



White Cliff Minerals LTD

White Cliff Minerals Limited

ABN 22 126 299 125

Annual report
for the year ended 30 June 2020

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Corporate Information

Directors	Dan Smith Nicholas Ong Ed Mead Michael Soucik
Company secretary	Nicholas Ong
Registered office and principal place of business	Level 8, 99 St Georges Terrace Perth, Western Australia 6000 Telephone: (08) 9486 4036 Facsimile: (08) 9486 4799 Website: www.wcminerals.com.au
Share registry	Computershare Investor Services Pty Ltd Level 11, 172 St George's Terrace Perth, Western Australia 6000 Telephone: (08) 9323 2000
Auditors	HLB Mann Judd Chartered Accountants Level 4, 130 Stirling Street Perth, Western Australia 6000
Solicitors	Atkinson Corporate Lawyers Level 8, 99 St Georges Terrace Perth, WA 6000
ASX code	White Cliff Minerals Limited is listed on the Australian Securities Exchange (Shares: WCN, Options: WCNOD, WCNOE)

Review of Operations

Highlights

- Successful completion of sale of Auco gold deposit for US\$2.65m in cash and shares
- Acquisition of highly-prospective copper-gold tenements in the west Paterson Province
- Electromagnetic (EM) Survey undertaken at Ghan Well and Coronation Dam nickel projects

Corporate

The Company appointed Mr Michael Soucik as non-executive chairman, with Mr Daniel Smith stepping down from the role of Chairman but remaining as a director of the Company.

Exploration Summary

White Cliff controls tenement packages in Western Australia's Yilgarn Craton and Paterson Province.

Kyrgyz Republic Auco Gold Project

In October 2019, the Company announced that settlement had occurred for the sale of the Company's 90% interest in the Auco Copper-Gold project in Kyrgyzstan. In accordance with a binding share sale and purchase agreement ("Agreement") with RTG Mining Inc ("RTG", ASX:RTG), RTG transferred the remaining sale consideration of US\$1.95 million cash and issued 10,312,577 RTG shares (subject to 12 months escrow) to the Company on 23 October 2019.

The RTG shares held by White Cliff present approximately 1.6% of total issued share capital in RTG. As such, the Company will maintain exposure to the Auco Copper-Gold project, and other projects undertaken by RTG through its shareholding interest in RTG.

Australian Projects

In Western Australia the Company is exploring several projects with the primary focus on the Reedy South Gold Project near Cue, the Midas copper-gold projects in the Paterson Province, and the Ghan Well and Coronation Dam cobalt and nickel projects (**Figure 1**).

The acquisition of the Reedy South Gold Project was announced 14 September 2020.

The Midas copper-gold project (which consists of Table Top (E45/5107) and Coolbro Creek (E45/5112)) was acquired through the acquisition of a 100% interest in Hobbs & Heugh Pty Ltd.

For the Ghan Well nickel-cobalt deposit, the Company reported in accordance with the guidelines of the JORC Code, a cut-off grade of 0.8% nickel, with the project consisting of 1.3 million tonnes with an average grade of 0.9% nickel and 0.007% cobalt, containing 11,900 tonnes of nickel and 900 tonnes of cobalt.

For the Coronation Dam nickel-cobalt deposit, the Company reported in accordance with the guidelines of JORC Code, a cut-off grade of 0.8% nickel, with a project consisting of 5.7 million tonnes grading 1.0% nickel and 0.08% cobalt, containing 56,700 tonnes of nickel and 4,300 tonnes of cobalt.



Figure 1: White Cliff Minerals WA Project Map

Reedy South Gold Project (acquiring 100%)

On 14 September 2020, the Company announced that it had entered into binding tenement sale agreements to acquire 100% (**Terms Sheet**) of M 20/446 and E 20/969, E20/971 & E20/972 (the **Reedy South Gold Project** or the **Project**) from Harley James Sears and Wakeford Holdings Pty Ltd (in respect of M20/446) (**Wakeford Parties**) and Bonanza Resources Pty Ltd (in respect of E 20/969, E20/971 & E20/972) (**Bonanza**).

Project Overview

The Project covers 156km² of the highly prospective Cue goldfields, including 1km of strike along the prolific Reedy Shear Zone (**RSZ**). The Project comprises one granted mining lease (M20/446) covering the historic underground workings of Pegasus and King Cole, and three exploration license applications (E20/969, E20/971 & E20/972) (**Figure 2**). The Project is situated 40km north of Cue, via the Great Northern Highway and is 80km south of Meekatharra.

The Project is situated within the prolific Cue-Meekatharra gold district, home to Reedys (1.6moz) and Day Dawn (2.6moz) gold deposits, with two mills operating within 60km of the Project. Following the preliminary due diligence, White Cliff believes in the potential of the current targets to host a regionally significant resource, particularly given the lack of systematic exploration. Historical exploration at the Reedy South Gold Project has been limited to surface prospecting, geochemistry, and broad spaced shallow drilling with exploration over the past decade constrained by funding.

There were two underground workings accessed via the Pegasus and King Cole shafts however there is no official gold production recorded from the historical underground production. An RC drilling program undertaken in 2015 by the project owner focused on the Pegasus prospect consisting of 42 holes for 1,820m (full drilling data was announced 14 September 2020). Significant intercepts included:

- **12m @ 5.26g/t** from 34m (PGRC10016)
- **7m @ 10.86g/t** from 30m (PGRC10036)
- **4m @ 7.68g/t** from 36m (PGRC10015)
- **5m @ 6.41g/t** from 34m (PGRC10018)

Based on initial review of QA and QC of available exploration data, White Cliff believes that there is a sufficient dataset to progress the Reedy South Gold Project towards a maiden JORC mineral resource estimate. Given the average depth of drilling to date is ~60m, this warrants immediate drilling to test depth and strike extensions of the current prospects on completion of the maiden Mineral Resource Estimate.

The Reedy South Gold Project hosts two historic workings, namely King Cole and Pegasus, which have also been the focus of historic exploration, and which the Company aims to undertake first pass drilling on in coming months.

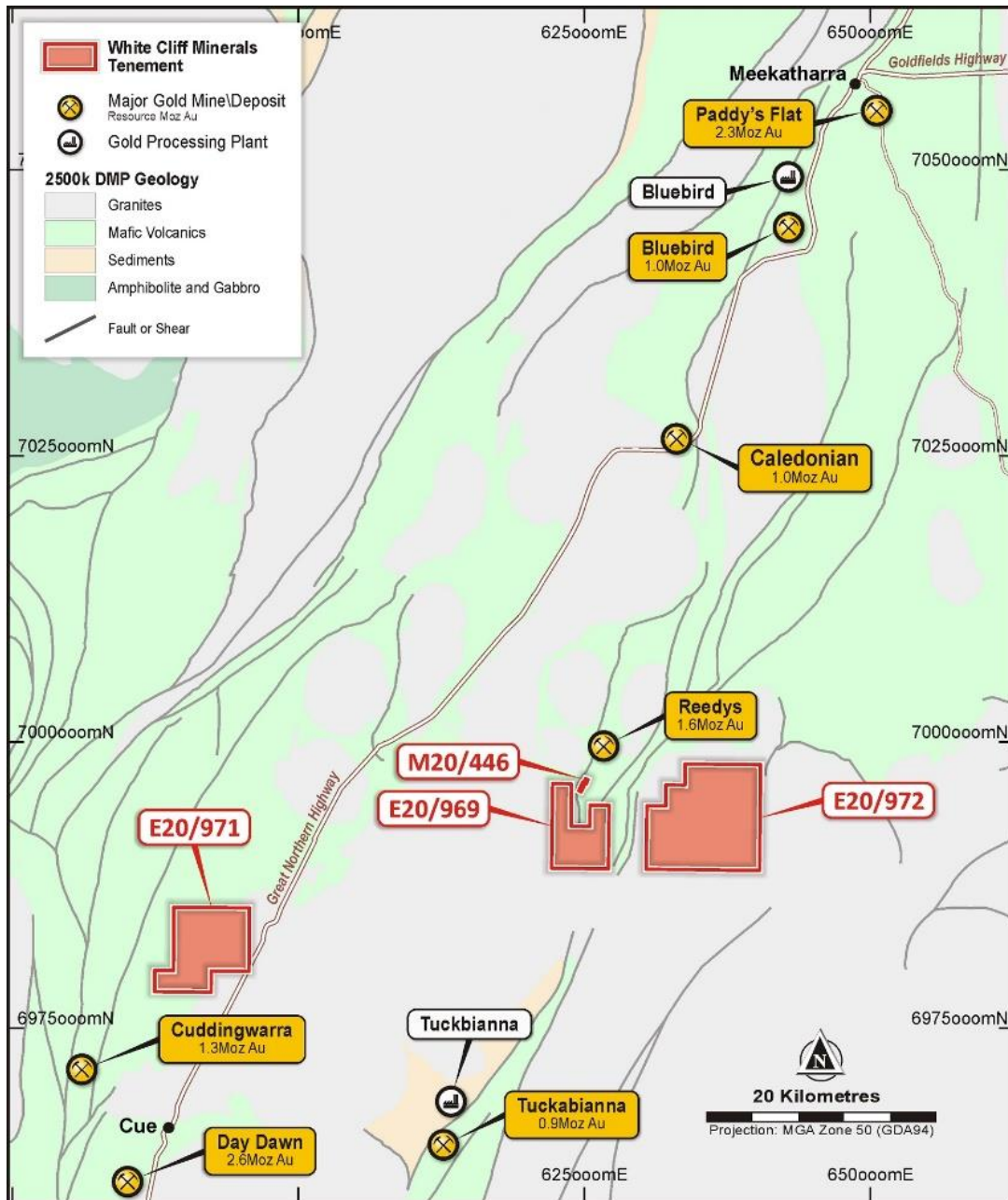


Figure 2: The Reedy South Gold Project Location

Tenement History

Tenement M 20/446 was granted on 17th August 2000 and is currently held by Harley James Sears and Wakeford Holdings Pty Ltd; the tenement area size is 29.14 hectares and has a minimum expenditure requirement of \$10,000 per annum. Historic mining activity on the tenement includes two historical underground workings named the Pegasus and King Cole; no official gold production has been recorded with the department of mines. The tenement consists of 3 historic GML's (20/2552, 20/2457 and 20/2458) approximately 1200m long and 240m wide centred along the Reedy Shear Zone and is surrounded by M 20/12 currently held by Big Bell Gold Operations Pty Ltd, a subsidiary of Westgold. M 20/446 has been in private ownership since the grant date in 2000.

Tenements E 20/969, E 20/971 and E 20/972 are currently in application. Covering 156km², the tenements overlie prospective geology and structural features that have been identified in regional magnetics and from GSWA mapping, with next stage work programs looking at further mapping and geochemical sampling programs.

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Table 1: Tenement Details

Tenement ID	Holder	Grant	Expiry	Area	Area km2
M 20/446	Wakeford Holdings PL / Harley Sears	17/10/2000	19/10/2021	29ha	0.29
E 20/969	Bonanza Resources Pty Ltd	Application	-	9 blocks	27.5
E 20/971	Bonanza Resources Pty Ltd	Application	-	15 Blocks	45.79
E 20/972	Bonanza Resources Pty Ltd	Application	-	27 Blocks	82.49

Historic Drilling

Key companies which have managed the tenement since 1984 include Homestake Australia Ltd, St Barbara Mines Ltd and Wakeford Holdings PL. The majority of drill holes (**Table 2**) have been RAB and RC by Homestake and St Barbara, exploring for gold. The tenement has been held in private hands since. During 2015, 42 angled RC holes (PGRC10001 – 10042) to infill existing historic holes, on 10m spaced drill lines along a strike length of 120m, were completed over the Pegasus workings.

The holes were designed to define the footwall and hanging wall contacts on both sides of the shear zone which averaged 20m in true width. The drilling confirmed the historic high grades associated with the Pegasus deposit, but did not test mineralisation below 60 metres.

Table 2: Drilling Summary at M 20/446. The complete drill hole information is set out at the end of the announcement.

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

Regional Geology

The Reedy gold deposits occur within a north-south trending greenstone belt, two to five km wide, composed of volcano-sedimentary sequences and separated multiphase pre to syn-tectonic granitoid complexes. Structurally controlled, the gold occurs at the sheared contacts of dolerite, basalt, ultramafic schist, quartz-feldspar porphyry and shale. The Reedy gold deposits occur within a major lineaments or structural corridors that corresponds to the RSZ along which gold mineralisation extends over 15km.

The RSZ zone is located on the western side of the Culculli Granitoid complex. Mineralisation along the RSZ has long been recognised as the most economically important. Two main mining centres are located along the RSZ: a northern centre including the Kurara and the Boomerang deposits and a southern centre hosting mineralisation at Jack Ryan, Missing Link, Rand, Triton and South Emu (**Figure 3**). The Reedy South Gold Project (**Figure 3**) area is approximately 600m south of the Triton-South Emu Mine currently in operation for Westgold.

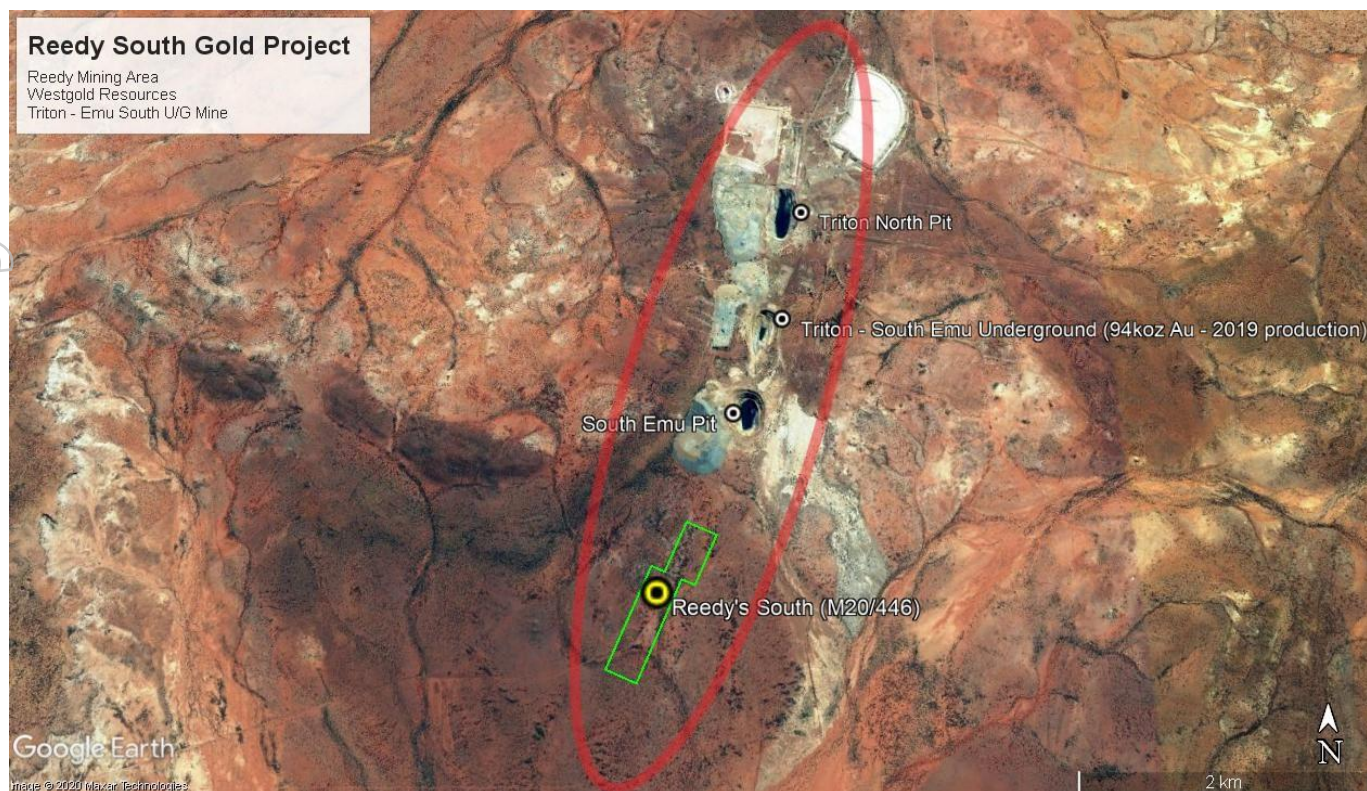


Figure 3. Location of tenement M20/446 in relation to South Emu/Triton and showing the RSZ trend

Local Geology

Mineralisation in the Mining Lease is hosted by the RSZ a localised dis-conformable contact between two greenstone groups. Anastomosing structures develop within the RSZ that focus fluid migration and gold mineralisation. Strong potassic-silicic-pyritic alteration is associated with gold mineralisation and localised within the footwall and hanging contacts of the 20m wide sub-vertical RSZ. Linear zones of more intense deformation appear to be important in the localisation of gold mineralisation within ultramafic zones often adjacent to mineralisation. Minor bucky quartz veining intrudes the shear and appears to run parallel to the shear zone.

