

White Cliff Minerals Limited

ABN 22 126 299 125

Notice of General Meeting

The General Meeting of the Company will be held:

- at The Gumala Meeting Room, Ground Floor, 197 St Georges Terrace, Perth, Western Australia;
- on 15 October 2019 at 10:00am (WST).

This notice of general meeting should be read in its entirety. If Shareholders are in any doubt as to how they should vote, they should seek advice from their professional advisor prior to voting.

Please contact the Company Secretary on nicholas.ong@minervacorporate.com.au or +61 8 9486 4036 if you wish to discuss any matter concerning the Meeting.

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White Cliff Minerals Limited
ABN 22 126 299 125

Notice of General Meeting

Notice is hereby given that the General Meeting of the Shareholders of White Cliff Minerals Limited will be held at The Gumala Meeting Room, Ground Floor, 197 St Georges Terrace, Perth, Western Australia on 15 October 2019 at 10:00am (WST) (**Meeting**).

The Explanatory Memorandum to this Notice of Meeting provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and Proxy Form form part of this Notice of Meeting.

Shareholders are urged to vote by attending the Meeting in person or by returning a completed Proxy Form. Instructions on how to complete a Proxy Form are set out in the Explanatory Memorandum.

Proxy Forms must be received by no later than 10:00am (WST) on 13 October 2019.

Terms and abbreviations used in this Notice and Explanatory Memorandum are defined in SCHEDULE 1 of the Explanatory Memorandum.

The business of the Meeting affects your shareholding and your vote is important. This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisors prior to voting.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 5:00pm (WST) on 14 October 2019.

Agenda

RESOLUTION 1 - SALE OF INTEREST IN THE AUCU PROJECT

To consider, and if thought fit, to pass the following resolution as an **ordinary resolution**:

“That, for the purposes of Listing Rule 11.2 and for all other purposes, approval is given for the disposal of all of the Company's interest in Aucu Project on the terms set out in the Explanatory Memorandum accompanying this Notice.”

A voting exclusion statement is set out below.

The Sale is subject to Shareholder approval and will not proceed if Shareholders vote against Resolution 1.

RESOLUTION 2 - RATIFICATION OF PRIOR ISSUE OF SEPTEMBER 2020 OPTIONS

To consider, and if thought fit, to pass the following resolution as an **ordinary resolution**:

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 1,500,000 September 2020 Options on the terms set out in the Explanatory Memorandum accompanying this Notice.”

A voting exclusion statement is set out below.

RESOLUTION 3 - RATIFICATION OF PRIOR ISSUE OF SHARES AND FEBRUARY 2024 OPTIONS

To consider, and if thought fit, to pass the following resolution as an **ordinary resolution**:

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 8,396,294 Shares and 8,396,294 September 2020 Options on the terms set out in the Explanatory Memorandum accompanying this Notice.”

A voting exclusion statement is set out below.

RESOLUTION 4 - RATIFICATION OF PRIOR ISSUE OF FEBRUARY 2024 OPTIONS

To consider, and if thought fit, to pass the following resolution as an **ordinary resolution**:

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 51,000,000 February 2024 Options on the terms set out in the Explanatory Memorandum accompanying this Notice.”

A voting exclusion statement is set out below.

RESOLUTION 5 - REPLACEMENT OF CONSTITUTION

To consider, and if thought fit, to pass the following resolution as a **special resolution**:

“That, for the purposes of section 136(2) of the Corporations Act and for all other purposes, approval is given for the Company to repeal its existing Constitution and adopt a new constitution in its place in the form as signed by the Chairman of the Meeting for identification purposes.”

VOTING PROHIBITION AND EXCLUSION STATEMENTS

Under Listing Rule 14.11, the Company will disregard any votes cast in favour of the Resolution by or on behalf of the following persons and their associates:

| Resolution | Persons excluded from voting |
|---|--|
| Resolution 1 - Sale of Interest in the Aucu Project | any person who may participate in the Sale and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, or any associate of that person. |

| | |
|--|--|
| Resolution 2 - Ratification of prior issue of September 2020 Options | a person who participated in the issue or an associate of that person. |
| Resolution 3 - Ratification of prior issue of Shares and February 2024 Options | a person who participated in the issue or an associate of that person. |
| Resolution 4 - Ratification of prior issue of February 2024 Options | a person who participated in the issue or an associate of that person. |

However, the Company will not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- 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.

By order of the Board of Directors

Nicholas Ong
Company Secretary
White Cliff Minerals Limited
11 September 2019

White Cliff Minerals Limited
ABN 22 126 299 125

Explanatory Memorandum

1 INTRODUCTION

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at The Gumala Meeting Room, Ground Floor, 197 St Georges Terrace, Perth, Western Australia on 15 October 2019 at 10:00am (WST).

This Explanatory Statement should be read in conjunction with and forms part of the accompanying Notice, and includes the following:

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A Proxy Form is located at the end of this Explanatory Statement.

Please contact the Company Secretary on +61 8 9486 4036 or nicholas.ong@minervacorporate.com.au if you wish to discuss any matter concerning the Meeting.

