

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
CFROB - Listed Options |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 112,320,576 CFR
111,111,111 CFROB

Unlisted Options
38,000,000 Unlisted \$0.005 Options expiring 31/12/2010
38,000,000 Unlisted \$0.01 Options expiring 31/12/2010
20,000,000 Unlisted \$0.004 Options expiring 31/12/2012
20,000,000 Unlisted \$0.01 Options expiring 31/12/2012
2,000,000 Unlisted \$0.005 Options expiring 1/1/2011
3,000,000 Unlisted \$0.01 Options expiring 1/1/2011 |
| 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 shares

CFROB - Listed \$0.01 Options expiring 31 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:
• 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 | Yes |

+ See chapter 19 for defined terms.

- 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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5 Issue price or consideration

<p>111,111,111 CFR issued to Firebird Global Master Fund Limited in placement (pursuant to shareholder approval received at AGM) for a consideration of \$0.0045 per share: total \$500,000</p> <p>111,111,111 CFROB issued to Firebird Global Master Fund Limited in placement (pursuant to shareholder approval received at AGM) as free attaching listed options</p> <p>1,111,111 CFR issued to Rhys Bevan for no consideration as part of his executive remuneration package as approved by shareholders at the AGM</p> <p>98,354 CFRO exercised at \$0.006 per Option, totalling \$590.12</p> <p>A total of 121,000,000 unlisted options issued to Cluff Directors and employees for no consideration pursuant to approvals received from shareholders for resolutions at the AGM.</p>

6 Purpose of the issue
(If issued as consideration for the acquisition of assets, clearly identify those assets)

<p>Securities issued to Firebird Global Master Fund Limited under the terms of the recent placement to sophisticated investors, following approval received from shareholders at the Company's Annual General Meeting.</p> <p>One quantity of ordinary shares issued following conversion of listed options.</p> <p>Other securities issued following approval by shareholders of resolutions at the company's Annual General Meeting.</p>
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7 Dates of entering ⁺securities into uncertificated holdings or despatch of certificates

9 June 2010

8 Number and ⁺class of all ⁺securities quoted on ASX (including the securities in clause 2 if applicable)

Number	⁺ Class
2,288,063,522	CFR
335,337,590	CFRO
541,636,921	CFROB

9 Number and ⁺class of all ⁺securities not quoted on ASX (including the securities in clause 2 if applicable)

Number	⁺ Class
14,700,000	CFRAO: Unlisted \$0.01 Employee Options expiring 13 September 2010
88,640,000	CFRAK: Unlisted \$0.005 Employee Options expiring 31 August 2012
30,000,000	Unlisted \$0.00348 Options expiring 31 December 2010

20,000,000	Unlisted \$0.00948 Options expiring 31 December 2010
38,000,000	Unlisted \$0.005 Options expiring 31 December 2010
38,000,000	Unlisted \$0.01 Options expiring 31 December 2010
2,000,000	Unlisted \$0.005 Options expiring 1 January 2011
3,000,000	Unlisted \$0.01 Options expiring 1 January 2011
20,000,000	Unlisted \$0.00448 Options expiring 31 December 2011
20,000,000	Unlisted \$0.00948 Options expiring 31 December 2011
20,000,000	Unlisted \$0.004 Options expiring 31 December 2012
20,000,000	Unlisted \$0.01 Options expiring 31 December 2012
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.
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+ See chapter 19 for defined terms.

	Cross reference: rule 7.7.	<input type="text"/>
19	Closing date for receipt of acceptances or renunciations	<input type="text"/>
20	Names of any underwriters	<input type="text"/>
21	Amount of any underwriting fee or commission	<input type="text"/>
22	Names of any brokers to the issue	<input type="text"/>
23	Fee or commission payable to the broker to the issue	<input type="text"/>
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of ⁺ security holders	<input type="text"/>
25	If the issue is contingent on ⁺ security holders' approval, the date of the meeting	<input type="text"/>
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	<input type="text"/>
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	<input type="text"/>
28	Date rights trading will begin (if applicable)	<input type="text"/>
29	Date rights trading will end (if applicable)	<input type="text"/>
30	How do ⁺ security holders sell their entitlements <i>in full</i> through a broker?	<input type="text"/>
31	How do ⁺ security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	<input type="text"/>
32	How do ⁺ security holders dispose of their entitlements (except by sale through a broker)?	<input type="text"/>
33	⁺ Despatch date	<input type="text"/>

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)

+ See chapter 19 for defined terms.

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

Number	⁺ Class

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: 9 June 2010

Print name: Scott Enderby

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