Midas Cu-Au (100%)

On 24 March 2020, the Company announced that it had entered into a binding Term Sheet to acquire 100% of Hobbs and Heugh Pty Ltd ("H&H"), the owner of the Midas copper-gold project, for the issue of \$65,000 worth of shares in White Cliff at a deemed issue price of \$0.004 per share. The acquisition of H&H completed on 20 May 2020. The Midas copper-gold project consists of two tenements, Table Top (E45/5107) and Coolbro Creek (E45/5112), within the highly sought-after Paterson Province, in Western Australia (**Figure 4**).

Project Overview

The Paterson Province comprises a Paleoproterozoic basement of Rudall Complex metamorphic rocks overlain by Neoproterozoic sediments of the Yeneena and northwestern Officer Basins, and Paleozoic Canning Basin sediments to the northeast. The province hosts several world-class deposits: Telfer gold-copper mine, Nifty copper mine and Kintyre uranium deposit. The recent Winu and Havieron discoveries are being considered as intrusion-related copper-gold mineralisation hosted in buried Yeneena Basin sediments on the Anketell Shelf. They are located proximal to major NW to NNW-trending faults. Information available on the mineralisation indicates it is dense, magnetic, conductive and potentially chargeable, making it a good target for geophysical exploration, particularly given that mineralisation underlies Canning Basin sediments and is blind to surface.

The Midas Cu-Au Projects are located on major granite dome structures, have highly prospective fault structures, and in the case of E45/5107 have significant historical stream sediment sampling programs completed by CRA Exploration in the 80s, with follow up rock-chip sampling reported in WAMEX reports.

Localised mapping was also undertaken, and the technical data consolidated by White Cliff needs to be validated and field checked. Recent inclement weather has slowed on ground activities; however, this has provided the technical team with additional time to fully interrogate the project data.

R. Russell and Associates previously carried out structural mapping from aerial imagery over both E45/5107 and E45/5112. The intention of the work program was to outline the main structural features of the tenements and locate areas considered to be favourable for mineralisation from the perspective of the photo-geological mapping.

The work program was completed by using photo-geological interpretation of 1:50,000 high resolution aerial imagery. Detailed mapping work was then completed over four areas on E45/5107 considered to have the best potential in the tenement at scales of between 1:15,000 and 1:7,500. Detailed mapping was completed over the entire E45/5112 tenement.

The following are the main conclusions on E45/5107:

- The *western* parts of E45/5107 are prospective for medium to large-scale sedimentary-hosted exhalative copper and cobalt mineralisation in receptive units of the Broadhurst Formation.
- In the *eastern* parts of the tenement, small to moderate-volume high-grade gold mineralisation is possible in quartz saddle reefs and stockworks in fault-controlled folds in the Coolboro Formation.
- *Broad-scale doming* postulated by previous workers in the east of the tenement, including by the Geological Survey of WA, is not obvious on the present high resolution aerial imagery. However, if validated by further work, such a structure would have the potential to host large-volume gold mineralisation.

The following are the main conclusions on E45/5112:

Conceptually, porous or chemically receptive units in the Pungkuli Formation of the Yeneena Supergroup are considered to be favourable locations for Co/Cu, SEDEX-type mineralisation. Two units are of particular interest in the Yeneena section in E 45/5112:

- The basal conglomerates, the Taliwanyah Formation, may form more porous and permeable facies which are receptive to mineralised fluids. Possible outcrops of the basal conglomerate or lenses of conglomerate in the Pungkuli Formation are identified in the work programme and selected for field attention.
- Interbedded carbonate units are known to occur in the Pungkuli Formation and may form reactive facies for migrating mineralised fluids. Light-toned zones in the dark-toned Pungkuli Formation could possibly be carbonate facies and these are identified in two main areas which are recommended for field checking.

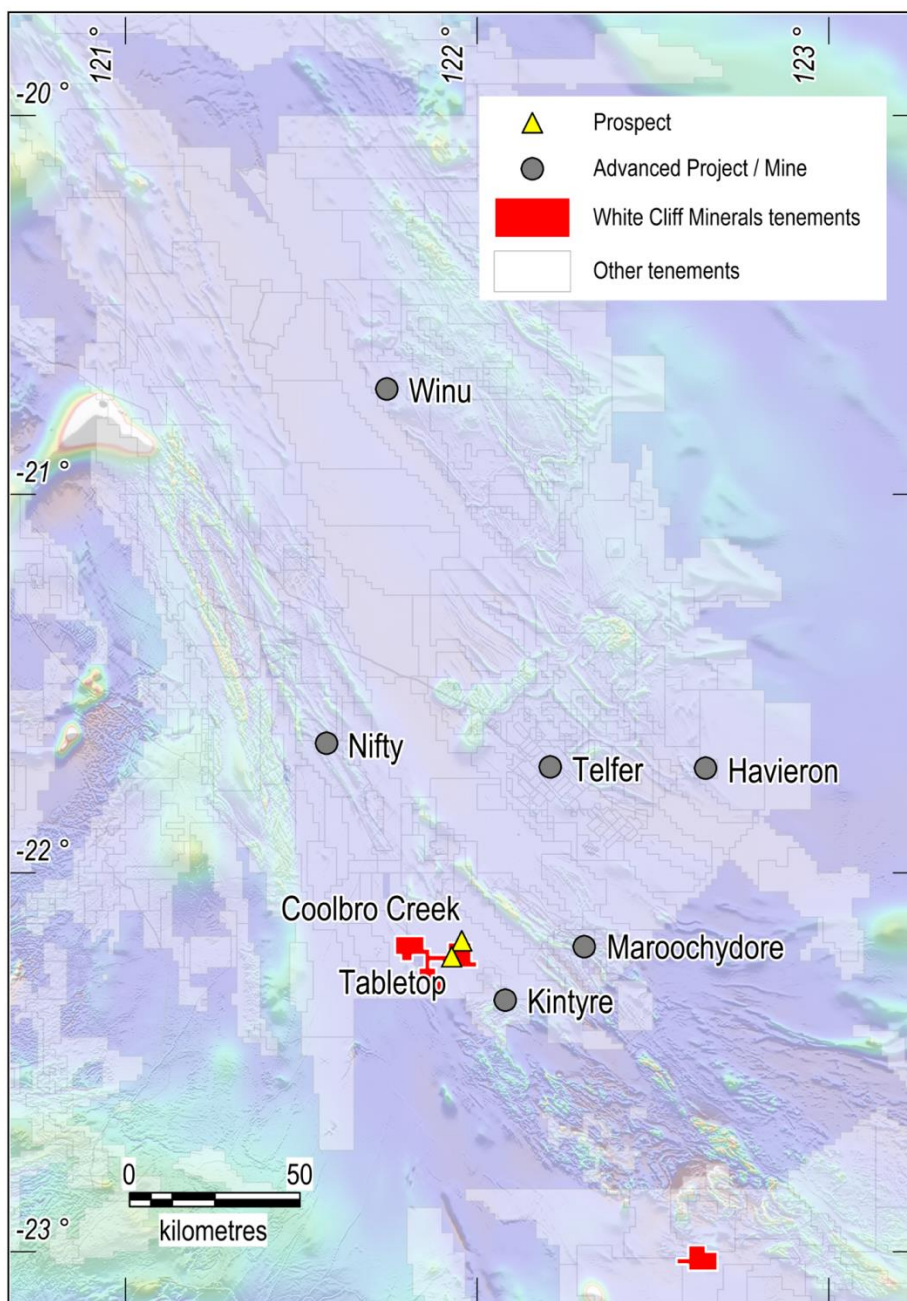


Figure 4: Midas Cu-Au Project location (E45/5107 and E45/5112) to significant projects in the Paterson Province overlying the regional airborne RTP magnetics.

Midas Cu-Au Project E45/5107

E45/5107 has surface geology which is approximately 80% outcrop, predominantly comprising Meso- to Neoproterozoic Coolbro Sandstone with minor remnant Permian Paterson Formation. The Coolbro Sandstone forms the basal unit of Yeneena Basin which overlies Paleoproterozoic granitic gneisses (orthogneisses) and metasediments (paragneisses) of the Rudall Complex (Williams and Bagas, 1999). The Yeneena Basin-Rudall Complex unconformity is exposed near the Kintyre deposit and doesn't outcrop within E45/5107.

Multiple orogenic events have resulted in complex folding of the Proterozoic sequences (Hickman and Bagas, 1999). Mapped structures within E45/5107 are generally NW- to NNW-trending (sub-parallel to the major Southwest Thrust located immediately to the west of E45/5107) with some minor N-S faults. The presence of a large dome some 10 kilometres wide and 15 kilometres long is shown on the G.S.W.A 1:250,000 map sheet (the 'Tabletop Dome'). The eastern parts of E 45/5107 cover the main part of the dome, which has been of interest due to its apparent geological similarity with the mineralised Telfer Dome some 80km to the north-northeast.

Historically, gold has been recorded in stream sediment samples around Coolbro Creek and in rock-chip samples at Table Top. At Table Top historical mapping indicates quartz filled fracture systems over 3 km in length. The results of this historical work will be validated by future site visits.

Table 3: Exploration Targets in E 45/5107 from interpretation of aerial imagery and magnetics.

Target Number	Figure No.	Location		Rank	Description
		Easting	Northing		
T2a	2a 2b	383500	7535800	2	Mid-graben high in the Midas half graben. SEDEX-type mineralisation possible in favourable unites in the Broadhurst Fm.
T3a	3a 3b	378900	7546900	6	Folding on the mid-graben high in briadhurst Fm. Some fault displacement of the unites likely. SEDEX-type mineralisation possible in carbonate or trapped against shale units.
T3b		380250	7544800	5	Major fault zone controlling the buried edge of a trough containing the main Broadhurst section. Drag folding possible along the fault trapping mineralised fluids.
T4a	4a 4b	389300	7542300	1	Anticlinal fold on a major NW-trending thrust/reserves fault system. Much quartz float and veining suggests saddle reefs and stockworks may be present in the fold. Earlier sampling of quartz veins returned 89g/t Au in close proximity to this fold.
T4b		389450	7543300	3	Extensive areas of quartz float and quartz veining in N-S trending faults. A NW-plunging syncline in the north contains quarts veins along the bedding planes in the Coolboro sandstone.
T4c		389700	7543700	4	Extensive areas of quartz float and quartz veining in a buried or obscure N-S trending fault zone. Quartz veins appear to be partly <i>en echelon</i> .
T5a	5a 5b	396000	7540150	7	Complex fold belt on a major WNW trending reverse/thrust fault zone with much quartz float and veining associated. Possible stockworks and saddle reefs may occur in the antiforms.
T5b		396750	7540800	8	Fold belt on a NW trending fault zone. Antiform and synform folds identified. Quartz veining may be mineralised here.

Mapping of the structural geology of E45/5107 was completed at a scale of 1:50,000 from an aerial image with resolution of 50 centimetres.

- Linear features, interpreted to be faults or bedding planes and joints in the outcropping units, are mapped from linear associations of geomorphological features and tonal contrasts.
- Regolith types, outcrop geology and rock types are identified from tonal, textural and colour patterns on the imagery.

Four areas considered to be of special exploration interest were selected from the 1:50,000 mapping for detailed mapping. They are:

- The Midas Half Graben in the southwest of the tenement area. The mapping here was completed at a scale of 1:15,000
- The Northwest Graben in the northwest of the tenement. The mapping was completed at a scale of 1:15,000
- The Central Fold Belt in the central parts of E 45/5107. The mapping here was completed at a scale of 1:7,500
- The Southeast Fold Belt in the southeast of the tenement. The mapping here is at a scale of 1:10,000

Eight targets identified from the photo-mapping are listed and discussed briefly in **Table 3** and shown in **Figure 5**. A nominal relative rank from 1 to 8 was assigned to each target. Schematic cross sections are presented in each figure for each of the areas to more clearly define the target concepts.

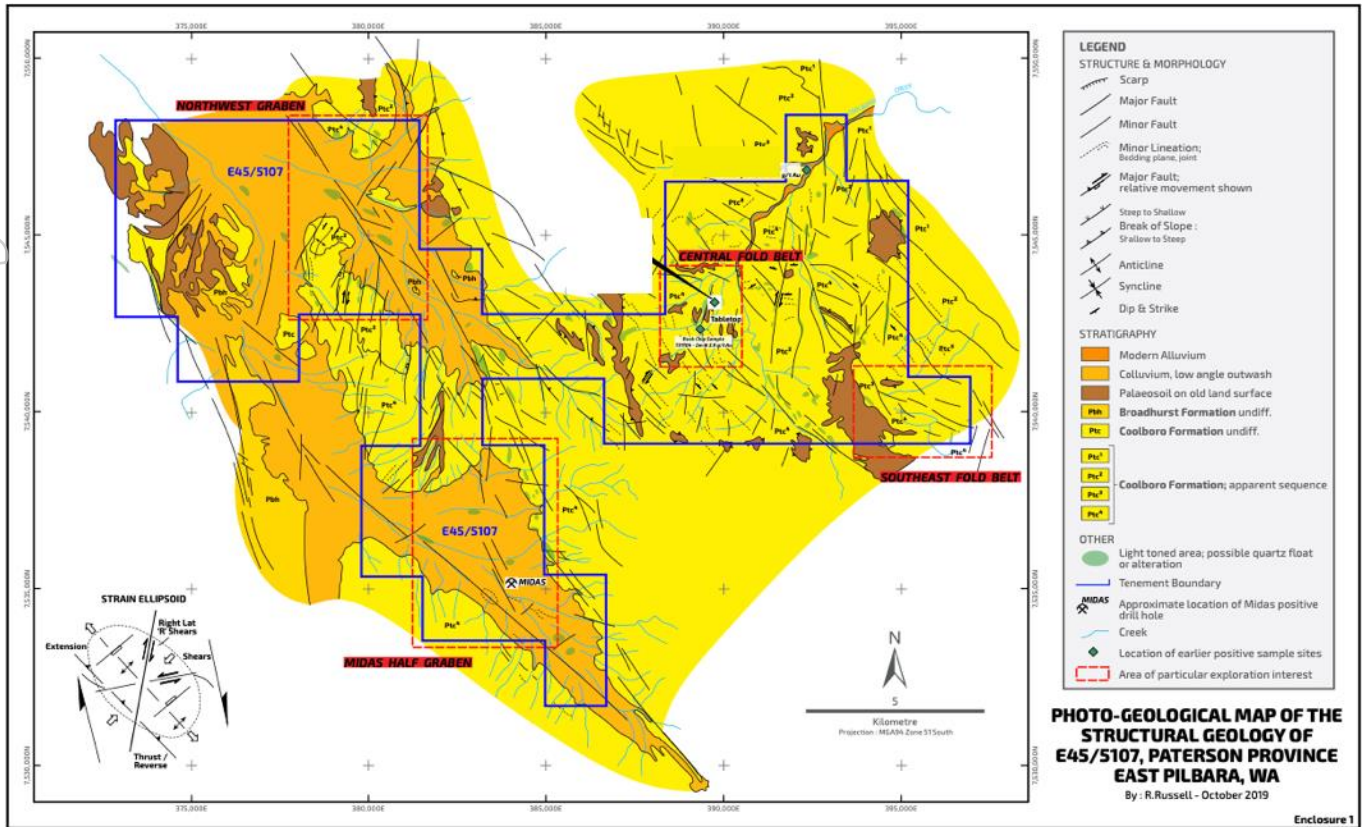


Figure 5: E45/5107 has 4 project areas (Northwest Graben, Midas Half Graben, Central Fold Belt and Southeast Fold Belt) with 8 targets identified by Photo Geological and desktop review by R Russell and Associates. The report was completed in October 2019 and incorporates data from Southern Geoscience.

Tenement E45/5112

E 45/5112 is located south of the Rudall Range in the East Pilbara in Western Australia, just south of the Rudall Ranges National Park. The tenement lies some 175 kilometres south-southwest of the major Telfer gold mine. It lies over the Mackay Ridge Dome. This structure is an east-southeastward-dipping antiform. The Neo-Proterozoic Yeneena Supergroup conglomerates, shales and sandstone dip radially off the dome at shallow angles to the north, east and south. The Yeneena sediments rest unconformably on steeply-dipping Rudall Complex Basement schists which form the core of the dome.

