

# 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<br>CFRO: Listed Options<br>CFROB: Listed Options   |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued   | 126,666,692 CFR<br>13,000,000 CFRO<br>13,000,000 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<br><br>CFRO: Listed Options exercisable at \$0.006 and expiring 31 <sup>st</sup> July 2010<br><br>CFROB: Listed Options exercisable at \$0.01 and expiring 31 <sup>st</sup> July 2011 |
| 4 | Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?<br><br>If the additional securities do not rank equally, please state: <ul style="list-style-type: none"> <li>the date from which they do</li> <li>the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul> | For CFR, Yes.<br><br>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	CFR issued upon expiry of Converting Notes held by Cluff Directors in consideration for \$380,000 loans made to the Company during 2009 (76 Converting Notes expired on 29 July 2009 each representing \$5,000.00 or 1,666,667 shares at \$0.003 value per share: conversion occurs upon expiry)  CFRO and CFROB issued to underwriters of the 1 for 5 Rights Issue as part consideration for underwriting fees.																					
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	CFR issued to Cluff Directors pursuant to the expiry of the Converting Notes on the 29 <sup>th</sup> of July 2009  CFRO and CFROB issued pursuant to the terms of the underwriting agreement for the recently completed 1 for 5 Rights Issue.																					
7	Dates of entering <sup>+</sup> securities into uncertificated holdings or despatch of certificates	4 <sup>th</sup> August 2009																					
8	Number and <sup>+</sup> class of all <sup>+</sup> securities quoted on ASX (including the securities in clause 2 if applicable)	<table><tr><th>Number</th><th><sup>+</sup>Class</th></tr><tr><td>2,067,028,438</td><td>CFR</td></tr><tr><td>336,393,624</td><td>CFRO</td></tr><tr><td>336,393,624</td><td>CFROB</td></tr></table>	Number	<sup>+</sup> Class	2,067,028,438	CFR	336,393,624	CFRO	336,393,624	CFROB													
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336,393,624	CFRO																						
336,393,624	CFROB																						
9	Number and <sup>+</sup> class of all <sup>+</sup> securities not quoted on ASX (including the securities in clause 2 if applicable)	<table><tr><th>Number</th><th><sup>+</sup>Class</th></tr><tr><td>11,100,000</td><td>Unlisted 1 cent Employee Options expiring 13 September 2009</td></tr><tr><td>14,700,000</td><td>Unlisted 1 cent Employee Options expiring 13 September 2010</td></tr><tr><td>38,000,000</td><td>Unlisted \$0.005 Options expiring 31 December 2009</td></tr><tr><td>38,000,000</td><td>Unlisted \$0.01 Options expiring 31 December 2009</td></tr><tr><td>30,000,000</td><td>Unlisted \$0.004 Options expiring 31 December 2010</td></tr><tr><td>20,000,000</td><td>Unlisted \$0.01 Options expiring 31 December 2010</td></tr><tr><td>20,000,000</td><td>Unlisted \$0.005 Options expiring 31 December 2011</td></tr><tr><td>20,000,000</td><td>Unlisted \$0.01 Options expiring 31 December 2011</td></tr><tr><td>73,724,328</td><td>20c ordinary shares partly paid to 18c</td></tr></table>	Number	<sup>+</sup> Class	11,100,000	Unlisted 1 cent Employee Options expiring 13 September 2009	14,700,000	Unlisted 1 cent Employee Options expiring 13 September 2010	38,000,000	Unlisted \$0.005 Options expiring 31 December 2009	38,000,000	Unlisted \$0.01 Options expiring 31 December 2009	30,000,000	Unlisted \$0.004 Options expiring 31 December 2010	20,000,000	Unlisted \$0.01 Options expiring 31 December 2010	20,000,000	Unlisted \$0.005 Options expiring 31 December 2011	20,000,000	Unlisted \$0.01 Options expiring 31 December 2011	73,724,328	20c ordinary shares partly paid to 18c	
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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?	
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	
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	

+ See chapter 19 for defined terms.

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 <sup>st</sup> July 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 <sup>+</sup>securities

**Entities that have ticked box 34(b)**

38	Number of securities for which <sup>+</sup> quotation is sought					
39	Class of <sup>+</sup> securities for which quotation is sought					
40	Do the <sup>+</sup> securities rank equally in all respects from the date of allotment with an existing <sup>+</sup> class of quoted <sup>+</sup> securities?  If the additional securities do not rank equally, please state: <ul style="list-style-type: none"><li>• the date from which they do</li><li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li><li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li></ul>					
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)					
42	Number and <sup>+</sup> class of all <sup>+</sup> securities quoted on ASX ( <i>including</i> the securities in clause 38)	<table border="1"><thead><tr><th>Number</th><th><sup>+</sup>Class</th></tr></thead><tbody><tr><td></td><td></td></tr></tbody></table>	Number	<sup>+</sup> Class		
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<sup>+</sup> 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: 4 August 2009

Print name:        Scott Enderby

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