

Quarterly Report - Activities

for the quarter ended 30 September 2015

Highlights

- Drilling commences at the Aucu Gold project in Central Asia
- Fourth major gold zone discovered at the Aucu Gold project
- Placement arranged to raise \$1,200,000
- Shareholder Purchase Plan closes heavily oversubscribed raising \$1,234,000

White Cliff Minerals Limited ("White Cliff" or "the Company") is pleased to report its quarterly activities report for the September 2015 quarter.

Summary

In Central Asia, drilling commenced at the high grade Aucu Gold project. Initial bulldozer road cuttings have revealed two new mineralised zones approximately 600 metres along strike from the Upper Gold Zone (**UGZ**). Panning of crushed samples revealed numerous particles of **visible gold**. In addition, 300 metres south of the existing Aucu gold resource, trenching revealed a new mineralised zone (named the Southern Gold zone (**SGZ**)). Once again panning of surface samples on this new structure revealed **visible gold**. During October a fourth mineralised zone was discovered 400 metres south of the SGZ.

Planning has been completed for a drill program to test three nickel sulphide targets near the basal contact of a mafic-ultramafic intrusion at the McKenna prospect, and a further two conductors on the basal contact of an ultramafic unit at the Coglia prospect, both near Laverton, WA. Drilling of these prospects is expected to occur in the December quarter.

Results from a rotary air blast (RAB) drilling program at the Red Flag gold prospect near Laverton showed that drilling had intersected multiple zones of gold mineralisation. Follow up drilling will be planned.

Successful capital raisings have occurred both during the quarter and subsequent to quarter end. A placement of 200 million shares at \$0.006 to raise \$1,200,000 (**Placement**) was arranged during the quarter. In addition, a share purchase plan (**SPP**) (also offering shares at \$0.006 each) has closed post the quarter end raising an additional \$1,234,000. For every two shares subscribed for under both the Placement and SPP, one free attaching unquoted option exercisable at \$0.02 on or before 31 December 2017 will be issued.

Todd Hibberd Managing Director 28 October 2015



1 The Aucu Gold Project, Central Asia (89%)¹

Exploration accelerated at the Aucu gold project during the September quarter with two major events occurring.

Firstly, a new mineralised structure (named the Camp Gold Zone, (**CGZ**)) has been identified at the Aucu gold project. Initial trench assays revealed a substantial shear zone consisting of three metres at 23.8 g/t gold including one metre at 53.6 g/t. This is the fourth major shear zone identified at the Aucu project to date. The Company will endeavour to drill test the CGZ during the current field season drilling campaign.

Secondly, reverse circulation drilling commenced and as of the 26th October thirteen (13) holes for 1,203 metres had been completed. Ongoing drilling is targeting the UGZ and LGZ structures and extensions of these zones along strike both to the east and west. The Company is hoping to drill up to 3,000 metres (weather permitting) in this drill program consisting of approximately 30 holes with depths ranging from 50 metres to 200 metres. Initial assay results are expected by mid-November.

Fourth Mineralised Zone Discovered

The CGZ occurs 400 metres south of the Southern Gold Zone (**SGZ**) and has the same sub-vertical dip and west-northwest (300 degrees) orientation (Figure 1). The CGZ has also been identified in hillside outcrops along strike 500 metres to the east of the initial trench discovery. The CGZ mineralisation occurs as a three metre wide shear zone containing brecciated quartz, sulphides and clays. CGZ mineralisation cuts across conglomerate, granodiorite, and mafic volcanics. Mineralisation, including visible gold, occurs in all three rock types. Assays from trench samples include **3 metres at 23.8 g/t** gold including **1 metre at 53.6 g/t** gold.

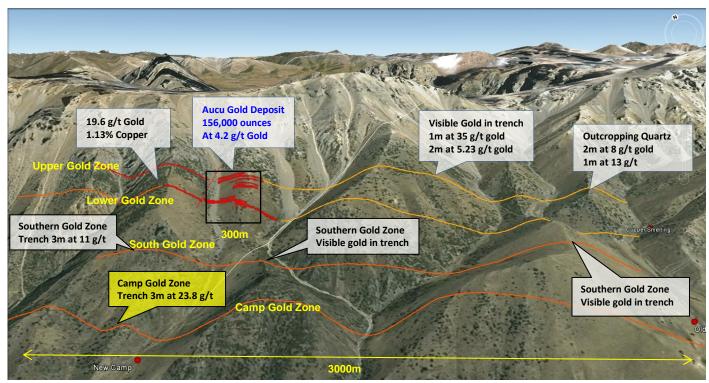


Figure 1 Aucu Gold deposit (black box) and locations of visible gold identified in outcrop and trenches including the newly discovered Camp Gold Zone (yellow text box). Yellow and orange traces are mineralised zones.