2 ACTION TO BE TAKEN BY SHAREHOLDERS

Shareholders should read the Notice and this Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

2.1 Proxies

All Shareholders are invited and encouraged to attend the Meeting. If a Shareholder is unable to attend in person, they can appoint a proxy to attend on their behalf by signing and returning the Proxy Form (attached to the Notice) to the Company in accordance with the instructions on the Proxy Form. The Company encourages Shareholders completing a Proxy Form to direct the proxy how to vote on each Resolution.

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The Proxy Form must be received no later than 48 hours before the commencement of the Meeting, i.e. by no later than 10:00am (WST) on 13 October 2019. Any Proxy Form received after that time will not be valid for the Meeting.

A Proxy Form may be lodged in the following ways:

| | |
|--------------|---|
| By Mail | c/- Minerva Corporate PO Box 5638, St Georges Tce, Perth WA 6831 |
| By Facsimile | +61 8 9486 4799 |
| By Hand | Minerva Corporate Level 8, 99 St Georges Tce, Perth WA 6000 |

Shareholders lodging a Proxy Form are not precluded from attending and voting in person at the Meeting.

2.2 Corporate representatives

Shareholders who are body corporates may appoint a person to act as their corporate representative at the Meeting by providing that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as the body corporate's representative. The authority may be sent to the Company and/or registry in advance of the Meeting or handed in at the Meeting when registering as a corporate representative.

An appointment of corporate representative form is available from the website of the Company's share registry (Computershare Investor Services).

2.3 Eligibility to vote

The Directors have determined that, for the purposes of voting at the Meeting, Shareholders are those persons who are the registered holders of Shares at 5:00pm (WST) on 14 October 2019.

3 RESOLUTION 1 - SALE OF INTEREST IN AUCU PROJECT

3.1 Introduction

As announced on 6 September 2019, the Company has entered into an asset sale and purchase agreement (**Agreement**) with RTG Mining Inc. (**RTG**) and RTG's wholly owned subsidiary Areca Mining Limited (RTG and Areca are together referred to as the **Purchaser**) for the sale of all of the Company's interest in Aucu Copper-Gold project (**Project**) in Kyrgyzstan (**Sale**). The interest in the Project is held through the Company's wholly owned subsidiary, PB Partners Malaysia Ltd (**PB Partners**) which holds 90% of the issued shares in Chanach LLC, which holds 100% of the Project. The Sale includes the sale of the Company's 100% shares (**Sale Shares**) in PB Partners

Malaysia Ltd and inter-company loan of A\$9,778,873 owed by PB Partners to the Company (**Inter-company Loan**).

The Project is considered as a major asset of the Company, and the Sale requires prior Shareholder approval under Listing Rule 11.2.

Resolution 1 seeks Shareholder approval for the Sale on the terms set out in the Agreement. Please refer to section 3.2 for a summary of the terms of the Agreement.

3.2 Key terms of the Sale

Summary of the terms of the Agreement is as follows:

- (a) The Company will sell the Sale Shares and the Inter-company Loan to the Purchaser at the Consideration.
- (b) Consideration: the consideration for the Sale (the **Consideration**) is:
 - (i) US\$2,150,000 cash, of which US\$200,000 was paid upon signing of the Agreement; and
 - (ii) US\$500,000 worth of fully paid ordinary shares in RTG (**RTG Shares**) at an issue price of the 5 days VWAP before the completion under the Agreement.
- (c) Conditions Precedent: completion of the Sale is conditional upon the satisfaction or waiver of the following conditions precedent by 30 October 2019 (or as extended by the mutual agreement between the Company and the Purchaser):
 - (i) Shareholders approving the Sale under Listing Rule 11.2 - the subject of Resolution 1;
 - (ii) waiver of pre-emptive rights in relation to the Sale by BW Three Holdings Ltd which hold the remaining 10% interest in the Project (Waiver of Pre-emptive Rights) - this has been satisfied on 5 September 2019; and
 - (iii) the Company entering into a 12 month voluntary escrow agreement for its RTG Shares.
- (d) Completion occurs at the fifth Business Day following satisfaction or waiver of the Conditions Precedent.
- (e) The Company provides warranties considered typical for a transaction of this nature.

3.3 Listing Rule 11.2

Listing Rule 11.2 provides that a company may not dispose of its main undertaking (that is, its main asset or business) without the approval of its shareholders. **The Sale constitutes the Company disposing of its main undertaking, requires prior Shareholder approval under Listing Rule 11.2 and therefore may not proceed if**

that approval is not forthcoming. Accordingly, Shareholder approval under Listing Rule 11.2 is sought for the proposed Sale.

The approval is by way of an ordinary resolution.

The Purchaser is not a related party of the Company, and Shareholder approval for the Sale is not required for the purposes of Listing Rule 10.1.

3.4 Information on RTG

RTG is a mining exploration and development company headquartered in Western Australia and listed on ASX. Further information on RTG can be found at: <https://www.rtgmining.com>.

3.5 Reasons for sale of main undertaking

As announced on 11 February 2019, the Company had engaged KPMG Corporate Finance (KPMG) to assist in evaluating various options to unlock values for the Project. Over the past six months, the Company has been working closely with KPMG in assessing numerous offers presented to the Company. The transaction with RTG, being the Sale, is the most superior in dollar value to the Company and subject only to conditions for the benefit of the Company.

