Rights are accepted, then there may be a change to the percentage shareholding interest of the substantial Shareholders on completion of the Offer. The potential change to the voting power of each of the substantial Shareholders is set out in Section 4.4.

5. Risk Factors

5.1 Introduction

The New Securities offered by this Prospectus should be viewed as speculative and investors should be aware of, and take into account, the risk factors involved.

This Section 5 is not intended to be an exhaustive list of the considerations to be taken into account by investors in deciding whether to apply for New Securities, nor all of the risk factors to which the Company is exposed. Some of these risks can be mitigated by the use of safeguards and appropriate systems and actions, but many are outside the control of the Company and cannot be mitigated.

There are risks associated with investing in any form of business and with investing in the share market generally. All investors should consult their professional advisers if they are in any doubt as to any aspect of this Prospectus, the Offers or any matter relating to an investment in the Company.

5.2 Company specific risks

Please refer to Section 1.4 for risks that have been identified as being key risks specific to an investment in the Company.

5.3 Mining industry risks relating to the Company

Mineral exploration and mining may be hampered by circumstances beyond the control of the Company and are speculative operations which, by their nature, are subject to a number of inherent risks, including the following:

(a) Exploration risks

Mining exploration and development is a high risk undertaking. The success of the Company depends on the delineation of economically minable reserves and resources, access to required development capital, movement in the price of commodities, securing and maintaining title to the Company's exploration and mining tenements and obtaining all consents and approvals necessary for the conduct of its exploration activities.

Exploration on the Company's existing tenements may be unsuccessful, resulting in a reduction of the value of those tenements, diminution in the cash reserves of the Company and possible relinquishment of exploration tenements.

The exploration costs of the Company are based on certain assumptions with respect to the method and timing of exploration. By their nature, these estimates and assumptions are subject to significant uncertainties and, accordingly, the actual costs may materially differ from these estimates and assumptions. Accordingly, no assurance can be given that cost estimates and underlying assumptions will be realised in practice, which may materially and adversely affect the Company's viability.

(b) Resource estimates

Resource estimates are expressions of judgment based on knowledge, experience and industry practice. Estimates which were valid when originally calculated may alter significantly when new information or techniques become available. In addition, by their very nature, resource estimates are imprecise and depend, to some extent, on interpretations, which may prove to be inaccurate and require adjustment. As further information becomes available through additional fieldwork and analysis, the estimates are likely to change. This may result in alterations to development and mining plans which may, in turn, adversely affect the Company's operations.

(c) **Ability to exploit successful discoveries**

It may not always be possible for the Company to exploit successful discoveries which may be made in areas in which the Company has an interest. Such exploitation would involve obtaining the necessary licences or clearances from relevant authorities or land beneficiaries that may require conditions to be satisfied and/or the exercise of discretions by such authorities. It may or may not be possible for such conditions to be satisfied. Further, the decision to proceed to further exploitation may require participation of other companies whose interests and objectives may not be the same as the Company's.

(d) **Mining and development risks**

Profitability depends on successful exploration and/or acquisition of reserves, design and construction of efficient processing facilities, competent operation and management and proficient financial management.

Mining and development operations can be hampered by force majeure circumstances, environmental considerations and cost overruns for unforeseen events.

(e) **Lease and licence risks**

Each licence or lease is for a specific term and carries with it annual expenditure and reporting commitments, as well as other conditions requiring compliance. Consequently, the Company could lose title to, or its interest in, tenements if licence conditions are not met or if insufficient funds are available to meet expenditure commitments. Further, the Company cannot guarantee that renewals of valid tenements will be granted on a timely basis, or at all.

(f) **Title risks**

Interests in tenements are governed by legislation in their respective jurisdictions and are evidenced by the granting of licences or leases. Each licence or lease is for a specific term and carries with it reporting commitments, as well as other conditions requiring compliance. Consequently, the Company could lose title to or its interest in tenements if licence conditions are not met or if insufficient funds are available to meet expenditure commitments.

(g) **Environment and government approvals**

The operations and activities of the Company are subject to environmental laws and regulations. As with most exploration projects and mining operations, the Company's operations and activities are expected to have an impact on the environment, particularly if advanced exploration or mine development proceeds. The Company attempts to conduct its operations and activities to the highest standard of environmental obligation, including compliance with all environmental laws.

(h) **Native Title Risks**

The Company has tenement interests in Australia. Accordingly, both the *Native Title Act 1993* (Cth) (**Native Title Act**) and related State native title legislation and Aboriginal land rights and Aboriginal heritage legislation may affect the Company's ability to gain access to prospective exploration areas or obtain production titles.

Compensatory obligations may be necessary in settling native title claims if lodged over any tenements acquired by the Company. The existence of outstanding registered native title claims means that the grant of a tenement in respect of a particular tenement application may be significantly delayed or thwarted pending resolution of future act procedures in the Native Title Act. The level of impact of these matters will depend, in part, on the location and status of the tenements acquired by the Company. At this stage it is not possible to quantify the impact (if any) which these developments may have on the operations of the Company.

(i) **Realising value from projects**

The operations of the Company may be affected by various factors, including failure to locate or identify mineral deposits, failure to achieve predicted grades in exploration and mining, operational and technical difficulties encountered in mining, difficulties in commissioning and operating plant and equipment, mechanical failure or plant breakdown, unanticipated metallurgical problems which may affect extraction costs, adverse weather conditions, industrial and environmental accidents, industrial disputes, and unexpected shortages or increases in the costs of consumables, spare parts, plant and equipment.

