

WHITE CLIFF MINERALS LIMITED

ABN 22 126 299 125

PROSPECTUS

For the offer of:

1. up to 12,500,000 Options on the basis of one (1) free Option for every two (2) Shares subscribed for under the Placements;
2. up to 10,000,000 Options on the basis of one (1) free Option for every two (2) Shares subscribed for under the SPP Offer; and
3. up to 10,000,000 Options to the Company's Corporate Adviser.

This Prospectus is lodged under section 713 for the purpose of section 708A(11) of the Corporations Act to remove any trading restrictions on the sale of Shares issued on the exercise of Options issued under this Prospectus.

These Offers open on 15 October 2012 and close at 5.00pm (WST) on 31 October 2012.
Valid acceptances must be received by the Closing Date.

Important Notice

This is an important document that should be read in its entirety. Please read the instructions in this document and on the accompanying Acceptance Form regarding acceptance of the Options.

If you do not understand this document you should consult your professional adviser without delay. The Options offered by this Prospectus should be considered speculative.

Important information

Prospectus

This Prospectus is dated 12 October 2012 and was lodged with the Australian Securities and Investment Commission (**ASIC**) on 12 October 2012. ASIC and the Australian Securities Exchange (**ASX**) take no responsibility for the contents of this Prospectus or the merits of the investment to which this Prospectus relates.

This Prospectus is a transaction specific prospectus for an offer of options over continuously quoted securities (as defined in the Corporations Act) and has been prepared in accordance with section 713 of the Corporations Act.

No Securities will be issued on the basis of this Prospectus later than 13 months after the date of this Prospectus.

Electronic prospectus

This Prospectus (may be viewed in electronic form at www.wcminerals.com.au by Australian investors only). The electronic version of this Prospectus is provided for information purposes only. A paper copy of the Prospectus may be obtained free of charge on request during the Offer Period by contacting the Company. The information on www.wcminerals.com.au does not form part of this Prospectus.

Risk factors

Before deciding to invest in the Company, potential investors should read the entire Prospectus. In considering the prospects for the Company, potential investors should consider the assumptions underlying the prospective financial information and the risk factors that could affect the performance of the Company. Potential investors should carefully consider these factors in light of personal circumstances (including financial and taxation issues) and seek professional advice from a stockbroker, accountant or other independent financial adviser before deciding to invest.

Overseas Applicants

No offer is being made to investors who reside outside of Australia. The distribution of this Prospectus and the Acceptance Form (including electronic copies) outside Australia may be restricted by law. This Prospectus does not, and is not intended to, constitute an offer or invitation in any other place or jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer or invitation. If you come into possession of these documents, you should observe such restrictions and should seek your own advice about such restrictions. Please refer to Section 1.13 for further information.

Publicly available information

Information about the Company is publicly available and can be obtained from ASIC and ASX (including ASX's website at www.asx.com.au). The contents of any website or ASIC or ASX filing by the Company are not incorporated into this Prospectus and do not constitute part of the Offers. This Prospectus is intended to be read in conjunction with the publicly available information in relation to the Company which has been notified to ASX. Investors should therefore have regard to the other publicly available information in relation to the Company before making a decision whether or not to invest in Options offered under the Offers, or the Company.

No person is authorised to give any information or make any representation in connection with the Offers which is not contained in this Prospectus. Any such extraneous information or representation may not be relied upon.

Forward-looking statements

This Prospectus may contain forward-looking statements that have been based on current expectations about future acts, events and circumstances. Any forward-looking statements are subject to risks, uncertainties and assumptions that could cause those acts, events and circumstances to differ materially from the expectations described in such forward-looking statements.

Accepting an Offer

The acceptance of Options by eligible Participants under an Offer may only be made on an original (or a copy of an original) Acceptance Form, as sent with this Prospectus. Please read the instructions in this Prospectus and on the accompanying Acceptance Form regarding the acceptance of the Offer. By returning an Acceptance Form or lodging an Acceptance Form with your stockbroker you acknowledge that you have received and read this Prospectus, you have acted in accordance with the terms of the Offer detailed in this Prospectus and you agree to all of the terms and conditions as detailed in this Prospectus.

Defined terms

Certain capitalised terms and certain other terms used in this Prospectus are defined in the Glossary of defined terms in Section 6.

Currency

All references in this Prospectus to "\$", "AUD" or "dollar" are references to Australian currency unless otherwise indicated.

Reference to time

All references in this document to time relate to the time in Perth, Western Australia.

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Timetable for the Offers

The timetable* for the Offers is as follows:

Event	Date
Announcement of Offers on ASX	30 August 2012
Lodgement of Prospectus with ASIC	12 October 2012
Appendix 3B for Options lodged with ASX	12 October 2012
Opening Date of the Offers	15 October 2012
Closing Date of the Offers	31 October 2012
Allotment of Options	2 November 2012
Dispatch of Option certificates	2 November 2012

* These dates are indicative only and may be subject to change. The Directors reserve the right to vary these dates including the Closing Date, without prior notice but subject to any applicable requirements of the Corporations Act or the Listing Rules. This may include extending the Offers or accepting late acceptances, either generally or in particular cases.

1. Details of the Offers

1.1 Capital Raising

On 30 August 2012, White Cliff Minerals Limited ABN 22 126 299 125 (**Company** or **White Cliff**) announced a \$1,350,000 capital raising to fund exploration and for general working capital (**Capital Raising**).