E45/5112 covers most of the McKay Ridge Dome (**Figures 6 and 7**) and hosts important Yeneena Supergroup sediments the focus of SEDEX style and structurally controlled components of the Telfer, Nifty and Maroochydore Gold/Copper/Cobalt deposits. Dome structures also may provide a source and or a heat engine for mineralising fluids. The sequence appears to be an antiformal dome exposing the Rudall Metamorphic Complex at its core, flanked by Yeneena Group sediments (Throssell Range Group) and then younger sediments still of the Officer Basin (Tarcunyah Group). The tenement is proximal to the major NW regional structure (Mackay Fault; also named as the Southwest Thrust on other maps).

Little work has been done to date in the project area and the project area can be regarded as unexplored.

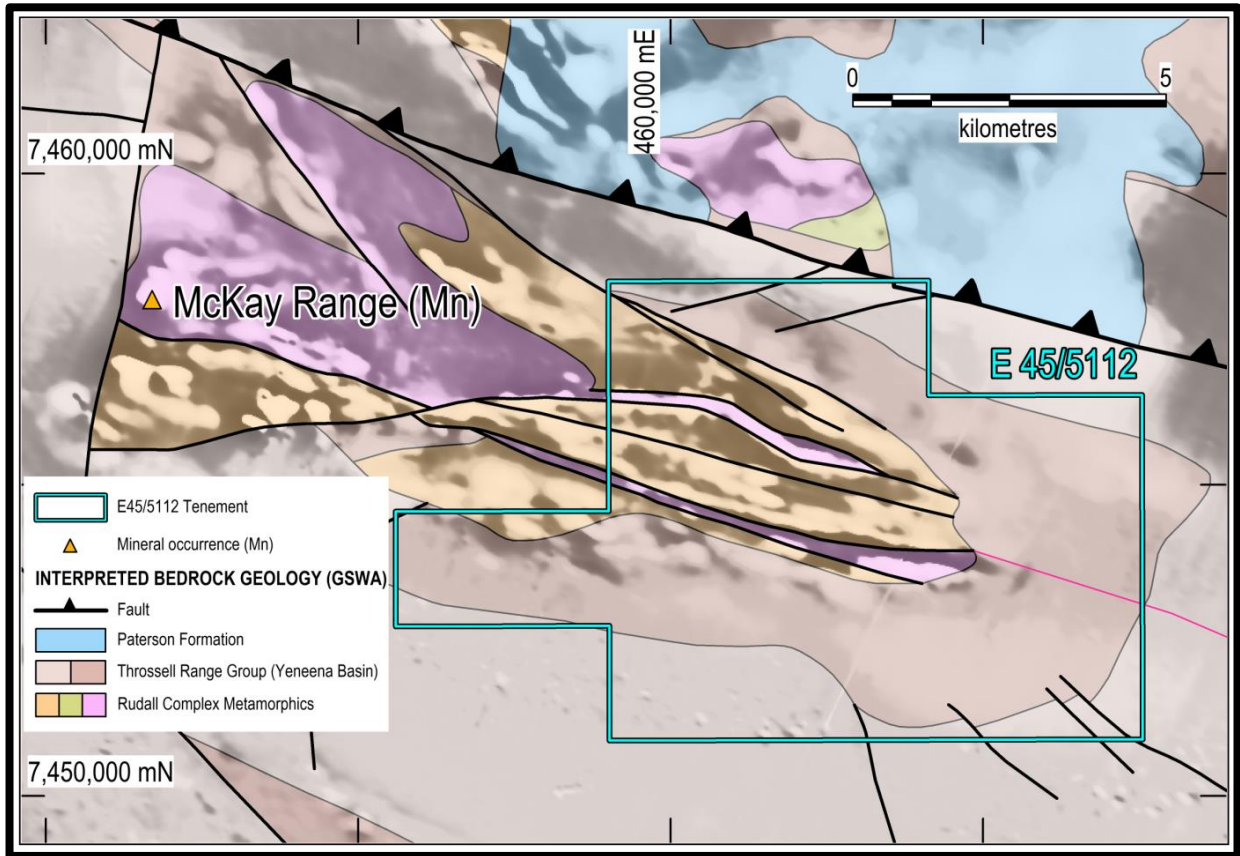


Figure 6: GSWA interpreted bedrock geology of the McKay Range tenement E45/5112, overlain on RTP 1VD magnetics.

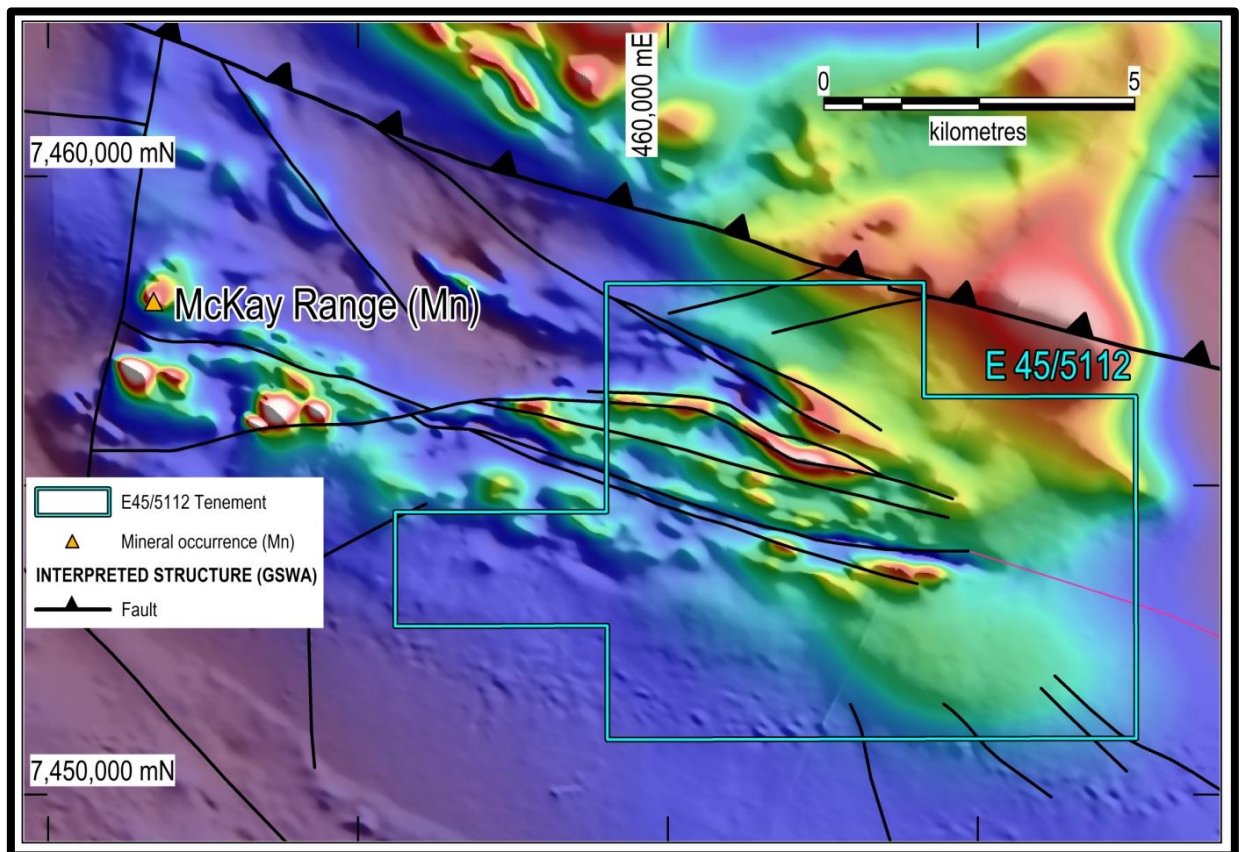


Figure 7: RTP magnetic image and GSWA interpreted bedrock structure of the McKay Range tenement E45/5112.

Australian Nickel and Cobalt Projects (100%)

The Company has a 100% interest in three nickel and cobalt projects in the north-eastern goldfields of Western Australia. Substantial work has been conducted during the year and is detailed in the following sections. All three projects are located close to multiple operating mines serviced by substantial existing infrastructure such as roads, telecommunications, power, gas and with access to a skilled workforce. They are all within trucking distance of Glencore's Murrin Murrin nickel-cobalt processing plant and other proposed processing facilities that could potentially pose an option for monetising resources.

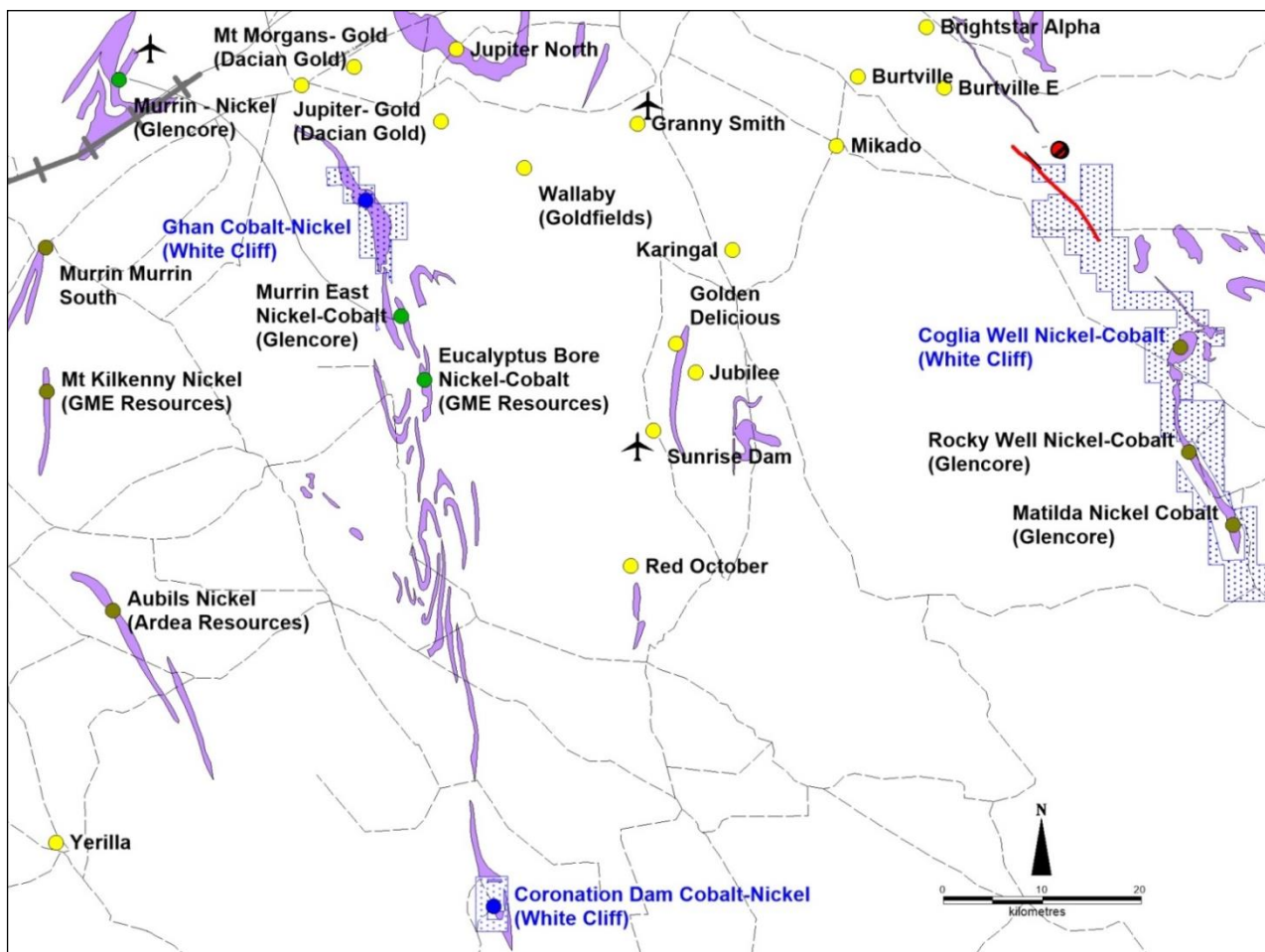


Figure 8: Location and infrastructure map of the Coronation Dam, Ghan Well and Cogleia Well cobalt projects. The area is serviced by rail, roads, towns, airports and Glencore's nickel processing facility at Murrin Murrin

Coronation Dam Nickel and 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 Inferred Mineral Resource of **5.7 million tonnes at 1% nickel and 0.08% cobalt** containing 56,700 tonnes of nickel and 4,300 tonnes of cobalt (ASX release 25 March 2019). Mineralisation is open along strike within an extensive ultramafic unit that contains zones of cobalt mineralisation associated with nickel mineralisation.

During the year, the Company reported a maiden Inferred Mineral Resource (ASX release 25 March 2019) for the Coronation Dam nickel-cobalt deposit.

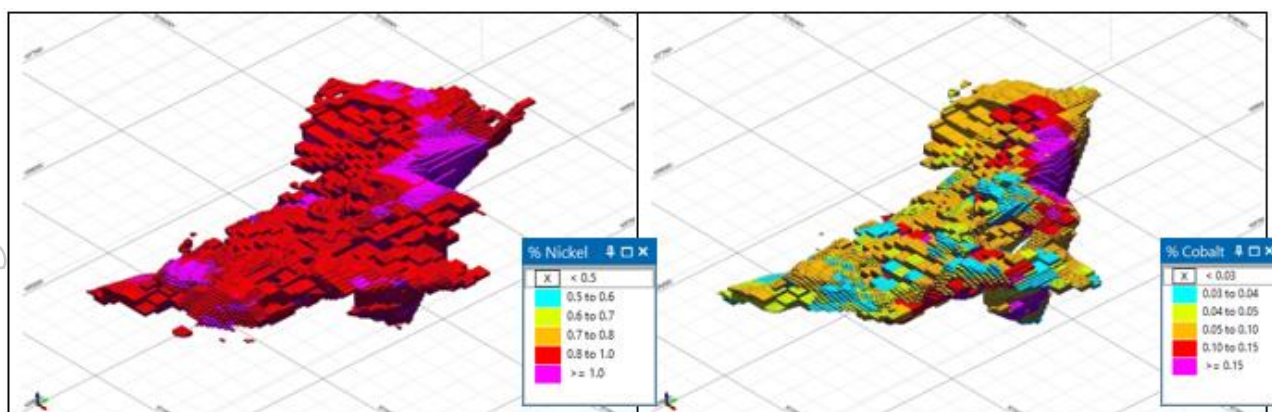


Figure 9: Oblique view looking north-west of the Inferred Mineral Resource blocks (nickel-left, cobalt-right) above a nickel cut-off grade of 0.8% nickel. Vertical exaggeration is set to 4.

The main zone of mineralisation extends over 1.4 km north-south and 750 metres east-west. The vertical thickness of mineralisation ranges from several metres to a maximum of 70 metres. Mineralisation starts at surface and dips shallowly to the west. The bulk of the higher-grade mineralisation is concentrated within the centre of the deposit (see **Figure 9** showing depth slices of the nickel mineralisation). The deposit has only been shallowly drilled in most areas and remains open along strike and at depth. **Table 4** provides a breakdown of the resource estimate by material type. **Table 5** provides a breakdown of the resource estimate reported above a range of cut-off grades.

Table 4: Coronation Dam – Inferred Mineral Resource March 2019 reported above a cut-off grade of 0.8% nickel

Resource category	Material type	Tonnes (Mt)	Grade		Contained metal	
			Ni (%)	Co (%)	Nickel (kt)	Cobalt (kt)
Inferred	Oxide	5.0	1.0	0.08	50.8	4.0
	Transitional	0.5	0.9	0.06	4.3	0.3
	Fresh	0.2	1.0	0.02	1.5	0.02
Total		5.7	1.0	0.08	56.7	4.3

Table 5: Coronation Dam – Inferred Mineral Resource March 2019 reported above a range of nickel cut-off grades (COG)

Ni % COG	Tonnes	Grade		Contained Metal	
	Mt	Ni (%)	Co (%)	Ni (kt)	Cobalt (kt)
0.5	14.5	0.8	0.05	115.6	7.5
0.6	12.3	0.8	0.06	103.3	6.9
0.65	10.6	0.9	0.06	92.2	6.4
0.7	8.8	0.9	0.07	80.1	5.7
0.8	5.7	1.0	0.08	56.7	4.3
0.9	3.3	1.1	0.09	37.1	3.0
1.0	1.9	1.2	0.10	23.9	2.0

For example, reported above a cut-off grade of 0.65% nickel, the deposit contains an Inferred Mineral Resource of 10.6 million tonnes at an average grade of 0.9% nickel and 0.06% cobalt (containing 92.2 thousand tonnes of nickel and 6.4 thousand tonnes of cobalt).