The Directors have between them significant mineral exploration and operational experience. However, no assurances can be given that the Company will achieve commercial viability through the successful exploration and/or mining of its tenement interests. Until the Company is able to realise value from its projects, it is likely to incur ongoing operating losses.

(j) **Joint venture parties, agents and contractors**

There is a risk of financial failure or default by a participant in any joint venture to which the Company is or may become a party or the insolvency or managerial failure by any of the contractors used by the Company in any of its activities or the insolvency or other managerial failure by any of the other service providers used by the Company for any activity.

(k) **Access risks**

Where mining tenements (or part thereof) are subject to private land, resource companies are required to negotiate access, compensation and mining agreements with the beneficial party in order to gain access to explore, develop and mine the resource. Negotiation and execution of such agreements are subject to the willingness of beneficial parties to co-operate with resource entities. Land use may also affect the timing of access to such land. As such, the Company maintains a high standard of co-operative working with beneficial title holders.

(l) **Mineral assemblage and consistency**

The value of, and ability to mine, a resource is partially dependent on the mineral assemblage and / or quality and surrounding geological and soil setting. Information is not always necessarily available at the commencement of exploration, and is established at varying stages throughout development. Such data can affect the Company's ability to successfully extract, treat or sell the product. The Company makes all efforts to determine this information at practical stages throughout exploration to reduce risks associated with mineral assemblage and quality.

(m) **Competition**

The Company competes with other companies, including major mining companies in Australia and internationally. Some of these companies have greater financial and other resources than the Company and, as a result, may be in a better position to compete for future business opportunities. There can be no assurance that the Company can compete effectively with these companies.

(n) **Insurance risk**

In certain circumstances the Company's insurance may not be of a nature or level to provide adequate insurance cover. The occurrence of an event that is not covered or fully covered by insurance could have a material adverse effect on the business, financial condition and results of the Company.

Insurance of all risks associated with mineral exploration and production is not always available and where available the costs can be prohibitive.

(o) **Key personnel**

Recruiting and retaining qualified personnel are important to the Company's success. The number of persons skilled in the exploration and development of mining properties is limited and competition for such persons is strong. There can be no assurance that there will be no detrimental impact on the Company if such persons employed cease their employment with the Company.

5.4 **General investment risks**

The following risks have been identified as being some general risks associated with an investment in the Company, noting its publicly listed status:

(a) **Equity market conditions**

Securities quoted on the securities market, and in particular securities of mining and exploration companies, can experienced extreme price and volume fluctuations that are often unrelated to the operating performances of such companies. The market price of securities may fall as well as rise and may be subject to varied and unpredictable influences on the market for equities in general. These security market conditions may affect the value of the Company's quoted securities regardless of the Company's operating performance.

General factors that may affect the market price of securities include economic conditions in both Australia and internationally, investor sentiment, local and international share market conditions, changes in interest rates and the rate of inflation, variations in commodity prices, the global security situation and the possibility of terrorist disturbances, changes to government regulation, policy or legislation, changes which may occur to the taxation of companies as a result of changes in Australian and foreign taxation laws, changes to the system of dividend imputation in Australia, and changes in exchange rates.

(b) **Liquidity risk**

There can be no guarantee that there will be an active market for the New Shares or that the trading price of the New Shares will increase. Noting the current state of equity capital markets, there has been and may continue to be relatively few buyers or sellers of New Shares on ASX at any given time. This may affect the volatility of the market price of the New Shares. It may also affect the prevailing market price at which Security Holders are able to sell their New Shares.

(c) **Securities investment risk**

Investors should be aware that there are risks associated with any securities investment. Securities quoted on the stock market, and in particular securities of mining and exploration companies have experienced extreme price and volume fluctuations that have often been unrelated to the operating performances of such companies. These factors may materially affect the market price of the securities regardless of the Company's performance.

(d) **Potential acquisitions**

As part of its business strategy, the Company may make acquisitions of or significant investments in companies, products, technologies or resource projects. Any such future transactions would be accompanied by the risks commonly encountered in making acquisitions of companies, products, technologies or resource projects.

(e) **Other risks**

Other risk factors include those normally found in conducting business, including litigation resulting from the breach of agreements or in relation to employees (through personal injuries, industrial matters or otherwise) or any other cause, strikes, lockouts, loss of service of key management or operational personnel, non-insurable risks,

delay in resumption of activities after reinstatement following the occurrence of an insurable risk and other matters that may interfere with the business or trade of the Company.

(f) **Price and exchange rate fluctuations**

The revenue derived through the sale of gold, copper or nickel exposes the potential income of the Company to price and exchange rate risks. Prices of gold, copper and nickel fluctuate and are affected by numerous factors beyond the control of the Company. These factors include world demand for such commodities, forward selling by producers and the level of production costs. Moreover, prices are also affected by macroeconomic factors such as expectations regarding inflation, interest rates and global and regional demand for, and supply of, these commodities.

6. Rights and Liabilities Attaching to New Securities

6.1 New Shares

The New Shares offered under this Prospectus will be fully paid ordinary shares in the capital of the Company and will rank equally with the existing Shares.

