



White Cliff Minerals LTD

WHITE CLIFF MINERALS LIMITED

ACN 126 299 125

NOTICE OF ANNUAL GENERAL MEETING

and

EXPLANATORY MEMORANDUM

Date of Meeting: Friday, 9 December 2016

Time of Meeting: 11.30am (WST)

Place of Meeting: Suite 2, Level 1
47 Havelock Street
West Perth WA

This Notice of Annual General Meeting and Explanatory Memorandum should be read in their entirety. If shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.

WHITE CLIFF MINERALS LIMITED

ACN 126 299 125

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the ninth annual general meeting of shareholders of White Cliff Minerals Limited ACN 126 299 125 ("**Company**") will be held at Suite 2, 47 Havelock Street, West Perth, Western Australia at 11.30am (WST) on Friday, 9 December 2016.

The Explanatory Memorandum which accompanies and forms part of this Notice of Annual General Meeting describes the various matters to be considered and contains a glossary of defined terms for terms that are not defined in full in this Notice of Annual General Meeting.

AGENDA

ANNUAL FINANCIAL STATEMENTS AND REPORTS

To receive and consider the Annual Financial Report, the Directors' Report and Auditor's Report for the Company and its controlled entities for the period ended 30 June 2016.

RESOLUTIONS

1. Adoption of Remuneration Report

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

"That, for the purposes of section 250R(2) of the Corporations Act 2001 (Cth) and for all other purposes, the Remuneration Report for the Company and its controlled entities for the period ended 30 June 2016 be adopted."

The vote on this Resolution is advisory only and does not bind the Directors or the Company.

2. Re-election of Mr Michael Langoulant as a Director

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

"That for the purposes of Listing Rule 14.4 and article 6.3 of the Constitution and for all other purposes, Mr Michael Langoulant, being a Director who retires by rotation, and being eligible, offers himself for re-election, be re-elected as a Director."

3. Ratify past issue of Shares

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders hereby approve and ratify the issue of 200,000,000 Shares to various professional and sophisticated investor clients made on, or around, 4 November 2016 in the manner and on the terms and conditions contained in the Explanatory Memorandum."

4. Approve issue of Placement Options

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purposes of Listing Rule 7.1 and for all other purposes, Shareholders hereby approve the issue of 66,666,667 Placement Options to professional and sophisticated investors in the manner and on the terms and conditions described in the Explanatory Memorandum."

5. Approval to issue Broker Options

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purposes of Listing Rule 7.1 and for all other purposes, Shareholders hereby approve the issue and allotment of up to 22,000,000 Broker Options to Novus Capital Limited or its nominee(s) in consideration of acting as underwriter and broker for the Placement and the SPP Offer in the manner and on the terms and conditions described in the Explanatory Memorandum."

6. Approval to issue SPP Options

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purposes of Listing Rule 7.1 and for all other purposes, Shareholders hereby approve the issue and allotment of up to 55,555,556 SPP Options to Eligible Shareholders who subscribed for Shares under the SPP Offer on the terms and conditions described in the Explanatory Memorandum."

7. Approval to issue SPP Options to Michael Langoulant

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, subject to the passing of Resolution 6, for the purposes of Listing Rule 10.11, and for all other purposes, Shareholders approve the issue of up to 1,333,333 SPP Options to Mr Michael Langoulant or his nominees under the SPP Offer on the terms and conditions set out in the Explanatory Memorandum."

8. Approval to issue SPP Options to Todd Hibberd

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, subject to the passing of Resolution 4, for the purposes of Listing Rule 10.11, and for all other purposes, Shareholders approve the issue of up to 1,333,333 SPP Options to Mr Todd Hibberd or his nominee under the SPP Offer on the terms and conditions set out in the Explanatory Memorandum."

9. Approval to issue SPP Options to Rodd Boland

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, subject to the passing of Resolution 4, for the purposes of Listing Rule 10.11, and for all other purposes, Shareholders approve the issue of up to 666,667 SPP Options to Mr Rodd Boland or his nominee under the SPP Offer on the terms and conditions set out in the Explanatory Memorandum."

10. Approve 10% Placement Facility

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

"That, for the purposes of ASX Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and on the terms and conditions in the Explanatory Memorandum."

11. Issue of Options to a Director – Mr Michael Langoulant

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

"That, for the purposes of section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 8,000,000 Options to Mr Michael Langoulant (or his nominee) on the terms and conditions set out in the Explanatory Memorandum."

12. Issue of Options to a Director – Mr Todd Hibberd

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

"That, for the purposes of section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 8,000,000 Options to Mr Todd Hibberd (or his nominee) on the terms and conditions set out in the Explanatory Memorandum."