The Capital Raising, which was approved by Shareholders at a general meeting held on 11 October 2012 comprises:

Tranche 1 Placement	A placement of 6,660,000 Shares to professional and sophisticated investors at a price of \$0.03 per Share to raise \$200,000.
Tranche 2 Placement	A placement of 18,340,000 Shares to professional and sophisticated investors at an issue price of \$0.03 per Share to raise \$550,000. The Company also proposes to issue 12,500,000 free attaching Options ¹ to those investors that subscribed for Shares in either or both of the Tranche 1 Placement and the Tranche 2 Placement (together known as the Placements) on the basis of one free (1) Option ¹ granted for every two (2) Shares issued under the Placements.
SPP Offer	A securities purchase plan offer to Eligible Shareholders of up to 20,000,000 Shares at an issue price of \$0.03 per Share to raise up to \$600,000 (SPP Offer), with one (1) free Option ¹ granted for every two (2) Shares issued.
Corporate Adviser Options	The issue of 10,000,000 free Options ¹ to Zenix Nominees Pty Ltd ACN 107 391 908 (a subsidiary of the Corporate Adviser) as part consideration for corporate advisory services (Corporate Adviser Options)

Note 1: All free Options will be exercisable at \$0.06 on or before 30 September 2014, and on the terms set out in Section 5.2.

The SPP Offer closed on 27 September 2012, raising \$600,000 before expenses, and on 1 October 2012, 20,000,000 Shares were issued to Eligible Shareholders.

1.2 The Offers

By this Prospectus the Company offers for subscription up to 32,500,000 free Options to Subscribers as follows:

- (a) investors who participated in the Placements, to subscribe for 12,500,000 Options on the basis of one free (1) Option granted for every two (2) Shares issued under the Placements;
- (b) investors who participated in the SPP Offer, to subscribe for 10,000,000 Options on the basis of one free (1) Option granted for every two (2) Shares issued; and
- (c) the Corporate Adviser, to subscribe for 10,000,000 free Options,

(the **Offers**).

This document does not constitute an offer of Securities to any person other than those persons specified in this Section 1.2.

No funds will be raised from the grant of Options pursuant to this Prospectus.

As at the date of this Prospectus, White Cliff has 112,380,647 Shares and 5,750,000 unlisted Options on issue.

All of the Options offered under this Prospectus will be granted on the terms and conditions set out in Section 5.2 of this Prospectus.

The Shares issued upon the exercise of the Options offered under this Prospectus will be fully paid and will rank equally with the Shares on issue at the date of this Prospectus. A summary of the rights and liabilities attaching to the Shares is set out in Section 5.1 of this Prospectus.

1.3 Purpose of this Prospectus

Section 708A(11) of the Corporations Act provides that an offer of securities for sale does not need disclosure to investors if:

- (a) the relevant securities are in a class of securities that are quoted securities of the body; and
- (b) either:
 - (i) a prospectus is lodged with ASIC on or after the day on which the relevant securities were issued but before the day on which the sale offer is made; or
 - (ii) a prospectus is lodged with ASIC before the day on which the relevant securities are issued and offers of securities that have been made under the prospectus are still open for acceptance on the day on which the relevant securities were issued; and
- (c) the prospectus is for an offer of securities issued by the body that are in the same class of securities as the relevant securities.

The primary purpose of this Prospectus is to remove any secondary sale restrictions that may attach the Shares which may be issued upon the exercise of the 32,500,000 Options to be issued under this Prospectus.

1.4 Underwriting

The Offers are not underwritten.

1.5 Minimum subscription

There are no minimum subscriptions for the Offers.

1.6 Timetable

The Offers will open for receipt of Acceptances on Monday, 15 October 2012 and will close at 5pm (WST) on Wednesday, 31 October 2012. The full timetable for the Offers is set out on page ii of this Prospectus.

1.7 Entitlement

Each Shareholder who participated in either or both of the Placements (**Placement Shareholder**) is entitled to participate in an Offer. The maximum number of Options to which each Placement Shareholder is entitled to subscribe is one (1) Option for every two (2) Shares subscribed for in the Placements. The total number of Options for subscription by Placement Shareholders is 12,500,000.

Each Eligible Shareholder who participated in the SPP Offer is entitled to participate in an Offer. The maximum number of Options to which each Eligible Shareholder is entitled to subscribe is one (1) Option for every two (2) Shares subscribed for in the SPP Offer. The total number of Options for subscription by Eligible Shareholders is 10,000,000.

The Corporate Adviser is entitled to a maximum of 10,000,000 Options.

1.8 Acceptance of an Offer

If you decide to subscribe for Options under an Offer, you must complete and return the Acceptance Form sent with this Prospectus and return it to the Company's Share Registry as set out below:

By post: White Cliff Minerals Limited
c/o Computershare Investor Services Pty Limited
GPO Box D182
PERTH WA 6840

By fax: +61 8 9323 2033

Completed Acceptance Forms must be received by no later than 5.00pm (WST) on the Closing Date.

The Offers are non-renounceable. Accordingly, a Subscriber may not sell or transfer all or part of their entitlement.

1.9 Acceptance Form

A completed Acceptance Form cannot be withdrawn and constitutes a legally binding acceptance of, the number of Options specified in the Acceptance Form on the terms set out in this Prospectus.

If the Acceptance Form is not completed correctly it may still be treated as valid. The Company's decision as to whether to treat the acceptance as valid, and how to construe, amend or complete the Acceptance Form is final.

1.10 No Shortfall

The Company will not make a shortfall offer of any Options not subscribed for under this Prospectus.

1.11 Issue of Options and dispatch of Option certificates

Options offered by this Prospectus are expected to be granted, and Option certificates dispatched, on the date specified in the Timetable on page ii of this Prospectus.

The Directors reserve the right to allocate the Options offered under this Prospectus. The Company reserves the right at its discretion to reject any Acceptance or allocate any Applicant fewer Options than applied for under an Offer. No Applicant under an Offer has any assurance of being allocated all or any Options applied for.

1.12 No brokerage

No investor will pay brokerage as a subscriber for Options under an Offer.

