



QUARTERLY REPORT - ACTIVITIES

for the quarter ended 30 September 2023

HIGHLIGHTS

- ❖ Appointment of experienced mining executive, Roderick McIllree as Executive Chairman.
- ❖ Sale of Abraxis Mining Pty Ltd for total consideration \$200k cash.
- ❖ The transaction is part of an ongoing review of the entire portfolio of projects with further divestments of non-core projects expected over time.
- ❖ The Company is currently assessing several, large projects with compelling metrics in stable and transparent jurisdictions.
- ❖ Cash and cash equivalents of \$5.04 million¹ as of the end of September 2023.

OPERATIONS

Hines Hill - REE Project

The Hines Hill REE project consists of two adjoining tenements (**Figure 1**), located in the wheatbelt region, ±200km east of Perth along the Great Eastern Highway. The tenement area of ~576Km² covers extensive grain growing properties.

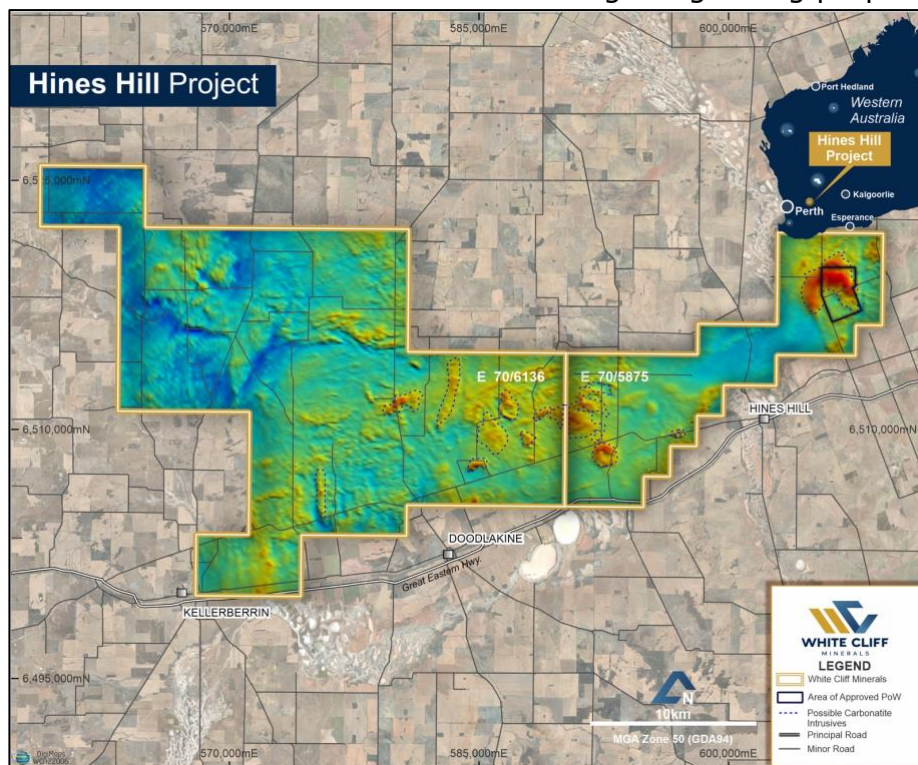


Figure 1: Hines Hill REE Project location map in Western Australia, with regional magnetics¹ highlighting multiple higher intensity features, with broad general magnetics in many areas.

¹ Based on closing share price as at 30 September 2023.

ASX:WCN

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During the quarter, a follow up aircore drilling program of 88 drill holes has intersected shallow zones up to 2,066ppm TREO (from 16 metres in drillhole HHC066), with mineralisation open in multiple directions (refer to ASX announcement dated 24 July 2023).

Significant results from Phase 2 include:

- **19m @ 897ppm TREO** (203ppm MREO) from 2m (HHC050)
- **13m @ 802ppm TREO** (183ppm MREO) from 6m (HHC062)
- **6m @ 1,040ppm TREO** (240ppm MREO) from 2m (HHC128)
- **5m @ 2,066ppm TREO** (434ppm MREO) from 16m (HHC066)

The drilling completed to date appears to define multiple subparallel north northwest/south southeast trending zones open essentially in these directions. The shallow thicker eastern mineralised area (**Figures 2 and 3**) tested in the second phase of drilling appears to show a palaeochannel type character with acquisition of accurate topographic data required to confirm. The western mineralised zones (**Figure 3**) are thinner and more planar in character with a gentle west dip.