VOTING EXCLUSIONS

For the purposes of the Corporations Act and Listing Rule 14.11, the following voting exclusion statements apply to the Resolutions. The Company will disregard any votes on the following Resolutions cast by or on behalf of the following persons:

Resolution	Excluded parties
Resolution 1	Members of the Key Management Personnel whose remuneration is detailed in the Remuneration Report and their closely related parties (which includes spouse, child, dependent, other family members and any controlled company).
Resolution 2	N/A
Resolution 3	A person who participated in the issue and an associate of that person.
Resolution 4	Any person who may participate in the proposed issue and any person who might obtain a benefit, except a benefit solely in the capacity of a Shareholder if the resolution is passed, and any of their associates.
Resolution 5	Novus Capital Limited and its associates
Resolution 6	Any person who may participate in the proposed issue and any person who might obtain a benefit, except a benefit solely in the capacity of a Shareholder if the resolution is passed, and any of their associates.
Resolution 7	Mr Langoulant and his associates.
Resolution 8	Mr Hibberd and his associates.
Resolution 9	Mr Boland and his associates.
Resolution 10	Any person who may participate in the proposed issue and any person who might obtain a benefit, except a benefit solely in the capacity of a Shareholder if the resolution is passed, and any of their associates.
Resolution 11	Mr Langoulant and his associates.
Resolution 12	Mr Hibberd and his associates.

However, the Company need not disregard a vote if it is cast by:

- the person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- the Chairman of the Meeting as proxy for a person who is entitled to vote, in accordance a direction on the proxy form to vote as the proxy decides.

BY ORDER OF THE BOARD

Michael Langoulant
Company Secretary

Dated: 28 October 2016

WHITE CLIFF MINERALS LIMITED

ACN 126 299 125

EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be considered at the ninth Annual General Meeting of Shareholders to be held at Suite 2, 47 Havelock Street, West Perth, Western Australia at 11.30am (WST) on Friday, 9 December 2016.

The Explanatory Memorandum should be read in conjunction with the accompanying Notice of Annual General Meeting. For the assistance of Shareholders, a glossary of defined terms is included at the end of this Explanatory Memorandum.

Full details of the business to be considered at this Annual General Meeting are set out below.

Annual financial statements and reports

The Corporations Act requires that the Annual Report (which includes the Annual Financial Report, Directors' Report and Auditor's Report) be laid before the Annual General Meeting.

There is no requirement for the Shareholders to approve the Annual Report. However, Shareholders will be given an opportunity to ask questions and make comments about the Annual Report or the Company generally but there will be no formal resolution submitted to the Meeting in respect of it.

Mr Norman Neill, as the auditor responsible for preparing the Auditor's Report for the year ended 30 June 2016 (or his representative) will attend the Meeting. The Chairman will also allow a reasonable opportunity for Shareholders to ask the auditor questions about:

- (a) the conduct of the audit;
- (b) the preparation and content of the Auditor's Report;
- (c) the accounting policies adopted by the Company in relation to the preparation of financial statements; and
- (d) the independence of the auditor in relation to the conduct of the audit.

To assist the Board and the auditor of the Company in responding to questions please submit any questions you may have by mail to the Company Secretary's office, **Suite 2, 47 Havelock Street, West Perth WA 6005**, or by fax to **+61 8 9324 2977** so that it is received by no later than 5.00pm (WST) on Wednesday, 30 November 2016. In accordance with section 250PA of the Corporations Act, at the Meeting, the Company will distribute a list setting out the questions directed to the auditor received in writing from members, being questions which the auditor considers relevant to the content of the Auditor's Report or the conduct of the audit of the Annual Financial Report. The Chairman will allow reasonable opportunity to respond to the questions set out on this list.

1. Resolution 1 – Adoption of Remuneration Report

The Remuneration Report of the Company for the financial period ended 30 June 2016 is set out on pages 13-22 of the Company's 2016 Annual Report. It sets out a range of matters relating to the remuneration of the Key Management Personnel, which includes the Directors, executives and senior managers of the Company.

Pursuant to section 250R(2) of the *Corporations Act 2001* (Cth), a resolution that the Remuneration Report be adopted must be put to vote at the Company's Annual General

Meeting. The vote on this Resolution is advisory only and does not bind the Directors or the Company. However, the Board will take the outcome of the vote into consideration when reviewing the remuneration practices and policies of the Company.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the Meeting.

In accordance with the Corporations Act, if 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive Annual General Meetings, Shareholders will be required to vote at the second of those Annual General Meetings on a resolution (a “spill resolution”) that another meeting be held within 90 days at which all of the Company’s directors (other than the Managing Director) must go up for re-election.

At the Company’s previous annual general meeting the votes against the remuneration report were less than 25% of the votes cast on the resolution. As such, Shareholders will not need to consider a spill resolution at this Meeting.

The Company encourages all Shareholders to cast their votes on Resolution 1 (Adoption of Remuneration Report).

1.1 **Voting exclusions**

The Company will disregard any votes cast on this resolution by or on behalf of members of Key Management Personnel whose remuneration details are included in the Remuneration Report and any closely related parties of those persons.

Key Management Personnel of the Company are the Directors and those other persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. The Remuneration Report identifies the Company’s Key Management Personnel for the financial year ended 30 June 2016. Their closely related parties are defined by the Corporations Act and include certain of their family members, dependants and companies they control.

If you appoint the Chairman as your proxy and have not directed him how to vote, you are expressly authorising the Chairman to cast your undirected proxy on this resolution in accordance with his stated intentions. The Chairman intends to vote all undirected proxies in favour for this resolution.

