



Cluff Resources Pacific NL

ABN 72 002 261 565

7 May 2010

The Manager (Companies)
Australian Stock Exchange
Sydney

Dear Sir,

NOTICE OF ANNUAL GENERAL MEETING AND ACCOMPANYING EXPLANATORY MEMORANDUM

Attached are copies of the Notice of Meeting, Explanatory Memorandum and Proxy Form which relate to the Company's Annual General Meeting (AGM).

Shareholders are advised that the Annual General Meeting has been scheduled to be held at **2.00 pm on Tuesday the 8th of June 2010, at The Gallipoli Club 2nd floor function room, 12 Loftus Street Sydney 2000.**

An application has been lodged with ASIC under Section 250P of the Corporations Act for approval for an extension of time to hold the meeting on this date. Under Section 250N of the Act, the Company would normally be required to hold its AGM by the 31st of May (within 5 months after the balance date of the accounts), however circumstances largely beyond the control of the Company have resulted in the need to hold the AGM at this later date.

We will advise of the ASIC determination once it is received, nevertheless we believe it is in the best interests of shareholders to proceed to hold the AGM on this date.

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
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Internet: www.cluff.com.au



Cluff Resources Pacific NL

ABN 72 002 261 565

CLUFF RESOURCES PACIFIC NL AGM 2010: SUMMARY CHAIRMAN'S REPORT AND NOTICE OF MEETING

Dear Shareholder,

At last year's AGM the All Ordinary index was below 4000. Over the past 12 months the index has arisen by 25% to close in mid April above 5000. Gold is now A\$1226. However, the outlook for the Aussie dollar remains very positive which will have a negative impact on all Australian commodities projects. Cluff stock has of course not enjoyed any similar rise. The Board is far from satisfied with our stock performance.

Last year I advised you that Cluff had decided to focus on diamonds in Australia and gold in India. We have pursued this strategy for the past year and I can confirm to you this remains our lead strategy for the coming year. Your company's diamond prospects at Bingara remain the main focus of our activities for the past 12 months and for the next 12 months. We have been successful over the past 12 months in demonstrating that these tenements contain diamonds at shallow depths. Our drilling program has sought to delineate the extent of the target claystone in the vicinity of Doctor's Creek at Bingara. This program has been very encouraging and has included some heavy mineral analysis recently that has provided us with confirmation that these rocks contain minerals that are also associated with diamonds.

Our immediate plans are to undertake two pits, some further core drilling and some percussion drilling on EL 3325 to seek to delineate a resource. Your company is focused upon seeking to confirm the presence of gem quality diamonds at medium (to depths of 30 metres) and to deeper depths (to depths of 80 to 100 metres) in the claystone in the area of Doctors Creek. Analysis of recent cores to depths of 100 metres in this area reveal potentially diamond bearing zones at various levels. Our proposed pitting program will focus on the second level below the weathered zone that has never been fully examined in modern times. The company remains convinced (although it remains to be proven) this is the zone of major success of Captain Rogers in the 1890s. Although your company has been engaged in exploration in this area for many years it has not until recently sought to investigate these deeper zones of mineralisation. As this investigation proceeds the potential to extend this analysis to the balance of the exploration permit is large which has the potential to result in a substantial resource.

Your company remains excited about the potential of Bingara and looks forward to further support of its shareholders in the future.

I am looking forward to the coming year and we invite all our shareholders to join with us as we move forward. Attached to this report is the notice of meeting, proxy form and explanatory notes in respect to the resolutions being put to the meeting. I recommend you carefully read all these documents. I recommend that the company adopts and passes each of these resolutions. If you are unable to attend the meeting please complete the proxy form and return it to our share registry in the attached envelope.

Peter Ashcroft
Chairman
Cluff Resources Pacific NL

NOTICE OF ANNUAL GENERAL MEETING AND EXPLANATORY MEMORANDUM FOR RESOLUTIONS TO BE PUT TO SHAREHOLDERS

Cluff Resources Pacific NL wishes to advise that the Company's Annual General Meeting will be held at
**The Gallipoli Club, 2nd Floor function room, 12 Loftus Street Sydney 2000 at 2.00 pm on
Tuesday the 8th of June 2010.**

The Directors recommend Shareholders read the accompanying proxy form and notes before making any decision in relation to the resolutions. This Explanatory Memorandum is provided to Shareholders to explain the background and effect of resolutions to be put to Shareholders at the Annual General Meeting,

The Board of the Company recommends to the shareholders resolutions 1 to 9 inclusive.