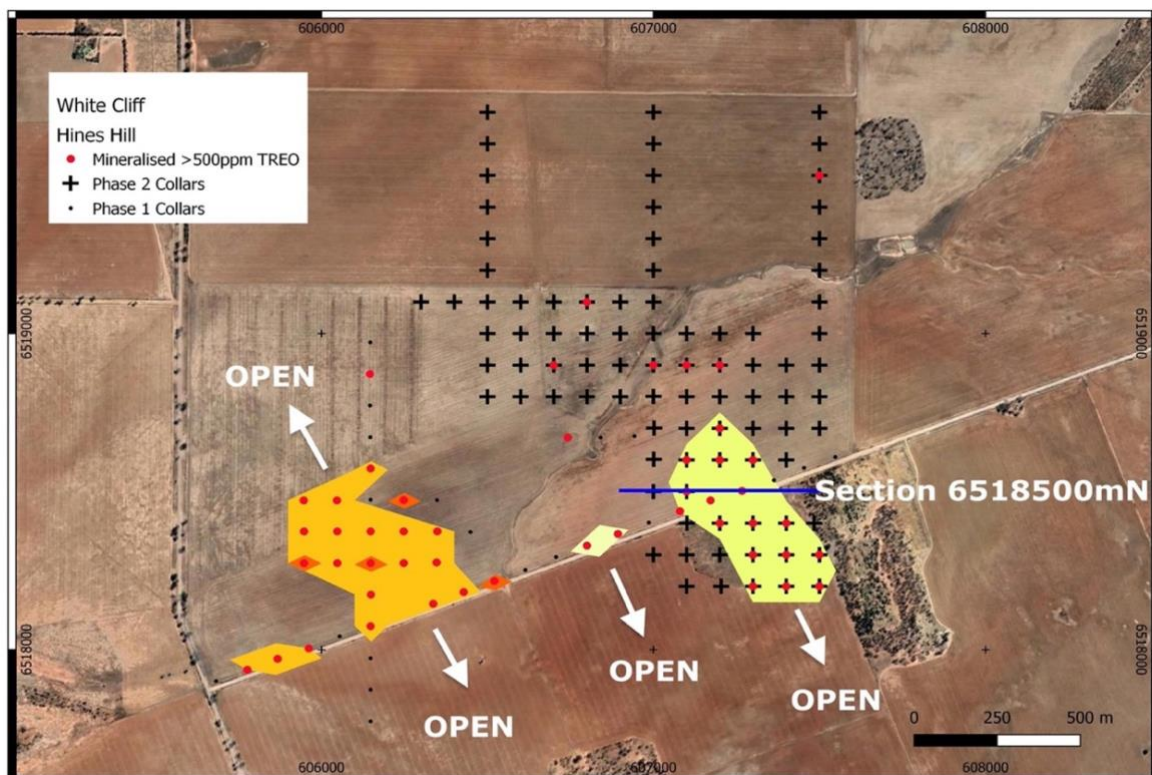


Figure 2: Hines Hill area showing focus area of follow up Phase 2 drilling with 88 drill holes to ~20 metre depth.

