



# Cluff Resources Pacific NL

ABN 72 002 261 565

15 June, 2009

The Manager (Companies),  
Australian Stock Exchange,  
Sydney

Dear Sir,

## **ISSUE OF CONVERTING NOTES AND UNLISTED OPTIONS TO CLUFF DIRECTORS PURSUANT TO APPROVAL FROM SHAREHOLDERS AT AGM**

The attached Appendix 3B and Appendix 3Y notices provide for the issue of  
Converting notes and Unlisted Options to Cluff Directors.

Approval for the issuing of these securities to Cluff Directors was received from  
shareholders at the Company's Annual General Meeting, held on the 29<sup>th</sup> of May  
2009.

For further information contact:

Scott Enderby on Phone (02) 9482 4655

Email: [Cluff@bigpond.com](mailto:Cluff@bigpond.com) or

Peter Kennewell on Phone: (02) 9482 4655

Yours faithfully,

Scott Enderby,  
Company Secretary

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**Registered Office:**  
1/30 Leighton Place,  
Hornsby NSW 2077,  
Australia  
**ASX Code:** CFR

**Postal Address:**  
Locked Bag 3355,  
Hornsby NSW 2077,  
Australia

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Tel: (612) 9482 4655  
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# 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   | Converting Notes and Unlisted Options allotted to Cluff Directors following the approval of the relevant resolutions by shareholders at the Annual General Meeting  |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued  | 76 Converting Notes<br>166,000,000 Unlisted Options   |
| 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) | <b>Converting Notes</b><br>Each Converting Note represents \$5000.00 worth of funds loaned to the Company by Cluff Directors, and will be converted to a total of 1,666,667 shares at a value of \$0.003 per share.<br>Interest is paid quarterly at 10% on loan funds whilst Converting Notes are on issue.<br>On the 29 <sup>th</sup> of July 2009, any Converting Note not converted by Cluff Directors will be automatically converted into shares.<br><br><b>Unlisted Options</b><br>38,000,000 Unlisted \$0.005 Options expiring 31/12/2009<br>38,000,000 Unlisted \$0.01 Options expiring 31/12/2009<br>30,000,000 Unlisted \$0.004 Options expiring 31/12/2010<br>20,000,000 Unlisted \$0.01 Options expiring 31/12/2010<br>20,000,000 Unlisted \$0.005 Options expiring 31/12/2011<br>20,000,000 Unlisted \$0.01 Options expiring 31/12/2011 |

+ See chapter 19 for defined terms.

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

<p>4 Do the <sup>+</sup>securities rank equally in all respects from the date of allotment with an existing <sup>+</sup>class of quoted <sup>+</sup>securities?</p> <p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul>	<p>No.</p> <p>Converting Notes do not entitle the holder to a vote, but will be converted into fully paid ordinary shares and once converted will afford the holder an equal vote per share.</p> <p>Unlisted Options will be converted into fully paid ordinary shares once exercised.</p>						
<p>5 Issue price or consideration</p>	<p>Converting Notes issued with respect to a total of \$380,000 loan funds received from Cluff Directors.</p>						
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>Converting Notes issued in respect of funds loaned to the Company by Directors, and approved by shareholders at the Company's Annual General Meeting.</p> <p>Unlisted Options issued with respect to loan funds received by Directors, as well as non-executive directors' remuneration in lieu of any cash payments being made, as approved by shareholders at the Company's Annual General Meeting.</p>						
<p>7 Dates of entering <sup>+</sup>securities into uncertificated holdings or despatch of certificates</p>	<p>15 June 2009</p>						
<p>8 Number and <sup>+</sup>class of all <sup>+</sup>securities quoted on ASX (including the securities in clause 2 if applicable)</p>	<table border="1"> <thead> <tr> <th data-bbox="694 1467 997 1512">Number</th> <th data-bbox="997 1467 1279 1512"><sup>+</sup>Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="694 1512 997 1579">1,616,968,122</td> <td data-bbox="997 1512 1279 1579">CFR : Fully paid ordinary</td> </tr> <tr> <td data-bbox="694 1579 997 1718">73,724,328</td> <td data-bbox="997 1579 1279 1718">20c ordinary shares partly paid to 18c</td> </tr> </tbody> </table>	Number	<sup>+</sup> Class	1,616,968,122	CFR : Fully paid ordinary	73,724,328	20c ordinary shares partly paid to 18c
Number	<sup>+</sup> Class						
1,616,968,122	CFR : Fully paid ordinary						
73,724,328	20c ordinary shares partly paid to 18c						

+ See chapter 19 for defined terms.