Drilling Update

Thirteen (13) holes for 1,203 metres had been completed up to and including 26 October. Samples from the initial holes have been submitted for assaying and the initial assay results are expected in mid-November. Ongoing drilling is targeting the UGZ and LGZ extensions along strike both to the east and west. The Company intends to drill up to 3,000 metres (weather permitting) consisting of approximately 30 holes with depths ranging from 50 metres to 200 metres. Details of the holes completed to date are:



Hole ID	Priority	Easting	Northing	Depth	Dip	Azimuth
SGZ15-02	1	695612	4626611	100	-60	20
LGZ15-27a	2	695529	4627177	70	-60	20
LGZ15-29a	3	695483	4627204	70	-60	20
UGZ15-35	4	696778	4626852	100	-60	20
UGZ15-33	5	696500	4626953	100	-60	20
UGZ15-32b	6	696392	4627008	120	-60	20
UGZ15-32a	7	696432	4627067	100	-60	20
UGZ15-34	8	696646	4626901	100	-60	20
SGZ15-01	9	696902	4625875	100	-60	20
SGZ15-04	10	696941	4626075	100	-60	20
SGZ15-05	11	696979	4626161	100	-60	20
UGZ15-17a	14	695770	4627304	143	-60	20
Total				1203		

Table 1: Drill holes completed to 26th October 2015. SGZ prefixes refer to the Southern Gold zone, LGZ= Lower Gold Zone, UGZ = Upper Gold Zone

Overview of the 2015 Drilling Program:

Southern Gold Zone (SGZ)

Drilling commenced at the Southern Gold Zone at an elevation of 2520 metres and is initially targeting the western outcrop of visible gold where trenching identified 3 metres at 11 g/t gold. Mineralisation occurs as a 3-5 metre wide shear zone and the mineralisation cuts across granodiorite, conglomerate and mafic volcanics. Mineralisation including visible gold occurs in all three rock types.

The SGZ is just 400 metres south of the Aucu JORC (2012) compliant inferred gold resource of 156,000 ounces (1.2Mt at 4.2 g/t) and is easily accessible from existing tracks.

Lower Gold one (LGZ)

Drilling of the LGZ is planned to test extensions to the visible gold panned from a 1 kilogram sample taken from the outcrop at 2,730 metres elevation. Mineralisation occurs as a 10 metre wide zone cutting across silicified sandstone and mudstone. The sedimentary rocks are intruded by late stage granodiorite dykes that have fractured the sandstones allowing substantial gold deposition. There are several small (<2 metres) mineralised shear zones south of the main zone.

Upper Gold Zone (UGZ)

Further up the hill, drilling of the UGZ is designed to test extensions along strike and at depth where visible gold was initially panned from outcrop at 3,200 metre elevation. The UGZ is laterally persistent along at least 3,000 metres. A second visible gold sample was collected from Trench 21 approximately 900 metres east of the initial visible gold sample from the UGZ. The UGZ portion of the JORC (2012) compliant resource averages a gold grade of 5.2 g/t. The best intersection to date is 4 metres at 22.3 g/t. Mineralisation occurs as multiple 1-3 metre wide shear zones.

Camp Gold Zone (CGZ)

If weather permits the rig will move to the CGZ at an elevation of 2,450 metres to test the most recent trench results of 3 metres at 23.8 g/t gold.

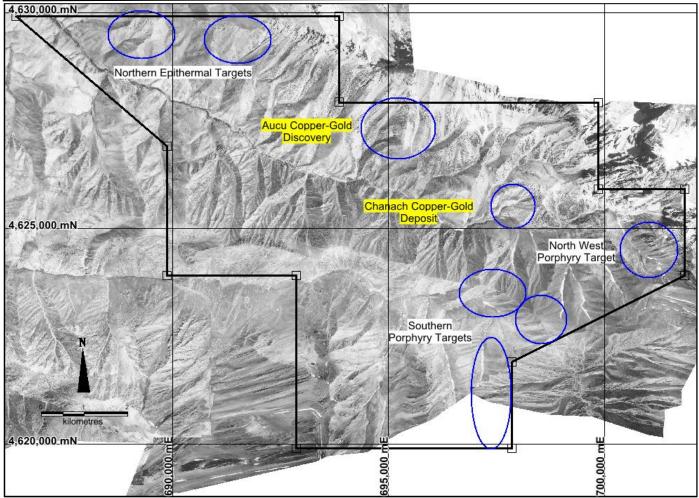


Figure 2 Map showing Chanach license outline and location of the Aucu copper-gold discovery 2.5 km to the NNW of the existing Chanach copper-gold deposit.