The Company first acquired its initial interest in the Project in June 2010. In May 2018, the Company announced an inferred resource of 2.95Mt at 5.1g/t gold for 484,000 ounces of gold and 17.2Mt at 0.37% copper for 64,000 tons of copper. In order to further advance the Project, the Company is required to commit to a multi-million dollar exploration/resource drilling program and on-going retention costs, which will be highly dilutive to the Shareholders given the current market capitalisation of the Company.

The Directors believe that, following an assessment of the advantages and disadvantages disclosed below, the Sale is in the best interests of the Company.

The potential advantages to the Shareholders of approving Resolution 1 are:

- (a) the Sale removes ongoing exploration and holding costs from the Company;
- (b) the Sale will allow the Company to consider other acquisitions which may increase Shareholder value;
- (c) the Sale provides the Company with US\$2,150,000 in cash and US\$500,000 in shares (before costs associated with the Sale);
- (d) through holding shares in RTG, the Company will continue to have exposure to the upside of the Project, plus any other existing and future projects RTG is undertaking.

The potential disadvantages to the Shareholders of approving Resolution 1 are:

- (a) the Company will no longer have an interest over the Project in Kyrgyz;

- (b) the Company will be disposing its major asset, which may not be consistent with the investment objectives of all Shareholders;
- (c) as a result of the Sale, the size of the Company's asset base and operating activities will be reduced to its Western Australia based gold, nickel and cobalt assets only; and
- (d) Shareholders that elected to invest in the Company for exposure primarily to Kyrgyz mining projects will need to seek exposure through other investments.

3.6 Financial effect of the Sale on the Company

An indicative pro-forma unaudited statement of financial position of the Company, that has been prepared to enable Shareholders to make an assessment of the potential effect of the Sale (the subject of Resolution 1) on the financial position of the Company (as at 30 June 2019), is included in SCHEDULE 2.

At completion of the Sale, the Purchaser will pay the Company US\$2,150,000 in cash and US\$500,000 in shares (total approximately A\$3,900,000, based on an exchange rate of A\$1:US\$0.68), with costs of the Sale estimated to be approximately A\$250,000.

There will be no impact on the number of Shares on issue as a result of the Sale.

3.7 The Company's intentions post Completion

The Company intends to use the net proceeds from the Sale to explore its prospective Western Australian nickel/cobalt projects and seek suitable new projects to further create shareholder value.

The Company still has gold, nickel and cobalt exploration projects in Western Australia. The Company will continue to assess a range of acquisition and investment opportunities. It will do so regardless of whether Shareholders approve the Sale, although and for the reasons set out above, disposing the Project simplifies the acquisition of an asset that may increase Shareholder value.

The Sale will not result in any changes to the Company's management and/or Board and it is not anticipated that there will be any immediate impact on the Company's status as a listed entity. Subject to the nature and scale of any future acquisition, Shareholder approval may be required and the Company may be required to re-comply with Chapters 1 and 2 of the Listing Rules for re-admission. Re-admission is at the discretion of ASX, and may be outside the Company's control. In accordance with ASX policy, the Company's securities will be suspended from trading on ASX if the Company has not re-complied with the admission requirements to ASX.

3.8 Timetable

An indicative timetable of the Sale is as follows:

| | |
|--------------------------|------------------|
| Signing of the Agreement | 6 September 2019 |
|--------------------------|------------------|

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| | |
|---------------------------------|-----------------|
| Satisfying Conditions Precedent | 15 October 2019 |
| Shareholders approving the Sale | 15 October 2019 |
| Completion of the Sale | 15 October 2019 |

The timetable is indicative only and may change due to factors beyond the control of the Company.

3.9 Other information

The Directors are not aware of any other commercial information that is material to the question of whether Shareholders should approve Resolution 1.

3.10 Directors' recommendation

For the reasons set out above, the Directors unanimously recommend that Shareholders vote in favour of Resolution 1.

4 RESOLUTION 2 - RATIFICATION OF PRIOR ISSUE OF SEPTEMBER 2020 OPTIONS

4.1 General

On 16 October 2018, the Company announced a renounceable rights offer to raise up to \$2.3 million (**2018 Rights Issue**). The 2018 Rights Issue constituted a partially underwritten renounceable pro rata offer of two (2) new Shares for every one (1) Share held, at an issue price of \$0.015 per new Share to raise up to \$2,309,754. For every new Share issued, Shareholders will receive one free attaching option exercisable at \$0.045 on or before 30 September 2020 (**September 2020 Options**). Details of the 2018 Rights Issue were set out in the prospectus announced to ASX on 17 October 2018.

The 2018 Rights Issue closed on 13 November 2018 and on 15 November 2018, the Company issued 1,500,000 September 2020 Options to CPS Capital Group Pty Ltd (**CPS Capital**) or its nominees in part consideration for CPS Capital acting as lead manager and underwriter for the 2018 Rights Issue. The September 2020 Options were issued with the Company's existing 15% capacity under ASX Listing Rule 7.1, therefor without Shareholder approval, and were quoted on ASX (ASX: WCNOD).

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1. It provides that where a company in general meeting ratifies the previous issue of securities made pursuant to ASX Listing Rule 7.1 (and provided that the previous issue did not breach

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ASX Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of ASX Listing Rule 7.1.

Resolution 2 seeks ratification by Shareholders under Listing Rule 7.4 of the issue of the September 2020 Options.

Existing Shareholders were, on a fully diluted basis, diluted by 0.32% as a result of the issue.