1.13 Applicants outside Australia

This Prospectus does not constitute an offer of Options in any jurisdiction where, or to any person to whom, it would not be lawful to issue the Prospectus or make an Offer. It is the responsibility of any Applicant who is resident outside Australia to ensure compliance with all laws of any country relevant to their Acceptance, and any such Applicant should consult their professional advisers as to whether any government or other consents are required, or whether any formalities need to be observed to enable them to apply for and be allotted Options.

Return of a duly completed Acceptance Form will constitute a representation and warranty that there has been no breach of such laws.

No action has been taken to register or qualify the Options or the Offers or otherwise permit a public offer of the Options in any jurisdiction outside Australia.

1.14 No ASX quotation of Options

Application for Official Quotation on ASX of the Options will not be made.

Application for Official Quotation on ASX of the Shares issued upon the exercise of the Options will be made in accordance with ASX rules.

The fact that ASX may agree to grant Official Quotation of the Shares is not to be taken in any way as an indication of the merits of the Company or its Securities.

1.15 Privacy

If you apply for Options you will be providing personal information to the Company and the Share Registry. The Company and the Share Registry collect, hold and use your personal information in order to assess your Acceptance, service your needs as an investor, provide facilities and services that you request, carry out appropriate administration and to facilitate distribution payments and corporate communications to you as a Shareholder.

The information may also be used and disclosed to persons inspecting the register, including bidders for your securities in the context of takeovers, licensed securities dealers, mail houses and regulatory bodies including the Australian Taxation Office.

Collection, maintenance and disclosure of certain personal information are governed by legislation including the Privacy Act (as amended), the Corporations Act and certain rules of ASX. If you do not provide the information required on the Acceptance Form, the Company may not be able to accept or process your Acceptance.

Under the Privacy Act, you may request access to your personal information held by, or on behalf of, the Company or the Share Registry. You can request access to your personal information by writing to the Company through the Share Registry at:

By post: Computershare Investor Services Pty Limited
GPO Box D182
PERTH WA 6840

By fax: +61 8 9323 2033

Email: web.queries@computershare.com.au

1.16 Taxation implications

The Directors do not consider that it is appropriate to give potential Applicants advice regarding the taxation consequences of applying for Options under this Prospectus, as it is not possible to provide a comprehensive summary of the possible taxation positions of potential Applicants. The Company, its advisers and officers, do not accept any responsibility or liability for any taxation consequences to potential Applicants. Potential Applicants should, therefore, consult their own tax adviser in connection with the taxation implications of the Offers.

1.17 Enquiries

This Prospectus provides information for potential investors in the Company and should be read in its entirety.

If after reading this Prospectus you have any questions about any aspect of an investment in the Company, please contact your stockbroker, accountant or financial adviser.

2. Purpose and effect of the Offers

2.1 Purpose of the Offers

The purpose of the Offers is to satisfy the Company's obligations to issue Options to Placement Shareholders, Eligible Shareholders and the Corporate Adviser as set out in Section 1.1. By issuing this Prospectus any Shares issued as a result of exercising an Option can be quoted on ASX without any future prospectus or other disclosure documents being issued.

No funds will be raised from the Offers as the Options are free.

2.2 Principal effect of the Offers on the Company

The principal effect of the Offers, assuming all Options offered under the Prospectus are granted, will be to increase the number of Options currently on issue by approximately 32,500,000.

As no funds are raised by the issue of Options there is no effect upon the Company's assets or liabilities.

However, each Option has an exercise price of \$0.06 which means that the Company will receive additional funds of up to approximately \$1,950,000 upon exercise of the Options, if all Options are exercised.

2.3 Effect of the Offers on White Cliff's capital structure

The capital structure of the Company assuming all Options offered under the Prospectus are granted will be as follows:

Shares	Number
Shares on issue as at the date of this Prospectus	112,380,647

Options	Number
Unlisted Options exercisable at \$0.25 on or before 30 June 2014 on issue as at the date of this Prospectus	5,750,000
Maximum Options offered under this Prospectus	32,500,000
Total Options on issue upon closing of Prospectus	38,250,000

2.4 Effect of Offers on control of the Company

No Shares are being issued under the Offers. As such, the Offers will not have any immediate effect on the control of the Company unless and until such time as the Options are exercised, which must occur prior to 30 September 2014 (the **Expiry Date**).

If all or some of the Shareholders elect not to participate in any of the Offers, then the shareholding interests of those Shareholders as at the Expiry Date may be diluted by:

- (a) incoming investors who have participated in an Offer; and/or
- (b) other Shareholders who have elected to participate in an Offer,

who have elected to exercise their Options.

The shareholding interests of Shareholders who reside outside of Australia (and who are therefore excluded from participating in the Offers as set out in Section 1.13 above) may also be diluted on this basis.

Upon closing of the Prospectus there will be up to a further 32,500,000 Options on issue (assuming the offer is fully subscribed). If these Options are converted into Shares there will be a dilution so that the existing Shareholders will hold 78% of the outstanding issued Shares. This percentage is based on the number of Shares on issue as at the date of this Prospectus (as set out in Section 2.3 above) and has been calculated on the assumption that all participants in the Offers exercise their Options prior to the Expiry Date.

3. Risk factors

3.1 Introduction

Activities in the Company and its controlled entities, as in any business, are subject to risks which may impact on the Company's future performance. There can be no guarantee that the Company will achieve its stated objectives.

Prior to deciding whether to participate in an Offer, investors should read the entire Prospectus and review announcements made by the Company to ASX (at www.asx.com.au under the code WCN) in order to gain an appreciation of the Company, its activities, operations, financial position and prospects.

An investment in Options should be considered speculative. Securities carry no guarantee with respect to the payment of any dividends, returns of capital or the market value of those Options.