2 Merolia Nickel-Copper and Gold Project (100%)¹

During the September quarter the Company was awarded a WA Government grant of up to \$150,000 under the auspices of the Exploration Incentive Scheme to assist with drilling costs for three compelling massive nickel sulphide targets identified at the McKenna nickel prospect 15km East of Laverton, Western Australia (Figures 3 and 4). The Company has also identified an additional two nickel sulphide targets at the Coglia prospect at the southern end of the Merolia project. Those targets occur on the basal contact of the main ultramafic unit.

The margins of a layered mafic intrusion and the feeder conduit are considered highly favourable positions for the concentration of massive nickel sulphides. The conductors are also associated with the margins of highly magnetic units and are coincident with very strong nickel-copper soil anomalies where the conductor is projected to surface.

During the quarter the Company obtained all necessary work approvals and completed its planning processes to undertake drilling of these targets. Drilling of these targets is expected to commence in November 2015.

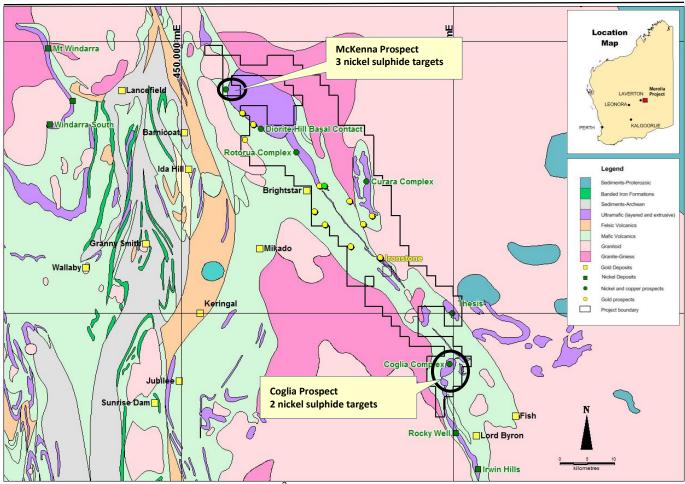


Figure 3 The geological plan of the 771 km² Merolia Project showing magmatic nickel-copper sulphide prospects lode gold prospects and the locations of the current geophysical surveys.

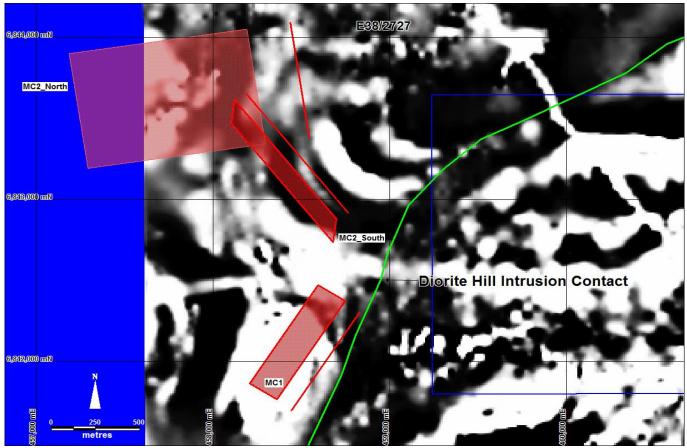


Figure 4 Plan views of conductive plates (red) where the red lines represent the position of the conductor when projected to surface. Note that surface projection occurs on contact of layered mafic-ultramafic intrusion.