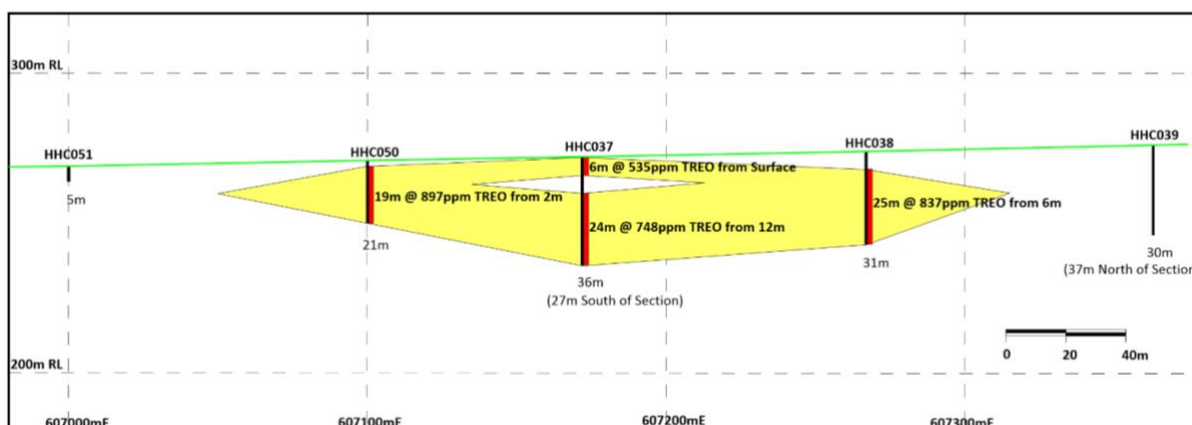


Figure 3: Hines Hill schematic drill section on 6518500mN looking north, which formed the central area of follow up drilling with the 88 drill holes to ~20 metre depth.

Other Project Exploration

Reconnaissance field trips have been undertaken focusing on REE and Lithium mineralisation across the Mineral Fields and Border Exploration projects, as well as at the Company's Preston River Lithium project, which is located 30km north of the world class Greenbushes Lithium Mine.

These first pass field trips by White Cliff geologists were completed with the aim of getting baseline soil samples and rock chips across prospective geological units. A total of 1,656 soil samples and 78 rock chip samples were taken:

- Preston River Lithium Project, 271 soil samples and 29 rock chip samples
- Diemals REE and Lithium Project, 483 soil samples and 20 rock chip samples
- Barballin REE Project, 187 soil samples and 6 rock chip samples
- Munbinia REE Project, 694 soil samples and 9 rock chip samples
- Ashton Hills Project, 21 soil samples and 29 rock chip samples

Samples have been submitted to and registered with ALS Laboratories Perth, and are expected during August. All samples submitted to ALS Laboratories Perth, are for multi-element assay and will be assessed for all commodities.

Corporate

During the September quarter, the Company announced the sale of Abraxis Mining Pty Ltd, holder of tenements E45/6652 and 6653 and E45/6111, for total consideration \$200k cash. Settlement of the transaction occurred in September 2023.

On 4 August 2023, the Company issued 29,166,667 ordinary shares to the vendors of Magnet Resource Company Pty Ltd and Preston Rover Lithium Pty Ltd,

following satisfaction of Tranche 1 performance milestone with the company announcing drill intersections at the Hines Hill REE project on 24 July 2023

On 20 September 2023, the Company issued 5,000,000 options (ASX:WCNO) to a consultant for services rendered in lieu of fees.

Board Changes

During the quarter, Mr Roderick McIllree was appointed as Executive Chairman of the Company, and Mr Rob Sinclair resigned as director of the Company. The Company will now be led by Mr. McIllree to extract maximum value from White Cliff's extensive and highly prospective Western Australian portfolio and will leverage his global network to identify and secure larger scale projects that are expected to increase shareholder value.

Cash Position

The cash position as at 30 September 2023 was approximately \$1.653 million.

The Company held listed investments as at 30 September 2023 worth approximately \$3.39 million². The Company retains sufficient funding to carry out its planned activities over the coming quarters.

Note 6 to Appendix 5B

Payments to related parties of the entity and their associates:

- Directors fees and wages of \$165,000
- Company secretarial fees of \$10,500
- Accounting and bookkeeping fees of \$10,500

This announcement has been approved by the Board of White Cliff Minerals Limited.

Further Information:

Dan Smith
Director
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Competent Persons Statement

The Information in this report that relates to exploration results, mineral resources or ore reserves is based on information compiled by Mr Allan Younger, who is a Member of the Australasian Institute of Mining and Metallurgy. Mr Younger is an employee of the

² Based on closing share price as at 30 September 2023.