Shareholders should also consider the risk factors set out below which the Directors believe represent some of the general and specific risks that Shareholders should be aware of when evaluating the Company and deciding whether to increase their shareholding in the Company. The following risk factors are not intended to be an exhaustive list of all of the risk factors to which the Company is exposed.

3.2 Specific risks relating to the Company

The following risks have been identified as being key risks specific to an investment in the Company.

Future capital requirements

The Company's ongoing activities may require substantial further financing in the future for its business activities. Any additional equity financing may be dilutive to Shareholders, may be undertaken at lower prices than the current market price (or the Option exercise price) or may involve restrictive covenants which limit the Company's operations and business strategy.

Although the Directors believe that additional capital can be obtained, no assurances can be made that appropriate capital or funding, if and when needed, will be available on terms favourable to the Company or at all. If the Company is unable to obtain additional financing as needed, it may be required to reduce, delay or suspend its operations and this could have a material adverse effect on the Company's activities and could affect the Company's ability to continue as a going concern.

Country risk

The Company has a project located in the Kyrgyz Republic in Central Asia, which is a less developed country than Australia with associated political, economic, legal and social risks. There can be no assurance that the systems of government and the political systems the Kyrgyz Republic will remain stable. There can be no assurance that government regulations relating to foreign investment, repatriation of foreign currency, taxation and the mining industry in the Kyrgyz Republic will not be amended or replaced in the future to the detriment of the Company's business and/or projects. The Directors are unaware of any such proposals as at the date of this Prospectus.

3.3 Mining industry risks relating to the Company

Mineral exploration and mining may be hampered by circumstances beyond the control of the Company and are speculative operations which, by their nature, are subject to a number of inherent risks, including the following:

Exploration risks

Mining exploration and development is a high risk undertaking. The success of the Company depends on the delineation of economically minable reserves and resources, access to required development capital, movement in the price of commodities, securing and maintaining title to the Company's exploration and mining tenements and obtaining all consents and approvals necessary for the conduct of its exploration activities.

Exploration on the Company's existing tenements may be unsuccessful, resulting in a reduction of the value of those tenements, diminution in the cash reserves of the Company and possible relinquishment of exploration tenements.

The exploration costs of the Company are based on certain assumptions with respect to the method and timing of exploration. By their nature, these estimates and assumptions are subject to significant uncertainties and, accordingly, the actual costs may materially differ from these estimates and assumptions. Accordingly, no assurance can be given that cost estimates and underlying assumptions will be realised in practice, which may materially and adversely affect the Company's viability.

Resource estimates

Resource estimates are expressions of judgment based on knowledge, experience and industry practice. Estimates which were valid when originally calculated may alter significantly when new information or techniques become available. In addition, by their very nature, resource estimates are imprecise and depend, to some extent, on interpretations, which may prove to be inaccurate and require adjustment. As further information becomes available through additional fieldwork and analysis, the estimates are likely to change. This may result in alterations to development and mining plans which may, in turn, adversely affect the Company's operations.

Ability to exploit successful discoveries

It may not always be possible for the Company to exploit successful discoveries which may be made in areas in which the Company has an interest. Such exploitation would involve obtaining the necessary licences or clearances from relevant authorities or land beneficiaries that may require conditions to be satisfied and/or the exercise of discretions by such authorities. It may or may not be possible for such conditions to be satisfied. Further, the decision to proceed to further exploitation may require participation of other companies whose interests and objectives may not be the same as the Company's.

Mining and development risks

Profitability depends on successful exploration and/or acquisition of reserves, design and construction of efficient processing facilities, competent operation and management and proficient financial management.

Mining and development operations can be hampered by force majeure circumstances, environmental considerations and cost overruns for unforeseen events.

Lease and licence risks

Each licence or lease is for a specific term and carries with it annual expenditure and reporting commitments, as well as other conditions requiring compliance. Consequently, the Company could lose title to, or its interest in, tenements if licence conditions are not met or if insufficient funds are available to meet expenditure commitments. Further, the Company cannot guarantee that renewals of valid tenements will be granted on a timely basis, or at all.

Title risks

Interests in tenements are governed by legislation in their respective jurisdictions and are evidenced by the granting of licences or leases. Each licence or lease is for a specific term and carries with it reporting commitments, as well as other conditions requiring compliance. Consequently, the Company could lose title to or its interest in tenements if licence conditions are not met or if insufficient funds are available to meet expenditure commitments.

Environment and government approvals

The operations and activities of the Company are subject to environmental laws and regulations. As with most exploration projects and mining operations, the Company's operations and activities are expected to have an impact on the environment, particularly if advanced exploration or mine development proceeds. The Company attempts to conduct its operations and activities to the highest standard of environmental obligation, including compliance with all environmental laws.

Native Title Risks

Both the *Native Title Act 1993* (Cth) (**Native Title Act**) and related State native title legislation and Aboriginal land rights and Aboriginal heritage legislation may affect the Company's ability to gain access to prospective exploration areas or obtain production titles.

Compensatory obligations may be necessary in settling native title claims if lodged over any tenements acquired by the Company. The existence of outstanding registered native title claims means that the grant of a tenement in respect of a particular tenement application may be significantly delayed or thwarted pending resolution of future act procedures in the Native Title Act. The level of Impact of these matters will depend, in part, on the location and status of the tenements acquired by the Company. At this stage it is not possible to quantify the impact (if any) which these developments may have on the operations of the Company.

Realising value from projects

The operations of the Company may be affected by various factors, including failure to locate or identify mineral deposits, failure to achieve predicted grades in exploration and mining, operational and technical difficulties encountered in mining, difficulties in commissioning and operating plant and equipment, mechanical failure or plant breakdown, unanticipated metallurgical problems which may affect extraction costs, adverse weather conditions, industrial and environmental accidents, industrial disputes, and unexpected shortages or increases in the costs of consumables, spare parts, plant and equipment.