The following is a broad summary (though not necessarily an exhaustive or definitive statement) of the rights and liabilities attaching to the Shares. Full details of the rights and liabilities attaching to the Shares are contained in the Constitution and in certain circumstances, are regulated by the Corporations Act, the Listing Rules, the ASX Settlement Rules and the common law. The Constitution is available for inspection free of charge at the Company's registered office and can also be viewed at the Company's website (http://wcminerals.com.au/content/uploads/2012/06/0_60506817.pdf).

(a) Share capital

All issued ordinary fully paid shares rank equally in all respects.

(b) Voting rights

At a general meeting of the Company, subject to the rights or restrictions attached to any Shares, every holder of Shares present in person, by an attorney, representative or proxy has 1 vote on a show of hands and on a poll, 1 vote for each Share held, and a proportionate vote for every partly paid Share.

A poll may be demanded by the Chairperson of the meeting, by any 5 Shareholders present having the right to vote at the meeting or by any Shareholder(s) representing no less than 5% of the total voting rights of all Shareholders having the right to vote on the resolution.

(c) Dividend rights

Subject to the rights of persons entitled to Shares with special rights as to dividend (at present there are none), all dividends as declared by the Directors shall be payable on all Shares in proportion to the amount of capital paid or credited as paid on the Shares during any portion or portions of the period in respect of which the dividends is paid.

Dividends are payable as resolved by the Directors out of the profits of the Company, but only to the extent that the Company's assets exceed its liabilities by at least the amount of the dividend to be paid, it is fair and reasonable to the Shareholders as a whole and the payment of the dividend does not materially prejudice the Company's ability to pay its creditors.

The Directors may, before declaring any dividend, set aside out of the profits of the Company such amounts as they may determine as reserves. The Directors may direct that payment of the dividend be made wholly or in part by the distribution of specific assets or other securities of the Company.

(d) Rights on winding-up

If the Company is wound up, the liquidator may, with the authority of a special resolution, distribute among the Shareholders the whole or any part of the property of the Company and may for that purpose set such value as the liquidator considers fair upon any property to be so divided and may determine how the division is to be carried out as between the Shareholders or different classes of Shareholders.

The liquidator may, with the authority of a special resolution, vest the whole or any part of any such property in trustees upon such trusts for the benefit of the Shareholders as the liquidator thinks fit. No Shareholder is compelled to accept any Shares or other securities in respect of which there is any liability.

(e) **Transfer of Shares**

Shares in the Company may be transferred by such means in accordance with the Constitution, the Corporations Act, the Listing Rules and the ASX Settlement Rules.

The Company may refuse to register a transfer of Shares in certain circumstances permitted by the Constitution, the Listing Rules and ASX Settlement Rules.

(f) **Further increases in capital**

Subject to the Constitution, the Corporations Act, the Listing Rules, and any rights previously conferred on the holders of any existing Shares, the Company may allot, grant options over or otherwise dispose of all Shares to such persons, and on such terms and conditions, as the Directors determine.

(g) **Variation of rights attaching to Shares**

The rights attaching to any class of Shares (unless otherwise provided by their terms of issue) may be varied by a special resolution passed at a separate general meeting of the holders of those Shares of that class, or in certain circumstances, with the written consent of the holders of at least 75% of the issued Shares of that class.

(h) **General meeting**

Each holder of Shares will be entitled to receive notice of, and to attend and vote at, general meetings of the Company and to receive notices, accounts and other documents required to be furnished to Shareholders under the Corporations Act and the Listing Rules.

6.2 **New Options**

(a) **Entitlement**

Each New Option entitles the Option Holder to subscribe for one fully paid ordinary share in the Company.

No amount is payable on grant of the New Options.

(b) **Exercise price**

The exercise price of the New Options is \$0.01 each, and will be payable in full on exercise.

(c) **Expiry date**

Each New Option may be exercised at any time before 5.00pm (WST) on 30 June 2019 (**Expiry Date**). Any New Option not exercised by the Expiry Date will automatically expire.

(d) **Certificate or holding statement**

The Company must give the Option Holder a certificate or Holding Statement stating:

- the number of New Options issued to the Option Holder;
- the exercise price of the New Options; and
- the date of issue of the New Options.

(e) **Transfer**

New Options are transferable, subject to any restrictions on transfer under the Corporations Act or the Listing Rules, as applicable.

Subject to the Corporations Act or the Listing Rules, New Options may be transferred at any time before the Expiry Date by:

- a proper ASX Settlement transfer or any other method permitted by the Corporations Act; or
- a prescribed instrument of transfer.

(f) **Instruments of transfer**

An instrument of transfer of an New Option must be:

- in writing;
- in any usual form or in any other form approved by the Directors that is otherwise permitted by law;
- subject to the Corporations Act, executed by or on behalf of the transferor, and if required by the Company, the transferee; and
- delivered to the Company, at the place where the Company's register of Option Holders is kept, together with the certificate (if any) of the New Options to be transferred and any other evidence as the Directors require to prove the title of the transferor to that New Options, the right of the transferor to transfer those New Options and the proper execution of the instrument of transfer.

(g) **Quotation**

The Company will not apply for quotation of the New Options on ASX.

In accordance with the Listing Rules the Company will apply for quotation of all Shares allotted pursuant to an exercise of New Options.

(h) **Participation in new issues**

There will be no participating entitlements inherent in the New Options to participate in new issues of capital that may be offered to Shareholders during the currency of the New Option. Prior to any new pro-rata issue of securities to Shareholders, holders of New Options will be notified by the Company in accordance with the requirements of the Listing Rules.