The drilling and subsequent resource modelling has identified a substantial Inferred Mineral Resource of both nickel and cobalt. The drilling and resource modelling have covered a 1.4 kilometre long section of the prospective ultramafic sequence which extends for 5.6 kilometres within the tenement. Immediately north of the Inferred Mineral Resource there are several historical drill holes with nickel and cobalt mineralisation greater than 0.8% nickel or 0.05% cobalt (**Figure 10**). This area covers a 1.7 kilometre long section of the prospective sequence and is a priority exploration target.

Similarly, immediately south of the Inferred Mineral Resource, the prospective ultramafic unit extends for a kilometre with some historical drill holes containing some anomalous nickel and cobalt mineralisation greater than 1% nickel and 0.08% cobalt.

There is also potential for additional mineralisation to the west of the existing Inferred Mineral Resource, particularly down-dip, along section from the existing intersections.

Interestingly, a small portion of the Inferred Mineral Resource occurs in fresh rock and consists of 200,000 tonnes at 1.0% nickel and 0.02% cobalt. The implication is that this mineralisation may consist of either nickel sulphide mineralisation or garnierite veining and the Company is investigating the potential for the tenement to host nickel sulphide mineralisation.

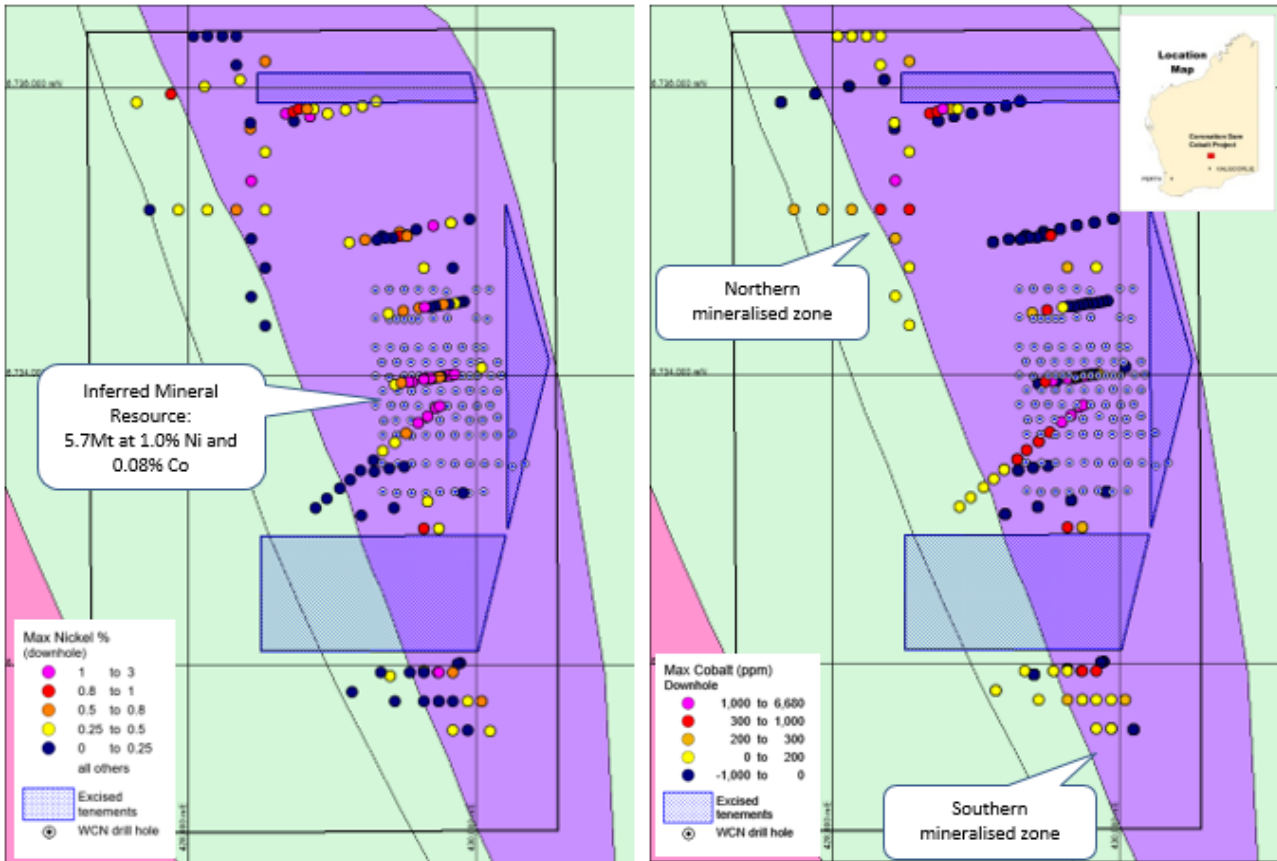


Figure 10: Location map of drilling and cobalt mineralisation at Coronation Dam located 90 km southeast of Glencore's Murrin-Murrin processing facility in Western Australia. Coloured dots represent maximum down hole nickel (left) and cobalt (right) grades from historical drilling. WCN drill holes are not coloured by grade.

Ghan Well Nickel and Cobalt Project (100%)

During the prior year, the Company reported a maiden Inferred Mineral Resource for the Ghan Well nickel-cobalt deposit (ASX Release 18 April 2019). The Mineral Resource is reported in accordance with the guidelines of the JORC Code.

The nickel and cobalt Inferred Mineral Resource, reported above a cut-off grade of 0.8% nickel, consists of 1.3 million tonnes with an average grade of 0.9% nickel and 0.07% cobalt, containing 11,900 tonnes of nickel and 900 tonnes of cobalt (**Table 6**). Table 5 provides a breakdown of the resource estimate reported above a range of cut-off grades.

Table 6: Ghan Well – Inferred Mineral Resource April 2019 reported above a cut-off grade of 0.8% nickel

Resource category	Material type	Tonnes (Mt)	Grade		Contained metal	
			Ni (%)	Co (%)	Nickel (kt)	Cobalt (kt)
Inferred	Oxide	0.5	0.9	0.09	4.2	0.4
	Transitional	0.8	0.9	0.05	7.7	0.4
Total		1.3	0.9	0.07	11.9	0.9

Table 7: Ghan Well – Inferred Mineral Resource April 2019 reported above a range of nickel cut-off grades (COG)

Ni % COG	Tonnes	Grade		Contained Metal	
	Mt	Ni (%)	Co (%)	Ni (kt)	Cobalt (kt)
0.5	6.5	0.7	0.04	45.3	2.4
0.6	4.6	0.8	0.05	34.6	2.1
0.65	3.6	0.8	0.05	28.6	1.8
0.7	2.7	0.8	0.06	22.1	1.5
0.8	1.3	0.9	0.07	11.9	0.9
0.9	0.6	1.0	0.07	6.3	0.5
1.0	0.2	1.1	0.08	2.6	0.2

The main zone of mineralisation extends over 700 metres north-south and 850 metres east-west and occurs as clays (oxide) to saprolitic ultramafic overlying fresh ultramafic rock (**Figure 11**). The overall shape of the mineralisation is a flat-lying, undulating body, separated into two main zones in the south which coalesce into a single zone to the north. The mineralisation is of variable thickness ranging from 1-2 metres to 40 metres.

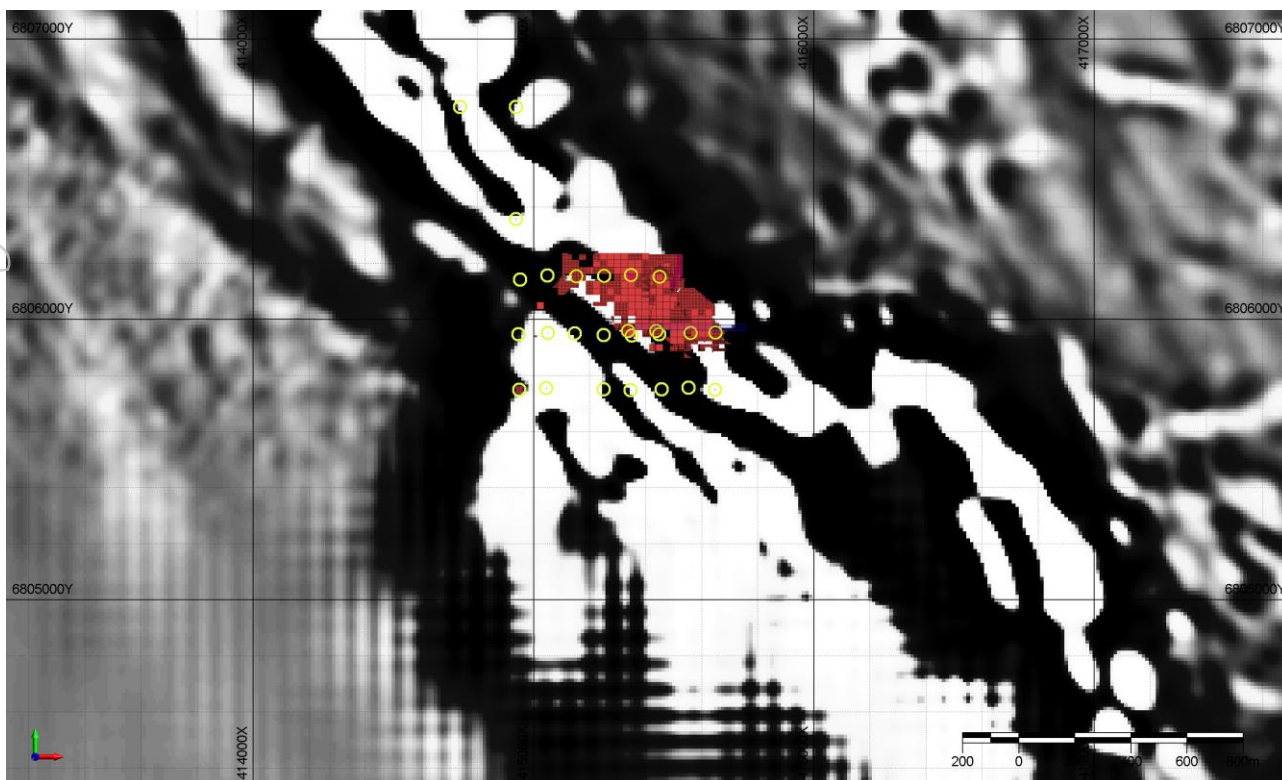


Figure 11: Outline of the Ghan Well Inferred nickel and cobalt resource above a cut-off grade of 0.8% nickel (red) and interpreted ultramafic unit (white high magnetic zones) based on second vertical derivative magnetic image.

The deposit has only been shallowly drilled in most areas and the potential for nickel and cobalt mineralisation remains open along strike for 3 kilometres to the north and 6 kilometres to the south (Figure 9). Immediately south of the new Inferred Resource the ultramafic host rock becomes significantly wider (increasing in width from 750 metres to 1,650 metres) providing substantial scope to increase the resource with further drilling.

The Company is examining options for adding value to the project which may include preliminary metallurgical test-work to establish metal recoveries and rock characteristics prior to further drilling. The proximity to processing infrastructure provides the potential for multiple development options if an Indicated Mineral Resource is defined.

Annual Resource and Reserve Statement

MINERAL RESOURCE SUMMARY AS AT 30 JUNE 2020

Coronation Dam – Inferred Mineral Resource March 2019 reported above a cut-off grade of 0.8% nickel

Resource category	Material type	Tonnes (Mt)	Grade		Contained metal	
			Ni (%)	Co (%)	Nickel (kt)	Cobalt (kt)
Inferred	Oxide	5.0	1.0	0.08	50.8	4.0
	Transitional	0.5	0.9	0.06	4.3	0.3
	Fresh	0.2	1.0	0.02	1.5	0.02
Total		5.7	1.0	0.08	56.7	4.3

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Ghan Well – Inferred Mineral Resource April 2019 reported above a cut-off grade of 0.8% nickel

Resource category	Material type	Tonnes (Mt)	Grade		Contained metal	
			Ni (%)	Co (%)	Nickel (kt)	Cobalt (kt)
Inferred	Oxide	0.5	0.9	0.09	4.2	0.4
	Transitional	0.8	0.9	0.05	7.7	0.4
Total		1.3	0.9	0.07	11.9	0.9

Governance Arrangements and Internal Controls

The Company has ensured that the mineral resource estimates quoted above are subject to governance arrangements and internal controls. A summary of these are outlined below.

The mineral resources at each of Coronation Dam and Ghan Well projects are reported in accordance with JORC 2012.

Audit of the estimation of mineral resources is addressed as part of the annual internal audit plan approved by the Board in its capacity as the Audit and Risk Committee. In addition to routine internal audit, the Board monitors the mineral resource status and approves the final outcome.

The annual mineral resource update is a prescribed activity within the annual corporate planning calendar that includes a schedule of regular executive engagement meetings to approve assumptions and guide the overall process.

The mineral resource estimation processes followed internally are well established and are subject to systematic internal and external peer review. Independent technical reviews and audits are undertaken on an as-needs basis as a product of risk assessment.

Competent Persons Statement

The Information in this report that relates to exploration results, mineral resources or ore reserves is based on information compiled by Mr Edward Mead, who is a member of the Australian Institute of Mining and Metallurgy. Mr Mead is a Non-executive director of the company. Mr Mead 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 Mead consents to the inclusion of this information in the form and context in which it appears in this report.

Directors' Report

Your directors present their annual financial report of the consolidated entity (referred to hereafter as "the Group") consisting of White Cliff Minerals Limited ("the Company" or "parent entity") and the entities it controlled during the financial year ended 30 June 2020. In order to comply with the provisions of the Corporations Act, the directors report as follows:

Directors

The following persons were directors of the Company during the financial year and up to the date of this report:

Daniel Smith – Non-executive Director
Nicholas Ong – Non-executive Director
Ed Mead – Non-executive Director
Michael Soucik – Non-executive Chairman (appointed 2 December 2019)

Principal activities

The principal activity of the Group during the financial year was mineral exploration.

Dividends

No dividend has been paid or declared since the start of the financial year and the directors do not recommend the payment of a dividend in respect of the financial year.

Review of operations

Information on the operations of the Group is set out in the Review of Operations report on pages 4 to 20 of this Annual Report. The profit after tax of the group for the year ended 30 June 2020, after recording a profit after tax from discontinued operations of \$1,824,557 (2019 loss of \$865,366), was \$1,813,888 (2019 loss of \$2,075,964).

Significant changes in the state of affairs

In the opinion of the Directors, there were no significant changes in the state of affairs of the Group that occurred during the financial year under review not otherwise disclosed in this report or in the consolidated accounts.

Matters subsequent to the end of the financial year

On 14 September 2020, the Company announced the acquisition of the Reedy South Gold Project for consideration consisting of upfront cash of \$400,000, three annual tranche payments of \$50,000 cash, the issue of 30,000,000 shares in the Company and a net smelter royalty to the vendors. The Project covers 156km² of the highly prospective Cue goldfields, including 1km of strike along the prolific Reedy Shear Zone. The Project comprises one granted mining lease (M20/446) covering the historic underground workings of Pegasus and King Cole, and three exploration license applications (E20/969, E20/971 & E20/972).

There has not been any other matter or circumstance that has arisen after balance date that has significantly affected, or may significantly affect, the operations of the Group, the results of those operations, or the state of affairs of the Group in future financial periods.

Likely developments and expected results

Additional comments on expected results of certain operations of the Group are included in the Review of Operations.

Environmental legislation

The Group is subject to significant environmental legal regulations in respect to its exploration and evaluation activities. There have been no known breaches of these regulations and principles.

Indemnification and insurance of directors and officers

During the financial year the Group has not paid premiums in respect of insuring directors and officers of the Group against liabilities incurred as directors or officers. The Group has no insurance policy in place that indemnifies the Group's auditors.

Directors' Report

Information on directors

Daniel Smith: BA, MAICD, GradDipACG, FGIA, RG146 Non-executive Director

Experience and expertise

A Director since December 2018, Mr Smith is a member of the Australian Institute of Company Directors and the Governance Institute of Australia and has over 12 years' primary and secondary capital markets expertise. As a director of corporate consulting firm Minerva Corporate, he has advised on, and been involved in, over a dozen IPOs, RTOs and capital raisings on both the ASX and NSX. His key focus is on corporate governance and compliance, commercial due diligence and transaction structuring, as well as ongoing investor and stakeholder engagement.

Other current directorships

Alien Metals Ltd	Appointed 26 February 2019
Artemis Resources Limited	Appointed 5 February 2019
Lachlan Star Limited	Appointed 18 January 2018
Europa Metals Ltd	Appointed 16 January 2018
Hipo Resources Limited	Appointed 13 June 2018

Former directorships in the last 3 years

CoAssets Limited (2015-2018), PLC Financial Limited (2017-2018)

Special responsibilities

Non-executive Director

Interests in shares and options at the date of this report

1,333,334 shares, and 21,333,334 options

Nicholas Ong: MBA, BCom, GradDipAppFin, GradDipACG, MAICD, FCIS, FGIA Non-executive Director

Experience and expertise

A Director since December 2018, Mr Ong was a Principal Adviser at the ASX and brings 15 years' experience in IPO, listing rules compliance and corporate governance. He was an active member of the ASX JORC Group and has overseen the admission of over 100 companies to the official list of the ASX. Nicholas is a member of the Governance Institute of Australia and holds a Bachelor of Commerce and a Master of Business Administration from the University of Western Australia.