If you appoint any other member of the Board, a member of senior management who is named in the Remuneration Report, or their closely related parties as your proxy, they will not be able to vote your proxy on this resolution unless you have directed them how to vote.

2. **Resolution 2 – Re-election of Mr Michael Langoulant as a Director**

In accordance with the Listing Rules and article 6.3 of the Constitution, at every Annual General Meeting, one third of the Directors for the time being must retire from office and are eligible for re-election. The Directors to retire are:

- (a) those who have been in office for 3 years since their appointment or last re-appointment;
- (b) those who have been longest in office since their appointment or last re-appointment; or
- (c) if the Directors have been in office for an equal length of time, by agreement.

Mr Langoulant, being eligible for re-election pursuant to the Company's constitution, offers himself for re-election.

Mr Langoulant is a founding director with almost 30 years' experience in public company corporate administration and fundraising. After 10 years with large international accounting firms he has acted as finance director, CFO, company secretary and non-executive director with a number of publicly listed companies.

Further information regarding Mr Langoulant is set out in the Directors' Report of the Annual Report.

Apart from Mr Langoulant (who has an interest in the Resolution), the remaining Directors recommend to Shareholders that Mr Langoulant be re-elected.

3. Resolution 3 – Ratify past issue of Shares

Background

As announced by the Company on 4 November 2016, the Company completed a partially underwritten private placement of 200,000,000 Shares at an issue price of \$0.0075 to professional and sophisticated investors to raise \$1,500,000 (before issue costs) in working capital, together with one free attaching Option exercisable at \$0.013 on or before 31 December 2018 for every three shares subscribed for (**Placement**).

In addition the Company is undertaking an underwritten SPP Offer to raise up to \$1,250,000 as described in Section 6 below.

Resolution 3 seeks ratification and approval by Shareholders under Listing Rule 7.4 for the issue of 200,000,000 Shares to various professional and sophisticated investor clients on 4 November 2016.

The purpose of seeking Shareholder approval and ratification of the issue of the Shares in Resolution 3 is to refresh the Company's 15% issuing capacity under Listing Rule 7.1.

Listing Rule 7.1 provides that prior approval of shareholders is required for an issue of equity securities if the equity securities will, when aggregated with the equity securities issued by a company during the previous 12 months, exceed 15% of the number of Shares on issue at the commencement of that 12 month period.

Listing Rule information

In accordance with the disclosure requirements of Listing Rule 7.5, the following information is provided to Shareholders to enable them to consider and ratify the issue of the Shares in Resolution 3:

- (a) The number of Shares issued was 200,000,000.
- (b) The Shares were issued at a price of \$0.0075 per Share.
- (c) The Shares issued are fully paid ordinary shares that rank equally with all existing Shares.
- (d) A total of \$1,500,000 was raised by the issue.

Directors' recommendation

The Directors unanimously recommend Shareholders vote in favour of Resolution 3.

4. Resolution 4 — Approve issue of Placement Options

Background

Resolution 4 seeks Shareholder approval under Listing Rule 7.1 for the issue, of up to 66,666,667 Placement Options exercisable at \$0.013 on or before 31 December 2018 (**Placement Options**) as required under the Placement announced on 4 November 2016.

None of the subscribers of the Placement Options will be related parties of the Company

Listing Rule information

If Resolution 4 is passed, the Placement Options issued pursuant to the Placement will not count towards the Company's 15% annual placement capacity under Listing Rule 7.1.

In accordance with the disclosure requirements of Listing Rule 7.3, the following information is provided in relation to the Placement Options:

- (a) The maximum number of Placement Options to be issued is 66,666,667.
- (b) The Placement Options will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
- (c) The Placement Options are to be issued for no cash consideration.
- (d) The Placement Options will be issued to the professional and sophisticated investors that participated in the Placement, none of these persons are related parties of the Company.
- (e) The Placement Options will be issued as soon as possible after lodgement of the Prospectus and close of the offer of the Placement Options thereunder.
- (f) The Company will apply for quotation of the Placement Options on ASX.
- (g) The Placement Options are exercisable at \$0.013 each on or before 31 December 2018 and are otherwise issued on the terms and conditions as set out in the Schedule. The Shares issued on exercise of a Placement Option will be fully paid ordinary shares that will rank equally with all other Shares then on issue

Directors' recommendation

The Directors unanimously recommend Shareholders vote in favour of Resolution 4.

5. Resolution 5 – Issue of Broker Options

Background

Pursuant to a letter agreement between Novus and the Company dated 24 October 2016, Novus has agreed to provide corporate advice, underwriting and capital raising services to the Company, including acting as underwriter and broker to the Placement and the SPP Offer.

In consideration of the provision of these services, the Company has agreed to allot and issue up to 22,000,000 Options exercisable at \$0.013 on or before 31 December 2018 (**Broker Options**) to Novus (or its nominees).

Resolution 4 seeks Shareholder approval for the allotment and issue of up to 22,000,000 Broker Options to Novus.

Listing Rule information

The effect of Resolution 5 will be to allow the Directors to issue the Broker Options during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity under Listing Rule 7.1.

