



QUARTERLY REPORT - ACTIVITIES

for the quarter ended 31 March 2022



HIGHLIGHTS

- ❖ Reconnaissance soil sampling program conducted during the March Quarter at the Hines Hill REE project uncovered highly anomalous Rare Earth Elements, with a peak value of 550ppm Total Rare Earth Oxide
- ❖ Acquisition of Abraxis Lithium Project (**Abraxis**) was completed in April 2022. Abraxis covers an area of 294km² in the Pilbara lithium region of Western Australia and is considered prospective for lithium bearing pegmatites
- ❖ Acquisition of Magnet Resource Company Pty Ltd (**Magnet**) and Preston River Lithium Pty Ltd (**Preston River**) completed in February 2022. Magnet and Preston River are holders of various prospective Lithium and REE Projects, covering 1,075km² in Western Australia.
- ❖ Farm-out of non-core Ghan Well and Coronation Dam nickel projects to GenX Resources Pty Ltd
- ❖ Cash and cash equivalent of \$1.34 million as of the end of March 2022

OPERATIONS

Reconnaissance Soil Sampling Program at Hines Hill (Granted E70/5875)

The Hines Hill REE project consists of a single tenement, within the wheatbelt region of Western Australia, located about 200km east of Perth on the Great Eastern Highway. The tenement area is 128Km² covering extensive grain growing properties.

The project area contains two aeromagnetic anomalies which may be indicative of carbonatite intrusives (**Figure 1**). In addition, sampling by the GSWA in the Yilgarn craton defined a strong REE anomaly in the vicinity of the aeromagnetic anomalies. It is therefore believed that the project area may host previously unknown carbonatite intrusives with REE mineralisation potential.

Recent roadside soil, rock chip and laterite sampling program took 81 samples, of which **11 returned highly anomalous for REE, with a peak value of 550ppm TREO**. The Company is planning for a follow-up geochemical sampling program and gaining all approvals for a maiden AC drill program. The elevated results also correspond precisely with the magnetic features identified in the northeast and in the southwest, strongly suggesting the two features are directly related, however additional sampling will be required to define whether this is solely co-incidental.

ASX:WCN

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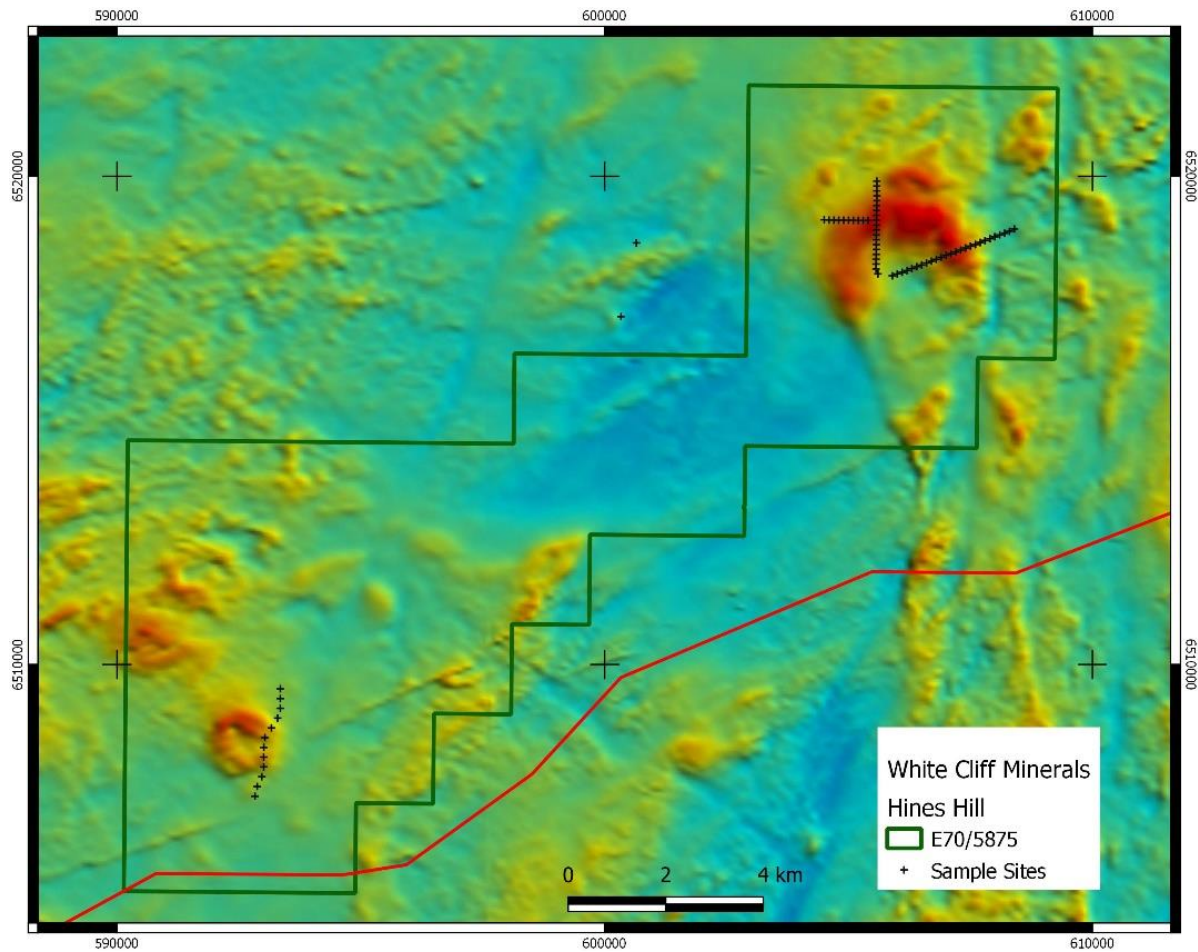