4.2 Technical information required by ASX Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to the issue of September 2020 Options:

- (a) The number of Securities issued: 1,500,000 September 2020 Options.
- (b) The price at which the securities were issued: the September 2020 Options were issued to CPS Capital at nil cash issue price but as part consideration for underwriting and lead management services in respect of the Company's 2018 Rights Issue.
- (c) The terms of the securities: the September 2020 Options are exercisable at \$0.045 expiring on 30 September 2020, otherwise on the terms as set out in SCHEDULE 3.
- (d) The names of the persons to whom the entity issued the securities: the lead manager and underwriter for the Company's 2018 Rights Issue, CPS Capital and/or its nominees, who were not related parties to the Company.
- (e) The use (or intended use) of the funds raised: no funds were raised by the issue as the issue was in part consideration for CPS Capital acting as lead manager and underwriter for the Company's 2018 rights issue. Funds raised from the exercising of the September 2020 Options will be used as working capital of the Company.
- (f) A voting exclusion statement is included in the Notice.

4.3 Recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 2, as this restores the Company's ability to issue further securities without shareholder approval under ASX Listing Rule 7.1 to the maximum 15%.

5 RESOLUTIONS 3 AND 4 - RATIFICATION OF PRIOR ISSUE OF SECURITIES IN RELATION TO FEBRUARY 2019 CAPITAL RAISING

5.1 General

On 11 February 2019, the Company announced, a partially underwritten non-renounceable entitlement offer (**February 2019 Capital Raising**) of one new Share for every one Share held, at an issue price of \$0.005 per new Share to raise up to

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\$1,154,876 before costs. For every new Share issued, Shareholders will receive one free attaching option exercisable at \$0.015 expiring 28 February 2024 (**February 2024 Options**). Details of the February 2019 Capital Raising were set out in the prospectus announced to ASX on 14 February 2019.

The February 2019 Capital Raising closed on 11 March 2019 and was fully subscribed. As announced to ASX on 11 March 2019, the Company decided to raise further funds from CPS Capital by way of placement that is on the same terms as the February 2019 Capital Raising. On 13 March 2019, the Company issued the following securities to CPS Capital and/or its nominees:

- (a) 8,396,294 Shares at an issue price of \$0.005 (**Placement Shares**) and 8,396,294 free attaching February 2024 Options by way of placement; and
- (b) 51,000,000 February 2024 Options in satisfaction of the underwriting fees payable to CPS Capital for underwriting and lead management services in relation to the February 2019 Capital Raising.

The above securities were issued without Shareholder approval and using the Company's existing 15% capacity. The February 2024 Options were quoted on ASX (ASX: WCNOE).

Resolution 3 seeks ratification by Shareholders under Listing Rule 7.4 of the issue of the 8,396,294 Placement Shares and the 8,396,294 February 2024 Options attached to the Placement Shares.

Resolution 4 seeks ratification by Shareholders under Listing Rule 7.4 of the issue of the 51,000,000 February 2024 Options.

Existing Shareholders were, on a fully diluted basis, diluted by 11.21% as a result of the issues.

5.2 Resolution 3 - Technical information required by ASX Listing Rule 7.5.

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to Resolution 3:

- (a) The number of Securities issued was 8,396,294 Placement Shares and 8,396,294 February 2024 Options.
- (b) The Placement Shares were issued at an issue price of \$0.005 per Share. The February 2024 Options were free attaching to the Placement Shares.
- (c) The Placement Shares that were issued are all fully paid ordinary shares that rank equally with existing Shares on issue. The February 2024 Options are exercisable at \$0.015 and expiring on 28 February 2024, otherwise on the terms set out in SCHEDULE 4.
- (d) The Placement Shares and February 2024 Options were issued to CPS Capital or its nominees, who were not related parties to the Company.

- (e) Funds raised from the issue of Placement Shares and exercise of the February 2024 Options will be used as further working capital of the Company.
- (f) A voting exclusion statement is included in the Notice.

5.3 Resolution 4 - Technical information required by ASX Listing Rule 7.5.

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to Resolution 4:

- (a) The number of Securities issued was 51,000,000 February 2024 Options.
- (b) The February 2024 Options were issued to CPS Capital and/or its nominees at nil cash issue price but as part consideration for underwriting and lead management services in respect of the Company's February 2019 Capital Raising.
- (c) The February 2024 Options are exercisable at \$0.015 and expiring on 28 February 2024, otherwise on the terms as set out in SCHEDULE 4.
- (d) The February 2024 Options were issued to CPS Capital and/or its nominees, who were not related parties to the Company.
- (e) The securities were issued in part satisfaction of fees incurred in relation to the February 2019 Capital Raising, and no funds were raised from the issue. Funds raised from the exercising of the February 2024 Options will be used as working capital of the Company.
- (f) A voting exclusion statement is included in the Notice.

5.4 Recommendation

The Directors unanimously recommend that the Shareholders vote in favour of Resolutions 3 and 4, as these restore the Company's ability to issue further securities without shareholder approval under ASX Listing Rule 7.1 to the maximum 15%.

6 RESOLUTION 5 - REPLACEMENT OF CONSTITUTION

6.1 General

A company may modify or repeal its constitution or a provision of its constitution by a special resolution of the Shareholders.