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to the placement of Broker Options:

- (a) The maximum number of Broker Options to be issued is 22,000,000.
- (b) The Broker Options will be issued and allotted no later than 3 months after the date of the Meeting (or such later date as permitted by the Listing Rules) and it is intended that allotment will occur on one date.
- (c) The Broker Options will be issued for nil cash consideration as they are being allotted in consideration of Novus acting as underwriter and broker to the Placement and SPP Offer, accordingly, no funds will be raised by the placement of the Broker Options.
- (d) The Broker Options will be allotted and issued to Novus or its nominee(s).
- (e) The Company will apply for quotation of the Broker Options on ASX.
- (f) The Broker Options will be granted on the terms and conditions set out in Schedule 1 of this Explanatory Memorandum.

The Directors unanimously recommend Shareholders vote in favour of Resolution 5.

6. Resolution 6 – Approval to issue SPP Options

Background

Resolution 6 seeks Shareholder approval under Listing Rule 7.1 for the issue of up to 55,555,556 SPP Options to those Shareholders who participate in the SPP Offer (**SPP Option Offer**). These SPP Options will be offered by way of a Prospectus.

The total number of SPP Options to be issued will depend on the total number of Shares issued under the SPP Offer, but will not exceed 55,555,556 SPP Options.

One SPP Option will be issued for every three Shares subscribed for under the SPP Offer.

A summary of ASX Listing Rule 7.1 is set out in Section 3 above.

The effect of Resolution 6 will be to allow the Directors to issue the SPP Options during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without relying on the Company's 15% placement capacity under Listing Rule 7.1.

Listing Rule information

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to the SPP Option Offer:

- (a) The maximum number of SPP Options to be issued is 55,555,556.

- (b) The SPP Options will be issued no later than 3 months after the date of the Annual General Meeting (or such later date as permitted by ASX waiver or modification of the Listing Rules) and it is intended that the issue of the SPP Options will occur on one date.
- (c) The SPP Options will be issued for nil cash consideration as they are being allotted in consideration for participation in the SPP Offer.
- (d) The SPP Options will be allotted and issued to those Shareholders that participate in the SPP Offer.
- (e) The SPP Options will be exercisable at \$0.013 each on or before 31 December 2018 and are otherwise issued on the terms and conditions set out in Schedule 1 of this Explanatory Memorandum. Shares issued on exercise of SPP Options will be fully paid ordinary shares that will rank equally with all other Shares then on issue.

Directors' recommendation

The Directors intend to participate in the SPP Option Offer for their and/or their Associates' holdings and will, subject to Resolutions 7, 8 and 9 being approved by Shareholders, receive an allocation of SPP Options if Resolution 6 is approved.

Accordingly the Directors make no recommendation that Shareholders vote in favour of Resolution 6.

7. Resolution 7, 8 and 9 – Approval to issue SPP Options to Directors

Background

Resolutions 7, 8 and 9 seek Shareholder approval in accordance with Listing Rule 10.11 for the issue of up to 3,333,333 SPP Options to Directors and their Associates (or their nominees) under the SPP Option Offer and are conditional on Shareholders approving Resolution 6. If Resolution 6 is not passed, Resolutions 7, 8 and 9 will be withdrawn.

The issue of the SPP Options to the Directors and their Associates under Resolutions 7, 8 and 9 reflects their respective entitlements to be issued SPP Options if they participate in the SPP Offer, on the same terms and conditions as other participants in the SPP Offer.

Listing Rule requirements

Listing Rule 10.11 generally provides that Directors may not be issued any securities in the Company without the approval of Shareholders.

In accordance with the disclosure requirements of Listing Rule 10.13, the following information is provided in relation to Resolutions 7, 8 and 9:

- (a) The maximum number of SPP Options to be issued to each Director is:
 - 1,333,333 SPP Options to Mr Langoulant (or his associates);
 - 1,333,333 SPP Options to Mr Hibberd (or his associates); and
 - 666,667 SPP Options to Mr Boland (or his associates).

- (b) The Securities will be issued no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
- (c) The SPP Options are free-attaching options and will not be issued for any cash consideration. This is the same issue pricing and terms as for all other SPP Options to be issued under the SPP Options Offer.
- (d) The SPP Options will be issued as soon as possible after lodgement of the Prospectus and close of the SPP Options Offer thereunder.
- (e) The Company will apply for quotation of the SPP Options on ASX.
- (f) The SPP Options are exercisable at \$0.013 each on or before 31 December 2018 and are otherwise issued on the terms and conditions as set out in Schedule 1. Shares issued on exercise of SPP Options will be fully paid ordinary shares that will rank equally with all other Shares then on issue.
- (g) If approval is given under Resolutions 7, 8 and 9 for the purposes of Listing Rule 10.11, approval is not required to be given for the purposes of Listing Rule 7.1.
- (h) No funds will be raised by the issue of SPP Options to Directors

Corporations Act exception

Section 208 of the Corporations Act states that a public company cannot give a “financial benefit” (including an issue of shares and options) to a “related party” of the Company unless one of the exceptions set out in section 210 to 216 of the Corporations Act apply, or the holders of ordinary Securities have approved the giving of the financial benefit to the related party at a general meeting.

