

ASX ANNOUNCEMENT

28th October 2020



Wade Baggott
Manager, Listing Compliance (Perth)
Level 40, Central Park
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Perth WA 6000

By e-mail: wade.baggott@asx.com.au

Dear Wade,

RE: Response to General - Aware Query

White Cliff Minerals Limited (**White Cliff** or the **Company**) refers to your Aware Letter dated 26 October 2020 and provides the following responses to your queries in the order in which they appear:

1. Does WCN consider the New Drilling Information to be information that a reasonable person would expect to have a material effect on the price or value of its securities?

Yes. However, prior to its release the Company was relying on the exceptions to LR3.1A.

2. If the answer to question 1 is "no", please advise the basis for that view.

N/A.

3. When did WCN come into possession of the New Drilling Information?

As stated in the Company's announcement made to MAP on 14 September 2020, the Company had engaged the services of a technical consultant (**Consultant**) for the purposes of delivering a maiden Mineral Resource Estimate (**MRE**) for the Reedy South Gold Project (**Project**).

The scope of services by the Consultant included, amongst other things, the acquisition of and digitization of all available data (from public, i.e. WAMEX, and private sources), QA/QC of assay data including the new drilling information (which necessitated that a site visit be undertaken), resource modelling and the preparation of a Resource Report which would incorporate the maiden MRE.

On 27 September 2020, the Company and its Consultant were provided with access to an unverified digital online data room for the Project. The data consisted of exploration results (trenching, RAB, aircore and RC drilling) from 1985 to 2010, including some information which, following supplementation from other sources and extensive analysis and QA/QC, became the New Drilling Information. Prior to then the Company relied upon drill results from 2015/16 to proceed with the acquisition and make the Acquisition Announcement.

4. How did WCN come into possession of the New Drilling Information? In answering this question please confirm whether the New Drilling Information was sent to WCN from a third party and who that third party was.

As outlined in point 3 above, the acquisition of additional information was from a range of sources (including the project vendor and advisors, and the Department of Mines Industry and Resources).

ASX:WCN

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Upon receipt, the Company's Consultant commenced their review of the information, including whether the methods of exploration could be used for a mineral resource estimate in accordance with JORC 2012, to ensure that the information was relevant, reliable, material and complete. This process is ongoing.

The Company met with its Consultant in the afternoon of 22 October 2020, at which time the Company became aware that the additional information and analysis of that information was sufficiently complete and material to warrant disclosure (in the form of the New Drilling Information). An announcement was prepared promptly and without delay, and was announced pre-open on 26 October 2020. During the time taken to prepare the announcement (1 trading day) – a period the Company considers reasonable given the volume and complexity of historical mining information – the Company carefully monitored the Company's share price with a view of calling a trading halt had there been any material movement in the Company's share price or volume traded (which there were not).

5. Was WCN aware at the time of the Acquisition Announcement that there was information about historical drilling information yet to be provided to ASX?

Yes, the Company was aware, anecdotally only, that further historical drilling and exploration information may have existed, but that the Company had access to some, not all, of this information.

The announcement released on MAP on 14 September 2020 by the Company (Acquisition Announcement) incorporated the most recent (2015/16) drilling information that the Company had at the time which could be appropriately validated in accordance with the JORC 2012 code. The Acquisition Announcement (at Table 2) summarised the historical drilling and trenching campaigns undertaken by previous explorers at the Project. However, the Company and its consultants were still obtaining all relevant drilling data, including logs, assays, processes and procedures, and had not satisfactorily verified all information for which it did have. As noted above, this information covered a 25-year period using a variety of exploration methods, and the process of review takes time.

6. Is there any additional historical drilling information yet to be provided to ASX? If there is historical drilling information yet to be provided, please explain why it has not been provided and when it is expected to be provided.

Yes, although at the time of both the Acquisition Announcement and the 26 October 2020 announcement, the Company had announced all historical drilling information that had been reviewed and capable of presentation in accordance with the JORC 2012 code.

