



11 February 2019

ASX Code: WCN

Non-Renounceable Offer to Shareholders, Strategic Review and Management Changes

Key Highlights:

- One for one non-renounceable entitlements offer to shareholders to raise up to \$1.15m
- Attractively priced at \$0.005, a discount of 68% to last closing price
- One free attaching option for every new share issued; quotation on the ASX will be sought
- Strategic review of assets
- Global corporate finance advisory firm appointed to assist with unlocking value at Chanach

White Cliff Minerals Limited (“White Cliff” or “the Company”) is pleased to announce a partially underwritten non-renounceable entitlements offer of one new share for every one White Cliff share held, at an issue price of \$0.005 per new share to raise up to \$1,154,876 before costs (“Entitlement Offer”). For every new share issued, shareholders will receive one free attaching option exercisable at \$0.015 expiring 28 February 2024 (“New Options”). ASX listing of the option will be sought. A total of 230,975,294 new shares together with 230,975,294 New Options are to be offered under the Entitlement Offer.

The Entitlement Offer is underwritten to the amount of \$1,000,000 by Perth based CPS Capital Group Pty Ltd (“CPS”). The underwriting is subject to certain conditions, including that CPS is satisfied with due diligence and consents to being named as underwriter in a prospectus to be lodged by the Company for the Entitlement Offer, and terminating events. Details of CPS’s remuneration are set out in the accompanying Appendix 3B.

The Entitlement Offer is open to all eligible shareholders who have a registered address within Australia or New Zealand, and who hold White Cliff shares at 19 February 2019 (the “Record Date”). The Entitlement Offer will close on 6 March 2019 (unless extended). The new shares offered are attractively priced at a 68% discount to the previous market close of \$0.015.

All new shares issued will rank equally with existing shares on issue and the Company will apply for official quotation of the new shares and New Options. A prospectus in relation to the Entitlement Offer will be lodged with ASIC in coming days. Existing option holders are not entitled to participate in the Entitlement Offer without first exercising their options to be registered as a shareholder in Australia or New Zealand before the Record Date, in accordance with the terms and conditions of those options.

By undertaking an entitlement offer, all existing shareholders will be given the opportunity to acquire new shares at the same price with a free attaching option for which the Company will seek ASX quotation.

The funds raised by the Entitlement Offer will be used primarily for:

- Completion of the alluvial bulk sampling for better understanding of gold distribution in the Chanach river gravel terraces, at the Company’s gold deposit in Central Asia (the deposit already contains a resource of 3 Mt at 5.1 g/t gold containing 484,000 Oz of gold from surface);

- Metallurgical assessment of recoverable gold from the alluvial system;
- Conversion of the Chanach prospecting License to an Exploration license providing an additional four years of tenure;
- Preparation of drilling access tracks and pads;
- Maiden resource estimate for the Coronation Dam and Ghan Well Cobalt-Nickel projects. Both projects have sufficient exploration work done over the past 12 months to warrant an assessment on their respective resource potential; and
- General working capital.

Strategic Review of Assets

Following a recent strategic review of the Company's projects, the Board has commenced discussions with various parties regarding its non-core projects in Western Australia, which may include joint ventures or outright sale. The Company has appointed a global corporate finance advisory firm to assist in evaluating various options to unlock value for shareholders from its Chanach Gold Copper project. Chanach, Coronation Dam and Ghan Well will remain the Company's key projects and its main focus.

Cost Savings

As announced on 30 January 2019, the Company has identified and implemented a number of cost saving measures that will reduce fixed costs by about \$500,000 per annum. These included right-sizing the management and exploration team, and rationalising and re-negotiating various administration expenditures. The Board has identified additional savings that will be implemented and disclosed in due course and will continue to monitor its cost base use of funds to ensure funds are spent wisely and add value.

Management Changes

The Board advises that Mr Todd Hibberd has stepped down from the position of Managing Director effective immediately. Mr Hibberd will remain as a director and employee of the Company. Mr Hibberd's employment contract ends on 31 March 2019 at which point he will be engaged as a consultant.

Non-executive Director Mr Daniel Smith has taken on the role of chairman, however his remuneration will remain the same.

Prospectus and Entitlement & Acceptance Form

A prospectus setting out details of the Entitlement Offer will be dispatched to eligible shareholders on the 22 February 2019 and accompanied by a personalised entitlement and acceptance form with instructions how to accept your entitlement. Eligible shareholders should consider the prospectus in deciding whether to acquire securities under the Entitlement Offer, and will need to complete the personal entitlement and acceptance form that will accompany the prospectus.

INDICATIVE TIMETABLE

The following are indicative dates in respect of the Entitlement Offer:

Event	Date
Announcement of Offer and Appendix 3B with ASX	11 February 2019
Lodgement of Prospectus with the ASIC	14 February 2019
Notice sent to Optionholders	15 February 2019
Notice sent to Shareholders	15 February 2019
Ex entitlement date	18 February 2019
Record Date for determining Entitlements (5:00pm WST)	19 February 2019
Prospectus and personalised Entitlement and Acceptance Forms sent out to Eligible Shareholders	22 February 2019
Last day to extend the Closing Date	28 February 2019

Closing Date (5:00pm WST)*	6 March 2019
Securities quoted on a deferred settlement basis	7 March 2019
ASX notified of under subscriptions	11 March 2019
Issue date. Deferred settlement trading ends	13 March 2019

The above dates are indicative only and may change, subject to the Corporations Act and Listing Rules.