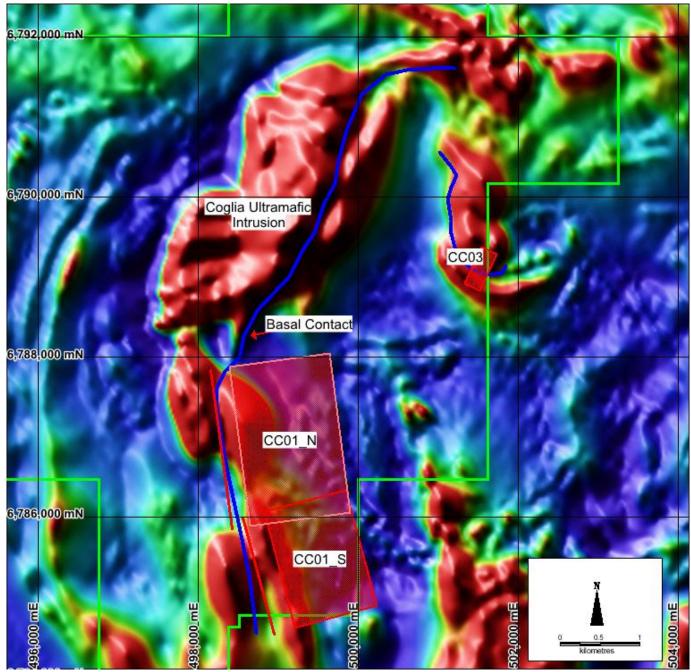


Figure 5 EM conductors identified adjacent to basal contact of ultramafic intrusion

Project Background

The Merolia project consists of 771 square kilometres of the Merolia Greenstone belt and contains extensive ultramafic sequences including the Diorite Hill layered ultramafic complex, the Rotorua ultramafic complex, the Coglia ultramafic complex and a 50 kilometre long zone of extrusive ultramafic lava's. The Intrusive complexes are prospective for nickel-copper sulphide accumulations possibly with platinum group elements, and the extrusive ultramafic rocks are prospective for nickel sulphide and nickel-cobalt accumulations. The project also contains extensive basalt sequences that are prospective for gold mineralisation including the Ironstone prospect where historical drilling has identified 24m at 8.6g/t gold.

3 Laverton Gold Project (100%)¹

Assay results from a first pass 2,244 metre Rotary Air Blast (RAB) drilling program at the Red Flag prospect 35km Southwest of Laverton, Western Australia, completed in June quarter (Figure 6), were received in the September quarter.



The Red Flag West gold anomaly extends over 500 metres and occurs within a sedimentary sequence. Drilling encountered quartz veining with trace sulphides and goethite in the target zones. Drilling was conducted on 50 metre spaced lines and 25 metre spaced holes. The Red Flag East gold anomaly extends over 2 km and along the contact of a basalt and intrusive felsic unit. Drilling tested a 600 metre section of this zone and encountered quartz veining on several lines. Drilling was conducted on 50-100 metre spaced lines and 25-50 spaced drill holes.

Drilling intersected multiple zones of gold mineralisation. Results include:

Hole_ID	From	То	Interval (m)	Gold (g/t)
RFRB077	20	24	4	1.33
within	20	28	8	1.08
RFRB079	20	24	4	1.01
Within;	20	34	14	0.65
RFRB081	32	43	11	0.48
RFRB082	40	48	8	0.43
RFRB009	28	32	4	0.98
RFRB025	20	24	4	1.02

Mineralisation is open along strike and at depth and requires further drilling.

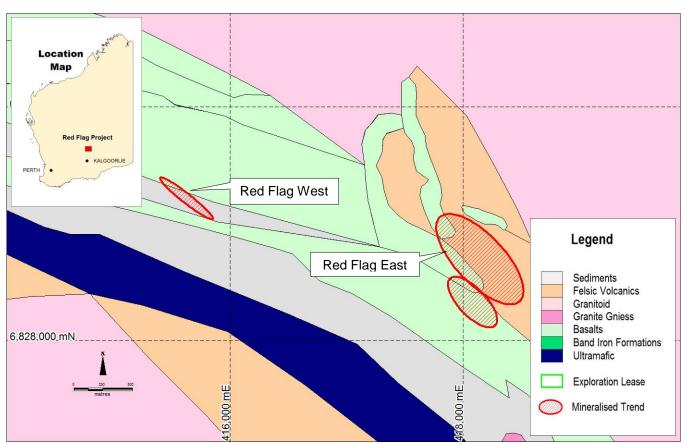
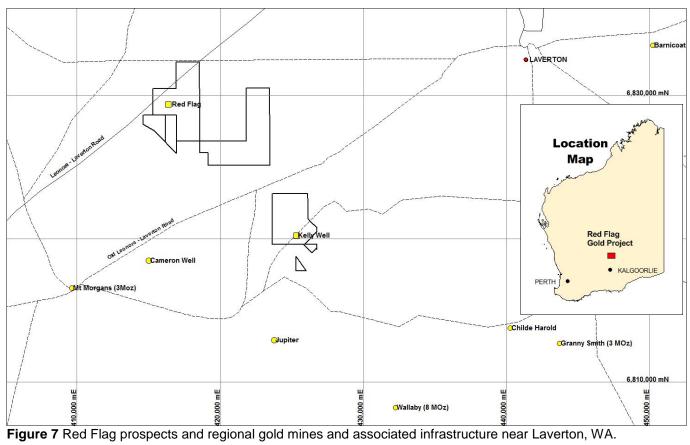