Figure 1: Hines Hill sampling locations overlaid on aeromagnetic anomalies.

Abraxis Lithium Project

During the quarter, White Cliff announced the acquisition of Abraxis Mining Pty Ltd (**Abraxis**), which holds three adjacent tenement applications covering 294km² in the Pilbara region of Western Australia. The acquisition was completed on 11 April 2022 (refer to ASX announcement dated 12 April 2022).

The Abraxis Lithium Project is located within the East Pilbara Granite-Greenstone Terrane of the Pilbara Craton (**Figure 2**) which is characterised by large granitic complexes flanked by greenstone belts comprised of steeply dipping sequences of volcano-sedimentary rocks. The Abraxis Lithium Project sits on the Elizabeth Hill Supersuite (Igneous Granitic) intrusion of 3068Ma age. To the west of the Abraxis Lithium Project, the granite is overlain by the Kylena Formation, a massive, amygdaloidal, and vesicular basalt and basaltic andesite, with local komatiitic basalt, dacite, and rhyolite. To the east, the project area covers the Tambourah Monzogranite, a 2851Ma (Igneous Granitic) intrusion, that is successfully being targeted for lithium by contiguous tenement holders.

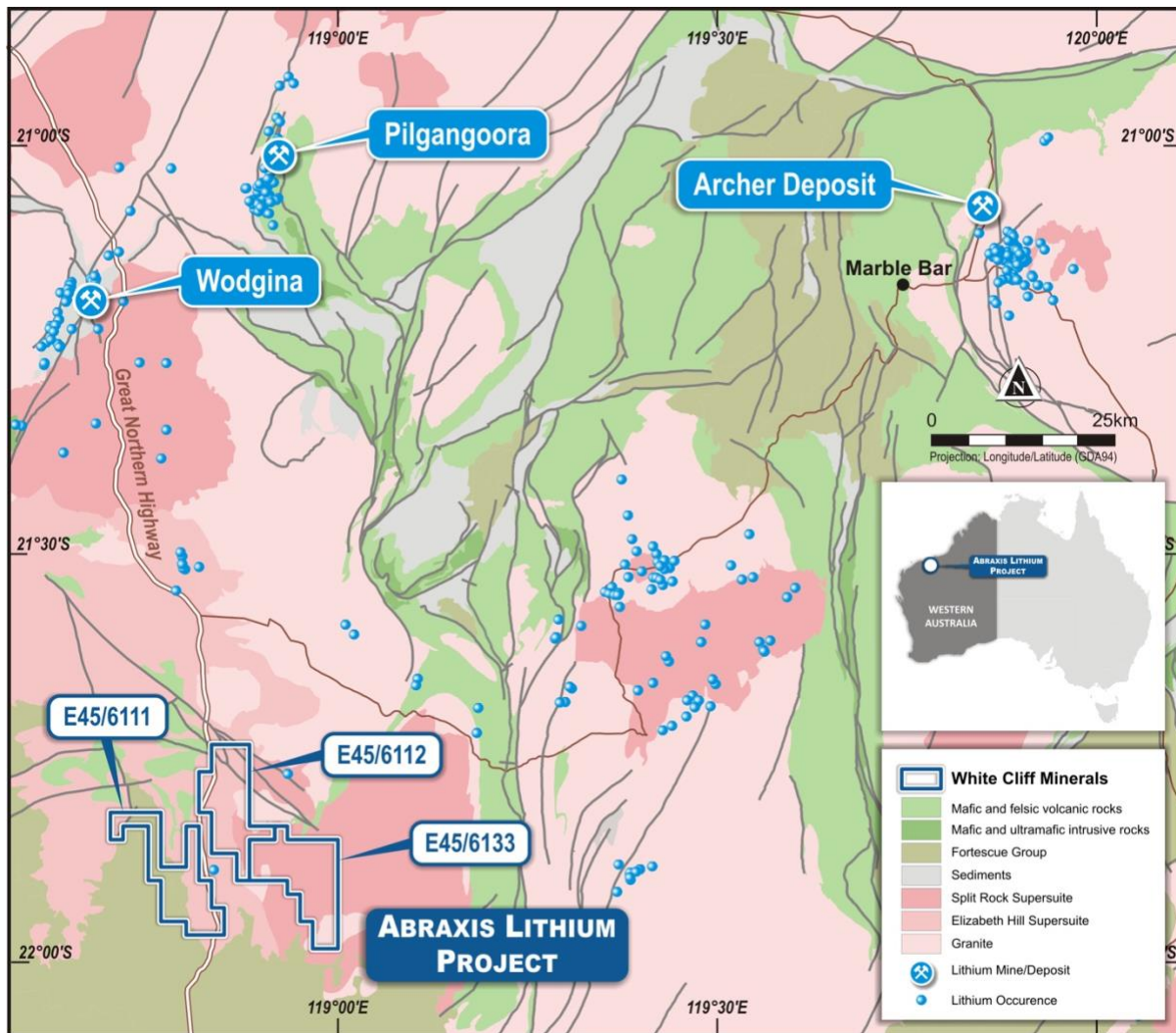


Figure 2: Abraxis Lithium Project geology

Lithium Potential

The White Springs 1:100,000 Geological map indicates a substantial proportion of E45/6111 and /E6112 are underlain by the unit AgYlpe and additionally AgYlnpe on E45/6112. The legend defines these units as:

AgYlpe Medium to coarse-grained leucogranite with abundant sheets, veins, and bodies of pegmatite.

AgYlnpe Medium to coarse-grained leucogranite with locally abundant granitoid gneiss xenoliths and locally abundant sheets, veins, and bodies of pegmatite.

These units have not been explored for their lithium or pegmatophile element potential.

Historical Exploration at Abraxis

Wamex recorded exploration amounts to 46 stream and rock chip samples collected by Fortescue Metals Group in 2010-14. Asbestos mining was reported at the White Range prospect within E45/6112, being from ultramafic xenoliths within pegmatitic granitoid; GSWA collected 3 rock chip samples within this tenement and on E45/6111; 6 were collected from E45/6133 for the purposes of lithochemical fingerprinting.

Proposed Work Program

The Company commenced remote satellite interpretation of pegmatites within the tenement and surrounding areas with a reconnaissance ground truthing and sampling exercise undertaken following quarter end.

Completion of Magnet and Preston River Acquisition