Section 215 of the Corporations Act provides that shareholder approval is not required to give a financial benefit if:

- (i) the benefit is given to the related party in their capacity as a member of the public company; and
- (j) giving the benefit does not discriminate unfairly against the other members of the public company.

As the SPP Options proposed to be issued to the Directors (or their associates) are proposed to be issued to them:

- (a) in their capacity as Eligible Shareholders having subscribed for SPP Shares under the SPP Offer; and
- (b) on the same terms and at the same price as all other SPP Options to be issued to Eligible Shareholders that participate in the SPP Options Offer,

Shareholder approval is not required for the purposes of section 208 of the Corporations Act as the exemption under section 215 of the Corporations Act applies.

Directors’ recommendation

The Directors make no recommendation to Shareholders on these Resolutions.

8. Resolution 10 – Approve a 10% Placement Facility

Background

Listing Rule 7.1A permits eligible entities that have obtained the approval of shareholders by special resolution at an annual general meeting to issue an additional 10% of issued capital by way of placements over a 12 month period (**10% Placement Facility**).

The Company is an eligible entity (being an entity with market capitalisation of less than \$300 million and is not included in the S&P/ASX 300 index) and seeks Shareholder approval under this resolution for the 10% Placement Facility.

Requirements of ASX Listing Rule 7.1A

(a) Quoted securities

Any equity securities issued under the 10% Placement Facility must be in the same class as an existing class of equity securities of the Company that are quoted on ASX. As at the date of this Notice, the Company's fully paid ordinary shares and March 2017 Options are quoted on ASX.

(b) Number of equity securities that may be issued

Listing Rule 7.1 permits the Company to issue 15% of issued capital over a 12 month period without shareholder approval. The 10% Placement Facility under Listing Rule 7.1A is in addition to the Company's 15% placement capacity under Listing Rule 7.1. The effect of Shareholders passing this resolution is to allow the Company to issue up to 25% of its issued capital during the next 12 months without obtaining specific Shareholder approval before the placement.

The exact number of additional equity securities that the Company may issue under the 10% Placement Facility is not fixed but is calculated under a formula prescribed by the Listing Rules (set out below).

At the date of this Notice the Company has 1,527,511,057 Shares on issue. If all the Resolutions in this Notice are passed, the Company will be permitted to issue (as at the date of this Notice):

- (i) 229,126,659 equity securities under Listing Rule 7.1 (15% placement capacity); and
- (ii) 44,000,000 equity securities under Listing Rule 7.1A (10% Placement Facility).

The actual number of Equity Securities that the Company will have capacity to issue under ASX Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (refer to paragraph 7.2(e) below).

(c) Formula for calculating the number of equity securities that may be issued under the 10% Placement Facility.

If this resolution is passed, the Company may issue or agree to issue, during the 12 month period after this Meeting, the number of equity securities calculated in accordance with the following formula:

(A x D) – E

Where:

A	The number of fully paid ordinary securities on issue 12 months before the issue date or date of agreement to issue: <ul style="list-style-type: none">• plus the number of fully paid ordinary securities issued in the 12 months under an exception in Listing Rule 7.2,• plus the number of partly paid ordinary securities that became fully paid in the 12 months,• plus the number of fully paid ordinary securities issued in the 12 months with approval of holders of ordinary securities under Listing Rule 7.1 or Listing Rule 7.4,• less the number of fully paid ordinary securities cancelled in the 12 months.
D	10%
E	The number of equity securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of issue or agreement to issue that are not issued with the approval of Shareholders under Listing Rule 7.1 or 7.4.

Information required under the Listing Rules

(d) Minimum price

The issue price of any equity security under the 10% Placement Facility will be no less than 75% of the volume weighted average price for securities in the same class, calculated over the 15 trading days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the securities are to be issued is agreed; or
- (ii) if the securities are not issued within five trading days of the date above, the date on which the securities are issued.

(e) Risk of economic and voting dilution

If this resolution is passed and the Company issues securities under the 10% Placement Facility, then there is a risk to existing Shareholders of economic and voting dilution including the risk that:

- (i) the market price for equity securities in the same class may be significantly lower on the issue date of the new equity securities than on the date of this Meeting; and
- (ii) the new equity securities may be issued at a price that is at a discount to the market price for equity securities in the same class on the issue date or the new equity securities may be issued consideration for the acquisition of a new asset.

The table below identifies the potential dilution to existing Shareholders following the issue of equity securities under the 10% Placement Facility (based on the formula set out above) using different variables for the number of issued Shares and the market price of Shares. The numbers are calculated on the

basis of the latest available market price of Shares before the date of this Notice and the current number of Shares on issue.