Further Information:

Daniel Smith
Chairman
+61 8 9486 4036

Nicholas Ong
Director & Company Secretary
+61 8 9486 4036

About White Cliff Minerals Limited

Cobalt-Nickel Projects:

Coronation Dam Cobalt Project (100%): The project consists of one tenement (16km²) in the Wiluna-Norseman greenstone belt 90km south of the Murrin Murrin nickel-cobalt HPAL plant. The tenement contains an extensive ultramafic unit that contains zones of cobalt mineralisation associated with nickel mineralisation. The cobalt grades range from 0.01% to 0.69% cobalt and occur within the regolith profile above the ultramafic units. Nickel grade range from 0.4% to 2.2% nickel

Coglia Well Cobalt Project (100%): The project consists of two tenements (166km²) in the Merolia greenstone belt 50km south east of Laverton, WA. The tenements contain extensive ultramafic units that host zones of cobalt mineralisation associated with nickel mineralisation. Historical drilling has identified Cobalt grades including 16 metres at **0.16% cobalt** and 0.65% nickel.

Ghan Well Cobalt Project (100%): The project consists of one tenement (39km²) in the Wiluna-Norseman greenstone belt 25km southeast of the Murrin Murrin nickel-cobalt HPAL plant. The tenement contains an extensive ultramafic unit that contains zones of cobalt mineralisation associated with nickel mineralisation. The Cobalt grades range for 0.01% to 0.75% cobalt and occur within a zone of manganese oxides that form in the regolith profile.

Bremer Range Cobalt Project (100%): The project covers 127km² in the Lake Johnson Greenstone Belt prospective for shallow cobalt-nickel mineralisation. Historical drilling has identified extensive cobalt and nickel mineralisation associated with ultramafic rocks extending 15 kilometres in length and up to 1500 metres wide. The tenements are only 130 kilometres from the Ravensthorpe cobalt and nickel processing facility.

Gold Projects:

Kyrgyz Copper-Gold Project (90%): The Project contains extensive porphyry related gold and copper mineralisation starting at the surface and extending over 8 kilometres. The Aucu gold deposit currently contains an Inferred Gold Mineral Resource above a cut-off grade of 1 g/t gold of **2.95 Million** tonnes grading **5.1 g/t gold** for **484,000 ounces** of contained gold. The project also contains the Chanach copper deposit which has an Inferred Copper Mineral Resource of **17.2Mt at 0.36% copper** containing **64,000 tonnes** of copper.

Extensive mineralisation occurs around both deposits demonstrating significant expansion potential. The project is located in the Kyrgyz Republic, 350km west-southwest of the capital city of Bishkek and covers 57km². The Chanach copper and gold deposit is located in the western part of the Tien Shan Belt, a highly mineralised zone that extending for over 2500 km, from western Uzbekistan, through Tajikistan, Kyrgyz Republic and southern Kazakhstan to western China.

Ironstone Gold Project (100%): The project consists of 191km² of the Merolia Greenstone belt consisting of the Ironstone, Comet Well and Burtville prospects. The project contains extensive basalt sequences that are prospective for gold mineralisation, including the Ironstone prospect where historical drilling has identified 24m at 8.6g/t gold.

Laverton Gold Project (100%): The project consists of one granted tenement (22km²) in the Laverton Greenstone belt. The Red Flag prospect is located 20km southwest of Laverton in the core of the structurally complex Laverton Tectonic zone immediately north of the Mt Morgan's Gold Mine (3.5 MOz) and 7 kilometres northwest of the Wallaby Gold Mine (7 MOz).

The Information in this report that relates to exploration results, mineral resources or ore reserves is based on information compiled by Mr Todd Hibberd, who is a member of the Australian Institute of Mining and Metallurgy. Mr Hibberd is a full time employee of the company. Mr Hibberd has sufficient experience which is relevant to the style of mineralisation and type of deposits under consideration and to the activity that he is undertaking to qualify as a Competent Person as defined in the 2012 edition of the 'Australian Code for Reporting Exploration Results, Mineral Resources and Ore Reserves (the JORC Code)'. Mr Hibberd consents to the inclusion of this information in the form and context in which it appears in this report.

¹The Information in this report that relates to Mineral Resources is based on information compiled by Mr Ian Glacken, who is a Fellow of the Australasian Institute of Mining and Metallurgy. Mr Glacken is a full time employee of Optiro Pty Ltd. Mr Glacken has sufficient experience which is relevant to the style of mineralisation and type of deposits under consideration and to the activity that he is undertaking to qualify as a Competent Person as defined in the 2012 edition of the 'Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves (the JORC Code)'. Mr Glacken consents to the inclusion of this information in the form and context in which it appears in this report.