The Company summarised the extent of verifiable drilling undertaken at the Project. Tables 3 & 4 of the Acquisition Announcement detailed the drilling collar location and assay data of the 2015 RC drilling program undertaken by Murchison Mining and which focussed on the Pegasus prospect in the central portion of the license – reference to "complete drillhole information" at Table 2 was only in reference to the 2015 RC drilling campaign.

As outlined in point 5 above, at the time of the Acquisition Announcement this was the only information that the Company had available and could verify and, for the purposes of due diligence, was of sufficient quality for the Company to decide to make a commercial decision to enter into the transaction with the Project vendors.

As part of the preparation of the MRE, the entire drilling database and assay information is being reviewed to consider whether the information is of sufficient quality (as to drilling methods, drill logging, sample prep and analysis etc) to be

incorporated into the MRE.

7. Having regard to the definition of 'aware' in Chapter 19 of the ASX Listing Rules, when did WCN first become aware of the New Drilling Information?

22 October 2020.

8. If WCN first became aware of the New Drilling Information before 26 October 2020, did WCN make any announcement prior to the relevant date which disclosed the information? If so, please provide details. If not, please explain why this information was not released to the market at an earlier time, commenting specifically on when you believe WCN was obliged to release the information under Listing Rules 3.1 and 3.1A and what steps WCN took to ensure that the information was released promptly and without delay.

The Company met with its Consultant in the afternoon of 22 October 2020, at which time the Company became aware that the additional information and analysis of that information was sufficiently complete and material to warrant disclosure (in the form of the New Drilling Information). An announcement was prepared promptly and without delay, and was announced pre-open on 26 October 2020. During the time taken to prepare the announcement (1 trading day) – a period the Company considers reasonable given the volume and complexity of historical mining information – the New Information remained confidential and the Company carefully monitored the Company's share price with a view of calling a trading halt had there been any material movement in the Company's share price or volume traded (which there were not). For those reasons, the Company relied upon Listing Rule 3.1A in releasing the information on pre-open on 26 October 2020.

9. Please confirm that WCN is complying with the Listing Rules and, in particular, Listing Rule 3.1.

Confirmed.

As announced in the Company's September quarterly activities report, the Company is in ongoing discussions regarding the potential divestment of its non-core projects. As at the date of this letter, the discussions are confidential, ongoing and incomplete.

10. Please confirm that WCN's responses to the questions above have been authorised and approved in accordance with its published continuous disclosure policy or otherwise by its board or an officer of WCN with delegated authority from the board to respond to ASX on disclosure matters.

Confirmed.

This announcement was authorised for release by the board of White Cliff Minerals Limited.

Further Information

Nicholas Ong
Director & Company Secretary
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26 October 2020

Mr Nicholas Ong
Company Secretary
White Cliff Minerals Limited

By email:

Dear Mr Ong

White Cliff Minerals Limited ('WCN'): General – Aware Query

ASX refers to the following:

A. WCN's announcement entitled "White Cliff Acquires High Grade Gold Project near Cue, WA" lodged on the ASX Market Announcements Platform and released at 8:45 AM AEST on 8 October 202 (the 'Acquisition Announcement'), disclosing, amongst other things:

- *Historical drilling (1984-2015) at the Reedy South Gold Project has returned numerous high-grade intercepts from Pegasus and King Cole Prospects, including: o 12m @ 5.26g/t from 34m (PGRC10016) o 7m @ 10.86g/t from 30m (PGRC10036) o 4m @ 7.68g/t from 36m (PGRC10015) o 5m @ 6.41g/t from 34m (PGRC10018)*
- *Table 2: Drilling Summary at M 20/446. The **complete** drill hole information is set out at the end of the announcement (emphasis added):*

Drilling Type	Number of Holes	Average Depth	Total Metres
Air Core	8	45	363
Rotary Percussion	43	44	1,877
Reverse Circulation	117	61	7,182
Total	168		9,422

and

- Tables 3 and 4 of the Acquisition Announcement containing drill collar and assay results; and
- JORC Table 1 set out within the Acquisition Announcement

(the 'Original Drilling Information').