The Directors have between them significant mineral exploration and operational experience. However, no assurances can be given that the Company will achieve commercial viability through the successful exploration and/or mining of its tenement

interests. Until the Company is able to realise value from its projects, it is likely to incur ongoing operating losses.

Joint venture parties, agents and contractors

There is a risk of financial failure or default by a participant in any joint venture to which the Company is or may become a party or the insolvency or managerial failure by any of the contractors used by the Company in any of its activities or the insolvency or other managerial failure by any of the other service providers used by the Company for any activity.

Access risks

Where mining tenements (or part thereof) are subject to private land, resource companies are required to negotiate access, compensation and mining agreements with the beneficial party in order to gain access to explore, develop and mine the resource. Negotiation and execution of such agreements are subject to the willingness of beneficial parties to co-operate with resource entities. Land use may also affect the timing of access to such land. As such, the Company maintains a high standard of co-operative working with beneficial title holders.

Mineral assemblage and consistency

The value of, and ability to mine, a resource is partially dependent on the mineral assemblage and / or quality and surrounding geological and soil setting. Information is not always necessarily available at the commencement of exploration, and is established at varying stages throughout development. Such data can affect the Company's ability to successfully extract, treat or sell the product. The Company makes all efforts to determine this information at practical stages throughout exploration to reduce risks associated with mineral assemblage and quality.

Competition

The Company competes with other companies, including major mining companies in Australia and internationally. Some of these companies have greater financial and other resources than the Company and, as a result, may be in a better position to compete for future business opportunities. There can be no assurance that the Company can compete effectively with these companies.

Insurance risk

In certain circumstances the Company's insurance may not be of a nature or level to provide adequate insurance cover. The occurrence of an event that is not covered or fully covered by insurance could have a material adverse effect on the business, financial condition and results of the Company.

Insurance of all risks associated with mineral exploration and production is not always available and where available the costs can be prohibitive.

Key personnel

Recruiting and retaining qualified personnel are important to the Company's success. The number of persons skilled in the exploration and development of mining properties is limited and competition for such persons is strong. There can be no assurance that there will be no detrimental impact on the Company if such persons employed cease their employment with the Company.

3.4 General investment risks

Stock market conditions

As with all stock market investments, there are risks associated with an investment in the Company. Share prices may rise or fall and the price of Shares might trade below or above the Option exercise price.

General factors that may affect the market price of Shares include economic conditions in both Australia and internationally, investor sentiment and local and international share market conditions, changes in interest rates and the rate of inflation, variations in commodity prices, the global security situation and the possibility of terrorist disturbances, changes to government regulation, policy or legislation, changes which may occur to the taxation of companies as a result of changes in Australian and foreign taxation laws, changes to the system of dividend imputation in Australia, and changes in exchange rates.

Liquidity risk

There can be no guarantee that there will continue to be an active market for Shares or that the price of Shares will increase. There may be relatively few buyers or sellers of Shares on ASX at any given time. This may affect the volatility of the market price of Shares. It may also affect the prevailing market price at which Shareholders are able to sell their Shares. This may result in Shareholders receiving a market price for their Shares that is less or more than the Option exercise price.

Securities investment risk

Applicants should be aware that there are risks associated with any securities investment. Securities listed on the stock market, and in particular securities of mining and exploration companies have experienced extreme price and volume fluctuations that have often been unrelated to the operating performances of such companies. These factors may materially affect the market price of the securities regardless of the Company's performance.

Potential acquisitions

As part of its business strategy, the Company may make acquisitions of or significant investments in companies, products, technologies or resource projects. Any such future transactions would be accompanied by the risks commonly encountered in making acquisitions of companies, products, technologies or resource projects.

Other risks

Other risk factors include those normally found in conducting business, including litigation resulting from the breach of agreements or in relation to employees (through personal injuries, industrial matters or otherwise) or any other cause, strikes, lockouts, loss of service of key management or operational personnel, non-insurable risks, delay in resumption of activities after reinstatement following the occurrence of an insurable risk and other matters that may interfere with the business or trade of White Cliff.

Price and exchange rate fluctuations

The revenue derived through the sale of gold, copper or nickel exposes the potential income of the Company to price and exchange rate risks. Prices of gold, copper and nickel fluctuate and are affected by numerous factors beyond the control of the Company. These factors include world demand for such commodities, forward selling

by producers and the level of production costs. Moreover, prices are also affected by macroeconomic factors such as expectations regarding inflation, interest rates and global and regional demand for, and supply of, these commodities.

4. Continuous disclosure documents

4.1 Continuous disclosure obligations

This is a Prospectus for the offer of continuously quoted securities (as defined in the Corporations Act) of the Company and is issued pursuant to section 713 of the Corporations Act as a transaction specific prospectus. Accordingly, this Prospectus does not contain the same level of disclosure as an initial public offering Prospectus.

The Company is a “disclosing entity” for the purposes of the Corporations Act and, as such, is subject to regular reporting and disclosure obligations. As a listed company, the Company is subject to the Listing Rules which require it to immediately notify ASX of any information concerning the Company of which it is or becomes aware and which a reasonable person would expect to have a material effect on the price or value of Shares, subject to certain exceptions.

Information that has already been disclosed to ASX pursuant to the Company’s continuous disclosure obligations is not included in this Prospectus other than that which is considered necessary to make this Prospectus complete.