Variable A in Listing Rule 7.1A		Nominal issue price		
		\$0.009 (market price*)	\$0.0045 (50% decrease in market price)	\$0.0135 (50% increase in market price)
Current issued capital A = 1,527,511,057 Shares	Shares issued under LR 7.1A	152,751,105	152,751,105	152,751,105
	Voting dilution	10%	10%	10%
	Funds raised	\$1,375,000	\$687,500	\$2,062,000
50% increase in issued capital A = 2,291,266,585 Shares	Shares issued under LR 7.1A	229,126,658	229,126,658	229,126,658
	Voting dilution	7.5%	7.5%	7.5%
	Funds raised	\$2,062,000	\$1,031,000	\$3,093,000
100% increase in issued capital A = 3,055,022,114 Shares	Shares issued under LR 7.1A	305,502,211	305,502,211	305,502,211
	Voting dilution	5%	5%	5%
	Funds raised	\$2,749,500	\$1,375,000	\$4,124,000

This table has been prepared on the following assumptions:

- (i) the latest available market price of Shares as at the date of the Notice was \$0.009;
- (ii) the Company issues the maximum number of equity securities available under the 10% Placement Facility
- (iii) existing Shareholders' holdings do not change from the date of this Meeting to the date of the issue under the 10% Placement Facility;
- (iv) the Company issues Shares only and does not issue other types of equity securities (such as options) under the 10% Placement Facility; and
- (v) the impact of placements under Listing Rule 7.1 or following the exercise of options is not included in the calculations.

(f) 10% Placement Period

Equity securities may be issued under the 10% Placement Facility at any time after the date of this Meeting until that date that is 12 months after this Meeting. The approval to the 10% Placement Facility under this resolution will cease to be valid in the event that Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or Listing Rule 11.2 (disposal of main undertaking).

(d) Purposes for which equity securities may be issued

The Company may seek to issue equity securities under the 10% Placement Facility for the following purposes:

- (i) cash consideration to fund business growth, to acquire new assets or make investments, to develop the Company's existing assets and operations and for general working capital; and
- (ii) non-cash consideration to acquire new assets or make investments. In these circumstances the Company provide a valuation of the non-cash consideration as required by Listing Rule 7.1A.3.

(g) Allocation policy

The Company's allocation policy for the issue of equity securities under the 10% Placement Facility will depend on the prevailing market conditions at the time of the proposed issue. The allottees will be determined on a case-by-case basis having regard to the factors such as:

- (i) the methods of raising funds that are available to the Company, including but not limited to, rights issues or other issues in which existing security holders can participate;
- (ii) the effect of the issue of the new securities on the control of the Company;
- (iii) the financial situation and solvency of the Company; and
- (iv) advice from corporate and other advisors.

At the date of this Notice the proposed allottees under the 10% Placement Facility have not been determined but may include existing substantial Shareholders, other Shareholders and/or new investors. None of the allottees will be a related party or an associate of a related party of the Company. Existing Shareholders may or may not be entitled to subscribe for equity securities under the 10% Placement Facility, and it is possible that their shareholding will be diluted.

If the 10% Placement Facility is used to acquire new assets or investments then it is likely that the allottees will be the vendors of these assets/investments.

The Company will comply with the disclosure obligations under Listing Rules 7.1A(4) and 3.10.5A upon issue of any equity securities under the 10% Placement Facility.

(h) Equity securities issued under previous placement facility approval

Shareholders approved a 10% Placement Facility at the 2016 annual general meeting.

The total number of equity securities issued in the 12 months before this Meeting is 44,000,000. These represent 40% of the total number of equity securities on issue at the commencement of that 12 month period.

The details for each separate issue of equity securities issued during the 12 months before this Meeting are set out in **Schedule 2** to this Explanatory Memorandum.

Directors' recommendation

The Directors recommend Shareholders vote in favour of Resolution 10.

9. Resolution 11-12 – Issue of Options to Directors

Background

Resolutions 11-12 seek Shareholder approval for the purposes of section 208 of the Corporations Act and Listing Rule 10.11, for the issue of up to 16,000,000 Options exercisable at \$0.013 on or before 31 December 2018 (**Director Options**) to the Directors on the terms and conditions set out below.

The primary purpose of the grant of the Director Options to the Directors is to provide a performance-linked incentive component in the remuneration package for the Directors to motivate and reward the performance of the Directors in their respective roles as employees and directors of, and consultants to, the Company.

Listing Rule information

Listing Rule 10.11 generally provides that Directors may not be issued any securities in the Company without the approval of Shareholders.

In accordance with the disclosure requirements of Listing Rule 10.13, the following information is provided in relation to Resolutions 11 and 12:

- (a) The maximum number of Director Options to be issued is:
 - 8,000,000 Director Options to Mr Langoulant (or his associates); and
 - 8,000,000 Director Options to Mr Hibberd (or his associates).
- (b) The Director Options will be issued no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
- (c) The Director Options are free-attaching options and will not be issued for any cash consideration.
- (d) The Director Options will be issued as soon as possible after lodgement of a Prospectus.
- (e) The Company will apply for quotation of the Director Options on ASX.
- (f) The Director Options are exercisable at \$0.013 each on or before 31 December 2018 and are otherwise issued on the terms and conditions as set out in Schedule 1. Shares issued on exercise of Director Options will be fully paid ordinary shares that will rank equally with all other Shares then on issue.