Figure 6 Regional geology showing mineralised trends covering Red Flag East and Red Flag West.





Project Background

The Laverton gold project consists of 136 square kilometres of tenement applications in the Laverton Greenstone belt. The core prospects are Kelly Well and Red Flag prospects located 35km southwest of Laverton in the centre of the structurally complex Laverton Tectonic zone 25km northwest of the Granny Smith Gold Mine (3 MOz) and Wallaby Gold Mines (8MOz). The Red Flag prospect is only 25 kilometres from existing mining operations (Wallaby and Granny Smith gold mines) and associated infrastructure.

The Red Flag prospect consists of a series of strongly deformed mafic and felsic volcanics with banded iron and sediment units. Mineralisation is associated with shear zones running along contacts between units and along cross cutting faults which are responsible for the deposition of the 3 million ounce Mt Morgan's deposit. In general the fault structures at Red Flag are related to the regional fault system responsible for the deposition of the 8 million ounce Wallaby and 7 million ounce Sunrise Dam gold deposits.

4 Corporate

During the quarter the Company announced that it had arranged a capital raising of \$1.2 million through the placement of 200 million new Shares at \$0.006 per share to professional and sophisticated investors. Participants in the placement will also receive one free unquoted option exercisable at \$0.02 on or before 31 December 2017 for every two shares subscribed ("**Placement**"). The Placement was heavily oversubscribed. This Placement will be completed in two (2) tranches with \$107,400 from Tranche 1 received during the quarter. The remaining \$1,092,600 from Tranche 2 will be received forthwith following shareholder approval of the issue at a shareholder meeting held on 27 October 2015.

Following the successful placement the Company instigated a shareholder purchase plan ("SPP") on the same terms as the Placement. Shareholders on the register on 25 September 2015 were entitled to purchase up to \$15,000 of WCN shares at \$0.006 cents per share, with one free attaching option exercisable at \$0.02 on or before 31 December 2017 for every two shares purchased. Since quarter end the SPP has closed heavily over-subscribed and the Company has resolved to accept the maximum possible SPP applications under ASX Listing Rules being \$1,234,000. As per the SPP documents the SPP applications will be accepted on a first come first served basis.

5 Other Projects

The Company is undertaking an extensive review of the Company's other exploration projects and is currently compiling historical data for several prospects.

The Company completed soil sampling programs at the Bremer range nickel project and at the Ironstone Gold project. Samples from these programs are currently awaiting analysis and will be reported as they become available.



6 Tenement information

TENEMENT	PROJECT	LOCATION	OWNERSHIP	CHANGE IN QUARTER
AP590	Chanach	Kyrgyz Republic	89%	-
E38/2484	Merolia	Laverton	100%	=
E38/2552	Merolia	Laverton	100%	-
E38/2583	Merolia	Laverton	100%	=
E38/2690	Merolia	Laverton	100%	-
E38/2693	Merolia	Laverton	100%	-
E38/2702	Merolia	Laverton	100%	-
E38/2727	Merolia	Laverton	100%	-
E38/2847	Merolia	Laverton	100%	-
E38/2848	Merolia	Laverton	100%	-
E38/2849	Merolia	Laverton	100%	-
E63/1222	Bremer Range	Dundas	100%	-
E63/1264	Bremer Range	Dundas	100%	-
E63/1716	Bremer Range	Dundas	100%	Tenement Granted
P63/1988	Bremer Range	Dundas	100%	Tenement Granted
P63/1989	Bremer Range	Dundas	100%	Tenement Granted
E39/1479	Ghan Well	Laverton	100%	
P39/5262	Laverton	Laverton	100%	-
P39/5263	Laverton	Laverton	100%	-
E39/1585	Laverton	Laverton	100%	-
E39/1586	Laverton	Laverton	100%	-
E31/1015	Mt Remarkable	Leonora	100%	-