Registered Office:
Suite 21, Level 7,
44 Bridge St. Sydney 2000
Australia

Postal Address:
Suite 21, 44 Bridge St.
Sydney NSW 2000
Australia

Tele-Communications:
Tel: (612) 9247 2277
Fax: (612) 9247 7055
email: Cluff@bigpond.com

AGENDA

RECEIVE ANNUAL ACCOUNTS

RESOLUTION 1:

THAT THE COMPANY HEREBY RESOLVES to receive the Annual Report and accounts of the Company for the year ended 31 December, 2009.

While the Corporations Act requires the financial reports, the Directors' Report and the Auditor's Reports of the Company to be laid before the Annual General Meeting, neither that Act nor the Company's Constitution requires the Shareholders to vote on, approve or adopt those reports. Shareholders will, however, have a reasonable opportunity at the Annual General Meeting to raise questions on those reports.

APPROVAL OF THE APPOINTMENT OF DIRECTORS

RESOLUTION 2:

THAT THE COMPANY HEREBY RESOLVES to elect Mr Peter Ashcroft as a Director of the Company
Mr Ashcroft retires and requires re-appointment pursuant to the usual rotation of directors.

APPROVAL OF THE ISSUE OF SECURITIES PURSUANT TO PLACEMENT

RESOLUTION 3:

THAT THE COMPANY HEREBY RESOLVES to issue 111,111,111 ordinary shares in the company to Firebird Global Master Fund Limited or its nominee at \$0.0045 per ordinary share;

AND FURTHER THAT THE COMPANY RESOLVES to issue 111,111,111 free attaching listed options exercisable at \$0.01 to Firebird Global Master Fund Limited or its nominee for ordinary shares and such options must be exercised on or before 31 July 2011.

\$500,000 in funding was recently contributed in a placement by Firebird Global Master Fund Limited, one of Cluff's largest shareholders (directly controlling and beneficial owner of 127,141,159 shares, or 5.84% of ordinary share capital), in consideration for fully paid shares and free attaching options in the Company at a price of \$0.0045 per share. These funds are intended to be used to fund the Company's diamond exploration projects.

In order to satisfy the requirements of Section 7.1 of the ASX Listing Rules (issuing of the total number of these securities breaches the number of shares Directors may issue without shareholder approval in any 12-month period) as well as the terms of the Subscription Agreement with Firebird, approval of the issuing of these securities and acceptance of the monies is subject to shareholder approval. The listed options carry the same terms as the existing CFROB securities.

In accordance with ASX Listing Rule 7.3.2, the Company advises that these securities will be issued the following day after approval has been granted (on Tuesday the 1st of June 2010).

VOTING EXCLUSION STATEMENT: In accordance with the Listing Rules, the Company will disregard any votes cast in respect of Resolution 5 by Firebird Global Master Fund Limited or any of their associates.

The Company need not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions to vote on the proxy form; or
- (b) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

RESOLUTION 4:

THAT THE COMPANY HEREBY RESOLVES TO SUBSEQUENTLY APPROVE the issue of 94,444,444 ordinary shares in the company to sophisticated investor participants in the April 2010 placement at \$0.0045 per ordinary share;

AND FURTHER THAT THE COMPANY RESOLVES to issue 94,444,444 free attaching listed options to sophisticated investor participants in the April 2010 placement or its nominee for ordinary shares in the company exercisable at \$0.01 and such options must be exercised on or before 31 July 2011.

\$425,000 in funding was also contributed during March by a group of other sophisticated investors in the placement, which included clients of Martin Place Securities Pty Ltd and Kefu Underwriters Pty Ltd, in order to raise funds for the Company's diamond exploration project. The allotment of these securities did not breach the number of securities which are able to be offered without shareholder approval in any given 12-month period. Ordinary shares were issued in consideration, together with free attaching CFROB (July 31 2011 \$0.01 listed options).