On 28 February 2022, the Company announced the completion of acquisition of Magnet Resource Company Pty Ltd (**Magnet**) and Preston River Lithium Pty Ltd (**Preston River**). The acquisition was complementary to the Company's own tenement applications and validates White Cliff's internal project generation, which targeted the right geological terrane, large land packages, and limited historical exploration. Combined with the Yinnetharra and Diemals projects, White Cliff holds over 4,000km² of highly prospective lithium and rare earth tenure within proven jurisdictions and nearby to operating mines and/or recent discoveries.

Farm out of Coronation Dam (E31/1101) and Ghan Well Projects

During the Quarter, the Company announced that it has entered into a term sheet with GenX Resources Pty Ltd (**GenX**) regarding the farm-out of the Company's non-core Coronation Dam (E31/1101) and Ghan Well (E39/1479, application for Retention Licence on-going) nickel-cobalt projects in Western Australia.

The parties intend to enter into a formal joint venture agreement in due course. The transaction is conditional on satisfaction of due diligence by GenX on the Projects, no material adverse event on the projects, and the successful listing of GenX shares on the ASX. While the actual date of completion is unknown at this stage, the term sheet will lapse in the event conditions precedent are not satisfied by 31 August 2022 (unless extended by both parties).

Pursuant to the transaction, GenX has the ability to acquire up to a 100% interest in the projects subject to meeting certain expenditure and payment milestones (refer announcement dated 10 March 2022 for further details).

Drilling at Cracker Jack and McCaskill Prospects

A maiden RC drilling program at Cracker Jack and at McCaskill Hill was completed during December 2021, with a total of 74 holes being drilled. On 4 April 2022, the Company announced the results of the RC assays, with no significant gold intercepts encountered.

Corporate

During the March Quarter, the Company issued 50 million fully paid ordinary shares (subject to 6 months voluntary escrow) and 50 million options exercisable at \$0.035 expiring 30 June 2023 to the vendors of Magnet and Preston River.

The Company announced the completion of the acquisition of Abraxis Mining Pty Ltd on 12 April 2022 and the issue of 2,962,963 fully paid ordinary shares (of which 1,481,482 shares are subject to 3 months voluntary escrow until 11 July 2022) to the vendors of Abraxis Mining Pty Ltd.