About White Cliff Minerals Limited

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

Kyrgyz Aucu Gold Project (89%): The Project contains extensive porphyry related gold and copper mineralisation starting at the surface and extending over several kilometres. Drilling during 2014 has defined a major **gold discovery** with an initial inferred resource of 1.15Mt at 4.2 g/t containing 156,000 ounces of gold. Drilling has also defined a significant **copper deposit** at surface consisting of 10Mt at 0.41% copper containing 40,000 tonnes of copper. Extensive mineralisation occurs around both deposits demonstrating significant expansion potential. The project is located in the Kyrgyz Republic, 350km west-southwest of the capital city of Bishkek and covers 83 square kilometres. The Chanach project is located in the western part of the Tien Shan Belt, a highly mineralised zone that extends for over 2,500 km, from western Uzbekistan, through Tajikistan, Kyrgyz Republic and southern Kazakhstan into western China.

Merolia Nickel Project (100%): The project consists of 771 square kilometres of the Merolia Greenstone belt and contains extensive ultramafic sequences including the Diorite Hill layered ultramafic complex, the Rotorua ultramafic complex, the Coglia ultramafic complex and a 51 kilometre long zone of extrusive ultramafic lava's. The intrusive complexes are prospective for nickel-copper sulphide accumulations possibly with platinum group elements, and the extrusive ultramafic rocks are prospective for nickel sulphide and nickel-cobalt accumulations. The project also contains extensive basalt sequences that are prospective for gold mineralisation including the Ironstone prospect where historical drilling has identified 24m at 8.6g/t gold.

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

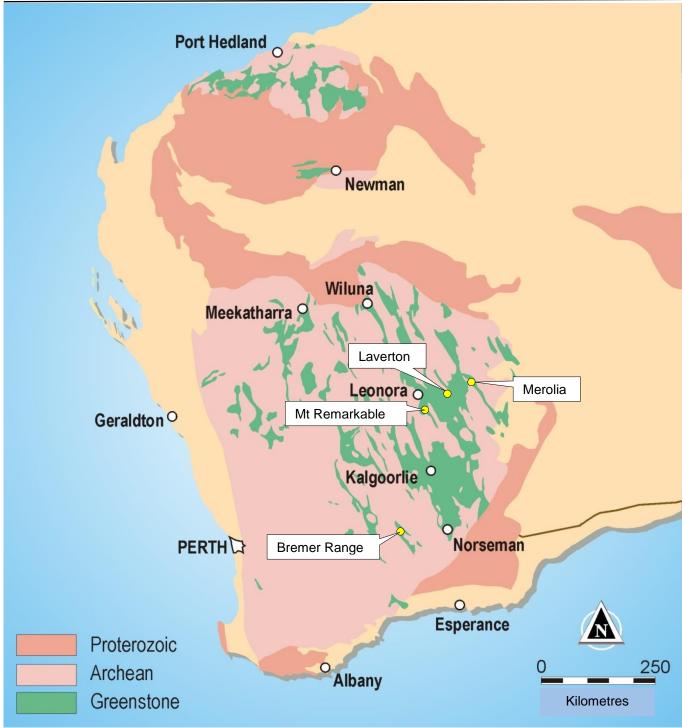
Laverton Gold Project (100%): The project consists of 136 square kilometres of tenement applications in the Laverton Greenstone belt. The core prospects are Kelly Well and Eight Mile Well located 20km southwest of Laverton in the core of the structurally complex Laverton Tectonic zone immediately north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

Mount Remarkable Project (100%): The project covers 185 square kilometres and is located approximately 170 km N-NE of Kalgoorlie and about 25 km SE of Kookynie in the Northern Goldfields. Included in the project area are the historic gold mining centres of Mt Remarkable and Yerilla which consists of several old workings. Major gold mines in the surrounding area include Sons of Gwalia, Tarmoola, Carosue Dam, Granny Smith, Wallaby and Sunrise Dam. The project includes several areas adjacent to and along strike from existing nickel deposits at Aublis, Yerilla and Boyce Creek. These deposits form Heron Resources' Yerilla Nickel Project which contains 135 Mt @ 0.77% Nickel and 0.05% Cobalt.