B. WCN's announcement entitled "High-grade Gold Results Uncovered at Reedy South" lodged on the ASX Market Announcements Platform and released at 8:18 AM AEDT on 26 October 2020 (the 'October Announcement'), disclosing, amongst other things:

- *Desktop analysis for maiden Mineral Resource Estimate (MRE) has uncovered significant intercepts from previous RC drilling at the King Cole prospect, Reedy South Gold Project, including: o 20m @ 4.13 g/t Au from 2m, including 3m @ 11.33 g/t Au from 5m (H4, 2010) o 4m @ 9.51 g/t Au from 32m and 2m @ 11.75 g/t Au from 38m (H3, 2010) o 2m @ 2.70 g/t Au from 4m (H2, 2010) o 6m @ 2.68 g/t Au from 15m (H1, 2010) 1*
- *Results are from previous drilling program undertaken by Wakeford Holdings and will form part of the upcoming maiden MRE*

and

-
- Tables 1 and 2 of the October Announcement containing drill collar and assay results; and
 - JORC Table 1 set out within the October Announcement, (the 'New Drilling Information').
- C. ASX's price query letter and WCN's response to that letter lodged on the ASX Market Announcements Platform and released at 3:57PM AEDT on 8 October 2020 (the 'Price Query Response'), disclosing the following:
- White Cliff Minerals Limited (White Cliff or the Company) refers to your Price Query letter dated 8 October 2020 and provides the following responses:*
1. No.
 2. Not applicable.
 3. The Company notes the following additional factors that may also explain the recent trading in its securities:
 - a. On 14 September 2020, the Company announced the proposed acquisition of the Reedy South Gold Project near Cue, Western Australia. As part of the announcement, the Company stated its intention to commence a maiden drilling program at the Project in mid-to late October and the delivery of a maiden Mineral Resource Estimate.
 - b. On 5 October 2020, the Company released an investor presentation via the Market Announcement Platform which summarised the Company's portfolio of assets and indicative work programs.
 - c. Concurrently with the updated investor presentation, the Company has launched a new Company website.
 - d. The Company released an announcement today confirming the engagement of a drilling contractor to undertake the drilling program referred to in 3a above.
 - e. The consideration has been paid to the vendors of the Reedy South Gold Project which is set out in the Appendix 2A and cleansing notice released today.
 - f. The general improved sentiment in the resources sector, in particular for gold and base metals exploration in Australia.
 4. The Company confirms that it is compliant with the Listing Rules and, in particular, Listing Rule 3.1.
 5. The Company confirms that the Company's response has been authorised and approved by officers of the Company that have delegated authority from the Board to respond to ASX disclosure matters.
- D. Listing Rule 3.1, which requires a listed entity to immediately give ASX any information concerning it that a reasonable person would expect to have a material effect on the price or value of the entity's securities.
- E. The definition of "aware" in Chapter 19 of the Listing Rules, which states that:
- "an entity becomes aware of information if, and as soon as, an officer of the entity (or, in the case of a trust, an officer of the responsible entity) has, or ought reasonably to have, come into possession of the information in the course of the performance of their duties as an officer of that entity" and section 4.4 in Guidance Note 8 Continuous Disclosure: Listing Rules 3.1 – 3.1B "When does an entity become aware of information."*
- F. Listing Rule 3.1A, which sets out exceptions from the requirement to make immediate disclosure, provided that each of the following are satisfied.

“3.1A Listing rule 3.1 does not apply to particular information while each of the following is satisfied in relation to the information:

3.1A.1 One or more of the following applies:

- It would be a breach of a law to disclose the information;*
- The information concerns an incomplete proposal or negotiation;*
- The information comprises matters of supposition or is insufficiently definite to warrant disclosure;*
- The information is generated for the internal management purposes of the entity; or*
- The information is a trade secret; and*

3.1A.2 The information is confidential and ASX has not formed the view that the information has ceased to be confidential; and

3.1A.3 A reasonable person would not expect the information to be disclosed.”

G. ASX’s policy position on the concept of “confidentiality”, which is detailed in section 5.8 of Guidance Note 8 *Continuous Disclosure*: Listing Rules 3.1 – 3.1B. In particular, the Guidance Note states that:

“Whether information has the quality of being confidential is a question of fact, not one of the intention or desire of the listed entity. Accordingly, even though an entity may consider information to be confidential and its disclosure to be a breach of confidence, if it is in fact disclosed by those who know it, then it ceases to be confidential information for the purposes of this rule.”