	Number	+Class
9 Number and +class of all +securities not quoted on ASX (including the securities in clause 2 if applicable)	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?	
12 Is the issue renounceable or non-renounceable?	
13 Ratio in which the +securities will be offered	
14 +Class of +securities to which the offer relates	

+ See chapter 19 for defined terms.

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

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- |    |   |  |
|----|---|--|
| 15 | +Record date to determine entitlements  |  |
| 16 | Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?  |  |
| 17 | Policy for deciding entitlements in relation to fractions   |  |
| 18 | Names of countries in which the entity has +security holders who will not be sent new issue documents<br><br>Note: Security holders must be told how their entitlements are to be dealt with.<br><br>Cross reference: rule 7.7. |  |
| 19 | Closing date for receipt of acceptances or renunciations  |  |

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+ See chapter 19 for defined terms.

20	Names of any underwriters	
21	Amount of any underwriting fee or commission	
22	Names of any brokers to the issue	
23	Fee or commission payable to the broker to the issue	
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of +security holders	
25	If the issue is contingent on +security holders' approval, the date of the meeting	
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	
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	
28	Date rights trading will begin (if applicable)	
29	Date rights trading will end (if applicable)	
30	How do +security holders sell their entitlements <i>in full</i> through a broker?	
31	How do +security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	

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+ See chapter 19 for defined terms.

## Appendix 3B

### New issue announcement

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- 32 How do <sup>+</sup>security holders dispose of their entitlements (except by sale through a broker)?
- 33 <sup>+</sup>Despatch date

### 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

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

**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 (including the securities in clause 38)		

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+ See chapter 19 for defined terms.



## Appendix 3B

### New issue announcement

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#### 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.

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+ See chapter 19 for defined terms.

- 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 <sup>+</sup>quotation of the <sup>+</sup>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: 15 June2009

Print name: Scott Enderby

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

# Appendix 3Y

## Change of Director's Interest Notice

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

Introduced 30/9/2001.

<b>Name of entity Cluff Resources Pacific NL</b>
<b>ABN 72 002 261 565</b>

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

<b>Name of Director</b>	Ian Anthony Johns
<b>Date of last notice</b>	15 December 2008

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

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

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

<b>Direct or indirect interest</b>	Indirect
<b>Nature of indirect interest (including registered holder)</b> <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	Johns Corporation P/L as trustee for <Johns Family Trust>. The Director is a Director of the Company and beneficiary of the Trust
<b>Date of change</b>	15/6/2009
<b>No. of securities held prior to change</b>	65,449,029 CFR held by Johns Corporation P/L as trustee for <Johns Family Trust>  2,750,000 CFR held by Victoria Ann Johns (Spouse)
<b>Class</b>	CFR – fully paid ordinary shares CN – Unlisted Converting Notes each representing \$5000.00 loan funds received by Cluff Directors and convertible into 1,666,667 shares at \$0.003 per share. Unlisted Options - issued to Directors pursuant to 2009 AGM resolutions.

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+ See chapter 19 for defined terms.

**Appendix 3Y**  
**Change of Director's Interest Notice**

<b>Number acquired</b>	41 CN 20,500,000 Unlisted \$0.005 Options expiring 31 December 2009 20,500,000 Unlisted \$0.01 Options expiring 31 December 2009 10,000,000 Unlisted \$0.004 Options expiring 31 December 2010 10,000,000 Unlisted \$0.01 Options expiring 31 December 2010 10,000,000 Unlisted \$0.005 Options expiring 31 December 2011 10,000,000 Unlisted \$0.01 Options expiring 31 December 2011
<b>Number disposed</b>	-
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and estimated valuation	\$205,000.00 loan funds provided to the Company. Unlisted Options issued in lieu of any cash remuneration for non-executive directors' fees.
<b>No. of securities held after change</b>	Securities held by held by Johns Corporation P/L as trustee for <Johns Family Trust> 65,449,029 CFR 41 CN 20,500,000 Unlisted \$0.005 Options expiring 31 December 2009 20,500,000 Unlisted \$0.01 Options expiring 31 December 2009 10,000,000 Unlisted \$0.004 Options expiring 31 December 2010 10,000,000 Unlisted \$0.01 Options expiring 31 December 2010 10,000,000 Unlisted \$0.005 Options expiring 31 December 2011 10,000,000 Unlisted \$0.01 Options expiring 31 December 2011  2,750,000 CFR held by Victoria Ann Johns (Spouse)
<b>Nature of change</b> Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Converting Notes and Unlisted Options issued with respect to loan funds provided by the Director, as approved at the Company's AGM. Other Unlisted Options issued in lieu of any cash remuneration for non-executive directors' fees, as approved by shareholders at the Company's AGM.