Company. Mr Younger has sufficient experience which is relevant to the style of mineralisation and type of deposits under consideration and to the activity that he is undertaking to qualify as a Competent Person as defined in the 2012 edition of the Australian Code for Reporting Exploration Results, Mineral Resources and Ore Reserves' (the JORC Code). Mr Younger consents to the inclusion of this information in the form and context in which it appears in this report.

Tenement Information

TENEMENT	PROJECT	LOCATION	OWNERSHIP	CHANGE IN QUARTER
E77/2880	Diemals	Southern Cross	Application – 100%	-
E77/2881	Diemals	Southern Cross	Application – 100%	-
E77/2882	Diemals	Southern Cross	Application – 100%	-
E77/2883	Diemals	Southern Cross	Application – 100%	-
E77/2884	Diemals	Southern Cross	Application – 100%	-
E77/2885	Diemals	Southern Cross	Application – 100%	-
E77/2932	Diemals NW	Southern Cross	Application – 100%	-
E59/2708	Diemals NW	Southern Cross	Application – 100%	-
E70/6136	Hines Hill	Yilgarn	Granted – 100%	-
E70/5875	Hines Hill	Yilgarn	Granted – 100%	-
E45/6111	Abraxis 1	Pilbara	Application – 100%	Sold
E45/6112	Abraxis 2	Pilbara	Application – 100%	Sold
E45/6133	Abraxis 3	Pilbara	Application – 100%	Sold
E80/5684	Gardner Range	Kimberley	Application – 100%	-
E46/1412	Rat Hill	Pilbara	Application – 100%	-
E70/5871	Preston River	Southwest	Granted – 100%	-
M20/446	Reedy South	Cue	100%	-
E20/969	Reedy South	Cue	100%	-
E20/972	Reedy South	Cue	100%	-
P20/2289	Reedy South	Cue	100%	-
E20/938	Reedy South	Cue	100%	-
E20/974	Reedy South	Cue	100%	-
E45/5107	Midas Cu-Au	Paterson	100%	-
E39/1479	Ghan Well	Laverton	100%	-
E31/1101	Coronation Dam	Leonora	100%	-
E63/2035	Lake Tay	South Coastal	100%	-
E63/2036	Tadpole Lake	South Coastal	100%	-
E74/0664	3 Star Lake	South Coastal	100%	-
E63/2289	Lake Tay	South Coastal	Application – 100%	-
E63/2290	Lake Tay	South Coastal	Application – 100%	-

E63/2291	Lake Tay	South Coastal	Application – 100%	-
E63/2292	Lake Tay	South Coastal	Application – 100%	-
E63/2293	Lake Tay	South Coastal	Application – 100%	-
E63/2294	Lake Tay	South Coastal	Application – 100%	-
E74/0754	Lake Tay	South Coastal	Application – 100%	-
E74/0755	Lake Tay	South Coastal	Granted – 100%	-
E74/0756	Lake Tay	South Coastal	Granted – 100%	-
E74/0757	Lake Tay	South Coastal	Granted – 100%	-
E52/4030	Ashton Hills	Kumarina	Granted – 100%	-
E52/4062	Ashton Hills	Kumarina	Granted – 100%	-
E59/2715	Munbinia	Mt Magnet	Granted – 100%	-
E59/2714	Munbinia	Mt Magnet	Granted – 100%	-
E59/2742	Munbinia	Mt Magnet	Granted – 100%	-
E70/6146	Barballin	Muckinbudin	Granted – 100%	-
E70/6154	Jerramungup	South Coastal	Granted – 100%	-
E52/4093	Snake Well	Meekatharra	Granted – 100%	-
E69/3983	Bentley	Musgraves	Application – 100%	-
E69/4033	Bentley	Musgraves	Application – 100%	-
E69/3984	Four Corners	Musgraves	Granted – 100%	-
E69/4034	Table Hills	Musgraves	Granted – 100%	-
E69/3954	Wanna Lakes	Eucla	Application – 100%	-

Appendix 5B

Mining exploration entity or oil and gas exploration entity quarterly cash flow report

Name of entity

WHITE CLIFF MINERALS LIMITED

ABN

22 126 299 125

Quarter ended ("current quarter")