Other current directorships

Helios Energy Limited	Appointed 4 August 2017
Vonex Limited	Appointed 14 June 2016
Black Star Petroleum Limited	Appointed 31 July 2018

Former directorships in the last 3 years

Arrow Minerals Limited (2011-2019), CoAssets Limited (2015-2019), PLC Financial Limited (2017-2018), Tianmei Beverage Group Corporation Limited (2016-2018), Bojun Agriculture Holdings Limited (2017-2018) and Jiajiafu Modern Agriculture Limited (2016-2017).

Special responsibilities

Non-executive Director & Company Secretary

Interests in shares and options at the date of this report

1,333,334 shares, and 21,333,334 options

Ed Mead: BSc, MAIMM Non-executive Director

Experience and expertise

A Director since June 2019, Mr Mead is a geologist with over 20 years' experience in gold and base metals exploration, mine development and mine production. Ed has also worked in the oil and gas industry on offshore drilling platforms. Other commodities that he has significant experience with and can be considered to be a competent person in are iron ore, magnetite, coal, manganese, lithium, potash and uranium.

Other current directorships

Artemis Resources Limited	Appointed 31 December 2014
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Former directorships in the last 3 years

None

Special responsibilities

Geology

Interests in shares and options at the date of this report

None

Directors' Report

Michael Soucik: B Com (Hons), Non-executive Director (*appointed 2 December 2019*)

Experience and expertise

Mr Michael Soucik has more than 20 years of experience in investment banking and corporate finance, covering mergers and acquisitions and disposals. Mr Soucik specialises in assisting small and mid-cap companies with corporate transactions and capital raisings.

Other current directorships

Nil

Former directorships in the last 3 years

PLC Financial Limited (2017-2018), Kula Gold Limited (2020)

Special responsibilities

Non-executive Chairman

Interests in shares and options at the date of this report

None

Meetings of directors

During the financial year there were 2 formal directors' meeting. All other matters that required formal Board resolutions were dealt with via written circular resolutions. In addition, the directors met on an informal basis at regular intervals during the financial year to discuss the Group's affairs.

The number of meetings of the Company's board of directors attended by each director were:

	<i>Directors' meetings held whilst in office</i>	<i>Directors' meetings attended</i>
D Smith	2	2
N Ong	2	2
E Mead	2	2
M Soucik	0	0

Shares under option

Outstanding share options at the date of this report are as follows:

Grant Date	Date of expiry	Exercise price	Number of options
15 November 2018	30 September 2020	\$0.045	155,483,480
3 December 2019	31 January 2024	\$0.015	50,000,000
11 February 2019	28 February 2024	\$0.015	290,368,588

No option holder has any right under the options to participate in any other share issue of the Company or any other controlled entity.

Options expired

Subsequent to the year end, the following options expired unexercised:

Amount	Options
5,000,000	\$0.25 options on 31 July 2020
5,000,000	\$0.50 options on 31 July 2020

Directors' Report

Remuneration Report (Audited)

This report outlines the remuneration arrangements in place for the key management personnel of White Cliff Minerals Limited ("the Company") for the financial year ended 30 June 2020. The information provided in this remuneration report has been audited as required by Section 308(3C) of the Corporations Act 2001.

The remuneration report details the remuneration arrangements for key management personnel ("KMP") who are defined as those persons having authority and responsibility for planning, directing and controlling the major activities of the Company and the Group, directly or indirectly, including any director (whether executive or otherwise) of the parent company, and includes all executives in the Company and the Group receiving the highest remuneration.

Key Management Personnel

(i) Directors

D Smith
N Ong
E Mead
M Soucik (appointed 2 December 2019)

(ii) Executives

There were no other executives of the Group as at 30 June 2020.

Details of directors' and executives' remuneration are set out under the following main headings:

- A Principles used to determine the nature and amount of remuneration
- B Details of remuneration
- C Employment contracts/Consultancy agreements
- D Share-based compensation

A Principles used to determine the nature and amount of remuneration

The objective of the Company's executive reward framework is to ensure reward for performance is competitive and appropriate for the results delivered. The framework aims to align executive reward with the creation of value for shareholders. The key criteria for good remuneration governance practices adopted by the Board are:

- competitiveness and reasonableness
- acceptability to shareholders
- performance incentives
- transparency
- capital management

The framework provides a mix of fixed salary, consultancy agreement based remuneration and share based incentives.

The broad remuneration policy for determining the nature and amount of emoluments of Board members and senior executives of the Company is governed by the full board. Although there is no separate remuneration committee the Board's aim is to ensure the remuneration packages properly reflect directors' and executives' duties and responsibilities. The Board assesses the appropriateness of the nature and amount of emoluments of such officers on a periodic basis by reference to relevant employment market conditions with the overall objective of ensuring maximum stakeholder benefit from the retention and motivation of a high quality Board and executive team.

Directors' Report

The current remuneration policy adopted is that no element of any director or executive package is directly related to the Group's financial performance. Indeed, there are no elements of any director or executive remuneration that are dependent upon the satisfaction of any specific condition however the overall remuneration policy framework is structured to advance and create shareholder wealth.

Non-executive directors

Fees and payments to non-executive directors reflect the demands which are made on, and the responsibilities of, the directors. Non-executive directors' fees and payments are reviewed annually by the Board and are intended to be in line with the market.

Directors' fees

Some of the directors perform at least some executive or consultancy services. As the Board considers it important to distinguish between the executive and non-executive roles each of the directors receive a separate fixed fee for their services as a director.

Retirement allowances for directors

Apart from superannuation payments paid on salaries there are no retirement allowances for directors.

Executive pay

The executive pay and reward framework has the following components:

- base pay and benefits such as superannuation
- long-term incentives through participation in employee equity issues

Base pay

All executives are either full time employees or consultants who are paid on an agreed basis that has been formalised in a consultancy agreement.

Benefits

Apart from superannuation paid on executive salaries there are no additional benefits paid to executives.

Short-term incentives

There are no current short term incentive remuneration arrangements.

Performance based remuneration

To ensure that the Company has appropriate mechanisms in place to continue to attract and retain the services of suitable directors and employees, the Company has issued options and performance rights to key personnel.

During the year ended 30 June 2020, the Company issued 20 million options exercisable at \$0.015 on or before 31 January 2024, to each of Messrs Smith and Ong and 10 million options to their unrelated nominees.

B Details of remuneration

Amounts of remuneration

Details of the remuneration of the directors and other key management personnel (as defined in AASB 124 *Related Party Disclosures*) of the Company and the Group for the year ended 30 June 2020 are set out in the following tables. There are no elements of remuneration that are directly related to performance.

The key management personnel of the Group comprise the directors of the Company who have the authority and responsibility for planning, directing and controlling the activities of the Group. Given the size and nature of the Group, there are no other employees who are required to have their remuneration disclosed in accordance with the *Corporations Act 2001*.

Directors' Report

Remuneration of directors

**Year ended
30 June 2020**

Name	Salary / fees \$	Post- employment benefits Superannuation \$	Share- based payments ¹ \$	Total \$	Performance based remuneration %
Director					
Daniel Smith	65,500	-	13,191	78,691	-
Nicholas Ong	56,000	-	13,190	69,190	-
Ed Mead	30,875	-	-	30,875	-
Michael Soucik (appointed 2 December 2019)	14,000	-	-	14,000	-
	<u>166,375</u>	<u>-</u>	<u>26,381</u>	<u>192,756</u>	

**Year ended
30 June 2019**

Director

M Langoulant ² (resigned 29 November 2018)	115,086	-	-	115,086	-
T Hibberd (resigned 19 June 2019)	346,887	16,342	-	363,229	-
R Boland (resigned 23 December 2018)	18,750	-	-	18,750	-
J Gardner (appointed 26 October 2018, resigned 14 December 2018)	4,110	-	-	4,110	-
Daniel Smith (appointed 14 December 2018)	16,371	-	-	16,371	-
Nicholas Ong (appointed 14 December 2018)	16,371	-	-	16,371	-
Ed Mead (appointed 19 June 2019)	-	-	-	-	-
	<u>515,575</u>	<u>16,342</u>	<u>-</u>	<u>533,917</u>	

¹ The assessed fair value at grant date of options (2019) granted to directors is included in key management personnel remuneration above and expensed in the statement of comprehensive income over the vesting period of the options. Fair values at grant date are determined using a trinomial option valuation methodology with inputs set out in Note 15.

² Includes fees for accounting and corporate administration services paid to Lanza Holdings Pty Ltd, a company of which Mr Langoulant is a director and shareholder, in accordance with a consultancy agreement.

C Employment contracts/Consultancy agreements

On appointment to the Board, all Non-Executive Directors enter into a service agreement with the Company in the form of a letter of appointment. Formal services contracts are made with the Chairman and the Managing Director. The Company may terminate these contracts on 3 months' notice by paying 9 months fees.

D Share-based compensation

The terms and conditions of options and performance rights granted affecting remuneration in the current or a future reporting period are detailed below, as well as movements in total holdings or performance rights, options and ordinary shares by KMP:

Performance rights

Performance rights carry no dividend or voting rights. When vested, each right is convertible into one ordinary share. Performance rights issued to key management personnel as part of their remuneration are as follows:

30 June 2020	Opening balance	Issued during the year ¹	Exercised during the year	Cancelled during the year	Closing balance ¹
Name					
Director					
D Smith	-	-	-	-	-
N Ong	-	-	-	-	-
E Mead	-	-	-	-	-
M Soucik	-	-	-	-	-
30 June 2019	Opening balance	Issued during the year ¹	Exercised during the year	Cancelled during the year	Closing balance ¹
Name					
Director					
M Langoulant	86,500,000	-	-	(86,500,000)	-
T Hibberd	86,500,000	-	-	(86,500,000)	-
R Boland	8,250,000	-	-	(8,250,000)	-

¹ During the previous year, all performance rights were cancelled for no consideration. The value ascribed to these performance rights was based on the Company's share price on the date of grant, 25 October 2017 (\$0.007), however no value has been expensed or included as remuneration in the past. 8,000,000 2015 performance rights (Tranche A) which were granted to Mr Langoulant (4,000,000) and Mr Hibberd (4,000,000) on 30 November 2015 and included in the opening balances above, vested during 2018. As a result, the value of these rights, being \$40,000 (\$0.005 per right) had been expensed during the 2018 year and included in the KMP remuneration above.

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Key management personnel equity holdings

2020 Director	Balance at beginning of year	Balance at Appointment	Net Movement during the year	Balance at Resignation	Balance at the end of year
<i>Ordinary shares</i>					
Daniel Smith	1,333,334	-	-	-	1,333,334
Nicholas Ong	1,333,334	-	-	-	1,333,334
Edward Mead	-	-	-	-	-
Michael Soucik (appointed 2 December 2020)	-	-	-	-	-
<i>Options</i>					
Daniel Smith	1,333,334	-	20,000,000 ¹	-	21,333,334
Nicholas Ong	1,333,334	-	20,000,000 ¹	-	21,333,334
Edward Mead	-	-	-	-	-
Michael Soucik (appointed 2 December 2019)	-	-	-	-	-

¹ At the Annual General Meeting held on 27 November 2019 25,000,000 options were approved to be issued to each of Messrs Smith and Ong. 20,000,000 were issued to each of Messrs Smith and Ong and 10,000,000 Options were allocated to an unrelated nominee. The options are exercisable at \$0.015 on or before 31 January 2024.

White Cliff Minerals Limited
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Key management personnel equity holdings

2019 Director	Balance at beginning of year	Balance at Appointment	Additions Pre-consolidation	Consolidation Adjustment	Net Movement during the year post-consolidation	Balance at Resignation	Balance at the end of year
<i>Ordinary shares</i>							
M Langoulant (resigned 29 November 2018)	75,180,825	-	15,832,500	(88,752,059)	3,622,532	5,883,798	-
T Hibberd (resigned 19 June 2019)	76,000,000	-	-	(74,480,000)	3,040,000	4,560,000	-
R Boland (resigned 23 December 2018)	11,921,667	-	-	(11,745,834)	340,000	515,833	-
J Gardner (appointed 26 October 2018, resigned 14 December 2018)	-	2,229,000	-	-	5,000,000	7,229,000	-
Daniel Smith (appointed 14 December 2018)	-	666,667	-	-	666,667	-	1,333,334
Nicholas Ong (appointed 14 December 2018)	-	666,667	-	-	666,667	-	1,333,334
Edward Mead (appointed 19 June 2019)	-	-	-	-	-	-	-
<i>Options</i>							
M Langoulant (resigned 29 November 2018)	16,491,989	-	-	(16,162,150)	3,622,532	3,952,371	-
T Hibberd (resigned 19 June 2019)	8,000,000	-	-	(8,000,000)	3,040,000	3,040,000	-
R Boland (resigned 23 December 2018)	698,334	-	-	(684,368)	340,000	353,966	-
J Gardner (appointed 26 October 2018, resigned 14 December 2018)	-	20,000	-	-	5,000,000	5,020,000	-
Daniel Smith (appointed 14 December 2018)	-	666,667	-	-	666,667	-	1,333,334
Nicholas Ong (appointed 14 December 2018)	-	666,667	-	-	666,667	-	1,333,334
Edward Mead (appointed 19 June 2019)	-	-	-	-	-	-	-

End of remuneration report.

Auditor independence and non-audit services

Section 307C of the *Corporations Act 2001* requires our auditors, HLB Mann Judd, to provide the directors of the Company with an Independence Declaration in relation to the audit of the financial report. This Independence Declaration is set out on page 31 and forms part of this directors' report for the year ended 30 June 2020.

Non-audit services

The Company may decide to employ the auditors on assignments additional to their statutory audit duties where the auditor's expertise and experience with the Company and/or the consolidated entity are important. The Company has considered the position and is satisfied that the provision of the non-audit services is compatible with the general standard of independence for auditors imposed by the *Corporations Act 2001*. Details of non-audit services are outlined in Note 23.

Proceedings on behalf of Company

No person has applied to the Court under section 237 of the *Corporations Act 2001* for leave to bring proceedings on behalf of the Company, or to intervene in any proceedings to which the Company is a party, for the purpose of taking responsibility on behalf of the Company for all or part of those proceedings.

No proceedings have been brought or intervened in on behalf of the Company with leave of the Court under section 237 of the *Corporations Act 2001*.

This report is made in accordance with a resolution of the directors.



Dan Smith
Director
Perth, Western Australia
Date: 22 September 2020

AUDITOR'S INDEPENDENCE DECLARATION

As lead auditor for the audit of the consolidated financial report of White Cliff Minerals Limited for the year ended 30 June 2020, I declare that to the best of my knowledge and belief, there have been no contraventions of:

- a) the auditor independence requirements of the *Corporations Act 2001* in relation to the audit; and
- b) any applicable code of professional conduct in relation to the audit.



Perth, Western Australia
22 September 2020

L Di Giallonardo
Partner

hlb.com.au

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Statement of Comprehensive Income
For the year ended 30 June 2020

	Note	Consolidated 2020 \$	2019 \$
Revenue from continuing operations	3(a)	<u>25,988</u>	6,023
Other income – gain on financial assets at fair value through profit or loss	8	670,318	-
Exploration expenditure incurred		155,160	186,387
Borrowing costs		-	33,616
Share based payments expense		26,381	-
Other expenses	3(b)	<u>525,434</u>	996,618
		<u>(706,975)</u>	1,216,621
Loss before income tax expense		(10,669)	(1,210,598)
Income tax benefit	4	-	-
Loss from continuing operations		(10,669)	(1,210,598)
Net Profit/(Loss) after tax from discontinued operations	2	<u>1,824,557</u>	(865,366)
Net profit/(loss) for the year		<u>1,813,888</u>	(2,075,964)
Other comprehensive income, net of tax		-	-
Total comprehensive income /(loss) for the year		<u>1,813,888</u>	(2,075,964)
Basic earnings/(loss) per share (cents per share)	5	0.380	(0.200)
Loss from continuing operations (cents per share)	5	<u>(0.002)</u>	(0.100)

The above statement of comprehensive income should be read in conjunction with the accompanying notes.