Resolution 5 seeks repeal the Company's existing Constitution and adopt a new constitution (**Proposed Constitution**) which is of the type required for a listed public company limited by shares. The Proposed Constitution is to ensure the Company's constitution reflects the current provisions of the Corporations Act and ASX Listing Rules. Resolution 5 is a special resolution, accordingly, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be in favour of Resolution 5 for it to be passed.

The Proposed Constitution will incorporate amendments to the Corporations Act and ASX Listing Rules since the current Constitution was adopted in 2007.

The Directors believe that it is preferable in the circumstances to replace the existing Constitution with the Proposed Constitution rather than to amend a multitude of specific provisions of the existing Constitution.

The Proposed Constitution is broadly consistent with the provisions of the existing Constitution. Many of the proposed changes are administrative or minor in nature.

The Directors believe these amendments are neither material nor will they have any significant impact on Shareholders. It is not practicable to list all the changes to the Constitution in detail in this Explanatory Memorandum, however, a summary of the proposed material changes is set out below in section 6.2.

A copy of the Proposed Constitution is available for review by Shareholders at the Company's website www.whitecliffminerals.com.au and at the registered office of the Company. A copy of the Proposed Constitution can also be sent to Shareholders upon request to the Company Secretary at +61 8 9486 4036 and nicholas.ong@minervacorporate.com.au. Shareholders are invited to contact the Company if they have any queries or concerns.

6.2 Summary of material proposed changes

Dividends (clause 22)

Section 254T of the Corporations Act was amended effective 28 June 2010.

There is now a three-tiered test that a company will need to satisfy before paying a dividend replacing the previous test that dividends may only be paid out of profits.

The amended requirements provide that a company must not pay a dividend unless:

- (a) the company's assets exceed its liabilities immediately before the dividend is declared and the excess is sufficient for the payment of the dividend;
- (b) the payment of the dividend is fair and reasonable to the company's shareholders as a whole; and
- (c) the payment of the dividend does not materially prejudice the company's ability to pay its creditors.

The existing Constitution reflects the former profits test and restricts the dividends to be paid only out of the profits of the Company. The Proposed Constitution is updated to reflect the new requirements of the Corporations Act. The Directors consider it appropriate to update the Constitution for this amendment to allow more flexibility in the payment of dividends in the future should the Company be in a position to pay dividends.

Partial (proportional) takeover provisions (new clause 9)

A proportional takeover bid is a takeover bid where the offer made to each shareholder is only for a proportion of that shareholder's shares.

Pursuant to section 648G of the Corporations Act, the Company has included in the Proposed Constitution a provision whereby a proportional takeover bid for Shares may only proceed after the bid has been approved by a meeting of Shareholders held in accordance with the terms set out in the Corporations Act.

This clause of the Proposed Constitution will cease to have effect on the third anniversary of the date of the adoption or last renewal of the clause.

Information required by section 648G of the Corporations Act

Effect of proposed proportional takeover provisions

Where offers have been made under a proportional off-market bid in respect of a class of securities in a company, the registration of a transfer giving effect to a contract resulting from the acceptance of an offer made under such a proportional off-market bid is prohibited unless and until a resolution to approve the proportional off-market bid is passed.

Reasons for proportional takeover provisions

A proportional takeover bid may result in control of the Company changing without Shareholders having the opportunity to dispose of all their Shares. By making a partial bid, a bidder can obtain practical control of the Company by acquiring less than a majority interest. Shareholders are exposed to the risk of being left as a minority in the Company and the risk of the bidder being able to acquire control of the Company without payment of an adequate control premium. These amended provisions allow Shareholders to decide whether a proportional takeover bid is acceptable in principle, and assist in ensuring that any partial bid is appropriately priced.

Knowledge of any acquisition proposals

As at the date of this Notice of Meeting, no Director is aware of any proposal by any person to acquire, or to increase the extent of, a substantial interest in the Company.

Potential advantages and disadvantages of proportional takeover provisions

The Directors consider that the proportional takeover provisions have no potential advantages or disadvantages for them and that they remain free to make a recommendation on whether an offer under a proportional takeover bid should be accepted.

The potential advantages of the proportional takeover provisions for Shareholders include:

- I. the right to decide by majority vote whether an offer under a proportional takeover bid should proceed;
- II. assisting in preventing Shareholders from being locked in as a minority;
- III. increasing the bargaining power of Shareholders which may assist in ensuring that any proportional takeover bid is adequately priced; and

- IV. each individual Shareholder may better assess the likely outcome of the proportional takeover bid by knowing the view of the majority of Shareholders which may assist in deciding whether to accept or reject an offer under the takeover bid.

The potential disadvantages of the proportional takeover provisions for Shareholders include:

- I. proportional takeover bids may be discouraged;
- II. lost opportunity to sell a portion of their Shares at a premium; and
- III. the likelihood of a proportional takeover bid succeeding may be reduced.

Unmarketable Parcels (new clause 25)

Clause 25 of the Constitution outlines how the Company can manage shareholdings which represent an “unmarketable parcel” of shares, being a shareholding that is less than \$500 based on the closing price of the Company’s Shares on ASX as at the relevant time.