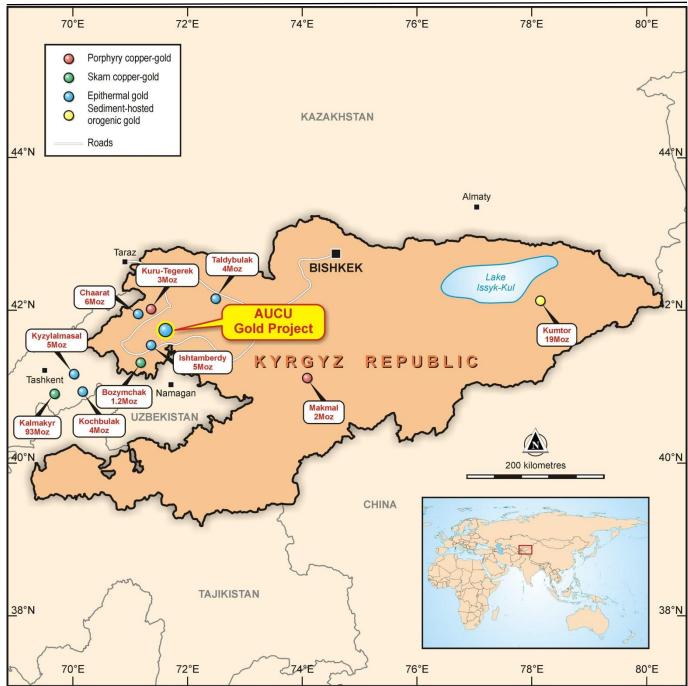
JORC Compliance

The Information in this report that relates to exploration results, mineral resources or ore reserves is based on information compiled by Mr Todd Hibberd, who is a member of the Australian Institute of Mining and Metallurgy. Mr Hibberd is a full time employee of the Company. Mr Hibberd has sufficient experience which is relevant to the style of mineralisation and type of deposits under consideration and to the activity that he is undertaking to qualify as a Competent Person as defined in the 2012 edition of the `Australian Code for Reporting Exploration Results, Mineral Resources and Ore Reserves (the JORC Code)`. Mr Hibberd consents to the inclusion of this information in the form and context in which it appears in this report.

¹ The information relating to White Cliff Minerals past exploration results at Merolia, Laverton and Chanach and its assessment of exploration completed by past explorers was prepared and first disclosed under the JORC Code 2004. It has not been updated since to comply with the JORC Code 2012 on the basis that the information has not materially changed since it was last reported.



Tenement Map - Australia. A regional geology and location plan of White Cliff Minerals Limited exploration projects in the Yilgarn Craton, Western Australia



Central Asian Tenement Map Aucu Gold project location with regional geology with major gold deposits illustrated.

Rule 5.3

Appendix 5B

Mining exploration entity quarterly report

Introduced 01/07/96 Origin Appendix 8 Amended 01/07/97, 01/07/98, 30/09/01, 01/06/10, 17/12/10

WHITE CLIFF MINERALS LIMITED			
ABN	Quarter ended ("current quarter")		
22 126 299 125	30 September 2015		

Consolidated statement of cash flows

Name of entity

Cash f	lows related to operating activities	Current quarter \$A'000	Year to date (3 months) \$A'000
1.1 1.2	Receipts from product sales and related debtors Payments for (a) exploration & evaluation (b) development	(447)	(447)
1.3	(c) production (d) administration Dividends received	(164)	(164)
1.4 1.5 1.6 1.7	Interest and other items of a similar nature received Interest and other costs of finance paid Income taxes paid Other - Government R&D refund	(16)	(16)
	Net Operating Cash Flows	(627)	(627)
1.8 1.9 1.10 1.11 1.12	Cash flows related to investing activities Payment for purchases of: (a) prospects		
1.13	Net investing cash flows Total operating and investing cash flows (carried forward)	(627)	(627)

⁺ See chapter 19 for defined terms.