Request for information

Having regard to the above, ASX asks WCN to respond separately to each of the following questions and requests for information:

1. Does WCN consider the New Drilling Information to be information that a reasonable person would expect to have a material effect on the price or value of its securities?
2. If the answer to question 1 is “no”, please advise the basis for that view.
3. When did WCN come into possession of the New Drilling Information?
4. How did WCN come into possession of the New Drilling Information? In answering this question please confirm whether the New Drilling Information was sent to WCN from a third party and who that third party was.
5. Was WCN aware at the time of the Acquisition Announcement that there was information about historical drilling information yet to be provided to ASX?
6. Is there any additional historical drilling information yet to be provided to ASX? If there is historical drilling information yet to be provided, please explain why it has not been provided and when it is expected to be provided.
7. Having regard to the definition of ‘aware’ in Chapter 19 of the ASX Listing Rules, when did WCN first become aware of the New Drilling Information?
8. If WCN first became aware of the New Drilling Information before 26 October 2020, did WCN make any announcement prior to the relevant date which disclosed the information? If so, please provide details. If not, please explain why this information was not released to the market at an earlier time, commenting

specifically on when you believe WCN was obliged to release the information under Listing Rules 3.1 and 3.1A and what steps WCN took to ensure that the information was released promptly and without delay.

9. Please confirm that WCN is complying with the Listing Rules and, in particular, Listing Rule 3.1.
10. Please confirm that WCN's responses to the questions above have been authorised and approved in accordance with its published continuous disclosure policy or otherwise by its board or an officer of WCN with delegated authority from the board to respond to ASX on disclosure matters.

When and where to send your response

This request is made under Listing Rule 18.7. Your response is required as soon as reasonably possible and, in any event, by no later than **3PM AWST on Wednesday, 28 October 2020**. You should note that if the information requested by this letter is information required to be given to ASX under Listing Rule 3.1 and it does not fall within the exceptions mentioned in Listing Rule 3.1A, WCN's obligation is to disclose the information 'immediately'. This may require the information to be disclosed before the deadline set out in the previous paragraph and may require WCN to request a trading halt immediately.

Your response should be sent to me by e-mail at **ListingsCompliancePerth@asx.com.au**. It should not be sent directly to the ASX Market Announcements Office. This is to allow me to review your response to confirm that it is in a form appropriate for release to the market, before it is published on the ASX Market Announcements Platform.

Trading halt

If you are unable to respond to this letter by the time specified above, you should discuss with us whether it is appropriate to request a trading halt in WCN's securities under Listing Rule 17.1. If you wish a trading halt, you must tell us:

- the reasons for the trading halt;
- how long you want the trading halt to last;
- the event you expect to happen that will end the trading halt;
- that you are not aware of any reason why the trading halt should not be granted; and
- any other information necessary to inform the market about the trading halt, or that we ask for.

We require the request for a trading halt to be in writing. The trading halt cannot extend past the commencement of normal trading on the second day after the day on which it is granted. You can find further information about trading halts in Guidance Note 16 *Trading Halts & Voluntary Suspensions*.

Suspension

If you are unable to respond to this letter by the time specified above, ASX will likely suspend trading in WCN's securities under Listing Rule 17.3.

Listing Rules 3.1 and 3.1A

In responding to this letter, you should have regard to WCN's obligations under Listing Rules 3.1 and 3.1A and also to Guidance Note 8 *Continuous Disclosure*: Listing Rules 3.1 – 3.1B. It should be noted that WCN's obligation to disclose information under Listing Rule 3.1 is not confined to, nor is it necessarily satisfied by, answering the questions set out in this letter.

Release of correspondence between ASX and entity

We reserve the right to release a copy of this letter, your reply and any other related correspondence between us to the market under listing rule 18.7A.

Questions

If you have any questions in relation to the above, please do not hesitate to contact me.

Yours sincerely

Wade Baggott
Manager, Listings Compliance (Perth)