White Cliff Minerals Limited
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Statement of Financial Position
As at 30 June 2020

	Note	Consolidated 2020 \$	2019 \$
Current Assets			
Cash and cash equivalents	7	2,150,887	369,311
Financial assets held at fair value through profit or loss	8	1,392,198	-
Trade and other receivables	9	5,736	14,195
Prepayments		8,797	8,905
Assets held for sale	10	-	1,384,417
Total Current Assets		3,557,618	1,776,828
Non-Current Assets			
Plant and equipment		18,255	45,538
Exploration project acquisition costs	10	222,486	124,986
Total Non-Current Assets		240,741	170,524
Total Assets		3,798,359	1,947,352
Current Liabilities			
Trade and other payables	11	54,823	124,607
Provisions	12	-	16,978
Total Current Liabilities		54,823	141,585
Total Liabilities		54,823	141,585
Net Assets		3,743,536	1,805,767
Equity			
Issued capital	13	32,833,933	32,736,433
Reserves	14	589,084	562,703
Accumulated losses		(29,679,481)	(31,493,369)
Total Equity		3,743,536	1,805,767

The above statement of financial position should be read in conjunction with the accompanying notes.

White Cliff Minerals Limited
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Statement of Changes in Equity
For the year ended 30 June 2020

Consolidated	Issued capital \$	Accumulated losses \$	Reserves \$	Total equity \$
Balance at 30 June 2018	29,771,795	(29,417,405)	412,606	766,996
Loss for the year	-	(2,075,964)	-	(2,075,964)
Other comprehensive income	-	-	-	-
Total comprehensive loss for the year	-	(2,075,964)	-	(2,075,964)
Shares issued during the year	3,356,848	-	-	3,356,848
Exercise of options	45	-	-	45
Share-based payments:				
- capital raising costs	(150,097)	-	150,097	-
Capital raising costs (cash)	(242,158)	-	-	(242,158)
Balance at 30 June 2019	32,736,433	(31,493,369)	562,703	1,805,767
Profit for the year	-	1,813,888	-	1,813,888
Other comprehensive income	-	-	-	-
Total comprehensive income for the year	-	1,813,888	-	1,813,888
Shares issued during the year	97,500	-	-	97,500
Share-based payments	-	-	26,381	26,381
Balance at 30 June 2020	32,833,933	(29,679,481)	589,084	3,743,536

The above statement of changes in equity should be read in conjunction with the accompanying notes.

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Statement of Cash Flows
For the year ended 30 June 2020

	Note	Consolidated	
		Inflows/ (Outflows) 2020 \$	Inflows/ (Outflows) 2019 \$
Cash flows from operating activities			
Receipts from customers, government grants and incentives		25,000	32,402
Payments to suppliers and employees		(543,628)	(906,486)
Interest paid		(156)	(35,184)
Interest received		988	797
Net cash (outflow) from operating activities	16(a)	(517,796)	(908,471)
Cash flows from investing activities			
Payments for exploration and evaluation		(540,570)	(1,548,374)
Proceeds from sale of tenements (net of disposal costs)		2,852,974	-
Payments for property, plant and equipment		(1,277)	-
Net cash inflow/(outflow) from investing activities		2,311,127	(1,548,374)
Cash flows from financing activities			
Proceeds from the issue of shares		-	3,021,271
Repayment of borrowings		-	(400,000)
Payments for capital raising costs		-	(242,158)
Net cash inflow from financing activities		-	2,379,113
Net increase/(decrease) in cash held		1,793,331	(77,732)
Cash at the beginning of the year		369,311	447,043
Effects of exchange rate changes on cash held		(11,755)	-
Cash at the end of the year	7	2,150,887	369,311

The above statement of cash flows should be read in conjunction with the accompanying notes.

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Notes to the financial statements
For the year ended 30 June 2020

Note 1: Statement of significant accounting policies

(a) Basis of preparation

The financial report is a general purpose financial report, which has been prepared in accordance with the requirements of the *Corporations Act 2001*, Accounting Standards and Interpretations and complies with other requirements of the law. The financial statements comprise the consolidated financial statements for the Group. For the purposes of preparing the consolidated financial statements, the Group is a for-profit entity. The accounting policies detailed below have been consistently applied to all of the years presented unless otherwise stated. The financial report has also been prepared on a historical cost basis. The Company is a listed public company registered and domiciled in Australia. The financial report is presented in Australian dollars.

Going Concern

The financial statements have been prepared on the going concern basis, which contemplates the continuity of normal business activity and the realisation of assets and the settlement of liabilities in the normal course of business.

Notwithstanding the fact that the Group incurred a loss from continuing operations of \$10,669 for the year ended 30 June 2020, and a net cash outflow from operating activities amounting to \$517,796, the Directors are of the opinion that the Group is a going concern.

The Directors are satisfied that the Group will have access to sufficient cash as and when required to enable it to fund administrative and other committed expenditure. The Directors are satisfied that they will be able to raise additional funds by debt and/or equity raisings, should the need arise.

(b) Adoption of new and revised standards

Changes in accounting policies on initial application of Accounting Standards

In the year ended 30 June 2020, the Directors have reviewed all of the new and revised Standards and Interpretations issued by the AASB that are relevant to the Group's operations and effective for the current annual reporting period. It has been determined by the Directors that there is no impact, material or otherwise, of the application of AASB 16 Leases to profit or loss or net assets in the current or comparative periods and no change is necessary to Group accounting policies.

The Directors have also reviewed all new Standards and Interpretations that have been issued but are not yet effective for the year ended 30 June 2020. As a result of this review the Directors have determined that there is no material impact of the new and revised Standards and Interpretations on the Group and, therefore, no change is necessary to Group accounting policies.

(c) Statement of compliance

The financial report was authorised by the Board of directors for issue on 22 September 2020.

The financial report complies with Australian Accounting Standards, which include Australian equivalents to International Financial Reporting Standards (AIFRS). Compliance with AIFRS ensures that the financial report, comprising the financial statements and notes thereto, complies with International Financial Reporting Standards (IFRS).

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Notes to the financial statements
For the year ended 30 June 2020

Note 1: Statement of significant accounting policies (continued)

(d) Basis of consolidation

The consolidated financial statements comprise the financial statements of White Cliff Minerals Limited ("Company" or "parent entity") and its controlled entities as at 30 June 2020 (the "Group").

The financial statements of the controlled entities are prepared for the same reporting period as the parent entity, using consistent accounting policies.

In preparing the consolidated financial statements, all intercompany balances and transactions, income and expenses and profit and losses resulting from intra-group transactions have been eliminated in full. Controlled entities are fully consolidated from the date on which control is transferred to the Group and cease to be consolidated from the date on which control is transferred out of the Group. Control exists where the Group has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities.

(e) Significant accounting judgements estimates and assumptions

The application of accounting policies requires the use of judgements, estimates and assumptions about carrying values of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions are recognised in the period in which the estimate is revised if it affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Exploration and evaluation costs carried forward

The Group's main activity is exploration and evaluation for minerals. The nature of exploration activities are such that it requires interpretation of complex and difficult geological models in order to make an assessment of the size, shape, depth and quality of resources and their anticipated recoveries. The economic, geological and technical factors used to estimate mining viability may change from period to period. In addition, exploration activities by their nature are inherently uncertain. Changes in all these factors can impact exploration asset carrying values.

Share-based payments transactions

The Group measures the cost of equity-settled transactions with employees by reference to the fair value of the equity instruments at the date at which they are granted. The options granted during the year to directors contained market-related vesting conditions and have been valued using a trinomial option valuation methodology with inputs as set out in Note 15.

(f) Revenue recognition

Revenue is recognised to the extent that control has passed and it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured. The following specific recognition criteria must also be met before revenue is recognised:

(i) Interest income

Interest revenue is recognised on a time proportionate basis that take into account the effective yield on the financial asset.

(ii) Government assistance - drilling grants

Government grants are recognised at fair value where there is reasonable assurance that the grant will be received and all grant conditions will be met. Grants relating to expense items are recognised as income over the periods necessary to match the grant to the costs they are compensating.

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Notes to the financial statements
For the year ended 30 June 2020

Note 1: Statement of significant accounting policies (continued)

(g) Cash and cash equivalents

Cash comprises cash at bank and in hand. Cash equivalents are short term, highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value. Temporary bank overdrafts are included in cash at bank and in hand. Permanent bank overdrafts are shown within borrowings in current liabilities in the statement of financial position.

For the purposes of the statement of cash flows, cash and cash equivalents consist of cash and cash equivalents as defined above, net of outstanding bank overdrafts.

(h) Income tax

The income tax expense or benefit for the year is the tax payable on the current year's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary difference and to unused tax losses.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period in the countries where the Group's subsidiaries and associates operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted by the balance date.

Deferred income tax liabilities are recognised for all taxable temporary differences except:

- when the deferred income tax liability arises from the initial recognition of goodwill or of an asset or liability in a transaction that is not a business combination and that, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; or
- when the taxable temporary difference is associated with investments in controlled entities, associates or interests in joint ventures, and the timing of the reversal of the temporary difference can be controlled and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred income tax assets are recognised for all deductible temporary differences, carry-forward of unused tax assets and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carry-forward of unused tax credits and unused tax losses can be utilised, except:

- when the deferred income tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; or
- when the deductible temporary difference is associated with investments in controlled entities, associates or interests in joint ventures, in which case a deferred tax asset is only recognised to the extent that it is probable that the temporary difference will reverse in the foreseeable future and taxable profit will be available against which the temporary difference can be utilised.

The carrying amount of deferred income tax assets is reviewed at each balance date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilised.

Unrecognised deferred income tax assets are reassessed at each balance date and are recognised to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered.

Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply to the financial year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the balance date.

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Notes to the financial statements
For the year ended 30 June 2020

Note 1: Statement of significant accounting policies (continued)

Deferred tax assets and deferred tax liabilities are offset only if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred tax assets and liabilities relate to the same taxable entity and the same taxation authority.

Tax consolidation legislation

The Company and its 100% owned Australian resident subsidiaries have implemented the tax consolidation legislation. Current and deferred tax amounts are accounted for in each individual entity as if each entity continued to act as a taxpayer on its own.

The Group recognises both its current and deferred tax amounts and those current tax liabilities, current tax assets and deferred tax assets arising from unused tax credits and unused tax losses which it has assumed from its controlled entities within the tax consolidated group.

(i) Other taxes

Revenues, expenses and assets are recognised net of the amount of GST except:

- when the GST incurred on a purchase of goods and services is not recoverable from the taxation authority, in which case the GST is recognised as part of the cost of acquisition of the asset or as part of the expense item as applicable; and
- receivables and payables, which are stated with the amount of GST included.

The net amount of GST recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the statement of financial position.

Cash flows are included in the statement of cash flows on a gross basis and the GST component of cash flows arising from investing and financing activities, which is recoverable from, or payable to, the taxation authority, are classified as operating cash flows.

Commitments and contingencies are disclosed net of the amount of GST recoverable from, or payable to, the taxation authority.

(j) Impairment of assets

The Group assesses at each balance date whether there is an indication that an asset may be impaired. If any such indication exists, or when annual impairment testing for an asset is required, the Group makes an estimate of the asset's recoverable amount. An asset's recoverable amount is the higher of its fair value less costs to sell and its value in use and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets and the asset's value in use cannot be estimated to be close to its fair value. In such cases the asset is tested for impairment as part of the cash-generating unit to which it belongs. When the carrying amount of an asset or cash-generating unit exceeds its recoverable amount, the asset or cash-generating unit is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. Impairment losses relating to continuing operations are recognised in those expense categories consistent with the function of the impaired asset unless the asset is carried at re-valued amount (in which case the impairment loss is treated as a revaluation decrease).

An assessment is also made at each balance date as to whether there is any indication that previously recognised impairment losses may no longer exist or may have decreased. If such indication exists, the recoverable amount is estimated. A previously recognised impairment loss is reversed only if there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognised. If that is the case the carrying amount of the asset is increased to its recoverable amount. That increased amount cannot exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior financial periods. Such reversal is recognised in profit or loss unless the asset is carried at revalued amount, in which case the reversal is treated as a revaluation increase. After such a reversal the depreciation charge is adjusted in future periods to allocate the asset's revised carrying amount, less any residual value, on a systematic basis over its remaining useful life.

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Notes to the financial statements
For the year ended 30 June 2020

Note 1: Statement of significant accounting policies (continued)

(k) Trade and other payables

Trade payables and other payables are carried at amortised cost and represent liabilities for goods and services provided to the Group prior to the end of the financial year that are unpaid and arise when the Group becomes obliged to make future payments in respect of the purchase of these goods and services. Trade and other payables are presented as current liabilities unless payment is not due within 12 months.

(l) Provisions

Where applicable, provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are not made for future operating losses.

When the Group expects some or all of a provision to be reimbursed, for example under an insurance contract, the reimbursement is recognised as a separate asset but only when the reimbursement is virtually certain. The expense relating to any provision is presented in the statement of comprehensive income net of any reimbursement. Provisions are measured at the net present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting year.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects the risks specific to the liability.

When discounting is used, the increase in the provision due to the passage of time is recognised as a borrowing cost.

(m) Share-based payment transactions

Equity settled transactions:

The Group provides benefits to employees and consultants of the Group in the form of share-based payments, whereby employees render services in exchange for shares or rights over shares (equity-settled transactions).

The cost of these equity-settled transactions with employees and consultants is measured by reference to the fair value of the equity instruments at the date at which they are granted and/or vested. The fair value is determined by using an appropriate valuation methodology, further details of which are given in Note 15.

The cost of equity-settled transactions is recognised, together with a corresponding increase in equity, over the period in which any performance and/or service conditions are fulfilled, ending on the date on which the relevant employees become fully entitled to the award (the vesting period).

The cumulative expense recognised for equity-settled transactions at each reporting date until vesting date reflects the extent to which the vesting period has expired, and the Group's best estimate of the number of equity instruments that will ultimately vest.

The statement of comprehensive income charge or credit for a year represents the movement in cumulative expense recognised as at the beginning and end of that year.

No expense is recognised for awards that do not ultimately vest, except for awards where vesting is only conditional upon a market condition.

If the terms of an equity-settled award are modified, as a minimum an expense is recognised as if the terms had not been modified. In addition, an expense is recognised for any modification that increases the total fair value of the share-based payment arrangement, or is otherwise beneficial to the employee, as measured at the date of modification.

If an equity-settled award is cancelled, it is treated as if it had vested on the date of cancellation, and any expense not yet recognised for the award is recognised immediately. However, if a new award is substituted for the cancelled award and designated as a replacement award on the date that it is granted, the cancelled and new award are treated as if they were a modification of the original award, as described in the previous paragraph. The dilutive effect, if any, of outstanding options is reflected as additional share dilution in the computation of earnings per share.

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Notes to the financial statements
For the year ended 30 June 2020

Note 1: Statement of significant accounting policies (continued)

(n) Issued capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds. Incremental costs directly attributable to the issue of new shares or options for the acquisition of a new business are not included in the costs of acquisition as part of purchase consideration.

(o) Earnings per share

Basic earnings per share is calculated as net profit or loss attributable to members of the parent, adjusted to exclude any costs of servicing equity (other than dividends) and preference share dividends, divided by the weighted average number of ordinary shares.

Diluted earnings per share is calculated as net profit or loss attributable to members of the parent, adjusted for:

- costs of servicing equity (other than dividends) and preference share dividends;
- the after tax effect of dividends and interest associated with dilutive potential ordinary shares that have been recognised as expenses; and
- other non-discretionary changes in revenues or expenses during the period that would result from the dilution of potential ordinary shares, divided by the weighted average number of ordinary shares and dilutive potential ordinary shares.

(p) Exploration and evaluation expenditure

Exploration costs are expensed as incurred. Acquisition costs are accumulated in respect of each separate area of interest. Acquisition costs are carried forward where right of tenure of the area of interest is current and they are expected to be recouped through the sale or successful development and exploitation of the area of interest or, where exploration and evaluation activities in the area of interest have not yet reached a stage that permits reasonable assessment of the existence of economically recoverable reserves. When an area of interest is abandoned or the Directors decide that it is not commercial, any accumulated acquisition costs in respect of that area are written off in the financial year and accumulated acquisition costs written off to the extent that they will not be recovered in the future. Amortisation is not charged on acquisition costs carried forward in respect of areas of interest in the development phase until production commences.

Exploration and evaluation assets are assessed for impairment when facts and circumstances suggest that the carrying amount of an exploration and evaluation asset may exceed its recoverable amount. The recoverable amount of the exploration and evaluation asset (for the cash generating unit(s) to which it has been allocated being no larger than the relevant area of interest) is estimated to determine the extent of the impairment loss (if any). Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but only to the extent that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in previous years.

Where a decision has been made to proceed with development in respect of a particular area of interest, the relevant exploration and evaluation asset is tested for impairment and the balance is then reclassified to development.

(q) Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The chief operating decision maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Board of Directors of White Cliff Minerals Limited.