- (g) If approval is given under Resolutions 11 and 12 for the purposes of Listing Rule 10.11, approval is not required to be given for the purposes of Listing Rule 7.1.
- (h) No funds will be raised by the issue of Director Options to Directors

Corporation Act Exemption

Section 208 of the Corporations Act provides that a public company cannot give a “financial benefit” (including an issue of Securities) to a “related party” of the company unless one of the exceptions set out in section 210 to 216 of the Corporations Act apply or the holders of ordinary securities have approved the giving of the financial benefit to the related party at a general meeting.

The issue of Director Options to any of the Directors or their nominees constitutes the giving of a financial benefit to related parties of the Company for the purposes of section 208 of the Corporations Act.

Section 211 of the Corporations Act provides that shareholder approval is not required to give a financial benefit if:

1. the benefit is remuneration to a related party as an officer or employee of the public company; and
2. to give the remuneration would be reasonable given the circumstances of the public company and the related party's circumstances (including the responsibilities involved in the office or employment.)

(i)

Directors' recommendation

The Directors (other than Messrs Langoulant and Hibberd) recommend Shareholders vote in favour of Resolutions 11 and 12.

GLOSSARY OF TERMS

In this Explanatory Memorandum the following expressions have the following meanings:

\$A	Australian dollars.
10% Placement Facility	has the meaning given in Section 8.
10% Placement Period	has the meaning given in Section 8.
ASX	ASX Limited ACN 008 624 691.
Annual Report	the Company's Annual Report including the Financial Report, Directors' Report and Auditor's Report for the year ended 30 June 2016.
Auditor's Report	the independent auditor's report contained in the Annual Report.
Board	the Board of Directors of the Company.
Broker Options	Options granted to Novus, exercisable at \$0.013 on or before 31 December 2018
Company	White Cliff Minerals Limited ACN 126 299 125.
Constitution	the Company's constitution from time to time.
Corporations Act	the <i>Corporations Act 2001 (Cth)</i> .
Directors	the directors of the Company from time to time.
Directors' Report	the directors' report contained in the Annual Report.
Eligible Shareholder	a Shareholder eligible to apply for Shares under the SPP Offer.
Equity Securities	has the meaning given in Chapter 19 of the Listing Rules.
Explanatory Memorandum	this explanatory memorandum that accompanies the Notice.
Novus	Novus Capital Limited, ACN 006 711 995, the holder of an Australian financial services licence.
Key Management Personnel	those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company.
Listing Rules	the Listing Rules of ASX.
Meeting or Annual General Meeting	the annual general meeting of Shareholders of the Company convened by the Notice.
Notice or Notice of Annual General Meeting	the notice of annual general meeting which accompanies this Explanatory Memorandum.

Option	an option to acquire a Share.
Performance Right	a right to subscribe for a Share.
Placement	the private placement of 200,000,000 Shares and 66,666,667 Options to professional and sophisticated investors as announced on 4 November 2016
Proxy Form	the proxy form accompanying the Notice.
Remuneration Report	the remuneration report appearing in the Annual Report.
Resolution	a resolution referred to in the Notice.
Security	a Share, Option or Performance Right.
Share	an ordinary share in the Company.
Shareholder	a shareholder of the Company.
SPP Offer	The offer of up to 1666,666,667 Shares to Shareholders under a share purchase plan.
SPP Option Offer	The offer of up to 55,555,556 Options to Eligible Shareholders participating in the SPP Offer.
WST	Western Standard Time, being the time in Perth, Western Australia.

Schedule 1– Terms and Conditions of Placement Options, SPP Options, Broker Options and Director Options

The terms and conditions of the Placement Options, SPP Options, Broker Options and Director Options referred to in Resolutions 4-9 and 11-12 are regulated by the Constitution, the Corporations Act, the Listing Rules and general law.

The terms and conditions of the Placement Options, SPP Options, Broker Options and Director Options are as follows:

- 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 31 December 2018 (**Expiry Date**).
- c. The exercise price of the Options is \$0.013 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 \$0.013 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 Company will apply for quotation of the Options on ASX if possible.
- 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 then-issued Shares in all respects. If the Company is listed on ASX it will, on exercise of Options, 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.

Schedule 2

Equity securities issued 12 months prior to AGM

Date of issue	Equity Securities issued*	Person	Issue price per Share	Total cash consideration	Use of funds	Non-cash consideration and current value
4/5/2016	271,877,765 fully paid ordinary shares	Various non-related professional and sophisticated investors	\$0.006	\$1,631,267	The funds raised have been spent on exploration activities and general working capital expenses	N/A
2/6/16	168,122,235 fully paid ordinary shares	Various non-related professional and sophisticated investors	\$0.006	\$1,008,733	The funds raised have been spent on exploration activities and general working capital expenses	N/A

PROXY AND VOTING ENTITLEMENT INSTRUCTIONS

PROXY INSTRUCTIONS

Shareholders are entitled to appoint up to two individuals or bodies corporate to act as proxies to attend and vote on their behalf. Where more than one proxy is appointed each proxy may be appointed to represent a specific proportion of the Shareholder's voting rights. If the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes.

