



Cluff Resources Pacific NL

ABN 72 002 261 565

31 August, 2009

The Manager (Companies),
Australian Stock Exchange,
Sydney.

Dear Sir,

APPENDIX 3B: EXERCISE OF LISTED OPTIONS, ISSUE OF 42 SHARES AND OPTIONS, AND ADJUSTMENT OF UNLISTED OPTIONS EXERCISE PRICES

With reference to the attached Appendix 3B, the Company advises the following:

1. A total of 193,900 CFRO (\$0.006 July 31 2010) and 216,300 CFROB (\$0.01 July 31 2011) were exercised during August, and the Directors have used their discretion under the terms and conditions of the listed options in order to allot the converted shares on the last day of the month.
2. Thanks to a concerned shareholder, the Company has become aware that 42 participants in the recent Rights Issue were affected by an accounting anomaly, caused by the fact that fractions of a cent were not physically payable with respect to their entitlements. These shareholders were allotted one less share and attaching option than the total entitlement figure which appeared on their entitlement and acceptance form, despite paying the amount which was requested on the form.

In order to quickly rectify this anomaly, the Company has allotted one share and one each of the attaching listed options to the affected shareholders.

3. With respect to unlisted directors' options, the terms and conditions of these securities allow for a reduction in the exercise price of options when the Company has conducted a pro rata rights issue.

The exercise prices of these securities have been reduced according to the formula which is set out in Listing Rule 6.22.2.

For further information contact:

Scott Enderby on Phone (02) 9482 4655

Fax: (02) 9482 4987

Email: Cluff@bigpond.com or

Peter Kennewell on Phone (02) 9482 4655

Yours faithfully,

Scott Enderby
Company Secretary

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

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

Tele-Communications:
Tel: (612) 9482 4655
Fax: (612) 9482 4987
email: Cluff@bigpond.com
Internet: www.cluff.com.au

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
CFRO: Listed Options
CFROB: Listed Options |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 410,242 CFR
42 CFRO
42 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

CFRO: Listed Options exercisable at \$0.006 and expiring 31 st July 2010

CFROB: Listed Options exercisable at \$0.01 and expiring 31 st July 2011 |
| 4 | 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:
<ul style="list-style-type: none"> • 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 | For CFR, Yes.

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	<p>193,900 CFRO exercised at \$0.006 per Option, totalling \$1,163.40</p> <p>216,300 CFROB exercised at \$0.01 per Option, totalling \$2,163.00</p> <p>42 CFR 42 CFRO 42 CFROB</p> <p>Issued for no consideration to participants in the Company's recent Rights Issue with respect to 42 shareholders' entitlements which were reduced by one share (and one each of the attaching options) due to an accounting anomaly.</p>												
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	<p>CFR issued to shareholders who have exercised CFRO and CFROB during August. Directors have used their discretion to allot shares on the last day of the month as advised in the listed option terms and conditions.</p> <p>42 CFRO, 42 CFRO and 42 CFROB issued for no consideration to participants in the Company's recent Rights Issue with respect to 42 shareholders' entitlements which were reduced by one share (and one each of the attaching options) due to an accounting anomaly.</p> <p>Unlisted Directors Options have had their exercise prices reduced after the dilution effect of the Pro Rata Rights Issue, according to the Listing Rule 6.22.2 formula provided for in the terms and conditions of these options.</p>												
7	Dates of entering +securities into uncertificated holdings or despatch of certificates	31st August 2009												
8	Number and +class of all +securities quoted on ASX (including the securities in clause 2 if applicable)	<table border="1"> <thead> <tr> <th data-bbox="695 1290 951 1323">Number</th> <th data-bbox="951 1290 1311 1323">+Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="695 1323 951 1357">2,067,438,680</td> <td data-bbox="951 1323 1311 1357">CFR</td> </tr> <tr> <td data-bbox="695 1357 951 1391">336,199,766</td> <td data-bbox="951 1357 1311 1391">CFRO</td> </tr> <tr> <td data-bbox="695 1391 951 1469">336,177,366</td> <td data-bbox="951 1391 1311 1469">CFROB</td> </tr> </tbody> </table>	Number	+Class	2,067,438,680	CFR	336,199,766	CFRO	336,177,366	CFROB				
Number	+Class													
2,067,438,680	CFR													
336,199,766	CFRO													
336,177,366	CFROB													
9	Number and +class of all +securities not quoted on ASX (including the securities in clause 2 if applicable)	<table border="1"> <thead> <tr> <th data-bbox="695 1498 951 1532">Number</th> <th data-bbox="951 1498 1311 1532">+Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="695 1532 951 1644">11,100,000</td> <td data-bbox="951 1532 1311 1644">Unlisted \$0.01 Employee Options expiring 13 September 2009</td> </tr> <tr> <td data-bbox="695 1644 951 1756">14,700,000</td> <td data-bbox="951 1644 1311 1756">Unlisted \$0.01 Employee Options expiring 13 September 2010</td> </tr> <tr> <td data-bbox="695 1756 951 1868">38,000,000</td> <td data-bbox="951 1756 1311 1868">Unlisted \$0.00448 Options expiring 31 December 2009</td> </tr> <tr> <td data-bbox="695 1868 951 1980">38,000,000</td> <td data-bbox="951 1868 1311 1980">Unlisted \$0.00948 Options expiring 31 December 2009</td> </tr> <tr> <td data-bbox="695 1980 951 2045">30,000,000</td> <td data-bbox="951 1980 1311 2045">Unlisted \$0.00348 Options expiring 31 December 2010</td> </tr> </tbody> </table>	Number	+Class	11,100,000	Unlisted \$0.01 Employee Options expiring 13 September 2009	14,700,000	Unlisted \$0.01 Employee Options expiring 13 September 2010	38,000,000	Unlisted \$0.00448 Options expiring 31 December 2009	38,000,000	Unlisted \$0.00948 Options expiring 31 December 2009	30,000,000	Unlisted \$0.00348 Options expiring 31 December 2010
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20,000,000	Unlisted \$0.00948 Options expiring 31 December 2010
20,000,000	Unlisted \$0.00448 Options expiring 31 December 2011
20,000,000	Unlisted \$0.00948 Options expiring 31 December 2011
73,724,328	20c ordinary shares partly paid to 18c

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

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
Note: Security holders must be told how their entitlements are to be dealt with.
Cross reference: rule 7.7.

19 Closing date for receipt of acceptances or renunciations

20 Names of any underwriters

21 Amount of any underwriting fee or commission

+ See chapter 19 for defined terms.

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?	
32	How do +security holders dispose of their entitlements (except by sale through a broker)?	
33	+Despatch date	31 st August 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 +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders
- 36 If the +securities are +equity securities, a distribution schedule of the additional +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 +securities

Entities that have ticked box 34(b)

38 Number of securities for which +quotation is sought

39 Class of +securities for which quotation is sought

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

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)

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

+ 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: 31 August 2009

Print name: Scott Enderby

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