(r) Parent entity financial statements

The financial information for the parent entity, White Cliff Minerals Limited, disclosed in Note 22, has been prepared on the same basis as the consolidated financial statements.

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Notes to the financial statements
For the year ended 30 June 2020

Note 1: Statement of significant accounting policies (continued)

(s) Financial instruments

Recognition and derecognition

Financial assets and financial liabilities are recognised when the Group becomes a party to the contractual provisions of the financial instrument.

Financial assets are derecognised when the contractual rights to the cash flows from the financial asset expire, or when the financial asset and substantially all the risks and rewards are transferred.

A financial liability is derecognised when it is extinguished, discharged, cancelled or expires.

Classification and initial measurement of financial assets

Except for those trade receivables that do not contain a significant financing component and are measured at the transaction price in accordance with AASB 15, all financial assets are initially measured at fair value adjusted for transaction costs (where applicable).

For the purpose of subsequent measurement, financial assets, other than those designated and effective as hedging instruments, are classified into the following categories:

- amortised cost
- fair value through profit or loss (FVTPL)
- equity instruments at fair value through other comprehensive income (FVOCI)
- debt instruments at fair value through other comprehensive income (FVOCI).

All income and expenses relating to financial assets that are recognised in profit or loss are presented within finance costs, finance income or other financial items, except for impairment of trade receivables which is presented within other expenses.

The classification is determined by both:

- the entity's business model for managing the financial asset
- the contractual cash flow characteristics of the financial asset.

All income and expenses relating to financial assets that are recognised in profit or loss are presented within finance costs, finance income or other financial items, except for impairment of trade receivables which is presented within other expenses.

Subsequent measurement of financial assets

Financial assets at fair value through profit or loss (FVTPL)

Financial assets that are held within a different business model other than 'hold to collect' or 'hold to collect and sell' are categorised at fair value through profit and loss. Further, irrespective of business model financial assets whose contractual cash flows are not solely payments of principal and interest are accounted for at FVTPL. All derivative financial instruments fall into this category, except for those designated and effective as hedging instruments, for which the hedge accounting requirements apply.

The category also contains an equity investment. The Group accounts for its investment in listed equity instruments at FVTPL and did not make the irrevocable election to account for the investment in unlisted and listed equity securities at fair value through other comprehensive income (FVOCI). The fair value was determined in line with the requirements of AASB 9, which does not allow for measurement at cost.

Assets in this category are measured at fair value with gains or losses recognised in profit or loss.

The fair values of financial assets in this category are determined by reference to active market transactions or using a valuation technique where no active market exists.

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Notes to the financial statements
For the year ended 30 June 2020

Note 1: Statement of significant accounting policies (continued)

(t) Assets and liabilities held for sale

Non-current assets (or disposal groups) are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use. This condition is regarded as met only when the asset (or disposal group) is available for immediate sale in its present condition subject only to terms that are usual and customary for sales for such asset (or disposal groups) and the sale is highly probable. Management must be committed to the sale, which should be expected to qualify for recognition as a complete sale within one year from the date of classification.

When the Group is committed to a sale plan involving loss of control of a subsidiary, all of the assets and liabilities of that subsidiary are classified as held for sale when the criteria described above are met, regardless of whether the Group will retain a non-controlling interest in its former subsidiary, after the sale.

When the Group is committed to a sale plan involving disposal of an investment, or a portion of an investment, in an associate or joint venture, the investment or the portion of the investment that will be disposed of is classified as held for sale when the criteria described above are met, and the Group discontinues the use of the equity method in relation to the portion that is classified as held for sale. Any retained portion of an investment in an associate or joint venture that has not been classified as held for sale continues to be accounted for using the equity method. The Group discontinues the use of the equity method at the time of disposal when the disposal results in the Group losing significant influence over the associate or joint venture.

After the disposal takes place, the Group accounts for any retained interest in the associate or joint venture in accordance with AASB 139 unless the retained interest continues to be an associate or a joint venture, in which case the Group uses the equity method.

A discontinued operation is a component of the entity that has been disposed of or is classified as held for sale and that represents a separate major line of business or geographical area of operations, is part of a single co-ordinated plan to dispose of such a line of business or area of operations, or is a subsidiary acquired exclusively with a view to resale. The results of discontinued operations are presented separately in the statement of profit or loss.

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Notes to the financial statements
For the year ended 30 June 2020

Note 2: Discontinued operations – Sale of Aucu Copper-Gold project in Kyrgyzstan

During the year, the Company disposed of its 90% interest in the Aucu Copper-Gold project in Kyrgyzstan to RTG Mining Ltd. Details are as follows:

	Consolidated 2020 \$
Proceeds	
Cash (US\$2,150,000)	3,142,974
Shares – RTG Mining Ltd (10,312,577 shares at \$0.07)	721,880
	3,864,854
Disposal costs	(299,404)
Acquisition costs	(1,384,417)
Profit on sale	2,181,033
Loss for the period from discontinued operation	(356,476)
Profit after tax from discontinued operation	1,824,557

The loss for the year ended 30 June 2019 from this discontinued operation was \$865,366.

Note 3: Revenue and expenses

(a) Revenue from continuing operations

Interest received
Sundry income

	Consolidated 2020 \$	Consolidated 2019 \$
	988	797
	25,000	5,226
	25,988	6,023

(b) Expenses

Loss from ordinary activities before income tax benefit includes the following specific expenses (included in other expenses):

Auditor's remuneration (Note 23)
Borrowing costs
Depreciation
Employee costs*
Interest expense
Leave provisions

	31,645	27,954
	-	33,616
	19,157	22,429
	85,665	404,774
	156	1,814
	-	(54,411)
	-	-

* Includes all direct exploration employee costs

Note 4: Income tax

The prima facie income tax benefit on pre-tax accounting loss reconciles with the income tax benefit in the financial statements as follows:

Accounting loss before tax from continuing operations	(1,813,888)	(2,075,966)
Income tax benefit calculated at 30% (2019: 27.5%)	(544,166)	(622,790)
Non-deductible expenses	115,390	263,397
Non-assessable income	(6,000)	-
Other deferred tax assets and tax liabilities not recognised	458,530	326,189
Adjustments in respect of deferred income tax of previous years	(23,754)	(26,530)
Junior Minerals Exploration Incentive (JMEI)	-	59,734
Income tax benefit reported in the statement of comprehensive income	-	-

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Notes to the financial statements
For the year ended 30 June 2020

Note 4: Income tax

	Consolidated 2020 \$	Consolidated 2019 \$
(a) Unrecognised deferred tax balances		
The following deferred tax assets and liabilities have not been brought to account:		
Deferred tax assets comprise:		
Losses available for offset against future income – revenue	5,923,774	5,083,037
Losses available for offset against future income – capital	-	38,159
Share issue costs	87,992	114,162
Foreign exchange	3,526	-
Accrued expenses and liabilities	5,790	13,148
	6,021,082	5,248,506
Deferred tax liabilities comprise:		
Foreign exchange	-	8
Exploration expenditure capitalised (Australian)	37,496	31,480
Financial assets	201,095	-
	238,591	31,488

Deferred tax assets have not been recognised in respect of these items because it is not considered probable that future taxable profit will be available against which the Group can utilise the benefit thereof.

	Consolidated 2020 \$	2019 \$
(b) Income tax expense not recognised directly in equity during the year:		
Share issue costs	-	45,029
	-	45,029

Note 5: Loss per share

Total basic earnings/(loss) per share (cents)	0.38	(0.2)
Loss from continuing operations (cents)	(0.002)	(0.100)
	(0.002)	(0.100)
The profit/(loss) and weighted average number of ordinary shares used in the calculation of basic earnings/(loss) per share is as follows:		
Net profit/(loss) loss for the period	1,813,888	(2,075,964)
Net loss from continuing operations	(10,669)	(1,210,598)
	472,175,224	947,080,344

The diluted loss per share is not reflected as the result is anti-dilutive.

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Notes to the financial statements
For the year ended 30 June 2020

Note 6: Segment information

For management purposes, the Board of Directors of the Company has been defined as the Chief Operating Decision Maker. Segment information is presented in respect of the Group's business segments based on the Group's management and internal reporting structure.

During the year the Group operated predominantly in one business segment that consisted of mineral exploration. Geographically, the Group explores in Australia. Segment results are classified in accordance with their use within geographic segments.

Segment results and assets include items directly attributable to a segment as well as those that can be allocated on a reasonable basis.

The following table presents the financial information regarding these segments provided to the Board of Directors for the year ended 30 June 2020.

2020	Australia	Kyrgyz¹	Total
	\$	\$	\$
Revenue			
Interest income	988	-	988
Other Income	695,318	-	695,319
Segment revenue	696,306	-	696,306
Segment net operating loss after tax	(10,669)	1,824,557	1,813,888
Segment assets	3,798,359	-	3,798,359
Other segment information			
Segment liabilities	54,823	-	54,823
Depreciation and amortisation of segment assets	19,157	-	19,157

¹ The Kyrgyz segment comprises the Accu Copper-Gold project in Kyrgyzstan which was sold during the year (see Note 2).

2019	Australia	Kyrgyz¹	Total
	\$	\$	\$
Revenue	797	-	797
Interest income	5,226	-	5,226
Segment revenue	6,023	-	6,023
Segment net operating loss after tax	(1,210,598)	(865,366)	(2,075,964)
Segment assets	562,935	1,384,417	1,947,352
Other segment information			
Segment liabilities	141,585	-	141,585
Depreciation and amortisation of segment assets	19,659	2,770	22,429

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Notes to the financial statements
For the year ended 30 June 2020

Note 7: Cash and cash equivalents

	Consolidated 2020 \$	2019 \$
Cash at bank	2,150,887	369,311
	2,150,887	369,311

(a) Reconciliation to Statement of Cash Flows

The above figures agree to cash at the end of the financial year as shown in the Statement of Cash Flows.

(b) Cash at bank and on hand

Cash at bank earns interest at floating rates based on daily bank deposit rates.

Note 8: Financial assets at fair value through profit or loss

	Consolidated 2020 \$	2019 \$
RTG Mining Ltd shares received as consideration on sale of the Company's interest in the Aucu project – at fair value (see note 2)	721,880	-
Increase in fair value at 30 June 2020	670,318	-
	1,392,198	-

Note 9: Trade and other receivables

	Consolidated 2020 \$	2019 \$
Goods and services tax receivable	5,736	14,195
	5,736	14,195

Note 10: Exploration project acquisition costs

		Consolidated 2020 \$	2019 \$
Opening balance		124,986	1,489,350
Project acquisition costs	(ii)	97,500	20,053
Transfer to assets held for sale	(i)	-	(1,384,417)
Acquisition costs in respect of areas of interest in the exploration phase		222,486	124,986

(i) On 6 September 2019 the Company completed the sale of its 90% interest in Aucu-Copper-Gold project in Kyrgyzstan to RTG Mining Inc. for US\$2.65m. The capitalised acquisition costs were previously recognised as assets held for sale, as the project was considered to constitute a disposal group.

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Notes to the financial statements
For the year ended 30 June 2020

Note 10: Exploration project acquisition costs (cont)

The recoupment of the exploration project acquisition costs carried forward is dependent upon the recoupment of costs through successful development and commercial exploitation, or alternatively by sale of the respective areas.

(ii) On 20 May 2020 the Company completed the acquisition of Hobbs & Heugh Pty Ltd by the issue of 16,250,000 shares valued at \$0.006 per share, being \$97,500.

Note 11: Trade and other payables

	Consolidated 2020 \$	2019 \$
Trade payables and accruals*	54,823	115,760
Accrued annual leave	-	8,847
	54,823	124,607

* Trade payables are non-interest bearing and are normally paid on 30 day terms.

Note 12: Provisions

Provision for long service leave	-	16,978
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Note 13: Issued capital

	Consolidated \$ 2020	\$ 2019
(a) Ordinary shares issued		
486,599,882 (2019: 470,349,882) ordinary shares	32,833,933	32,736,433

Holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at shareholders' meetings. In the event of winding up of the parent entity, ordinary shareholders rank after all creditors and are fully entitled to any proceeds on liquidation.

(b) Movements in ordinary shares

Date	Details	Number of shares	Issue Price \$	\$
1 July 2018		3,849,586,836		29,771,795
6 September 2018	Consolidation 50:1	(3,772,595,022)		-
15 November 2018	Rights Issue	140,650,147	0.015	2,097,376
15 November 2018	Repayment of short term loan	13,333,333	0.015	200,000
13 March 2019	Placement	239,371,588	0.005	1,059,472
28 May 2019	Exercise of Options	3,000	0.015	45
Capital raising costs	Cash	-		(242,158)
Capital raising costs	Share-based payments	-		(150,097)
		470,349,882		32,736,433
30 June 2019		470,349,882		32,736,433
20 May 2020	Acquisition of Hobbs & Heugh Pty Ltd	16,250,000		97,500
		486,599,882		32,833,933
30 June 2020		486,599,882		32,833,933

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Notes to the financial statements
For the year ended 30 June 2020

Note 13: Issued capital (cont)

(c) Share options

	Number of options	
	2020	2019
Options exercisable at \$0.015 on or before 31 January 2024	50,000,000	-
Listed options exercisable at \$0.015 on or before 28 February 2024	290,368,588	290,368,588
Listed options exercisable at \$0.045 on or before 30 September 2020	155,483,480	155,483,480
Gleneagle options Series A	5,000,000	5,000,000
Gleneagle options Series B	5,000,000	5,000,000
	505,852,068	455,852,068

(d) Movements in share options

	Number of options	
	2020	2019
Unlisted Gleneagle Series A Options to acquire ordinary fully paid shares at \$0.25 on or before 31 July 2020:		
Beginning of the financial year	5,000,000	-
Issued during year	-	5,000,000
Balance at end of financial year	5,000,000	5,000,000
Unlisted Gleneagle Series B Options to acquire ordinary fully paid shares at \$0.50 on or before 31 July 2020:		
Beginning of the financial year	5,000,000	-
Issued during year	-	5,000,000
Balance at end of financial year	5,000,000	5,000,000
Listed Options to acquire ordinary fully paid shares at \$0.045 on or before 30 September 2020:		
Beginning of the financial year	155,483,480	-
Issued during year	-	155,483,480
Balance at end of financial year	155,483,480	155,483,480
Listed Options to acquire ordinary fully paid shares at \$0.015 on or before 30 September 2020:		
Beginning of the financial year	290,368,588	-
Issued during year	-	290,371,588
Less: options exercised	-	(3,000)
Balance at end of financial year	290,368,588	290,368,588
Options exercisable at \$0.015 on or before 31 January 2024		
Beginning of the financial year	-	-
Issued during year	50,000,000	-
Balance at end of financial year	50,000,000	-

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Notes to the financial statements
For the year ended 30 June 2020

Note 14: Reserves

	Consolidated 2020 \$	2019 \$
Option issue reserve (a)	125,391	125,391
Share compensation reserve (b)		
Opening balance	437,312	287,215
Share based expense for year	26,381	-
Capital raising expense	-	150,097
Closing balance	463,693	437,312
	589,084	562,703

- (a) Option issue reserve
The option issue reserve represents amounts paid upon subscribing for options issued by the Company.
- (b) Share compensation reserve
The share compensation reserve is used to record the value of equity benefits provided to consultants and directors as part of their remuneration. Refer Note 15.

Note 15: Share based payments

Share based payments consists of options and performance rights issued to directors and consultants. The expense is recognised in the Statement of Comprehensive Income and Statement of Changes in Equity over the vesting periods of the options and rights. The following share-based payment arrangements were in place during the current year:

Type	Number	Grant date	Expiry Date	Exercise price \$	Fair value
Gleneagle Series A Options	5,000,000	10/1/18	31/7/2020	0.25	\$182,625 ²
Gleneagle Series B Options	5,000,000	10/1/18	31/7/2020	0.50	\$70,590 ²
2017 Performance rights	3,470,000	25/10/2017	31/12/2020	-	\$542,062 ¹
September 2020 Options	51,000,000	13/03/2019	28/02/2024	0.015	\$150,098 ³
Director 2019 Options	50,000,000	27/11/19	31/01/2024	0.015	\$26,381 ⁴

¹ No fair value is required to be expensed upon the grant of these performance rights as it was not considered probable that the vesting conditions of these rights would be met.

² The Gleneagle unlisted options were granted in respect to Gleneagle's underwriting of the 2017 Rights Issue. These options have been valued using a Black & Scholes option pricing model using the following inputs – spot price at date of issue \$0.006; exercise prices - \$0.25 - \$0.50; interest rate 1.88%; volatility 100%; discount for lack of marketability 30%; and discount for vesting hurdles 50% - 60%.

