

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).

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|---|--|--|
| 1 | +Class of +securities issued or to be issued | CFR - Fully Paid Ordinary shares
CFROB - Listed \$0.01 Options expiring 31/7/2011
CFRAK - Unlisted Options various expiry dates and conversion prices |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 16,706,298 CFR
16,666,667 CFROB
404,000,000 CFRAK |
| 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: Ordinary shares
CFROB: Listed Options convertible to ordinary shares at \$0.01 and expiring 31 July 2011.
CFRAK: Unlisted Options with varying exercise prices and dates. |
| 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 | CFR: Yes
CFROB: Yes
Ordinary shares issued from the conversion of all classes of options will rank equally as fully paid ordinary shares once issued. |
| 5 | Issue price or consideration | 39,631 CFR issued with respect to conversion of CFROB at \$0.01 per option, totalling \$396.31
16,666,667 CFR and 16,666,667 CFROB issued to Parkview Services (Australia) Pty Ltd <as trustee of the Parkview Services Superannuation Fund> in consideration for \$50,000.00 advanced to the Company in January 2011.
404,000,000 CFRAK issued to Cluff directors for no consideration pursuant to resolutions passed by shareholders at the company's AGM. |

+ See chapter 19 for defined terms.

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

	Issue of shares from conversion of listed options, and pursuant to AGM resolutions. Issue of listed options and unlisted options pursuant to AGM resolutions.
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7 Dates of entering ⁺securities into uncertificated holdings or despatch of certificates

	3 June 2011
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8 Number and ⁺class of all ⁺securities quoted on ASX (including the securities in clause 2 if applicable)

	Number	+Class
	2,462,002,696	CFR
	558,092,637	CFROB

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

	Number	+Class
	59,580,000	CFRAK: Unlisted \$0.005 Employee Options expiring 31 August 2012
	48,000,000	CFRAL: Unlisted \$0.0033 Employee Options expiring 14 October 2013
	20,000,000	CFRAK: Unlisted \$0.00448 Options expiring 31 December 2011
	20,000,000	CFRAK: Unlisted \$0.00948 Options expiring 31 December 2011
	20,000,000	CFRAK: Unlisted \$0.004 Options expiring 31 December 2012
	20,000,000	CFRAK: Unlisted \$0.01 Options expiring 31 December 2012
	9,000,000	CFRAK: Unlisted \$0.005 Options expiring 31 December 2012
	101,500,000	CFRAK: Unlisted \$0.01 Options expiring 31 December 2014
	101,500,000	CFRAK: Unlisted \$0.011 Options expiring 31 December 2014
	100,500,000	CFRAK: Unlisted \$0.012 Options expiring 31 December 2015
	100,500,000	CFRAK: Unlisted \$0.013 Options expiring 31 December 2015
	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
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Part 2 - Bonus issue or pro rata issue

11 Is security holder approval required?

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12 Is the issue renounceable or non-renounceable?

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- 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
- 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)

+ See chapter 19 for defined terms.

- 29 Date rights trading will end (if applicable)
- 30 How do ⁺security holders sell their entitlements *in full* through a broker?
- 31 How do ⁺security holders sell *part* 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

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

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

Number	⁺ Class

Quotation agreement

- ⁺Quotation of our additional ⁺securities is in ASX’s absolute discretion. ASX may quote the ⁺securities on any conditions it decides.
- 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.
- 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.
 - 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:
Print name: Scott Enderby

Date: Friday 3 June 2011

+ See chapter 19 for defined terms.