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

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

<b>Detail of contract</b>	-
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+ See chapter 19 for defined terms.

**Appendix 3Y**  
**Change of Director's Interest Notice**

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

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+ See chapter 19 for defined terms.

# Appendix 3Y

## Change of Director's Interest Notice

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

Introduced 30/9/2001.

<b>Name of entity Cluff Resources Pacific NL</b>
<b>ABN 72 002 261 565</b>

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

<b>Name of Director</b>	Peter John Ashcroft
<b>Date of last notice</b>	15 December 2008

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

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

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

<b>Direct or indirect interest</b>	Indirect
<b>Nature of indirect interest (including registered holder)</b> <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	Parkview Services (Australia) Pty Limited <as trustee of the Parkview Services Superannuation Fund> The Director is a director of the company and a beneficiary of the fund.
<b>Date of change</b>	15/6/2009
<b>No. of securities held prior to change</b>	900,000 CFR held by Parkview Services (Australia) Pty Limited 1,000,000 CFR held by Parkview Services (Australia) Pty Limited <as trustee of the Parkview Services Superannuation Fund> 1,500,000 CFR held by Ashware Holdings Pty Ltd
<b>Class</b>	CFR – fully paid ordinary shares CN – Unlisted Converting Notes each representing \$5000.00 loan funds received by Cluff Directors and convertible into 1,666,667 shares at \$0.003 per share. Unlisted Options - issued to Directors pursuant to 2009 AGM resolutions.

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+ See chapter 19 for defined terms.

**Appendix 3Y**  
**Change of Director's Interest Notice**

<p><b>Number acquired</b></p>	<p>13 CN          6,500,000 Unlisted \$0.005 Options expiring 31 December 2009          6,500,000 Unlisted \$0.01 Options expiring 31 December 2009          20,000,000 Unlisted \$0.004 Options expiring 31 December 2010          10,000,000 Unlisted \$0.01 Options expiring 31 December 2010          10,000,000 Unlisted \$0.005 Options expiring 31 December 2011          10,000,000 Unlisted \$0.01 Options expiring 31 December 2011</p>
<p><b>Number disposed</b></p>	<p>-</p>
<p><b>Value/Consideration</b>          Note: If consideration is non-cash, provide details and estimated valuation</p>	<p>\$65,000.00 loan funds provided to the Company.          Unlisted Options issued in lieu of any cash remuneration for non-executive directors' fees.</p>
<p><b>No. of securities held after change</b></p>	<p>Securities held by held by Parkview Services (Australia) Pty Limited &lt;as trustee of the Parkview Services Superannuation Fund&gt;:          1,000,000 CFR          13 CN          6,500,000 Unlisted \$0.005 Options expiring 31 December 2009          6,500,000 Unlisted \$0.01 Options expiring 31 December 2009          20,000,000 Unlisted \$0.004 Options expiring 31 December 2010          10,000,000 Unlisted \$0.01 Options expiring 31 December 2010          10,000,000 Unlisted \$0.005 Options expiring 31 December 2011          10,000,000 Unlisted \$0.01 Options expiring 31 December 2011</p> <p>900,000 CFR held by Parkview Services (Australia) Pty Limited</p> <p>1,500,000 CFR held by Ashware Holdings Pty Ltd</p>
<p><b>Nature of change</b>          Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</p>	<p>Converting Notes and Unlisted Options issued with respect to loan funds provided by the Director, as approved at the Company's AGM.          Other Unlisted Options issued in lieu of any cash remuneration for non-executive directors' fees, as approved by shareholders at the Company's AGM.</p>

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

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

+ See chapter 19 for defined terms.

