

# Appendix 3B

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

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

Introduced 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000, 30/9/2001,  
11/3/2002, 1/1/2003.

Name of entity

Cluff Resources Pacific NL

ABN

72 002 261 565

We (the entity) give ASX the following information.

### Part 1 - All issues

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

- |   |  |  |
|---|--|--|
| 1 | +Class of +securities issued or to be issued   | CFR: Fully Paid Ordinary shares<br>CFRO: Listed Options<br>CFROB: Listed Options   |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued  | 323,393,624 CFR<br>323,393,624 CFRO<br>323,393,624 CFROB   |
| 3 | Principal terms of the +securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion)   | CFR: Fully Paid Ordinary<br><br>CFRO: Listed Options exercisable at \$0.006 and expiring 31 <sup>st</sup> July 2010<br><br>CFROB: Listed Options exercisable at \$0.01 and expiring 31 <sup>st</sup> July 2011 |
| 4 | Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?<br><br>If the additional securities do not rank equally, please state:<br>• the date from which they do<br>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment<br>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment | For CFR, Yes.<br><br>For CFRO and CFROB, these securities will rank equally with fully paid ordinary shares upon conversion.   |

+ See chapter 19 for defined terms.

5	Issue price or consideration	Shares offered at 0.4 cents (\$0.004) on a basis of 1 share for every 5 shares held at the record date, plus two free attaching Listed Options.	
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	<p data-bbox="707 315 1299 427">Non-Renounceable Rights Issue to shareholders offered on a 1 for 5 basis at a price of \$0.004 per share with two free attaching Listed Options, which will raise \$1,293,574 before the costs of the Issue.</p> <p data-bbox="707 461 1278 539">Funds raised will be used to progress the Company's exploration projects, primarily the Bingara Diamond Project, and for working capital.</p>	
7	Dates of entering +securities into uncertificated holdings or despatch of certificates	31 <sup>st</sup> July 2009	
8	Number and +class of all +securities quoted on ASX (including the securities in clause 2 if applicable)	Number	+Class
		1,616,968,122	CFR : Fully paid ordinary
		73,724,328	20c ordinary shares partly paid to 18c
9	Number and +class of all +securities not quoted on ASX (including the securities in clause 2 if applicable)	Number	+Class
		11,100,000	Unlisted 1 cent Employee Options expiring 13 September 2009
		14,700,000	Unlisted 1 cent Employee Options expiring 13 September 2010
		76	Converting Notes converting to 1,666,667 shares per note
		38,000,000	Unlisted \$0.005 Options expiring 31 December 2009
		38,000,000	Unlisted \$0.01 Options expiring 31 December 2009
		30,000,000	Unlisted \$0.004 Options expiring 31 December 2010
		20,000,000	Unlisted \$0.01 Options expiring 31 December 2010
		20,000,000	Unlisted \$0.005 Options expiring 31 December 2011
		20,000,000	Unlisted \$0.01 Options expiring 31 December 2011
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	The company does not expect to pay a dividend in the near future	

**Part 2 - Bonus issue or pro rata issue**

11	Is security holder approval required?	No
12	Is the issue renounceable or non-renounceable?	Non-renounceable
13	Ratio in which the +securities will be offered	1 share for every 5 shares held
14	+Class of +securities to which the offer relates	CFR- Fully Paid Ordinary shares
15	+Record date to determine entitlements	9 <sup>th</sup> July 2009
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	No
17	Policy for deciding entitlements in relation to fractions	Rounding Down
18	Names of countries in which the entity has +security holders who will not be sent new issue documents  Note: Security holders must be told how their entitlements are to be dealt with.  Cross reference: rule 7.7.	The Rights Issue documents will only be sent to shareholders registered at addresses in Australia and New Zealand.
19	Closing date for receipt of acceptances or renunciations	Friday 24 <sup>th</sup> July 2009, 5.00 pm
20	Names of any underwriters	Kefu Underwriters Pty Limited
21	Amount of any underwriting fee or commission	2% Underwriting Fee on total amount underwritten, plus 13,000,000 Listed \$0.006 July 31 2010 Options, and 13,000,000 Listed \$0.01 31 July 2011 Options.
22	Names of any brokers to the issue	Not applicable
23	Fee or commission payable to the broker to the issue	Not applicable
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of +security holders	Not applicable
25	If the issue is contingent on +security holders' approval, the date of the meeting	Not applicable

+ See chapter 19 for defined terms.

26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	10 <sup>th</sup> July 2009
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	Not applicable
28	Date rights trading will begin (if applicable)	Not applicable
29	Date rights trading will end (if applicable)	Not applicable
30	How do <sup>+</sup> security holders sell their entitlements <i>in full</i> through a broker?	Not applicable
31	How do <sup>+</sup> security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	Not applicable
32	How do <sup>+</sup> security holders dispose of their entitlements (except by sale through a broker)?	Not applicable as the Issue is non-renounceable
33	<sup>+</sup> Despatch date	31 <sup>st</sup> July 2009

### Part 3 - Quotation of securities

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

- 34 Type of securities (*tick one*)
- (a)  Securities described in Part 1
- (b)  All other securities  
 Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

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

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

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

- 35  If the <sup>+</sup>securities are <sup>+</sup>equity securities, the names of the 20 largest holders of the additional <sup>+</sup>securities, and the number and percentage of additional <sup>+</sup>securities held by those holders
- 36  If the <sup>+</sup>securities are <sup>+</sup>equity securities, a distribution schedule of the additional <sup>+</sup>securities setting out the number of holders in the categories  
 1 - 1,000  
 1,001 - 5,000  
 5,001 - 10,000  
 10,001 - 100,000  
 100,001 and over
- 37  A copy of any trust deed for the additional <sup>+</sup>securities

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

38 Number of securities for which  
+quotation is sought

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39 Class of +securities for which  
quotation is sought

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40 Do the +securities rank equally in all  
respects from the date of allotment  
with an existing +class of quoted  
+securities?

If the additional securities do not  
rank equally, please state:

- the date from which they do
- the extent to which they  
participate for the next dividend,  
(in the case of a trust,  
distribution) or interest payment
- the extent to which they do not  
rank equally, other than in  
relation to the next dividend,  
distribution or interest payment

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41 Reason for request for quotation now

Example: In the case of restricted  
securities, end of restriction period

(if issued upon conversion of another  
security, clearly identify that other  
security)

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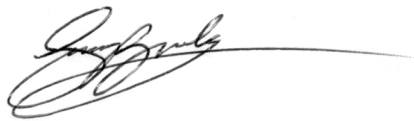
	Number	+Class
42	Number and +class of all +securities quoted on ASX ( <i>including</i> the securities in clause 38)	

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+ See chapter 19 for defined terms.

**Quotation agreement**

- 1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.
- 2 We warrant the following to ASX.
- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
  - There is no reason why those +securities should not be granted +quotation.
  - An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.
- Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty
- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
  - We warrant that if confirmation is required under section 1017F of the Corporations Act in relation to the +securities to be quoted, it has been provided at the time that we request that the +securities be quoted.
  - If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.
- 3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
- 4 We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.



Sign here:

Date: 29 June 2009

Print name: Scott Enderby

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