



Cluff Resources Pacific NL

ABN 72 002 261 565

Thursday 3rd February 2011

The Manager (Companies)
Australian Stock Exchange
Sydney

Dear Sir

NOTICE PURSUANT TO SECTION 708A(5)(e) OF THE CORPORATIONS ACT 2001

This notice is given by Cluff Resources Pacific NL (ACN 002 261 565) ("the Company") pursuant to section 708A(5)(e) of the *Corporations Act 2001* (Cth) ("the Act").

As announced to the ASX today, the Company has undertaken a share placement with sophisticated investors. Funds totaling \$426,000 were contributed in the placement, representing 142,000,000 fully paid ordinary shares (CFR) at A\$0.003 per share. The brokers of the placement will be issued 18,000,000 unlisted options exercisable at \$0.005 and expiring 31 December 2012 as part payment of their consideration for this undertaking.

In accordance with section 708A(5)(e) of the Act, Cluff Resources Pacific NL gives notice that:

1. The Company issued the above shares ("New Shares") and attaching options without disclosure to investors under part 6D.2 of the Act.
2. As at the date of this notice, the Company has complied with:
 - a. The provisions of Chapter 2M of the Act as they apply to the Company; and
 - b. section 674 of the Act.
3. As at the date of this notice, there is no information:
 - a. that has been excluded from a continuous disclosure notice in accordance with the ASX Listing Rules; and
 - b. that investors and their professional advisers would reasonably require, and would reasonably expect to find in a disclosure document, for the purpose of making an informed assessment of:
 - i. the assets and liabilities, financial position and performance, profits and losses and prospects of the Company; or
 - ii. the rights and liabilities attaching to the New Shares.

Yours faithfully

Scott Enderby
Company Secretary/ Executive Director

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