On 9 February 2022, the Company issued 5,000,000 fully paid ordinary shares following the conversion of unlisted options with an exercise price of \$0.015. The Company has also issued 2,430,000 fully paid ordinary shares following the conversion of listed options (WCNOE) with an exercise price of \$0.015. Total funds raised from option exercise was \$111,450.

Cash Position

The Company's cash position including listed investments as at 31 March 2022 was approximately \$1.34 million¹. 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 \$35,500
- Company secretarial fees of \$6,000
- Accounting and bookkeeping fees of \$7,500

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

¹ Based on closing share price of ASX:RTG and LON:PALM as at 31 March 2022. Conversion rate of GBP:AUD was referencing RBA published rate as at 31 March 2022.

Further Information:

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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 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
E09/2628	Yinnetharra	Gascoyne	Application - 100%	-
E09/2641	Yinnetharra	Gascoyne	Application - 100%	-
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%	-
E09/2607	Injuni Hills	Gascoyne	Application - 100%	Acquisition of Magnet
E09/2608	Weedarra	Gascoyne	Application - 100%	Acquisition of Magnet
E09/2629	Wabli Creek	Gascoyne	Application - 100%	Acquisition of Magnet
E09/2630	Sandy Creek	Gascoyne	Application - 100%	Acquisition of Magnet
E80/5684	Gardner Range	Kimberley	Application - 100%	Acquisition of Magnet
E46/1412	Rat Hill	Pilbara	Application - 100%	Acquisition of Magnet
E70/5875	Hines Hill	Yilgarn	Application - 100%	Acquisition of Magnet
E70/5871	Preston River	Southwest	Granted - 100%	Acquisition of Preston River

M20/446	Reedy South	Cue	100%	-
E20/969	Reedy South	Cue	100%	-
E20/971	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%	-
E45/5112	Midas Cu-Au	Paterson	100%	-
E39/1479	Ghan Well	Laverton	100%	-
E31/1101	Coronation Dam	Leonora	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")

31 March 2022

Consolidated statement of cash flows	Current quarter \$A'000	Year to date (9 months) \$A'000
1. Cash flows from operating activities		
1.1 Receipts from customers		
1.2 Payments for		
(a) exploration & evaluation	(625)	(893)
(b) development	-	-
(c) production	-	-
(d) staff costs	(19)	(47)
(e) administration and corporate costs	(136)	(383)
1.3 Dividends received (see note 3)	-	-
1.4 Interest received	-	-
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)	(25)	(33)
1.9 Net cash from / (used in) operating activities	(805)	(1,356)

2. Cash flows from investing activities		
2.1 Payments to acquire or for:		
(a) entities	-	-
(b) tenements	(93)	(167)
(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 (9 months) \$A'000
2.2	Proceeds from the disposal of:		
	(a) entities	-	-
	(b) tenements	23	23
	(c) property, plant and equipment	-	-
	(d) investments	-	47
	(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	(70)	(97)

3.	Cash flows from financing activities		
3.1	Proceeds from issues of equity securities (excluding convertible debt securities)	112	1,023
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	-	(56)
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	112	967

4.	Net increase / (decrease) in cash and cash equivalents for the period		
4.1	Cash and cash equivalents at beginning of period	1,611	1,302
4.2	Net cash from / (used in) operating activities (item 1.9 above)	(805)	(1,356)
4.3	Net cash from / (used in) investing activities (item 2.6 above)	(70)	(97)
4.4	Net cash from / (used in) financing activities (item 3.10 above)	112	967

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 (9 months) \$A'000
4.5	Effect of movement in exchange rates on cash held	-	32
4.6	Cash and cash equivalents at end of period	848	848

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	39	62
5.2	Call deposits	809	1,549
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)	848	1,611

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	49
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 wages of approximately \$35,500 - Company secretarial fees of approximately \$6,000 - Accounting and bookkeeping fees of approximately \$7,500 		

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)	(805)
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)	(805)
8.4 Cash and cash equivalents at quarter end (item 4.6)	848
8.5 Unused finance facilities available at quarter end (item 7.5)	-
8.6 Total available funding (item 8.4 + item 8.5)	848
8.7 Estimated quarters of funding available (item 8.6 divided by item 8.3)	1.05
<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 March quarter exploration expenditure includes drilling costs at the Reedy South gold project. The Company anticipates a lower level of expenditure over the next two quarters.	
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 liquid investments worth ~\$500k as at 31 March 2022 and which it can sell down to provide additional working capital as and when required. The Company can also raise additional equity capital utilising available placement capacity.	

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. See comments to 8.8.1 and 8.8.2 above.

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.

21 April 2022

Date:

White Cliff 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.