The ASX Listing Rules allow for retrospective approval of securities originally issued by directors of companies without shareholder approval to be made at general meetings. Under Listing Rule 7.4, issues of securities made without shareholder approval are treated as having been made with approval if such subsequent approval is given, and this then allows directors added flexibility to utilise extra capital raising capacity for exploration projects as and when required.

VOTING EXCLUSION STATEMENT: In accordance with the Listing Rules, the Company will disregard any votes cast in respect of Resolution 4 by the placement participants or any of their associates.

The Company need not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions to vote on the proxy form; or
- (b) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

APPROVAL OF THE ISSUE OF OPTIONS WITH RESPECT TO DIRECTORS WHO PROVIDED LOAN FUNDS TO THE COMPANY IN 2008-2009

RESOLUTION 5:

THAT THE COMPANY HEREBY RESOLVES to issue 500,000 unlisted options for ordinary shares in the company exercisable at \$0.005 per ordinary share for each note that was issued by the company to Ian Johns or his nominee as approved at the 2009 Annual General Meeting of the company, and such options must be exercised in amounts of 500,000 options on or before 31 December 2010 and

FURTHER THAT THE COMPANY HEREBY RESOLVES to issue 500,000 unlisted options for ordinary shares in the company exercisable at \$0.01 per ordinary share for each note to Ian Johns or his nominee and such options must be exercised on or before 31 December 2010.

BACKGROUND: During the first few months of 2009, due to the poor conditions in capital markets Cluff directors resolved to provide short-term funding to the Company, up to a combined total of \$380,000. Mr Ian Johns, a Director since 8 December 2008, contributed the initial funds, and other Directors also contributed later on. Directors' funds were provided in the form of commercial loans to the Company, and at the 2009 Annual General Meeting approval was given to issue Converting Notes and unlisted options in consideration for these funds. Each converting note represented \$5,000 in funding, and in total there were 76 notes issued. In accordance with ASX Listing Rule 10.11, approval is required by shareholders for an issue of securities to related parties such as Directors. If approval is given under listing rule 10.11, approval is not required under listing rule 7.1.

Half of the unlisted options issued to directors under this arrangement expired on the 31st of December 2009, and of these only a small amount were exercised. The Directors would like shareholders to approve the issuing of further options with respect to the funds provided by the Board last year, so that the potential to inject further funds into the Company upon the exercising of these options is preserved. The resolutions are divided into two, as they were last year, in order to acknowledge the chronological order in which the funds were advanced to the Company by the Directors. Any funds raised by the exercising of Directors' options are intended to be used for diamond exploration projects and working capital.

Approval of Resolution 5 will result Mr Ian Johns or his nominees receiving in a total of 12,000,000 unlisted options exercisable at \$0.005 on or before 31 December 2010, and 12,000,000 unlisted options exercisable at \$0.01 on or before 31 December 2010. In accordance with ASX Listing Rule 10.3.3, the Company advises that these securities will be issued the following day after approval has been granted (on Tuesday the 1st of June 2010).

VOTING EXCLUSION STATEMENT: In accordance with the Listing Rules, the Company will disregard any votes cast in respect of Resolution 5 by Mr Ian Johns or any of his associates.

The Company need not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions to vote on the proxy form; or
- (b) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

RESOLUTION 6:

THAT THE COMPANY HEREBY RESOLVES to issue options to each optionholder in respect to each note issued to the then directors pursuant to an approval of the company at its Annual General Meeting in 2009 in relation to an advance by each director of \$65,000 as follows:

- 1. 500,000 unlisted options for ordinary shares in the company at \$0.005 per ordinary share and such options must be exercised in amounts of 500,000 options on or before 31 December 2010 and**
- 2. 500,000 unlisted options for ordinary shares in the company at \$0.01 and such options must be exercised in amounts of 500,000 options on or before 31 December 2010.**

The approval of Resolution 6 will result in Mr Peter Kennewell, Mr Scott Enderby, Mr Ian Johns and Mr Peter Ashcroft or their nominees receiving a combined total of 26,000,000 unlisted options exercisable at \$0.005 on or before 31 December 2010, and 26,000,000 unlisted options exercisable at \$0.01 on or before 31 December 2010. The Resolution has been structured in this way to reflect the fact that all directors advanced the funds under the same commercial terms, and is consistent with the structure of the resolution made at the 2009 AGM. In accordance with ASX Listing Rule 10.11, approval is required by shareholders for an issue of securities to related parties such as Directors. If approval is given under listing rule 10.11, approval is not required under listing rule 7.1.