(i) **Participation in bonus issues**

In the event of a bonus issue of securities (except an issue in lieu of dividends or by way of dividend reinvestment), the number of Shares over which the New Options are exercisable may be increased by the number of Shares that the Option Holders would have received if the Options had been exercised before the record date for the bonus issue.

(j) **Reorganisation**

In the event of a reconstruction or reorganisation of the Company's share capital, including the consolidation, subdivision, reduction or return of issue capital of the Company prior to the Expiry Date, all rights of an Option Holder are to be changed in a manner consistent with the Listing Rules.

There is no right to a change in the exercise price of the New Options or to the number of Shares over which the New Options are exercisable in the event of a new issue of capital (other than a bonus issue or a pro rata issue) during the currency of the New Options.

Any calculations or adjustments which are required to be made will be made by the Directors and will, in the absence of manifest error, be final and conclusive and binding on the Company and the Option Holder.

(k) Exercise

New Options are exercisable by the delivery to the registered office of the Company of a notice in writing stating the intention of the Option Holder to exercise all or a specified number of the New Options held by the Option Holder accompanied by an Option certificate and a cheque made payable to the Company for the subscription price for the exercise of the specified New Options. An exercise of only some of the New Options will not affect the rights of the Option Holder to the balance of the New Options held by him.

New Options will be deemed to have been exercised on the date the exercise notice is received by the Company.

(l) Issue of Shares

The Company will allot the resultant Shares and deliver the holding statement within 10 business days after the exercise of the New Option.

Shares allotted pursuant to an exercise of New Options will rank, from the date of allotment, in all respects equally with existing fully paid ordinary Shares of the Company.

(m) Governing law

These terms and the rights and obligations of the Option Holder are governed by the laws of Western Australia. The Option Holder irrevocably and unconditionally submits to the non-exclusive jurisdiction of the courts of Western Australia.

(n) Amendments required by ASX

The terms of the New Options may be amended by the Company as required to comply with the Listing Rules (if applicable), or any directions of ASX (if applicable) regarding the terms and conditions of New Options, provided that, subject to compliance with the Listing Rules.

7. Additional Information

7.1 Company is a disclosing entity

This is a Prospectus for the offer of continuously quoted securities (as defined in the Corporations Act) of the Company and is issued pursuant to section 713 of the Corporations Act as a transaction specific prospectus. Accordingly, this Prospectus does not contain the same level of disclosure as an initial public offering prospectus.

The Company is a 'disclosing entity' for the purposes of the Corporations Act and, as such, is subject to regular reporting and disclosure obligations. Further, as a listed company, the Company is subject to the Listing Rules which require it to immediately notify ASX of any information concerning the Company of which it is or becomes aware and which a reasonable person would expect to have a material effect on the price or value of Shares, subject to certain exceptions.

Having taken such precautions and having made such enquiries as are reasonable, the Company believes that it has complied with the provisions of the Listing Rules as in force from time to time which apply to disclosing entities, and which require the Company to notify ASIC of information available to the stock market conducted by ASX, throughout the 12 months before the issue of this Prospectus.

The New Shares to be issued under this Prospectus are in a class of securities that were quoted on the stock market of ASX at all times in the 12 months before the issue of this Prospectus.

7.2 Documents available for inspection

The Company has lodged the following announcements with ASX since the lodgement of its annual report for the financial year ended 30 June 2017 (on 11 September 2017):

Date	Description of ASX Announcements
22/02/2018	Rights Offer to Raise up to \$1.65 Million
06/02/2018	Australian Energy Metals Presentation
05/02/2018	Cobalt and Nickel Mineralisation identified at Coglia Well
31/01/2018	Quarterly Report for the period ended 31 December 2017
30/01/2018	Substantial Cobalt-Nickel Mineralisation identified
11/01/2018	\$1 Million Placement
11/12/2017	Exploration update – Aucu gold-copper deposit
29/11/2017	Results of Annual General Meeting
28/11/2017	Exploration Update - Aucu Gold-Copper Deposit
13/11/2017	Appendix 3Y Change of Director's Interest Notice
10/11/2017	Exploration Update - Aucu Gold Deposit
02/11/2017	Equity Issues
26/10/2017	Notice of Annual General Meeting
20/10/2017	Change in substantial holding
18/10/2017	Appendix 3Y Change of Director's Interest Notice
13/10/2017	Corporate Governance Statement for year ended 30 June 2017
13/10/2017	Quarterly Report for the period ended 30 September 2017
12/10/2017	Becoming a substantial holder
09/10/2017	Results of General Meeting

Date	Description of ASX Announcements
05/10/2017	Response to ASX Price Query
29/09/2017	Appendix 3Y Change of Director's Interest Notice

Copies of documents lodged with ASIC in relation to the Company may be obtained from, or inspected at, an office of ASIC.

Copies of documents lodged with ASX, in relation to the Company may be obtained from the Company's website at www.wcminerals.com.au or at ASX's website at www.asx.com.au.

The Company will provide a copy of each of the following documents, free of charge, to any person on request from the Prospectus Date until the Closing Date:

- the annual financial report of the Company for the financial year ended 30 June 2017, being the annual financial report of the Company most recently lodged with ASIC before the issue of this Prospectus; and
- any documents used to notify ASX of information relating to the Company in the period from lodgement of the annual financial report referred to in paragraph (a) above until the issue of the Prospectus in accordance with the Listing Rules as referred to in section 674(1) of the Corporations Act.