30 September 2023

Consolidated statement of cash flows	Current quarter \$A'000	Year to date (3 months) \$A'000
1. Cash flows from operating activities		
1.1 Receipts from customers		
1.2 Payments for		
(a) exploration & evaluation	(588)	(588)
(b) development	-	-
(c) production	-	-
(d) staff costs	(45)	(45)
(e) administration and corporate costs	(260)	(260)
1.3 Dividends received (see note 3)	-	-
1.4 Interest received	8	8
1.5 Interest and other costs of finance paid	-	-
1.6 Income taxes paid	-	-
1.7 Government grants and tax incentives	-	-
1.8 Other (provide details if material)	(254)	(254)
1.9 Net cash from / (used in) operating activities	(1,139)	(1,139)

2. Cash flows from investing activities		
2.1 Payments to acquire or for:		
(a) entities	-	-
(b) tenements	-	-
(c) property, plant and equipment	-	-
(d) exploration & evaluation	-	-
(e) investments	-	-
(f) other non-current assets	-	-

Mining exploration entity or oil and gas exploration entity quarterly cash flow report

Consolidated statement of cash flows		Current quarter \$A'000	Year to date (3 months) \$A'000
2.2	Proceeds from the disposal of:		
	(a) entities	-	-
	(b) tenements	200	200
	(c) property, plant and equipment	-	-
	(d) investments	-	-
	(e) other non-current assets	-	-
2.3	Cash flows from loans to other entities	-	-
2.4	Dividends received (see note 3)	-	-
2.5	Other (provide details if material)	-	-
2.6	Net cash from / (used in) investing activities	200	200

3.	Cash flows from financing activities		
3.1	Proceeds from issues of equity securities (excluding convertible debt securities)	463	463
3.2	Proceeds from issue of convertible debt securities	-	-
3.3	Proceeds from exercise of options	-	-
3.4	Transaction costs related to issues of equity securities or convertible debt securities	(30)	(30)
3.5	Proceeds from borrowings	-	-
3.6	Repayment of borrowings	-	-
3.7	Transaction costs related to loans and borrowings	-	-
3.8	Dividends paid	-	-
3.9	Other (provide details if material)	-	-
3.10	Net cash from / (used in) financing activities	433	433

4.	Net increase / (decrease) in cash and cash equivalents for the period		
4.1	Cash and cash equivalents at beginning of period	2,159	2,159
4.2	Net cash from / (used in) operating activities (item 1.9 above)	(1,139)	(1,139)
4.3	Net cash from / (used in) investing activities (item 2.6 above)	200	200
4.4	Net cash from / (used in) financing activities (item 3.10 above)	433	433

Mining exploration entity or oil and gas exploration entity quarterly cash flow report

Consolidated statement of cash flows		Current quarter \$A'000	Year to date (3 months) \$A'000
4.5	Effect of movement in exchange rates on cash held	-	-
4.6	Cash and cash equivalents at end of period	1,653	1,653

5.	Reconciliation of cash and cash equivalents at the end of the quarter (as shown in the consolidated statement of cash flows) to the related items in the accounts	Current quarter \$A'000	Previous quarter \$A'000
5.1	Bank balances	228	173
5.2	Call deposits	1,425	1,986
5.3	Bank overdrafts	-	-
5.4	Other (provide details)	-	-
5.5	Cash and cash equivalents at end of quarter (should equal item 4.6 above)	1,653	2,159

6.	Payments to related parties of the entity and their associates	Current quarter \$A'000
6.1	Aggregate amount of payments to related parties and their associates included in item 1	186
6.2	Aggregate amount of payments to related parties and their associates included in item 2	-
<p><i>Note: if any amounts are shown in items 6.1 or 6.2, your quarterly activity report must include a description of, and an explanation for, such payments.</i></p> <ul style="list-style-type: none"> - Directors fees and consulting of approximately \$165,000 - Company secretarial fees of approximately \$10,500 - Accounting and bookkeeping fees of approximately \$10,500 		

Mining exploration entity or oil and gas exploration entity quarterly cash flow report

7. Financing facilities	Total facility amount at quarter end \$A'000	Amount drawn at quarter end \$A'000
<i>Note: the term "facility" includes all forms of financing arrangements available to the entity. Add notes as necessary for an understanding of the sources of finance available to the entity.</i>		
7.1 Loan facilities	-	-
7.2 Credit standby arrangements	-	-
7.3 Other (please specify)	-	-
7.4 Total financing facilities	-	-
7.5 Unused financing facilities available at quarter end		-
7.6 Include in the box below a description of each facility above, including the lender, interest rate, maturity date and whether it is secured or unsecured. If any additional financing facilities have been entered into or are proposed to be entered into after quarter end, include a note providing details of those facilities as well.		