4.2 Documents available for inspection

The Company has lodged the following announcements with ASX since the lodgement of the Company’s 2012 annual financial report on 10 September 2012:

Date	Description of ASX Announcement
27 September 2012	SPP Offer Closes Oversubscribed
27 September 2012	AGM Notice of Meeting
1 October 2012	Issue of SPP Shares & Appendix 3B
2 October 2012	Appendix 3Y – Change of Director’s Interest Notice (x 3)
9 October 2012	Nickel-copper drilling commences at Lake Johnson
11 October 2012	Results of General Meeting
11 October 2012	Completion of Tranche 2 Placement

Copies of documents lodged with ASIC in relation to the Company may be obtained from, or inspected at, an office of ASIC, or at the registered office of the Company during normal office hours.

Copies of documents lodged with ASX, in relation to the Company, including the Company’s corporate governance policies, may be obtained from the Company’s website at www.wcminerals.com.au or on the ASX website at www.asx.com.au (ASX Code: WCN).

The Company will provide a copy of each of the following documents, free of charge, to any person on request from the date of this Prospectus until the Closing Date:

- (a) the annual financial report of the Company for the financial year ended 30 June 2012, being the annual financial report of the Company most recently lodged with ASIC before the issue of this Prospectus; and

- (b) any documents used to notify ASX of information relating to the Company in the period from lodgement of the annual financial report referred to in paragraph (a) above until the issue of the Prospectus in accordance with the Listing Rules as referred to in Section 674(1) of the Corporations Act.

Copies of all documents lodged with ASIC in relation to the Company can be inspected at the registered office of the Company during normal office hours.

5. Additional information

5.1 Rights and liabilities attaching to Shares

The Shares issued upon the exercise of Options issued pursuant to this Prospectus will be fully paid ordinary shares in the capital of the Company and will rank equally with the existing Shares on issue.

The following is a broad summary (though not necessarily an exhaustive or definitive statement) of the rights and liabilities attaching to the Shares. Full details of the rights and liabilities attaching to the Shares are contained in the Constitution of the Company and in certain circumstances, are regulated by the Corporations Act, the Listing Rules, the ASX Settlement Rules and the common law. The Company's Constitution is available for inspection free of charge at the Company's registered office.

(a) Share capital

All issued ordinary fully paid shares rank equally in all respects.

(b) Voting rights

At a general meeting of the Company, subject to the rights or restrictions attached to any Shares, every holder of Shares present in person, by an attorney, representative or proxy has one (1) vote on a show of hands and on a poll, one (1) vote for each Share held, and a proportionate vote for every partly paid Share.

A poll may be demanded by the Chairperson of the meeting, by any five (5) Shareholders present having the right to vote at the meeting or by any Shareholder(s) representing no less than 5% of the total voting rights of all Shareholders having the right to vote on the resolution.

(c) Dividend rights

Subject to the rights of persons entitled to Shares with special rights as to dividend (at present there are none), all dividends as declared by the Directors shall be payable on all Shares in proportion to the amount of capital paid or credited as paid on the Shares during any portion or portions of the period in respect of which the dividends is paid.

Dividends are payable as resolved by the Directors, but only to the extent that the Company's assets exceed its liabilities by at least the amount of the dividend to be paid, it is fair and reasonable to the Shareholders as a whole and the payment of the dividend does not materially prejudice the Company's ability to pay its creditors.

The Directors may, before declaring any dividend, set aside out of the profits of the Company such amounts as they may determine as reserves. The Directors may direct that payment of the dividend be made wholly or in part by the distribution of specific assets or other Securities of the Company.

(d) **Rights on winding-up**

If the Company is wound up, the liquidator may, with the authority of a special resolution, distribute among the Shareholders the whole or any part of the property of the Company and may for that purpose set such value as the liquidator considers fair upon any property to be so divided and may determine how the division is to be carried out as between the Shareholders or different classes of Shareholders.

The liquidator may, with the authority of a special resolution, vest the whole or any part of any such property in trustees upon such trusts for the benefit of the Shareholders as the liquidator thinks fit. No Shareholder is compelled to accept any Shares or other Securities in respect of which there is any liability.

(e) **Transfer of Shares**

Shares in the Company may be transferred by such means in accordance with the Company's Constitution, the Corporations Act, the Listing Rules and the ASX Settlement Rules.

The Company may refuse to register a transfer of Shares in certain circumstances permitted by the Company's Constitution, the Listing Rules and ASX Settlement Rules.

(f) **Further increases in capital**

Subject to the Company's Constitution, the Corporations Act, the Listing Rules, and any rights previously conferred on the holders of any existing Shares, the Company may allot, grant options over or otherwise dispose of all Shares to such persons, and on such terms and conditions, as the Directors determine.

(g) **Variation of rights attaching to Shares**

The rights attaching to any class of Shares (unless otherwise provided by their terms of issue) may be varied by a special resolution passed at a separate general meeting of the holders of those Shares of that class, or in certain circumstances, with the written consent of the holders of at least seventy-five percent (75%) of the issued Shares of that class.

(h) **General meeting**

Each holder of Shares will be entitled to receive notice of, and to attend and vote at, general meetings of the Company and to receive notices, accounts and other documents required to be furnished to Shareholders under the Corporations Act and the Listing Rules.

5.2 **Terms of Options**

The Options issued pursuant to this Prospectus will be issued on the following terms and conditions:

- (a) Each Option entitles the holder to acquire one fully paid ordinary Share in the Company.
- (b) The expiry date of the Options is 5.00pm WST on 30 September 2014 (Expiry Date).