Copies of all documents lodged with ASIC in relation to the Company can be inspected at the registered office of the Company during normal office hours.

7.3 Litigation

As at the Prospectus Date, the Company is not involved in any material legal proceedings and the Directors are not aware of any material legal proceedings pending or threatened against the Company.

7.4 Market price of shares

Information about the closing market price of Shares quoted on ASX during the 3 month period before the Prospectus Date is set out in the table below.

	Price	Date
Highest	\$0.004	Various
Lowest	\$0.003	Various
Latest	\$0.004	27 February 2018

* Source: www.asx.com.au.

7.5 Material contract – Underwriting Agreement

The Company and the Underwriter (CPS Capital Group Pty Ltd) have entered into an Underwriting Agreement for the Rights Offer and the Shortfall Offer.

The material terms of the Underwriting Agreement are as follows:

Subject	Provision
Underwriting commitment	The Underwriter agrees to underwrite the shortfall in subscriptions under the Rights Offer and the Shortfall Offer for up to 333,333,333 New Shares and 333,333,333 New Options for the Underwritten Amount of \$1,000,000.
Management of	The Underwriter will act as lead manager to the Rights Offer and the

Subject	Provision
Offers	Shortfall Offer.
Sub-underwriting and other applicants	The Underwriter may procure that sub-underwriters or other investors to subscribe for any underwritten New Securities in place of the Underwriter.
Conditions precedent	<p>The Underwriting Agreement is conditional upon:</p> <ul style="list-style-type: none"> the Underwriter being satisfied acting reasonably (in its sole and absolute discretion) with the due diligence program conducted by the Company in relation to this Prospectus and the results of that program, by the Prospectus Date; the Underwriter being satisfied (in its sole and absolute discretion) with the form of this Prospectus and having given its consent to be named in the Prospectus prior to the Prospectus Date as evidence thereof; and the Prospectus being lodged with ASIC prior to 5.00pm (Perth time) on 27 February 2018.
Distribution	<p>The Underwriter must take all reasonable steps to ensure that a sub-underwriter or nominee who subscribes for part of the underwritten commitment obtains voting power in relation to Shares of more than 19.99%, except to the extent permitted by law.</p> <p>The Company will take all reasonable steps to ensure that no Applicant, together with their respective Associates (as that term is defined in the Corporations Act), obtains a relevant interest (as that term is defined in the Corporations Act) of more than 19.99% in issued Shares following the allotment and issue of Shares under the Offers and all New Shares under the Shortfall Offer, except to the extent permitted by law.</p>
Fees and reimbursement	<p>The Company will pay the Underwriter:</p> <ul style="list-style-type: none"> 2,000,000 New Options (i.e. those under the Underwriter Offer); a lead manager fee of \$60,000; an underwriting fee equal to 6% of the Underwritten Amount, excluding GST (i.e. \$60,000 plus GST); an placement fee equal to 6% of any New Securities under the Shortfall Offer placed beyond the Underwritten Amount, excluding GST; and reimbursement of the Underwriter's reasonable costs, professional fees and expenses in relation to underwriting and managing the Rights Offer and Shortfall Offer, not exceeding \$2,000 unless the Company agrees otherwise.
Termination of underwriting commitment	<p>The Underwriter may terminate its obligations immediately by written notice to the Company in the event of certain circumstances, which are of the type and form that are considered usual for an underwriting agreement of this nature.</p> <p>The termination events include the following non-exhaustive matters:</p> <ul style="list-style-type: none"> indices change: the ASX 200 falls by more than 7% from the date of the Underwriting Agreement; no quotation: ASX does not grant official quotation to the New Shares; price: the offer price under the Rights Offer or the Shortfall Offer is greater than the volume weighted average market price

Subject	Provision
	<p>for Shares as quoted by the ASX, calculated over three trading days prior to allotment of New Shares;</p> <ul style="list-style-type: none"> • supplementary prospectus: either: <ul style="list-style-type: none"> ○ the Underwriter forms the view on reasonable grounds that a supplementary prospectus should be lodged with ASIC and the Company fails to do so in such form and content and within such time as the Underwriter may reasonably require; or ○ the Company lodges a supplementary prospectus without seeking the Underwriter's comments; • misleading statement or omission: it transpires that there is a statement in this Prospectus that is misleading or deceptive or likely to mislead or deceive, or that there is an omission from the Prospectus (having regard to the provisions of Sections 711, 713 and 716 of the Corporations Act) or if any statement in the Prospectus becomes misleading or deceptive or likely to mislead or deceive or if the issue of the Prospectus is or becomes misleading or deceptive or likely to mislead or deceive; • default: default or breach by the Company of its obligations or warranties under the Underwriting Agreement where such default is not remedied within 10 days of a written notice to do so; • material adverse change: a material adverse change or any development, including a likely material adverse effect, occurs after the date of the Underwriting Agreement in the assets, liabilities, financial position, trading results, profits, forecasts, losses, prospects, business or operations of the Company, including if any forecast in the Prospectus becomes incapable of being met or in the Underwriter's reasonable opinion, unlikely to be met in the projected time; • new circumstances: a new circumstance (as referred to in section 719(1) of the Corporations Act) arises which is materially adverse for the point of view of an investor; • Takeovers Panel: the Takeovers Panel makes a declaration that circumstances in relation to the affairs of the Company are unacceptable circumstances under Pt 6.10 of the Corporations Act, or an application for such a declaration is made to the Takeovers Panel; • contravention: the Company contravenes its Constitution, the Corporations Act or the Listing Rules in any material respect; • solvency: the Company or its subsidiaries suffer an certain insolvency events; • capital structure: the Company alters its capital structure in any manner not contemplated by this Prospectus, excluding the issue of any Shares upon the exercise of options or other convertible securities issued in the Company prior to the date of the Underwriting Agreement; • ASX 200 fall: the ASX 200 falls by more than 5% from the date of the Underwriting Agreement; • hostilities: outbreak of hostilities or a material escalation of hostilities (whether or not war has been declared) after the date of this Agreement involving one or more of Australia, New Zealand, Indonesia, Japan, Russia, the United Kingdom, the

Subject	Provision
	<p>United States of America, India, Pakistan, or the Peoples Republic of China or any member of the European Union other than hostilities involving Libya, Afghanistan, Iraq, Iran, Syria, Lebanon or Israel, or a terrorist act is perpetrated on any of those countries or any diplomatic, military, commercial or political establishment of any of those countries anywhere in the world;</p> <ul style="list-style-type: none"> • Director indictment: a Director or senior manager of the Company is charged with an indictable offence; or • Prospectus consent: any person (other than the Underwriter) who has previously consented to the inclusion of its, his or her name in this Prospectus or to be named in the Prospectus, withdraws that consent. <p>The Underwriter may exercise its termination rights if the Underwriter has not directly or indirectly caused, procured or contributed to the relevant event and, in the opinion of the Underwriter, the breach of the even has or is likely to have, or could be expected to have, a material adverse effect or could give rise to a liability of the Underwriter under the Corporations Act.</p>
Indemnity	<p>The Company agrees to indemnify the Underwriter and to hold the Underwriter harmless from and against matters which include (without limitation):</p> <ul style="list-style-type: none"> • non-compliance by the Company with or breach of any legal requirement or the Listing Rules in relation to this Prospectus or any supplementary prospectus; • any advertising of the Offers (notwithstanding that the Underwriter may have consented to it) or any documents in respect of the Offers which accompany the Prospectus or any supplementary prospectus or otherwise arising out of the Offers; • any statement, misstatement, misrepresentation, non-disclosure, inaccuracy in or omission from this Prospectus or any supplementary prospectus, any advertising of the Offers or any documents in respect of the Offers which accompany this Prospectus or any supplementary prospectus; • any breach or failure by the Company to observe any of the terms of the Underwriting Agreement; • preparing or defending any claim or potential claim whatsoever relating to this Prospectus, any supplementary prospectus, the Offers or in connection with any investigations, enquiries or legal proceedings by ASIC or ASX or any third party in respect of the same; <p>The indemnity is subject to certain qualifications and limitations, including where certain acts are done or caused by the Underwriter.</p>

The Underwriting Agreement otherwise contains terms and conditions considered standard for agreements of this nature.

7.6 **Material contract – consultancy agreement with Lanza Holdings Pty Ltd**

The Company has entered into a consultancy agreement with Lanza Holdings Pty Ltd, an entity associated with Michael Langoulant, a Director and the Chairman of the Company, for services including accounting and corporate administration. Annual fees payable to Lanza Holdings Pty Ltd are \$150,000 plus GST.

The Company may terminate the agreement by paying an amount equal to 9 months' of the consultancy fees. Lanza Holdings Pty Ltd may terminate the agreement due to breach or upon 3 months' notice.

7.7 The Board of Directors

Michael Langoulant; B Com, CA (Executive Chairman and Company Secretary)

Founding director with almost 30 years' experience in public company corporate administration and fundraising. After 10 years with large international accounting firms he has acted as finance director, CFO, company secretary and non-executive director with a number of publicly listed companies. Mr Langoulant in the past 3 years has been a director of Property Connect Holdings Limited and Nyota Minerals Limited.

Todd Jeffrey Hibberd; BSc, MSc, Dip Bus, MAusIMM, MAICD (Managing Director)

Appointed in December 2008, Mr Hibberd is a geologist with an extensive background in exploration, mining and mineral economics with over 23 years in exploration, resource estimation, feasibility studies, mine development and production management. Recent experience includes five years as Managing Director of White Cliff Minerals, two years as Managing Director of ASX listed Stonehenge Metals Limited and 10 years working for Newmont Mining Corporation in various senior exploration and production roles.

Rodd Boland; B Com, MBA (Non-Executive Director)

Appointed in February 2010, Mr. Boland has over 20 years of corporate and financial industry experience in investment banking, executive management and the capital markets including advising and raising equity for corporations in the form of venture capital, private equity, pre-initial public offerings and initial public offerings. Within the past 3 years, Mr Boland has been a director of Property Connect Holdings Limited.

Mr Boland is considered to be an independent director, free from any business or other relationship that could materially interfere with, or reasonably be perceived to materially interfere with, the independent exercise of his judgement.

7.8 Interests of Directors

Other than as set out in this Prospectus, no Director nor any entity in which such a Director is a partner or director, has or has had in the 2 years before the Prospectus Date, any interest in:

- (a) any property acquired or proposed to be acquired by the Company in connection with its formation or promotion of the Offers; or
- (b) the Offers,

and no amounts have been paid or agreed to be paid (in cash or Shares or otherwise) and no other benefit has been given or agreed to be given to any Director or proposed director or to any entity in which such a Director or proposed director is a partner or director, either to induce him or her to become, or to qualify as, a Director or otherwise for services rendered by him or her or by the entity in connection with the formation or promotion of the Company or the Offer.

7.9 Security holding interests of Directors

The relevant interest of each Director in the Securities of the Company as at the Prospectus Date is set out in the table below. This table includes securities that are held both directly and indirectly through their Associates.

Director	Shares	Performance Rights	Quoted Options ¹
Mr Michael Langoulant	54,022,169	93,500,000	9,333,333
Mr Todd Hibberd	61,501,800	93,500,000	8,000,000
Mr Rodd Boland	9,390,000	8,250,000	1,333,333

Notes:

1. Quoted Options exercisable at \$0.013 each on or before 31 December 2018
2. Shareholders approved the issue of Performance Rights to the Directors at the shareholder general meetings in 2015 and 2017. Of the Performance Rights, 15,500,000 have been earned but not been issued at the Prospectus Date. The balance of the Performance Right hurdles have not yet been met.

Directors or their associated entities who are registered as Shareholders on the Record Date may participate in the Rights Offer, but not the Shortfall Offer.

7.10 Remuneration of Directors

The Constitution provides that the Directors may be paid for their services as Directors.

The remuneration paid to each Director during the past 2 financial years is as follows:

Director	Financial year up to 30 June 2017 Total (\$)	Financial year up to 30 June 2016 Total (\$)
Mr Michael Langoulant	196,000	188,090
Mr Todd Hibberd	297,195	289,235
Mr Rodd Boland	30,000	34,046

Notes:

1. The amounts in the table above are inclusive of superannuation.
2. The remuneration total includes the theoretical value of employee Options and Performance Rights issued to directors which may or may not result in a realised benefit for each Director.

7.11 Director indemnity deeds

The Company has entered into a deed of indemnity with each of the Directors.

Under the deeds the Company has undertaken, subject to the restrictions in the Corporations Act, to indemnify all Directors against all losses or liabilities incurred by each Director in their capacities as Directors.

7.12 Expenses of the Offers

The total cash expenses of the Offers are estimated to be approximately \$150,000 at maximum subscription and \$135,000 if the minimum (Underwritten Amount) is raised. These costs include the Underwriting and Lead Manager fees, ASIC lodgement fee, ASX fees, legal expenses, and expenses, postage and printing.

7.13 Interests of experts and advisers

Other than as disclosed in this Prospectus:

- all other persons named in this Prospectus as performing a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Prospectus do not have, and have not had in the 2 years before the Prospectus Date, any interest in:

- the formation or promotion of the Company;
- property acquired or proposed to be acquired by the Company in connection with its formation or promotion of the Offers; or
- the Offers; and
- amounts have not been paid nor agreed to be paid (in cash or Securities or otherwise) and no other benefit has been given or agreed to be given to any of those persons for services provided by those persons in connection with the formation or promotion of the Company or the Offers.

CPS Capital Group Pty Ltd is the Lead Manager and Underwriter in respect of the Offers and will be paid such fees as are outlined at Section 7.5. CPS has not received any fees from the Company over the period 2 years prior to the Prospectus Date.

Jackson McDonald has acted as solicitors to the Company in relation to the Offers and is entitled to be paid up to \$10,000 (plus GST) in respect of these services. In addition, Jackson McDonald has provided other legal services to the Company in the period 2 years prior to the Prospectus Date and has been paid, or is entitled to be paid, fees totalling approximately \$54,500 (plus GST) for those other services.

HLB Mann Judd is the Company's auditor and is entitled to be paid approximately \$nil in respect of services provided in connection with the Offers. In addition, HLB Mann Judd has provided services to the Company in the period 2 years prior to the Prospectus Date and has been paid, or is entitled to be paid, fees totalling approximately \$50,500 (plus GST) for those other services

7.14 **Consents and liability statements**

CPS Capital Group Pty Ltd has given and has not, before lodgement of this Prospectus with ASIC, withdrawn its consent to be named in this Prospectus as the Lead Manager and Underwriter of the Offers in the form and context in which it is named.

HLB Mann Judd has given and has not, before lodgement of this Prospectus with ASIC, withdrawn its consent to be named in this Prospectus as the Company's auditor in the form and context in which it is named.

Jackson McDonald has given and has not, before lodgement of this Prospectus with ASIC, withdrawn its consent to be named in this Prospectus as solicitors to the Company in the form and context in which it is named.

Computershare Investor Services Pty Ltd has given and has not, before lodgement of this Prospectus with ASIC, withdrawn its consent to be named in this Prospectus as the company's share registry in the form and context in which it is named.

Each of CPS Capital Group Pty Ltd, HLB Mann Judd, Jackson McDonald and Computershare Investor Services Pty Ltd:

- (a) did not authorise or cause the issue of this Prospectus;
- (b) does not make, or purport to make, any statement in this Prospectus nor is any statement in this Prospectus based on any statement by any of those parties other than as specified in this Section; and
- (c) to the maximum extent permitted by law, expressly disclaims any responsibility or liability for any part of this Prospectus other than a reference to its name and a statement contained in this Prospectus with consent of that party as specified in this Section.