The Proposed Constitution is in line with the requirements for dealing with “unmarketable parcels” outlined in the Corporations Act such that where the Company elects to undertake a sale of unmarketable parcels, the Company is only required to give one notice to holders of an unmarketable parcel to elect to retain their shareholding before the unmarketable parcel can be dealt with by the Company, saving time and administrative costs incurred by otherwise having to send out additional notices.

Clause 25 of the Proposed Constitution continues to outline in detail the process that the Company must follow for dealing with unmarketable parcels.

Fee for registration of off market transfers (clause 8.4(c))

In 2011, ASX amended ASX Listing Rule 8.14 with the effect that the Company may now charge a “reasonable fee” for registering paper-based transfers, sometimes referred to as “off-market transfers”.

Clause 7.4 of the Proposed Constitution enables the Company to charge a reasonable fee when it is required to register off-market transfers from Shareholders. The fee is intended to represent the cost incurred by the Company in upgrading its fraud detection practices specific to off-market transfers.

Before charging any fee, the Company is required to notify ASX of the fee to be charged and provide sufficient information to enable ASX to assess the reasonableness of the proposed amount.

6.3 Recommendation of the Board

The Directors do not believe the potential disadvantages outweigh the potential advantages of adopting the proportional takeover provisions and as a result consider that the proportional takeover provision in the Proposed Constitution is in the interest of Shareholders and unanimously recommend that Shareholders vote in favour of Resolution 5.

SCHEDULE 1 DEFINITIONS

In this Notice and Explanatory Memorandum:

| | |
|--------------------------------------|---|
| 2018 Rights Issue | has the meaning given in section 4.1. |
| Agreement | has the meaning given in section 3.1. |
| ASX | means ASX Limited or the Australian Securities Exchange operated by ASX Limited, as the context requires. |
| Board | means the board of Directors. |
| Chairman | means the Chairman of the Company. |
| Company or WCN | means White Cliff Minerals Limited (ABN 22 126 299 125). |
| Constitution | means the constitution of the Company as amended. |
| Corporations Act | means the <i>Corporations Act 2001</i> (Cth) as amended. |
| CPS Capital | means CPS Capital Group Pty Ltd. |
| Director | means a director of the Company. |
| Explanatory Memorandum | means this explanatory memorandum. |
| February 2019 Capital Raising | has the meaning given in section 5.1. |
| February 2024 Option | means an Option on the terms in SCHEDULE 4. |
| Inter-company Loan | has the meaning given in section 3.1. |
| Listing Rule | means the listing rules of the ASX. |
| Meeting | means the meeting convened by this Notice (as adjourned from time to time). |
| Notice | means this notice of meeting. |
| Option | means an option to be issued a Share. |
| PB Partners | PB Partners Malaysia Ltd. |
| Placement Shares | has the meaning given in section 5.1. |
| Project | has the meaning given in section 3.1. |

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| | |
|------------------------------|--|
| Proposed Constitution | has the meaning given in section 6.1. |
| Proxy Form | means the proxy form attached to this Notice. |
| Purchaser | has the meaning given in section 3.1. |
| Resolution | means a resolution set out in the Notice. |
| RTG | RTG Mining Inc. |
| RTG Shares | has the meaning given in section 3.2. |
| Sale | has the meaning given in section 3.1. |
| Share | means a fully paid ordinary share in the capital of the Company. |
| Shareholder | means a holder of a Share. |
| September 2020 Option | means an Option on the terms in SCHEDULE 3. |
| VWAP | has the meaning given in the ASX Listing Rules. |
| WST | means Western Standard Time. |

SCHEDULE 2 INDICATIVE PRO-FORMA STATEMENT OF FINANCIAL POSITION

| | Balance Sheet 30 June 2019 (unaudited) | Pro-forma adjustments | Pro-forma Balance Sheet 30 June 2019 (unaudited) |
|---------------------------------------|--|--------------------------|--|
| Current Assets | | | |
| Cash and cash equivalents | \$369,311 | \$2,911,765 | \$3,281,075 |
| Trade and other receivables | \$23,100 | | \$23,100 |
| Total Current Assets | \$392,410 | | \$3,304,175 |
| Non-Current Assets | | | |
| Plant and equipment | \$45,538 | | \$45,538 |
| Exploration project acquisition costs | \$1,509,403 | \$(1,395,669) | \$113,734 |
| Other assets (RTG Shares) | | \$735,294 | \$735,294 |
| Total Non-Current Assets | \$1,554,941 | | \$894,566 |
| Total Assets | \$1,947,352 | | \$4,198,741 |
| Current Liabilities | | | |
| Trade and other payables | \$124,607 | | \$124,607 |
| Provisions | \$16,978 | | \$16,978 |
| Total Current Liabilities | \$141,585 | | \$141,585 |
| Total Liabilities | \$141,585 | | \$141,585 |
| Net Assets | \$1,805,767 | | \$4,057,156 |
| Equity | | | |
| Issued capital | \$32,736,433 | | \$32,736,433 |
| Reserves | \$562,704 | | \$562,704 |
| Accumulated losses | \$(31,493,370) | \$2,251,390 | \$(29,241,980) |
| Total Equity | \$1,805,767 | | \$4,057,157 |

SCHEDULE 3 SEPTEMBER 2020 OPTION TERMS

(a) Entitlement

Each September 2020 Option entitles the Option Holder to subscribe for one fully paid ordinary share in the Company.

No amount is payable on grant of the September 2020 Options.