Additionally, in accordance with ASX Listing Rule 10.13.3, the Company advises that these securities will be issued to the Directors the following day after approval has been granted (on Tuesday the 1st of June 2010). Any funds raised by the exercising of Directors' options are intended to be used towards diamond exploration projects and working capital.

VOTING EXCLUSION STATEMENT: In accordance with the Listing Rules, the Company will disregard any votes cast in respect of Resolution 6 by Mr Peter Kennewell, Mr Scott Enderby, Mr Ian Johns and Mr Peter Ashcroft, or any associates of the abovenamed shareholders. The Company need not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions to vote on the proxy form; or
- (b) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

EXECUTIVE REMUNERATION SHARE & OPTION ISSUE

RESOLUTION 7:

THAT THE COMPANY HEREBY RESOLVES to issue 1,111,111 ordinary shares in the company at \$0.0045 per ordinary share to Rhys Bevan or his nominee and

FURTHER THAT THE COMPANY HEREBY RESOLVES to issue to Rhys Bevan 2,000,000 unlisted options exercisable at \$0.005 and expiring 1 January 2011, and 3,000,000 unlisted options exercisable at \$0.01 and expiring 1 January 2011

While Directors currently have the capacity to issue these securities without shareholder approval, for the purposes of calculating capital raising capacity under Listing Rule 7.1, approval is sought from shareholders for the issuing of these securities. Rhys Bevan is an experienced geologist whose processing and analysis of the results from the Company's exploration program form an important part of our development of the diamond project. We recommend shareholders approve the issue of securities to Mr Bevan as part of his executive remuneration package. In accordance with ASX Listing Rule 7.3.2, the Company advises that these securities will be issued the following day after approval has been granted (on Tuesday the 1st of June 2010). Any funds raised by the exercising of these options are intended to be used to fund the Company's diamond exploration projects and for working capital.

VOTING EXCLUSION STATEMENT: In accordance with the Listing Rules, the Company will disregard any votes cast in respect of Resolution 7 by Mr Rhys Bevan or any of his associates.

The Company need not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions to vote on the proxy form; or
- (b) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

NON-EXECUTIVE DIRECTORS' REMUNERATION

RESOLUTION 8:

THAT THE COMPANY HEREBY RESOLVES that the director's fees for Mr Peter Ashcroft from the 2010 annual general meeting to the 2011 annual general meeting be nil and in substitution of any payment Mr Peter Ashcroft be issued with 10,000,000 unlisted options for ordinary shares in the company at \$0.004 per ordinary share and such options must be exercised in lots of 500,000 options on or before 31 December 2012 and

FURTHER THAT THE COMPANY HEREBY RESOLVES that Mr Peter Ashcroft be issued with 10,000,000 unlisted options for ordinary shares in the company at \$0.01 per ordinary share and such options must be exercised in lots of 500,000 options on or before 31 December 2012.

RESOLUTION 9:

THAT THE COMPANY HEREBY RESOLVES that the director's fees for Mr Ian Johns from the 2010 annual general meeting to the 2011 annual general meeting be nil and in substitution of any payment Mr Ian Johns be issued with 10,000,000 unlisted options for ordinary shares in the company at \$0.004 per ordinary share and such options must be exercised in lots of 500,000 options on or before 31 December 2012 and

FURTHER THAT THE COMPANY HEREBY RESOLVES that Mr Ian Johns be issued with 10,000,000 unlisted options for ordinary shares in the company at \$0.01 per ordinary share and such options must be exercised in lots of 500,000 options on or before 31 December 2012.

BACKGROUND: Upon agreeing to join the Cluff Board, it was proposed by the non-executive Directors that they would not be paid cash fees, but instead would accept non-cash remuneration for their services to the Company. The arrangement was approved by shareholders at last year's AGM, and these two resolutions further extend the arrangement to cover the period up to next year's AGM. In accordance with ASX Listing Rule 10.11, approval is required by shareholders for an issue of securities to related parties such as Directors. If approval is given under listing rule 10.11, approval is not required under listing rule 7.1.