1.13	Total operating and investing cash flows		
	(brought forward)	(627)	(627)
	Cash flows related to financing activities		
1.14	Proceeds from issues of shares, options, etc.	287	287
1.15	Proceeds from sale of forfeited shares		
1.16	Proceeds from borrowings	130	130
1.17	Repayment of borrowings	(175)	(175)
1.18	Dividends paid		
1.19	Other - capital raising costs		
	Net financing cash flows	242	242
	Net increase (decrease) in cash held	(385)	(385)
1.20	Cash at beginning of quarter/year to date	456	456
1.21	Exchange rate adjustments to item 1.20	(27)	(27)
1.22	Cash at end of quarter	44	44

Payments to directors of the entity and associates of the directors

Payments to related entities of the entity and associates of the related entities

		Current quarter \$A'000
1.23	Aggregate amount of payments to the parties included in item 1.2	41
1.24	Aggregate amount of loans to the parties included in item 1.10	

1.25	Explanation necessary for an understanding of the transactions

Non-cash financing and investing activities

2.1	Details of financing and investing transactions which have had a material effect on consolidated assets and liabilities but did not involve cash flows		
2.2	Details of outlays made by other entities to establish or increase their share in projects in which the		

reporting entity has an interest

Financing facilities available

Add notes as necessary for an understanding of the position.

		Amount available \$000	Amount used \$000
3.1	Loan facilities	AUD150	AUD130
3.2	Credit standby arrangements	USD4,000	USD500

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⁺ See chapter 19 for defined terms.

Estimated cash outflows for next quarter

4.1	Exploration and evaluation	\$A'000 600
4.2	Development	
4.3	Production	
4.4	Administration	100
		700
	Total	700

Reconciliation of cash

Reconciliation of cash at the end of the quarter (as shown in the consolidated statement of cash flows) to the related items in the accounts is as follows.		Current quarter \$A'000	Previous quarter \$A'000
5.1	Cash on hand and at bank	44	357
5.2	Deposits at call	-	99
5.3	Bank overdraft		
5.4	Other (provide details)		
	Total: cash at end of quarter (item 1.22)	44	456

Changes in interests in mining tenements

		Tenement reference	Nature of interest (note (2))	Interest at beginning of quarter	Interest at end of quarter
6.1	Interests in mining tenements relinquished, reduced or lapsed			•	•
6.2	Interests in mining tenements acquired or increased				

⁺ See chapter 19 for defined terms.

Issued and quoted securities at end of current quarterDescription includes rate of interest and any redemption or conversion rights together with prices and dates.

		Total number	Number quoted	Issue price per security (see note 3) (cents)	Amount paid up per security (see note 3) (cents)
7.1	Preference +securities (description)				
7.2	Changes during quarter (a) Increases through issues (b) Decreases through returns of capital, buybacks, redemptions				
7.3	⁺ Ordinary securities	651,999,666	651,999,666		
7.4	Changes during quarter (a) Increases through issues (b) Decreases	65,829,811	65,829,811	\$0.007-0.008	100%
7.5	+Convertible debt securities (description)	165,000	-	\$US1 each	100%
7.6	Changes during quarter (a) Increases through issues (b) Decreases through conversions	(100,000)	-	\$US1 each	
7.7	Options (description and conversion factor)	102,050,017	102,050,017	Exercise price \$0.03	Expiry date 11/3/2017
7.8	Issued during				
7.9	quarter Exercised during quarter				
7.10	Expired during quarter				
7.11	Debentures (totals only)				
7.12	Unsecured notes (totals only)				

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⁺ See chapter 19 for defined terms.

Compliance statement

- This statement has been prepared under accounting policies which comply with accounting standards as defined in the Corporations Act or other standards acceptable to ASX (see note 5).
- This statement does /does not* (*delete one*) give a true and fair view of the matters disclosed.

Sign here: Date: 27 October 2015

Company Secretary

Print name: Brooke White

Notes

- The quarterly report provides a basis for informing the market how the entity's activities have been financed for the past quarter and the effect on its cash position. An entity wanting to disclose additional information is encouraged to do so, in a note or notes attached to this report.
- The "Nature of interest" (items 6.1 and 6.2) includes options in respect of interests in mining tenements acquired, exercised or lapsed during the reporting period. If the entity is involved in a joint venture agreement and there are conditions precedent which will change its percentage interest in a mining tenement, it should disclose the change of percentage interest and conditions precedent in the list required for items 6.1 and 6.2.
- Issued and quoted securities The issue price and amount paid up is not required in items 7.1 and 7.3 for fully paid securities.
- The definitions in, and provisions of, AASB 6: Exploration for and Evaluation of Mineral Resources and AASB 107: Statement of Cash Flows apply to this report.
- Accounting Standards ASX will accept, for example, the use of International Financial Reporting Standards for foreign entities. If the standards used do not address a topic, the Australian standard on that topic (if any) must be complied with.

⁺ See chapter 19 for defined terms.