**Appendix 3Y**  
**Change of Director's Interest Notice**

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

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# Appendix 3Y

## Change of Director's Interest Notice

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

Introduced 30/9/2001.

<b>Name of entity Cluff Resources Pacific NL</b>
<b>ABN 72 002 261 565</b>

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

<b>Name of Director</b>	Peter John Kennewell
<b>Date of last notice</b>	19 <sup>th</sup> September 2007

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

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

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

<b>Direct or indirect interest</b>	Indirect
<b>Nature of indirect interest (including registered holder)</b> <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	Mr Peter Kennewell <Superannuation A/C> Director and beneficiary of the Trust.
<b>Date of change</b>	15/6/2009
<b>No. of securities held prior to change</b>	9,091,134 CFR 5,600,000 CFRAN 7,400,000 CFRAO
<b>Class</b>	CFR – fully paid ordinary shares CFRAN – Unlisted Employee Options exercisable at 1 cent (\$0.01) per Option and expiring on 13 September 2009 CFRAO – Unlisted Employee Options exercisable at 1 cent (\$0.01) per Option and expiring on 13 September 2010 CN – Unlisted Converting Notes each representing \$5000.00 loan funds received by Cluff Directors and convertible into 1,666,667 shares at \$0.003 per share. Unlisted Options - issued to Directors pursuant to 2009 AGM resolutions.
<b>Number acquired</b>	13 CN 6,500,000 Unlisted \$0.005 Options expiring 31 December 2009 6,500,000 Unlisted \$0.01 Options expiring 31 December 2009

+ See chapter 19 for defined terms.

**Appendix 3Y**  
**Change of Director's Interest Notice**

<b>Number disposed</b>	-
<b>Value/Consideration</b> <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	\$65,000.00 loan funds provided to the Company
<b>No. of securities held after change</b>	9,091,134 CFR 5,600,000 CFRAN 7,400,000 CFRAO 13 CN 6,500,000 Unlisted \$0.005 Options expiring 31 December 2009 6,500,000 Unlisted \$0.01 Options expiring 31 December 2009
<b>Nature of change</b> <small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small>	Converting Notes and Unlisted Options issued with respect to loan funds provided by the Director, as approved at the Company's AGM.

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

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

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

+ See chapter 19 for defined terms.

# Appendix 3Y

## Change of Director's Interest Notice

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

Introduced 30/9/2001.

<b>Name of entity Cluff Resources Pacific NL</b>
<b>ABN 72 002 261 565</b>

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

<b>Name of Director</b>	Scott Monro Enderby
<b>Date of last notice</b>	19 <sup>th</sup> September 2007

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

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

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

<b>Direct or indirect interest</b>	Direct
<b>Nature of indirect interest (including registered holder)</b> <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	-
<b>Date of change</b>	15/6/2009
<b>No. of securities held prior to change</b>	555,555 CFR 3,700,000 CFRAN 4,900,000 CFRAO
<b>Class</b>	CFR – fully paid ordinary shares CFRAN – Unlisted Employee Options exercisable at 1 cent (\$0.01) per Option and expiring on 13 September 2009 CFRAO – Unlisted Employee Options exercisable at 1 cent (\$0.01) per Option and expiring on 13 September 2010 CN – Unlisted Converting Notes each representing \$5000.00 loan funds received by Cluff Directors and convertible into 1,666,667 shares at \$0.003 per share. Unlisted Options - issued to Directors pursuant to 2009 AGM resolutions.
<b>Number acquired</b>	9 CN 4,500,000 Unlisted \$0.005 Options expiring 31 December 2009 4,500,000 Unlisted \$0.01 Options expiring 31 December 2009

+ See chapter 19 for defined terms.

**Appendix 3Y**  
**Change of Director's Interest Notice**

<b>Number disposed</b>	-
<b>Value/Consideration</b> <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	\$45,000.00 loan funds provided to the Company
<b>No. of securities held after change</b>	555,555 CFR 3,700,000 CFRAN 4,900,000 CFRAO 9 CN 4,500,000 Unlisted \$0.005 Options expiring 31 December 2009 4,500,000 Unlisted \$0.01 Options expiring 31 December 2009
<b>Nature of change</b> <small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small>	Converting Notes and Unlisted Options issued with respect to loan funds provided by the Director, as approved at the Company's AGM.

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

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

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

+ See chapter 19 for defined terms.