If Resolution 8 is approved, Mr Peter Ashcroft or his nominees will receive an additional aggregate quantity of 20,000,000 unlisted options for the period from the 2010 AGM to the 2011 AGM. If Resolution 9 is approved, Mr Ian Johns or his nominees will receive an additional aggregate quantity of 20,000,000 unlisted options for the period from the 2010 AGM to the 2011 AGM. In accordance with ASX Listing Rule 10.3.3, the Company advises that these securities will be issued the following day after approval has been granted (on Tuesday the 1st of June 2010). Any funds raised by the exercising of these options are intended to be used to fund the Company's diamond exploration projects and for working capital.

VOTING EXCLUSION STATEMENT: In accordance with the Listing Rules, the Company will disregard any votes cast in respect of Resolution 8 by Mr Peter Ashcroft or any of his associates, and the Company will disregard any votes cast in respect of Resolution 9 by Mr Ian Johns or any of his associates.

The Company need not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions to vote on the proxy form; or
- (b) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

TERMINATION OF THE SERVICES OF PETER KENNEWELL

RESOLUTION 10:

THAT THE COMPANY HEREBY RESOLVES to terminate the services of Peter Kennewell as managing director of the company

RESOLUTION 11:

THAT THE COMPANY HEREBY RESOLVES to terminate the services of Peter Kennewell as a director of the company and its subsidiaries.

This resolution is largely self-explanatory. While there has been discussion of these matters at Board level, the Directors believe the fairest way of determining such important motions is to leave the decision in the hands of shareholders.

**BY ORDER OF THE BOARD,
Scott Enderby,
Company Secretary, 27 April 2010**



PROXY FORM
Annual General Meeting

CLUFF RESOURCES PACIFIC NL
ABN 72 002 261 565

All correspondence to:
Advanced Share Registry Services
PO Box 1156 Nedlands
WA 6909 Australia
Enquiries: +61 8 9389 8033
Facsimile: +61 8 9389 7871
www.advancedshare.com.au

Name Address 1
Name Address 2
Name Address 3
Name Address 4

Appointment of Proxy

If appointing a proxy to attend the Annual General Meeting on your behalf, please complete the form and submit it in accordance with the directions on the reverse of the page.

I/We being a shareholder/shareholders of **Cluff Resources Pacific NL** pursuant to my/our right to appoint not more than two proxies, appoint

The Chairman of the Meeting (mark with an "X") **OR**

Write here the name of the person you are appointing if this person is **someone other than** the Chairman of the Meeting.

or failing him/her

Write here the name of the other person you are appointing.

or failing him/her, (or if no proxy is specified above), the Chairman of the meeting, as my/our proxy to vote for me/us and on my/our behalf at the Annual General Meeting to be held at **The Gallipoli Club, 2nd floor function room, 12 Loftus Street, Sydney 2000 at 2.00 pm on Tuesday the 8th of June 2010** and at any adjournment of that meeting.

This proxy is to be used in respect of _____ % of the ordinary shares I/we hold.

If you do not wish to direct your proxy how to vote, please place a mark in the box. If you have appointed the Chair of the meeting to exercise your proxy, by marking this box, you acknowledge that the Chairman of the meeting may exercise your proxy even if he has an interest in the outcome of a particular resolution and votes cast by him other than as proxy holder will be disregarded because of that interest. The Chair intends to vote 100% of all open proxies in favour of the resolution.

If you do not mark this box, and you have not directed your proxy how to vote, the Chairman will not cast your votes on the resolution and your votes will not be counted in calculating the required majority if a poll is called on the resolution.