The proxy form (and the power of attorney or other authority, if any, under which the proxy form is signed) or a copy or facsimile which appears on its face to be an authentic copy of the proxy form (and the power of attorney or other authority) must be deposited at or sent by facsimile transmission to the Company Secretary's office, **Suite 2, 47 Havelock Street, West Perth WA 6005, +61 8 9324 2977**, not less than 48 hours before the time for holding the Meeting, or adjourned meeting as the case may be, at which the individual or body corporate named in the proxy form proposes to vote.

The proxy form must be signed by the Shareholder or his/her attorney duly authorised in writing or, if the Shareholder is a corporation, in a manner permitted by the Corporations Act.

The proxy may, but need not, be a Shareholder of the Company.

In the case of Shares jointly held by two or more persons, all joint holders must sign the proxy form.

A proxy form is attached to this Notice.

VOTING ENTITLEMENT

For the purposes of determining voting entitlements at the Meeting, Shares will be taken to be held by the persons who are registered as holding the Shares at 9.00pm (WST) on Wednesday, 7 December 2016. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

VOTING RESTRICTIONS THAT MAY AFFECT YOUR PROXY APPOINTMENT

Members of the Key Management Personnel (except for the Chairman) and their closely related parties are not able to vote your proxy on Resolutions 1 (Adoption of Remuneration Report) and Resolutions 7-9 and 11-12 (Issues of Options to Directors) unless you have directed them how to vote. This exclusion does not apply to the Chairman if their appointment as proxy expressly authorises them to vote on matters of Key Management Personnel remuneration.

If you intend to appoint the Chairman, a Director or any other member of Key Management Personnel or any of their closely related parties as your proxy, you are encouraged to direct them how to vote on Resolutions 1, 7-9 and 11-12.

HOW THE CHAIRMAN WILL VOTE UNDIRECTED PROXIES

At the date of this Notice, the Chairman intends to vote all undirected proxies FOR each of the Resolutions. In exceptional cases the Chairman's intentions may change subsequently and in this event, the Company will make an announcement to the market.

The Proxy Form expressly authorises the Chairman to exercise undirected proxies on all Resolutions including Resolutions are connected directly or indirectly with the remuneration of a member of Key Management Personnel.

QUESTIONS FROM SHAREHOLDERS

At the Meeting the Chairman will allow a reasonable opportunity for Shareholders to ask questions or make comments on the management of the Company and the Remuneration Report.

Mr Norman Neill, as the auditor responsible for preparing the Auditor's Report for the year ended 30 June 2016 (or his representative) will attend the Meeting. The Chairman will also allow a reasonable opportunity for Shareholders to ask the auditor questions about the conduct of the audit; the preparation

and content of the Auditor's Report; the accounting policies adopted by the Company in relation to the preparation of financial statements; and the independence of the auditor in relation to the conduct of the audit.

To assist the Board and the auditor of the Company in responding to questions please submit any questions you may have by mail to the Company Secretary's office, **Suite 2, 47 Havelock Street, West Perth WA 6005**, or by fax to **+61 8 9324 2977** so that it is received by no later than 5.00pm (WST) on Wednesday, 30 November 2016.

As required under section 250PA of the Corporations Act, at the Meeting, the Company will distribute a list setting out the questions directed to the auditor received in writing, being questions which the auditor considers relevant to the content of the Auditor's Report or the conduct of the audit of the Annual Financial Report for the year ended 30 June 2016. The Chairman will allow reasonable opportunity to respond to the questions set out on this list.

WHITE CLIFF MINERALS LIMITED
ACN 126 299 125

PROXY FORM

The Company Secretary

White Cliff Minerals Limited, Suite 2, 47 Havelock Street, West Perth WA 6005,

Facsimile +61 8 9324 2977

I/We _____

of _____

being a Shareholder/(s) of White Cliff Minerals Limited ("**Company**") and entitled to

_____ Shares in the Company

hereby appoint _____

of _____

or failing him/her/it _____

of _____

or failing him/her/it the Chairman as my/our proxy to vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held at the Suite 2, 47 Havelock Street, West Perth, Western Australia at 11.30am (WST) on Friday, 9 December 2016 and at any adjournment thereof in respect of _____ of my/our Shares or, failing any number being specified, **ALL** of my/our Shares in the Company.

If two proxies are appointed, the proportion of voting rights this proxy is authorised to exercise is []%. (An additional proxy form will be supplied by the Company on request.)

If you wish to indicate how your proxy is to vote, please tick the appropriate places below. If no indication is given on a Resolution, the proxy may abstain or vote at his/her/its discretion.

In relation to undirected proxies, the Chairman intends to vote in favour of all of the Resolutions.

If the Chairman is my/our proxy, I/we expressly authorise the Chairman to vote on Resolutions 1, 7-9 and 11-12 in his discretion (except where I/we have marked the voting boxes below) even though those Resolution are connected with the remuneration of a member of Key Management Personnel.

I/we acknowledge that the Directors (other than the Chairman) and other Key Management Personnel of the Company and their closely related parties will not cast any votes in respect of Resolutions 1, 7-9 and 11-12 that arise from any undirected proxy that they hold.

I/we direct my/our proxy to vote as indicated overleaf:

