



5 March 2015
Attention: Sandra Wutete
Senior Adviser
Listings Compliance (Perth)
Australian Stock Exchange

Via email: Sandra.Wutete@asx.com.au

Dear Sandra,

Re: Your Correspondence dated 27 February 2015

Pursuant to your correspondence, we note the questions raised and respond to each of those as follows.

- 1. It is possible to conclude on the basis of the information provided that if the Company were to expend cash as indicated by the Appendix 5B, the Company may not have sufficient cash to fund its activities for the next quarter. Is this the case, or are there other factors that should be taken into account in assessing the Company's position?***

The Appendix 5B shows Cash at end of quarter of \$113,000 and Budgetted expenditure for next quarter of \$100,000. In addition, the Company was aware of proceeds to be receipted in the next quarter from Asset sales and GST refund, totalling \$48,000. Further, the Company has been able to access funds from various sources in the past and expects to access suitable funds in the future when required.

- 2. Does the Company expect that in the future it will have negative operating cash flows similar to that reported in the Appendix 5B for the quarter and, if so, what steps has it taken to ensure that it has sufficient funds in order to continue its operations at that rate?***

The Company is an Exploration Company and does expect to have negative operating cash flows. However, it has just announced its withdrawal from Projects at Manus Island, Papua New Guinea and in Tanzania. The Company is



of the view that these measures, together with accessing suitable funds in the future when required, will ensure that it has sufficient funds in order to continue its operations.

3. *What steps has the Company taken, or what steps does it propose to take, to enable it to continue to meet its business objectives?*

A Board restructure was completed in November 2014 and the Company has withdrawn from tenements in Papua New Guinea and Tanzania; so that it can minimize costs and focus on its Australian Gold assets.

4. *Can the Company confirm that it is in compliance with the listing rules, and in particular, listing rule 3.1?*

The Company confirms that it is in compliance with the listing rules, and in particular, listing rule 3.1.

5. *Please comment on the Company's compliance with listing rule 12.2, with reference to the matters discussed in the note to the rule.*

The Company believes its financial position is adequate to warrant the continued quotation of its securities. The Company has demonstrated in the past its capacity to obtain sufficient funds from many sources to fund its operations. Further, the Board and key Consultants to the Company agreed on a 2/3 discount on fees owed and accepted shares as consideration for the balance; approved at the Company's General Meeting held on 17 February 2015.

Should you require further information or explanation, please advise.

Yours sincerely,

Rodney Foster
Chairman
0417 343111



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27 February 2015

Mr Rodney Foster
Chairman
Redcliffe Resources Limited
C/- RSM Bird Cameron Chartered Accountants
12 Anderson Street West
BALLARAT VIC 3350

By email

Dear Rodney

Redcliffe Resources Limited (the "Company")

I refer to the Company's Quarterly Cash Flow Report in the form of Appendix 5B for the period ended 31 December 2014 released to ASX Limited ("ASX") on 30 January 2015 (the "Appendix 5B").

ASX notes that the Company has reported the following.

1. Receipts from product sales and debtors of \$nil.
2. Payments for exploration, evaluation, development and production of \$23,000.
3. Net negative operating cash flows for the quarter of \$80,000.
4. Cash at end of quarter of \$113,000.
5. Estimated cash outflows for the next quarter of \$100,000.

In light of the information contained in the Appendix 5B, please respond to each of the following questions.

1. It is possible to conclude on the basis of the information provided that if the Company were to expend cash as indicated by the Appendix 5B, the Company may not have sufficient cash to fund its activities for the next quarter. Is this the case, or are there other factors that should be taken into account in assessing the Company's position?
2. Does the Company expect that in the future it will have negative operating cash flows similar to that reported in the Appendix 5B for the quarter and, if so, what steps has it taken to ensure that it has sufficient funds in order to continue its operations at that rate?
3. What steps has the Company taken, or what steps does it propose to take, to enable it to continue to meet its business objectives?

4. Can the Company confirm that it is in compliance with the listing rules, and in particular, listing rule 3.1?
5. Please comment on the Company's compliance with listing rule 12.2, with reference to the matters discussed in the note to the rule.

Listing rule 3.1

Listing rule 3.1 requires an entity to give ASX immediately any information concerning it that a reasonable person would expect to have a material effect on the price or value of the entity's securities. The exceptions to this requirement are set out in the rule.

In responding to this letter you should consult listing rule 3.1 and the guidance note titled "Continuous disclosure: listing rule 3.1".

If the information requested by this letter is information required to be given to ASX under listing rule 3.1 your obligation is to disclose the information immediately.

Your responsibility under listing rule 3.1 is not confined to, or necessarily satisfied by, answering the questions set out in this letter.

This letter and your response will be released to the market. If you have any concerns about your response being released, please contact me immediately. Your response should be sent to me via email **Sandra.Wutete@asx.com.au**. It should not be sent to the Market Announcements Office.

Unless the information is required immediately under listing rule 3.1, a response is requested as soon as possible and, in any event, not later than **4:00 pm (WST) on Thursday, 5 March 2015**.

If you are unable to respond by the time requested you should consider a request for a trading halt in the Company's securities.

If you have any queries, please do not hesitate to contact me.

Yours sincerely,

[sent electronically without signature]

Sandra Wutete
Senior Adviser, Listings Compliance (Perth)