Voting directions to your proxy – mark or to indicate your direction

RESOLUTION	For	Against	Abstain	RESOLUTION	For	Against	Abstain
1. To receive the Annual Report and accounts of the Company for the year ended 31 December 2009.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	6. To approve the issue of 26,000,000 \$0.005 31 December 2010 and 26,000,000 \$0.01 31 December 2010 unlisted options to Cluff Directors or their nominees with respect to the \$260,000 loan monies advanced from Cluff Directors during 2009.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Election of Mr Peter Ashcroft as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	7. To approve the issue of 1,111,111 ordinary shares, 2,000,000 1 January 2011 \$0.005 unlisted options and 3,000,000 1 January 2011 \$0.01 unlisted options to Mr Rhys Bevan as part of his executive remuneration package	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To approve the issue of 111,111,111 fully paid ordinary shares and 111,111,111 free attaching July 31, 2011 options to Firebird Global Master Fund Limited for a consideration of \$0.0045 per share.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	8. To approve the issue of 10,000,000 \$0.004 31 December 2012 and 10,000,000 \$0.01 31 December 2012 unlisted options to Mr Peter Ashcroft in lieu of any remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To approve retrospectively the issue of 94,444,444 fully paid ordinary shares and 94,444,444 free attaching July 31, 2011 options to participants in the April 2010 placement for a consideration of \$0.0045 per share.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	9. To approve the issue of 10,000,000 \$0.004 31 December 2012 and 10,000,000 \$0.01 31 December 2012 unlisted options to Mr Ian Johns in lieu of any remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To approve the issue of 12,000,000 31 December 2010 \$0.005 unlisted options and 12,000,000 31 December 2010 \$0.01 unlisted options to Mr Ian Johns or his nominee in further consideration for the loan monies advanced during 2009.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10. THAT THE COMPANY HEREBY RESOLVES to terminate the services of Peter Kennewell as managing director of the company;	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
				11. THAT THE COMPANY HEREBY RESOLVES to terminate the services of Peter Kennewell as a director of the company and its subsidiaries.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If you mark the "Abstain" box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

PLEASE SIGN HERE

This section *must* be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Executed in accordance with section 127 of the Corporations Act:

Individual or Shareholder 1

Joint Shareholder 2

Joint Shareholder 3

**Annual General Meeting
Proxy Form**

**Sole Director & Sole Company
Secretary**

Director / Company Secretary

Director

Dated this _____ day of _____ 2008

Contact Name _____ Contact Business Telephone / Mobile _____

INSTRUCTIONS FOR COMPLETING PROXY FORM

1. Your pre-printed name and address is as it appears on the share register of the Company. If you are Issuer Sponsored and this information is incorrect, please mark the box at the top of the proxy form and make the correction on the form. Securityholders sponsored by a broker on the CHESSE subregister should advise their broker of any changes. Please note, you cannot change ownership of your securities using this form.
2. Completion of a proxy form will not prevent individual shareholders from attending the Meeting in person if they wish. Where a shareholder completes and lodges a valid proxy form and attends the Meeting in person, then the proxy's authority to speak and vote for that shareholder is suspended while the shareholder is present at the Meeting.
3. A shareholder of the Company entitled to attend and vote is entitled to appoint not more than two proxies. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the shareholder's voting rights. If the shareholder appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half of the votes.
4. A proxy need not be a shareholder of the Company.
5. If you mark the "Abstain" box for a particular item, you are directing your proxy not to vote on that item on a show of hands or on a poll and that your shares are not to be counted in computing the required majority on a poll.
6. If a representative of a company shareholder is to attend the Meeting, a properly executed original (or certified copy) of the appropriate "Certificate of Appointment of Corporate Representative" should be produced for admission to the Meeting. Previously lodged "Certificates of Appointment of Corporate Representative" will be disregarded by the Company.
7. If a representative as Power of Attorney of a shareholder is to attend the meeting, a properly executed original (or originally certified copy) of an appropriate Power of Attorney should be produced for admission to the Annual General Meeting. Previously lodged Powers of Attorney will be disregarded by the Company.

8. Signing Instructions

You must sign this form as follows in the spaces provided:

- Individual:** Where the holding is in one name, the holder must sign.
- Joint Holding:** Where the holding is in more than one name, all of the shareholders should sign.
- Power of Attorney:** If you are signing under a Power of Attorney, you must lodge an original or certified photocopy of the appropriate Power of Attorney with your completed Proxy Form.
- Companies:** Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person.
- If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone.
- Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

9. Lodgement of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at the address below not later **2.00 pm on Friday the 4th June 2010** (48 hours before the commencement of the meeting). Any Proxy Form received after that time will not be valid for the scheduled meeting.

Postal address: **CLUFF RESOURCES PACIFIC NL**
Suite 21, 44 Bridge St
SYDNEY NSW 2000

Fax number: **+612 9247 7055**