(b) Exercise price

The exercise price of the September 2020 Options is \$0.045 each, and will be payable in full on exercise.

(c) Expiry date

Each September 2020 Option may be exercised at any time before 5.00pm (WST) on 30 September 2020 (Expiry Date). Any September 2020 Option not exercised by the Expiry Date will automatically expire.

(d) Certificate or holding statement

The Company must give the Option Holder a certificate or Holding Statement stating:

- the number of September 2020 Options issued to the Option Holder;
- the exercise price of the September 2020 Options; and
- the date of issue of the September 2020 Options.

(e) Transfer

September 2020 Options are transferable, subject to any restrictions on transfer under the Corporations Act or the Listing Rules, as applicable.

Subject to the Corporations Act or the Listing Rules, September 2020 Options may be transferred at any time before the Expiry Date by:

- a proper ASX Settlement transfer or any other method permitted by the Corporations Act; or
- a prescribed instrument of transfer.

(f) Instruments of transfer

An instrument of transfer of a September 2020 Option must be:

- in writing;
- in any usual form or in any other form approved by the Directors that is otherwise permitted by law;
- subject to the Corporations Act, executed by or on behalf of the transferor, and if required by the Company, the transferee; and
- delivered to the Company, at the place where the Company's register of Option Holders is kept, together with the certificate (if any) of the September 2020 Options to be transferred and any other evidence as the Directors

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require to prove the title of the transferor to that September 2020 Options, the right of the transferor to transfer those September 2020 Options and the proper execution of the instrument of transfer.

(g) Quotation

In accordance with the Listing Rules the Company will apply for quotation of the September 2020 Options on ASX.

In accordance with the Listing Rules the Company will apply for quotation of all Shares allotted pursuant to an exercise of September 2020 Options.

(h) Participation in new issues

There will be no participating entitlements inherent in the September 2020 Options to participate in new issues of capital that may be offered to Shareholders during the currency of the September 2020 Option. Prior to any new pro-rata issue of Shares to Shareholders, holders of September 2020 Options will be notified by the Company in accordance with the requirements of the Listing Rules.

(i) Participation in bonus issues

In the event of a bonus issue of Shares (except an issue in lieu of dividends or by way of dividend reinvestment), the number of Shares over which the September 2020 Options are exercisable may be increased by the number of Shares that the Option Holders would have received if the Options had been exercised before the record date for the bonus issue.

(j) Reorganisation

In the event of a reconstruction or reorganisation of the Company's share capital, including the consolidation, subdivision, reduction or return of issue capital of the Company prior to the Expiry Date, all rights of an Option Holder are to be changed in a manner consistent with the Listing Rules.

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SCHEDULE 4 FEBRUARY 2024 OPTION TERMS

- (a) The Options will be issued for no consideration.
- (b) Each February 2024 Option entitles the holder to be issued one Share.
- (c) The exercise price of the February 2024 Options is \$0.015 each.
- (d) The expiry date of a February 2024 Option is 28 February 2024.
- (e) The February 2024 Options may be exercised at any time prior to the expiry date, in whole or in part, upon payment of the exercise price per February 2024 Option.
- (f) The Company currently intends to apply for quotation of the February 2024 Options on the official list of the ASX. Quotation of the February 2024 Options is not guaranteed or automatic but will depend on ASX exercising its discretion under the Listing Rules.
- (g) The February 2024 Options are freely transferable subject to any restriction or escrow arrangements imposed by the Corporations Act and the ASX Listing Rules.
- (h) The holder of an February 2024 Option may not exercise less than 100,000 February 2024 Options at any one time unless the holder has less than 100,000 February 2024 Options in which event the Holder must exercise all of the February 2024 Options together.
- (i) The Company will provide to each February 2024 Option holder a notice that is to be completed when exercising the February 2024 Options (Notice of Exercise). February 2024 Options may be exercised by the February 2024 Option holder in whole or in part by completing the Notice of Exercise and forwarding the same to the Secretary of the Company to be received prior to the expiry date. The Notice of Exercise must state the number of February 2024 Options exercised, the consequent number of Shares to be issued and the identity of the proposed subscribers. The Notice of Exercise by an February 2024 Option holder must be accompanied by payment in full for the relevant number of Shares being subscribed, being an amount of the exercise price per Share.
- (j) All Shares issued upon the exercise of the February 2024 Options will rank equally in all respects with the Company's then issued Shares. The Company must apply to the ASX in accordance with the Listing Rules for all Shares pursuant to the exercise of February 2024 Options to be admitted to quotation.
- (k) There are no participating rights or entitlements inherent in the February 2024 Options and the holders will not be entitled to participate in new issues or pro-rata issues of capital to Shareholders during the term of the February 2024 Options. Thereby, the February 2024 Option holder has no rights to a change in:
 - (i) the exercise price of the February 2024 Option; or
 - (ii) period of exercise of the February 2024 Option; or

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- (iii) except in the event of a Bonus Issue (defined below), a change to the number of underlying securities over which the February 2024 Option can be exercised.
 - (l) The Company will ensure, for the purposes of determining entitlements to any issue, that February 2024 Option holder will be notified of a proposed issue after the issue is announced. This will give February 2024 Option holders the opportunity to exercise their February 2024 Options prior to the date for determining entitlements to participate in such issues.
 - (m) There is no right to change the exercise price (including if the Company undertakes a pro rata issue).
 - (n) If from time to time on or prior to the Expiry Date the Company makes a bonus issue of securities to holders of Shares in the Company (Bonus Issue), then upon exercise of his or her February 2024 Options a holder will be entitled to have issued to him or her (in addition to the Shares which he or she is otherwise entitled to have issued to him or her upon such exercise) the number of securities which would have been issued to him or her under that Bonus Issue if the February 2024 Options had been exercised before the record date for the Bonus Issue.
 - (o) In the event of any reconstruction (including consolidation, subdivisions, reduction or return) of the authorised or issued capital of the Company, all rights of the February 2024 Option holder shall be reconstructed (as appropriate) in accordance with the ASX Listing Rules.