8. Estimated cash available for future operating activities	\$A'000
8.1 Net cash from / (used in) operating activities (item 1.9)	(1,139)
8.2 (Payments for exploration & evaluation classified as investing activities) (item 2.1(d))	-
8.3 Total relevant outgoings (item 8.1 + item 8.2)	(1,139)
8.4 Cash and cash equivalents at quarter end (item 4.6)	1,653
8.5 Unused finance facilities available at quarter end (item 7.5)	-
8.6 Total available funding (item 8.4 + item 8.5)	1,653
8.7 Estimated quarters of funding available (item 8.6 divided by item 8.3)	1.45
<i>Note: if the entity has reported positive relevant outgoings (ie a net cash inflow) in item 8.3, answer item 8.7 as "N/A". Otherwise, a figure for the estimated quarters of funding available must be included in item 8.7.</i>	
8.8 If item 8.7 is less than 2 quarters, please provide answers to the following questions:	
8.8.1 Does the entity expect that it will continue to have the current level of net operating cash flows for the time being and, if not, why not?	
Answer: No. The Company will review the results of exploration work from the September 2023 quarter before deciding on next stage of exploration program.	
8.8.2 Has the entity taken any steps, or does it propose to take any steps, to raise further cash to fund its operations and, if so, what are those steps and how likely does it believe that they will be successful?	
Answer: The Company has \$5.04 million cash and listed share investments. It is able to liquidate those investments for working capital.	

Mining exploration entity or oil and gas exploration entity quarterly cash flow report

8.8.3 Does the entity expect to be able to continue its operations and to meet its business objectives and, if so, on what basis?

Answer: Yes. The Company has \$5.04 million cash and listed share investments. It is able to liquidate those investments for working capital.

Note: where item 8.7 is less than 2 quarters, all of questions 8.8.1, 8.8.2 and 8.8.3 above must be answered.

Compliance statement

- 1 This statement has been prepared in accordance with accounting standards and policies which comply with Listing Rule 19.11A.
- 2 This statement gives a true and fair view of the matters disclosed.

30 October 2023

Date:

The Board of Directors

Authorised by:

Notes

1. This quarterly cash flow report and the accompanying activity report provide a basis for informing the market about the entity's activities for the past quarter, how they have been financed and the effect this has had on its cash position. An entity that wishes to disclose additional information over and above the minimum required under the Listing Rules is encouraged to do so.
2. If this quarterly cash flow report has been prepared in accordance with Australian Accounting Standards, the definitions in, and provisions of, *AASB 6: Exploration for and Evaluation of Mineral Resources* and *AASB 107: Statement of Cash Flows* apply to this report. If this quarterly cash flow report has been prepared in accordance with other accounting standards agreed by ASX pursuant to Listing Rule 19.11A, the corresponding equivalent standards apply to this report.
3. Dividends received may be classified either as cash flows from operating activities or cash flows from investing activities, depending on the accounting policy of the entity.
4. If this report has been authorised for release to the market by your board of directors, you can insert here: "By the board". If it has been authorised for release to the market by a committee of your board of directors, you can insert here: "By the [name of board committee – eg Audit and Risk Committee]". If it has been authorised for release to the market by a disclosure committee, you can insert here: "By the Disclosure Committee".
5. If this report has been authorised for release to the market by your board of directors and you wish to hold yourself out as complying with recommendation 4.2 of the ASX Corporate Governance Council's *Corporate Governance Principles and Recommendations*, the board should have received a declaration from its CEO and CFO that, in their opinion, the financial records of the entity have been properly maintained, that this report complies with the appropriate accounting standards and gives a true and fair view of the cash flows of the entity, and that their opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.