- (c) The exercise price of the Options is \$0.06 per Option.
- (d) Each Option may be exercised at any time prior to the Expiry Date by forwarding to the Company at its principal office the exercise notice, duly completed together with payment of the sum of \$0.06 per Option exercised.
- (e) The Options may be transferred by an instrument (duly stamped where necessary) in the form commonly used for transfer of Options at any time until the Expiry Date. This right is subject to any restrictions on the transfer of an Option that may be imposed by ASX in circumstances where the Company is listed on ASX.
- (f) The Options will not be quoted on ASX.
- (g) Option holders shall be permitted to participate in new issues of securities on the prior exercise of Options in which case the Option holders shall be afforded the period of at least nine (9) Business Days prior to and inclusive of the record date (to determine entitlements to the issue) to exercise the Option.
- (h) Shares issued on the exercise of Options will be issued not more than ten (10) Business Days after receipt of a properly executed exercise notice and application moneys. Shares allotted pursuant to the exercise of an Option will rank equally with the then issued ordinary Shares of the Company in all respects. If the Company is listed on ASX it will, pursuant to the exercise of an Option, apply to ASX for quotation of the Shares issued as a result of the exercise, in accordance with the Corporations Act and the Listing Rules.
- (i) In the event of any reconstruction (including consolidation, sub-division, reduction or return) of the issued capital of the Company, all rights of the Option holder will be changed to the extent necessary to comply with the relevant Listing Rules.
- (j) If there is a bonus issue of Shares to Shareholders, the number of Shares over which the Option is exercisable may be increased by the number of Shares which the holder of the Option would have received if the Option had been exercised before the record date for the bonus issue.
- (k) In the event that a pro rata issue (except a bonus issue) is made to the holders of the underlying securities of the Company, the exercise price of the Options may be reduced in accordance with Listing Rule 6.22.

5.3 Litigation

As at the date of this Prospectus, the Company is not involved in any material legal proceedings and the Directors are not aware of any material legal proceedings pending or threatened against the Company.

5.4 Interests of Directors

Other than as set out below or elsewhere in this Prospectus, no Director nor any entity in which such a Director is a partner or director, has or has had in the two (2) years before the date of this Prospectus, any interest in:

- (a) property acquired or proposed to be acquired by the Company in connection with its formation or promotion of the Offers; or
- (b) the SPP Offer,

and no amounts have been paid or agreed to be paid (in cash or Shares or otherwise) and no other benefit has been given or agreed to be given to any Director or a proposed Director or to any entity in which such a Director or a proposed Director is a partner or director, either to induce him to become, or to qualify as, a Director or otherwise for services rendered by him or by the entity in connection with the formation or promotion of the Company or the Offers.

5.5 Security holding interests of Directors

As at the date of this Prospectus the relevant interest of each of the Directors in the Shares and Options of the Company are as follows:

Director	Existing Shares	Existing unlisted Options	Options Entitlement ³
Mr Michael Langoulant	4,940,002 ¹	1,000,000	750,000
Mr Todd Hibberd	5,305,714 ²	1,500,000	750,000
Mr Rodd Boland	510,000	750,000	250,000

Note 1: Held by a son of Mr Langoulant and Lanza Holdings Pty Ltd, a company in which Mr Langoulant is a director and shareholder, as trustee for the Togesa Trust and the Langoulant Family Super Fund.

Note 2: Held by Mr Hibberd's wife and Terra Aqua Pty Ltd, a company in which Mr Hibberd is a director and shareholder, as trustee for The Terra Rosso Super Fund and the Terra Verde Trust.

Note 3: Options offered pursuant to this Prospectus, the grant of which was approved by Shareholders at the General Meeting.

Subject to Shareholder approval at the annual general meeting of Shareholders scheduled for 30 October 2012, a further 8,000,000 Options exercisable at \$0.06 each on or before 30 September 2014 will be granted to the Directors. Details of the proposed grant of these Options are set out in the Company's notice of annual general meeting released to ASX on 27 September 2012.

5.6 Remuneration of Directors

The Constitution of the Company provides that the Directors may be paid for their services as Directors, as determined by the Company in general meeting, or until so determined, by the Directors. Such payment, in relation to non-executive Directors, shall be paid by way of fixed sum and not by a commission or percentage of operating revenue or Company profits. The current sum fixed is currently \$30,000 for each non-executive Director, although last financial year only \$15,000 was paid to each Director.

Subject to the provisions of any contract between the Company and any executive Director, the remuneration for executive Directors may be fixed by the Directors from time to time.

A Director may be paid fees or other amounts where that Director performs duties or services outside the scope of their normal duties. A Director may also be reimbursed for out of pocket expenses incurred as a result of their directorship or any special duties.

Further information relating to the remuneration of Directors can be found in the Company's 2012 Annual Financial Report, which can be found on the Company's

website (www.wcminerals.com.au) or ASX announcements webpage for White Cliff (ASX Code: WCN).

5.7 Directors' indemnity and insurance deeds

The Company has entered into deeds of access, indemnity and insurance with each Director.

Under the deeds the Company has undertaken, subject to the restrictions in the Corporations Act, to:

- (a) indemnify each Director and officer in certain circumstances;
- (b) maintain directors' and officers' insurance cover (if available) in favour of each Director whilst a Director and for seven years after the Director or officer has ceased to be a Director (provided run-off insurance can be procured at reasonable policy premiums); and
- (c) provide access to any Company records which are relevant to the Director's holding of office with the Company, for a period of seven years after the Director has ceased to be a Director.

5.8 Expenses of the Offers

In the event that all Entitlements are accepted, the total expenses of the Offers are estimated to be approximately \$25,000 (excluding GST) and are expected to be applied towards the items set out in the table below:

Item	Amount (\$)
ASIC and ASX fees	10,000
Legal fees	10,000
Printing and distribution	2,500
Share registry	2,500

5.9 Interests of experts and advisers

Other than as set out below or elsewhere in this Prospectus, all other persons named in this Prospectus as performing a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Prospectus do not have, and have not had in the two (2) years before the date of this Prospectus, any interest in:

- (a) the formation or promotion of the Company;
- (b) property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the Offers; or
- (c) the Offers,

and no amounts have been paid or agreed to be paid (in cash or Securities or otherwise) and no other benefit has been given or agreed to be given to any of those persons for services provided by those persons in connection with the formation or promotion of the Company or the Offers.