PROXY FORM
WHITE CLIFF MINERALS LIMITED
ACN 126 299 125

GENERAL MEETING

I/We

of

being a member of White Cliff Minerals Limited entitled to attend and vote at the General Meeting, hereby

Appoint

Name of proxy

OR

the Chairman of the General Meeting as my proxy

or failing the person so named or, if no person is named, the Chairman of the General Meeting, or the Chairman's nominee, to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the General Meeting to be held at 10.00am (WST), on 15 October 2019 at The Gumala Meeting Room, Ground Floor, 197 St Georges Terrace, Perth, Western Australia and at any adjournment thereof.

The Chairman of the General Meeting intends to vote undirected proxies in FAVOUR of all the Resolutions. In exceptional circumstances, the Chairman of the General Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

PROXIES MUST BE RECEIVED BY THE COMPANY NO LATER THAN 10.00AM (WST), ON 13 OCTOBER 2019.

Voting on Business of the General Meeting

| | FOR | AGAINST | ABSTAIN |
|--|--------------------------|--------------------------|--------------------------|
| Resolution 1 – SALE OF INTEREST IN THE AUCU PROJECT | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 2 – RATIFICATION OF PRIOR ISSUE OF SEPTEMBER 2020 OPTIONS | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 3 – RATIFICATION OF PRIOR ISSUE OF SHARES AND FEBRUARY 2024 OPTIONS | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 4 – RATIFICATION OF PRIOR ISSUE OF FEBRUARY 2024 OPTIONS | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 5 – REPLACEMENT OF CONSTITUTION | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

If no directions are given my proxy may vote as the proxy thinks fit or may abstain.

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not to be counted in computing the required majority on a poll.

Signature of Member(s):

Date: _____

Individual or Member 1

Sole Director/Company Secretary

Member 2

Director

Member 3

Director/Company Secretary

Contact Name: _____ **Contact Ph (daytime):** _____

WHITE CLIFF MINERALS LIMITED

ACN 126 299 125

Instructions for Completing 'Appointment of Proxy' Form

1. **(Appointing a Proxy):** A member entitled to attend and cast a vote at a General Meeting is entitled to appoint a proxy to attend and vote on their behalf at the meeting. If the member is entitled to cast 2 or more votes at the meeting, the member may appoint a second proxy to attend and vote on their behalf at the meeting. However, where both proxies attend the meeting, voting may only be exercised on a poll. The appointment of a second proxy must be done on a separate copy of the Proxy Form. A member who appoints 2 proxies may specify the proportion or number of votes each proxy is appointed to exercise. If a member appoints 2 proxies and the appointments do not specify the proportion or number of the member's votes each proxy is appointed to exercise, each proxy may exercise one-half of the votes. Any fractions of votes resulting from the application of these principles will be disregarded. A duly appointed proxy need not be a member of the Company.
2. **(Direction to Vote):** A member may direct a proxy how to vote by marking one of the boxes opposite each item of business. Where a box is not marked the proxy may vote as they choose. Where more than one box is marked on an item the vote will be invalid on that item.
3. **(Signing Instructions):**
- **(Individual):** Where the holding is in one name, the member must sign.
 - **(Joint Holding):** Where the holding is in more than one name, all of the members should sign.
 - **(Power of Attorney):** If you have not already provided the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.
 - **(Companies):** Where the company has a sole director who is also the sole company secretary, that person must sign. Where the company (pursuant to Section 204A of the Corporations Act) does not have a company secretary, a sole director can also sign alone. Otherwise, a director jointly with either another director or a company secretary must sign. Please sign in the appropriate place to indicate the office held.
4. **(Attending the Meeting):** Completion of a Proxy Form will not prevent individual members from attending the General Meeting in person if they wish. Where a member completes and lodges a valid Proxy Form and attends the General Meeting in person, then the proxy's authority to speak and vote for that member is suspended while the member is present at the General Meeting.
5. **(Return of Proxy Form):** To vote by proxy, please complete and sign the enclosed Proxy Form and return by:
- (a) post to Minerva Corporate, PO Box 5638, St Georges Tce, Perth, WA 6831;
 - (b) hand to Minerva Corporate, Level 8, 99 St Georges Tce, Perth WA 6000;
 - (c) emailing the scanned copy to nicholas.ong@minervacorporate.com.au; or
 - (d) facsimile to the Company Secretary on facsimile number (+61 8) 9486 4799,
- so that it is received not less than 48 hours prior to commencement of the Meeting, being no later than 10.00am (WST), on 11 October 2019.

Proxy forms received later than this time will be invalid.

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