8. Directors' Responsibility Statement and Consent

Each Director has consented to the lodgement of this Prospectus with ASIC and has not withdrawn that consent.

This Prospectus is signed for and on behalf of the Company pursuant to a resolution of the Board by:

A handwritten signature in black ink, appearing to be 'ML' with a stylized flourish.

Michael Langoulant
Chairman

for and on behalf of the Company

Dated: 27 February 2018

9. Glossary of Terms

Applicant	<p>A person who applies for New Shares under and in accordance with this Prospectus, including (as applicable):</p> <ul style="list-style-type: none">(a) an Eligible Shareholder who subscribes New Securities pursuant to their Rights under the Rights Offer;(b) an Eligible Shareholder or other investor who subscribes for New Securities under the Shortfall Offer;(c) the Underwriter or any sub-underwriter who subscribes for New Securities pursuant to the Underwriter Agreement or relevant sub-underwriter agreement; and(d) the Underwriter or any of its nominees who subscribes for New Options under the Underwriter Offer.
Application	<p>An application for New Securities offered under this Prospectus.</p>
Application Form	<p>An Entitlement and Acceptance Form, a Shortfall Application Form or an Underwriter Offer Form, as the context requires.</p>
Application Monies	<p>The monies payable by an Applicant for New Securities under an Offer.</p>
ASIC	<p>Australian Securities and Investments Commission.</p>
Associate	<p>Has the meaning given to that term in sections 10 to 17 of the Corporations Act.</p>
ASX	<p>ASX Limited (ACN 008 624 691) trading as the Australian Securities Exchange.</p>
ASX Settlement	<p>ASX Settlement Pty Ltd (ACN 008 504 532).</p>
ASX Settlement Rules	<p>The ASX Settlement Operating Rules and other rules of ASX Settlement.</p>
Board	<p>The board of Directors.</p>
Business Day	<p>Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.</p>
Closing Date	<p>The closing date of an Offer, as set out in the Timetable.</p>
Company	<p>White Cliff Minerals Limited (ACN 126 299 125).</p>
Constitution	<p>The constitution of the Company.</p>
Corporations Act	<p><i>Corporations Act</i> 2001 (Cth).</p>
Director	<p>A director of the Company as at the Prospectus Date.</p>
Eligible Shareholder	<p>A Shareholder with a registered address in Australia or New Zealand on the Record Date.</p>
Entitlement and Acceptance Form	<p>The entitlement and acceptance form accompanying this Prospectus.</p>

Excluded Shareholder	A Shareholder as at the Record Date whose registered address is not situated in Australia or New Zealand.
JORC Code	The Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves (2012 edition) published by the Joint Ore Reserves Committee of the Australasian Institute of Mining and Metallurgy, the Australian Institute of Geoscientists and the Minerals Council of Australia.
Listing Rules	The listing rules of ASX.
New Option	An Option that may be issued under this Prospectus on the terms set out in Section 6.2.
New Securities	New Shares and New Options.
New Share	A Share offered under this Prospectus.
Offer Period	The period that an Offer is open, being the period between the Opening Date and the Closing Date.
Offers	The Rights Offer, the Shortfall Offer and the Underwriter Offer.
Option	An option to subscribe for a Share.
Option Holder	The holder of an Option.
Performance Right	A contractual right to be issued a Share on satisfaction of specified performance milestones.
Privacy Act	<i>Privacy Act 1988</i> (Cth).
Prospectus	This prospectus.
Prospectus Date	The date of this Prospectus, being the date that this Prospectus is lodged with ASIC.
Record Date	The date for identifying Shareholders entitled to participate in the Rights Offer, as set out in the Timetable.
Right	The right of an Eligible Shareholder to subscribe for New Shares and New Options under an Rights Offer, , determined by the number of Shares held by that Shareholder on the Record Date.
Rights Offer	A renounceable pro rata offer under this Prospectus of one (1) New Share for every six (6) Shares held by Eligible Shareholders, at an issue price of \$0.003 per New Share, together with one free attaching New Option for every New Share subscribed, to raise approximately \$1,660,000 before costs.
Securities	Shares and/or Options.
Security Holder	A Shareholder or an Option Holder.
Share	A fully paid ordinary share in the capital of the Company.
Share Registry	Computershare Investor Services Pty Limited (ACN 078 279 277).

Shareholder	A registered holder of a Share.
Shortfall	The number of New Shares and New Options not applied for under the Rights Offer before the Closing Date.
Shortfall Application Form	An application form for New Securities under the Shortfall Offer that accompanies this Prospectus.
Shortfall Offer	The offer of Shortfall Shares and Free Attaching Options under this Prospectus.
Timetable	The indicative timetable for the Offers set out at page ii of this Prospectus.
Underwriter	CPS Securities Nominees Pty Ltd (AFSL 294848; ABN 73 088 055 636).
Underwriter Offer	An offer to the Underwriter or its nominees to subscribe for 2,000,000 New Options at an issue price per New Option of nil, pursuant to the terms of the Underwriting Agreement.
Underwriter Application Form	An application form for New Options under the Underwriter Offer that accompanies this Prospectus.
Underwritten Amount	\$1,000,000 worth of New Securities under the Rights Offer and Shortfall Offer.
WST	Australian Western Standard Time.