Jackson McDonald has acted as solicitors to the Company in relation to this Prospectus, the Capital Raising and the General Meeting and is entitled to be paid

approximately \$25,000 (plus GST) in respect of these services. Jackson McDonald has been paid a total of \$25,765 (plus GST) for other professional services provided to the Company in the period two (2) years prior to the date of this Prospectus.

5.10 Consents and liability statements

Jackson McDonald has given and has not, before lodgement of this Prospectus with ASIC, withdrawn its consent to be named in this Prospectus as solicitor to the Company in the form and context in which it is named.

Computershare Investor Services Pty Limited has given and has not, before lodgement of this Prospectus with ASIC, withdrawn its consent to be named in this Prospectus as the Company's Share Registry in the form and context in which it is named.

Each of Jackson McDonald and Computershare Investor Services Pty Limited:

- (a) did not authorise or cause the issue of this Prospectus;
- (b) does not make, or purport to make, any statement in this Prospectus nor is any statement in this Prospectus based on any statement by any of those parties other than as specified in this Section 5.10; and
- (c) to the maximum extent permitted by law, expressly disclaims any responsibility or liability for any part of this Prospectus other than a reference to its name and a statement contained in this Prospectus with consent of that party as specified in this Section 5.10.

6. Glossary of defined terms

In this Prospectus, the following terms have the following meaning unless the context requires otherwise:

\$	An Australian dollar.
Acceptance	The acceptance by a Subscriber for options under this Prospectus.
Acceptance Form	The acceptance form accompanying this Prospectus.
Applicant	A person who accepts Options in accordance with this Prospectus.
ASIC	The Australian Securities and Investments Commission.
ASX	ASX Limited ACN 008 624 691 or the Australian Securities Exchange, as the context requires.
ASX Settlement	ASX Settlement Pty Limited ABN 49 008 504 532.
ASX Settlement Rules	The settlement rules of ASX Settlement.
Capital Raising	The Tranche 1 Placement, Tranche 2 Placement, SPP Offer and Corporate Adviser Options.
Closing Date	The last day specified for the return of Acceptance Forms, being 5.00pm (WST) on 31 October 2012 (unless extended).
Company or White Cliff	White Cliff Minerals Limited ABN 22 126 299 125.
Constitution	The constitution of the Company.
Corporate Adviser	Hartleys as corporate adviser and broker for the Placements and the SPP Offer.
Corporate Adviser Options	The 10,000,000 Options to be offered to Zenix Nominees Pty Ltd ACN 107 391 908, a subsidiary of the Corporate Adviser, as part remuneration for the Corporate Adviser's services.
Corporations Act	<i>Corporations Act 2001</i> (Cth).
Directors	Directors of the Company.
Eligible Shareholder	A Shareholder who participated in the SPP Offer.
Entitlement	The entitlement of each Placement Shareholder, Eligible Shareholder and the Corporate Adviser to subscribe for Options pursuant to this Prospectus.
Exercise Price	\$0.06 per free attaching Option.
Expiry Date	The expiry date of the free attaching Options offered pursuant to this Prospectus, being 30 September 2014.
General Meeting	The general meeting of Shareholders held on 11 October 2012 that approved the Capital Raising.
Hartleys	Hartleys Limited ACN 104 195 057.
Listing Rules	The listing rules of ASX.

Offers	The offers of Options pursuant to this Prospectus to Placement Shareholders, Eligible Shareholders and the Corporate Adviser.
Offer Period	The period of time commencing on the Opening Date and ending on the Closing Date.
Official Quotation	The admission of Securities to the official list of ASX.
Opening Date	The date on which the Offers open, being 15 October 2012.
Option	An option to subscribe for a Share.
Option Holder	The holder of an Option.
Placements	The Tranche 1 Placement and the Tranche 2 Placement.
Placement Shareholders	The Shareholders that participated in the Placements.
Prospectus	This prospectus dated 12 October 2012, including the Acceptance Form.
Privacy Act Section	<i>Privacy Act 1988</i> (Cth).
Securities	Shares and/or Options.
Share Registry	The Company's share registry, Computershare Investor Services Pty Limited ACN 078 279 277.
Shareholder	A holder of Shares.
Share	A fully paid ordinary share in the capital of White Cliff.
SPP	Securities purchase plan.
SPP Offer	The offer by the Company of Securities pursuant to a securities purchase plan on the terms outlined in Section 1.
Subscribers	An applicant who applies for Options pursuant to this prospectus.
Timetable	The timetable for the Offers, as set out on page ii of this Prospectus.
Tranche 1 Placement	The placement of 6,600,000 Shares completed on 7 September 2012.
Tranche 2 Placement	The placement of 18,340,000 Shares completed on 11 October 2012 and 12,500,000 free attaching Options to be allotted pursuant to this Prospectus.
WST	Western Standard Time, being the time in Perth, Western Australia.

7. Directors' statement

Each Director has consented to the lodgement of this Prospectus with ASIC and has not withdrawn that consent.

This Prospectus is signed for and on behalf of the Company pursuant to a resolution of the Board by:

Mr Todd Hibberd
Managing director

For and on behalf of the Company

Dated: 12 October 2012

Corporate Directory

Directors

Mr Michael Langoulant
Executive Chairman

Mr Todd Hibberd
Managing Director

Mr Rodd Boland
Non-Executive Director

Company Secretaries

Mr Michael Langoulant
Ms Brooke White

Registered Office

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Share Registry

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ASX Code

WCN