³ The September 2020 options were granted in respect to underwriting of the 2019 Rights Issue. These options have been valued using a Black & Scholes option pricing model using the following inputs – spot price at date of issue \$0.005; exercise prices - \$0.015; interest rate 2%; volatility 100%

⁴ The Director options were granted to Messrs Ong and Smith including 10,000,000 options that were allocated to an unrelated nominee. Details of the value of these options are set out below.

- (i) Weighted average exercise price \$0.046
(ii) Weighted average time to expiry 3.2 years

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Notes to the financial statements
For the year ended 30 June 2020

Option Valuation

The following performance based incentive options were issued to directors (or their unrelated nominees) during the period. The options were valued using a trinomial option valuation methodology with inputs as follows:

	Tranche 1	Tranche 2	Tranche 3
Value of underlying security	\$0.0055	\$0.0055	\$0.0055
Exercise price	\$0.015	\$0.015	\$0.015
Valuation date	27 Nov 2019	27 Nov 2019	27 Nov 2019
5-Day VWAP barrier	\$0.015	\$0.020	\$0.025
Life of the Options (years)	4.0	4.0	4.0
Volatility	150%	150%	150%
Risk-free rate	0.68%	0.68%	0.68%
Dividend yield	nil	nil	nil
Vesting Conditions	Note ¹	Note ²	Note ³
Number of Options	20,000,000	20,000,000	10,000,000
Value per Option ⁴	\$0.0039	\$0.0037	\$0.0035
Value per Tranche	\$77,788	\$73,629	\$34,958
Expensed during period	\$11,011	\$10,422	\$4,948

¹ The Tranche 1 Options will vest upon the 5-day volume weighted average price ('5-Day VWAP') of shares traded on the Australian Securities Exchange ('ASX') being at \$0.015 or greater.

² The Tranche 2 Options will vest upon the 5-day volume weighted average price ('5-Day VWAP') of shares traded on the Australian Securities Exchange ('ASX') being at \$0.020 or greater.

³ The Tranche 3 Options will vest upon the 5-day volume weighted average price ('5-Day VWAP') of shares traded on the Australian Securities Exchange ('ASX') being at \$0.025 or greater.

Note 16: Reconciliation of profit/(loss) after income tax to net cash outflow from operating activities

	Consolidated 2020	2019
	\$	\$
<i>a) Reconciliation of profit/(loss) from ordinary activities after income tax to net cash outflow from operating activities</i>		
Net profit/(loss) for the year after income tax	1,813,888	(2,075,964)
Depreciation	19,157	22,429
Share based payment expense	26,381	-
Exploration expenditure treated as exploration investment activity	511,636	1,051,753
Profit on sale of tenements	(2,181,033)	-
Gain on financial assets held at FVTPL	(670,318)	-
Foreign exchange movement	11,754	-
(Increase) / decrease in trade and other receivables	8,459	119,454
(Increase) / decrease in prepayments	108	(8,905)
Increase / (decrease) in trade and other payables	(40,850)	57,258
Increase / (decrease) in provisions	(16,978)	(74,496)
Net cash outflow from operating activities	(517,796)	(908,471)

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Notes to the financial statements
For the year ended 30 June 2020

Note 17: Commitments and contingencies

Exploration expenditure commitments

In order to maintain rights of tenure to its Australian located mineral tenements, the Group is required to outlay certain amounts in respect of rent and minimum expenditure requirements set by the Western Australian State Government Mines Department. The Group's commitments to meet this minimum level of expenditure are approximately \$382,000 (2019: 556,174) annually.

Exemption from incurring this annual level of expenditure may be granted where access to the tenement area is restricted for reasons beyond the Group's control such as where native title issues restrict the Group's ability to explore in the project area. The Group is not aware of any such restrictions to exploration in the coming year and it does not anticipate seeking any exemption to reduce this annual expenditure requirement.

Note 18: Financial Risk Management

Exposure to interest rate, liquidity, and credit risk arises in the normal course of the Group's business. The Group does not hold or use derivative financial instruments. The Group's principal financial instruments comprise mainly of deposits with banks and equity investments in listed companies. The totals for each category of financial instruments are as follows:

	Consolidated	
	2020	2019
	\$	\$
Financial Assets		
Cash and cash equivalents	2,150,887	369,311
Equity investments in listed companies	1,392,198	-

The Group uses different methods as discussed below to manage risks that arise from these financial instruments. The objective is to support the delivery of the financial targets while protecting future financial security.

(a) Capital risk management

The Group's capital comprises share capital and reserves less accumulated losses. As at 30 June 2020, the Group has net assets of \$3,743,536 (2019: 1,805,767). The Group manages its capital to ensure its ability to continue as a going concern and to optimise returns to its shareholders.

(b) Liquidity Risk

Liquidity risk is the risk that the Group will encounter difficulty in meeting obligations associated with financial liabilities.

The Group manages liquidity risk by maintaining sufficient cash facilities to meet the operating requirements of the business and investing excess funds in highly liquid short-term investments. The responsibility for liquidity risk management rests with the Board of Directors.

Alternatives for sourcing future capital needs include the cash position and future equity raising alternatives. These alternatives are evaluated to determine the optimal mix of capital resources for our capital needs. The Board expects that, assuming no material adverse change in a combination of our sources of liquidity, present levels of liquidity will be adequate to meet expected capital needs.

Maturity analysis for financial liabilities

Financial liabilities of the Group comprise trade and other payables. As at 30 June 2020 any financial liabilities that are contractually maturing within 60 days have been disclosed as current. Trade and other payables that have a deferred payment date of greater than 12 months have been disclosed as non-current.

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Notes to the financial statements
For the year ended 30 June 2020

Note 18: Financial Risk Management (continued)

(c) Foreign Currency Risk

The Group undertakes certain transactions denominated in foreign currencies, hence exposures to exchange rate fluctuations arise.

The carrying amount of the Group's foreign currency denominated monetary assets and monetary liabilities at the balance date expressed in Australian dollars are a cash balance of \$706,423 (2019: \$351).

The sensitivity analyses below detail the Group's sensitivity to an increase/decrease in the Australian dollar against the United States dollar. The sensitivity analysis includes only outstanding foreign currency denominated monetary items:

A basis point is the sensitivity rate used when reporting foreign currency risk internally to management and represents management's assessment of the possible change in foreign exchange rates.

At balance date, if foreign exchange rates had been 100 basis point higher or lower and all other variables were held constant, the Group's:

- Profit or loss would increase/decrease by \$7,064 (2019: \$4); and
- Equity reserves would increase/decrease by \$7,064 (2019: \$4).

The Group's sensitivity to foreign exchange rates has increased/decreased during the year mainly to the exposure outstanding on USD cash balances at year end in the Group.

(d) Interest Rate Risk

Interest rate risk arises from the possibility that changes in interest rates will affect future cash flows or the fair value of financial instruments.

The Group's exposure to changes to interest rate risk relates primarily to its earnings on cash and term deposits. The Group manages the risk by investing in short term deposits.

	2020	2019
	\$	\$
Cash and cash equivalents	2,150,887	360,239

Interest rate sensitivity

The following table demonstrates the sensitivity of the Group's statement of comprehensive income to a reasonably possible change in interest rates, with all other variables constant.

Change in Basis Points	Effect on Post Tax Loss		Effect on Equity including	
	(\$)		retained earnings (\$)	
	Increase/(Decrease)		Increase/(Decrease)	
	2020	2019	2020	2019
Increase 100 basis points	10	8	10	8
Decrease 100 basis points	(10)	(8)	(10)	(8)

A sensitivity of 100 basis points has been used as this is considered reasonable given the current level of both short term and long-term Australian Dollar interest rates. This would represent two to four movements by the Reserve Bank of Australia.

(e) Credit Risk Exposures

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Credit risk represents the risk that the counterparty to the financial instrument will fail to discharge an obligation and cause the Group to incur a financial loss. The Group's maximum credit exposure is the carrying amounts on the statement of financial position. The Group holds financial instruments with credit worthy third parties.

At 30 June 2020, the Group held cash at bank. These were held with financial institutions with a rating from Standard & Poors of AA or above (long term). The Group has no past due or impaired debtors as at 30 June 2020.

(f) Fair Value Measurement

The Group's equity investments in listed companies are grouped into level 1 of the fair value hierarchy. These equity investments are valued using quoted prices in an active market.

There were no other financial assets or liabilities at 30 June 2020 requiring fair value estimation and disclosure as their carrying values approximate fair value.

Note 19: Key management personnel disclosures

(a) Directors

At the date of this report the directors of the Company are:

Daniel Smith – *Non-executive Director*
Nicholas Ong – *Non-executive Director*
Edward Mead – *Non-executive Director*
Michael Soucik - *Non-executive Chairman*

There were no changes of the key management personnel after the reporting date and the date the financial report was authorised for issue.

(b) Key management personnel

During the reporting periods the Group had no other key management personnel.

(c) Key management personnel compensation

	Consolidated	
	2020	2019
	\$	\$
Short-term	166,375	517,575
Post-employment	-	16,342
Share-based payments	26,381	-
	192,756	533,917

Detailed remuneration disclosures of directors and key management personnel are included in the Remuneration Report forming part of the Directors' Report.

Note 20: Interest in jointly controlled operation

During the year the Group disposed of its 90% interest in Chanach LLC, the joint venture company that holds the Chanach gold-copper exploration tenement in the Kyrgyz Republic.

Note 21: Related party disclosure

The ultimate parent entity in the wholly-owned group and the ultimate Australian parent entity is White Cliff Minerals Limited. The consolidated financial statements include the financial statements of White Cliff Minerals Limited and the controlled entities listed in the following table.

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Notes to the financial statements
For the year ended 30 June 2020

Note 21: Related party disclosure (continued)

Name of entity	Country of incorporation	Class of shares	Equity holding	
			2020 %	2019 %
Northern Drilling Pty Ltd	Australia	Ordinary	100	100
Petrus Resources Pty Ltd	Australia	Ordinary	100	100
Venture Exploration Pty Ltd	Australia	Ordinary	100	100
Hobbs & Hugh Pty Ltd	Australia	Ordinary	100	-
PB Partners Malaysia Limited	Malaysia	Ordinary	-	100
Chanach LLC	Kyrgyz Republic	Ordinary	-	90

There were no transactions between White Cliff Minerals Limited and its controlled entities during the financial year other than loan funds advanced to the Chanach LLC re the Chanach gold-copper project (2019: nil).

During the year the Group paid \$122,530 (2019: \$45,307) to Minerva Corporate Pty Ltd an entity associated with directors Nicholas Ong and Daniel Smith for services including directors' fees, consulting fees, company secretarial and accounting services.

Note 22: Parent Entity Disclosures

Financial position

	2020 \$	2019 \$
Assets		
Current assets	3,557,618	1,776,828
Non-current assets	240,741	170,524
Total assets	<u>3,798,359</u>	<u>1,947,352</u>
Liabilities		
Current liabilities	54,823	141,585
Total liabilities	<u>54,823</u>	<u>141,585</u>
Net assets	<u>3,743,536</u>	<u>1,805,767</u>
Equity		
Issued capital	32,833,933	32,736,433
Accumulated losses	(29,679,481)	(31,493,369)
Reserves	589,084	562,703
Total equity	<u>3,743,536</u>	<u>1,805,767</u>
	<u>30 June 2020</u> \$	<u>30 June 2019</u> \$
Financial performance		
Profit/(Loss) for the year	1,813,888	(2,075,964)
Other comprehensive income	-	-
Total comprehensive income/(loss)	<u>1,813,888</u>	<u>(2,075,964)</u>

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Notes to the financial statements
For the year ended 30 June 2020

Note 23: Auditor's remuneration

The auditors of the Company are HLB Mann Judd.

	Consolidated 2020 \$	2019 \$
Assurance services:		
HLB Mann Judd:		
Audit and review of financial statements	31,645	27,954
<i>Total remuneration for audit services</i>	<u>31,645</u>	<u>27,954</u>
Other services	-	-
Total auditor's remuneration	<u><u>31,645</u></u>	<u><u>27,954</u></u>

Note 24: Events after the balance date

On 14 September 2020, the Company announced the acquisition of the Reedy South Gold Project for consideration consisting of upfront cash of \$400,000, three annual tranchepayments of \$50,000 cash, the issue of 30,000,000 shares in the Company and a net smelter royalty to the vendors. The Project covers 156km² of the highly prospective Cue goldfields, including 1km of strike along the prolific Reedy Shear Zone. The Project comprises one granted mining lease (M20/446) covering the historic underground workings of Pegasus and King Cole, and three exploration license applications (E20/969, E20/971 & E20/972).

There has not been any other matter or circumstance that has arisen after balance date that has significantly affected, or may significantly affect, the operations of the Group, the results of those operations, or the state of affairs of the Group in future financial periods.

White Cliff Minerals Limited
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Directors' Declaration

1. In the opinion of the directors of White Cliff Minerals Limited (the "Company"):
 - a. the accompanying financial statements and notes are in accordance with the Corporations Act 2001 including:
 - i. giving a true and fair view of the Group's financial position as at 30 June 2020 and of its performance for the financial year then ended; and
 - ii. complying with Accounting Standards, Corporations Regulations 2001, professional reporting requirements and other mandatory requirements;
 - b. there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable; and
 - c. the financial statements and notes thereto are in accordance with International Financial Reporting Standards issued by the International Accounting Standards Board.
2. This declaration has been made after receiving the declarations required to be made to the directors in accordance with Section 295A of the Corporations Act 2001 for the year ended 30 June 2020.

This declaration is signed in accordance with a resolution of the Board of Directors.



Daniel Smith
Director

Perth, Western Australia
22 September 2020

INDEPENDENT AUDITOR'S REPORT

To the members of White Cliff Minerals Limited

Report on the Audit of the Financial Report

Opinion

We have audited the financial report of White Cliff Minerals Limited ("the Company") and its controlled entities ("the Group"), which comprises the consolidated statement of financial position as at 30 June 2020, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies, and the directors' declaration.

In our opinion, the accompanying financial report of the Group is in accordance with the *Corporations Act 2001*, including:

- a) giving a true and fair view of the Group's financial position as at 30 June 2020 and of its financial performance for the year then ended; and
- b) complying with Australian Accounting Standards and the *Corporations Regulations 2001*.

Basis for opinion

We conducted our audit in accordance with Australian Auditing Standards. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Report* section of our report. We are independent of the Group in accordance with the auditor independence requirements of the *Corporations Act 2001* and the ethical requirements of the Accounting Professional and Ethical Standards Board's APES 110 *Code of Ethics for Professional Accountants* ("the Code") that are relevant to our audit of the financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial report of the current period. These matters were addressed in the context of our audit of the financial report as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined the matters described below to be the key audit matters to be communicated in our report.

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Key Audit Matter	How our audit addressed the key audit matter
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<p>Carrying value of exploration project acquisition costs (Note 10 in the financial report)</p>	<p>Our procedures included but were not limited to the following:</p> <ul style="list-style-type: none"> • We obtained an understanding of the key processes associated with management’s review of the carrying value of the capitalised exploration project acquisition costs; • We considered the Directors’ assessment of potential indicators of impairment; • We obtained evidence that the Group has current rights to tenure of its areas of interest; • We examined the exploration budget for the year ending 30 June 2021 and discussed with management the nature of planned ongoing activities; • We reviewed additions to exploration expenditure during the year; and • We examined the disclosures made in the financial report.
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<p>Sale of Aucu Copper-Gold project in Kyrgyzstan (Note 2 in the financial report)</p>	<p>Our procedures included but were not limited to the following:</p> <ul style="list-style-type: none"> • We reviewed the sale transaction in conjunction with the sale agreement; • We ensured the accounting for the sale was correct and obtained expert advice on any tax implications – none were noted; and • We examined the disclosures made in the financial report.
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Information other than the financial report and auditor’s report thereon

The directors are responsible for the other information. The other information comprises the information included in the Group’s annual report for the year ended 30 June 2020, but does not include the financial report and our auditor’s report thereon.

Our opinion on the financial report does not cover the other information and accordingly we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial report, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial report or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of the directors for the financial report

The directors of the Company are responsible for the preparation of the financial report that gives a true and fair view in accordance with Australian Accounting Standards and the *Corporations Act 2001* and for such internal control as the directors determine is necessary to enable the preparation of the financial report that gives a true and fair view and is free from material misstatement, whether due to fraud or error.

In preparing the financial report, the directors are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial report

Our objectives are to obtain reasonable assurance about whether the financial report as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Australian Auditing Standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this financial report.

As part of an audit in accordance with the Australian Auditing Standards, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial report, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial report or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial report, including the disclosures, and whether the financial report represents the underlying transactions and events in a manner that achieves fair presentation.

We communicate with the directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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We also provide the directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with the directors, we determine those matters that were of most significance in the audit of the financial report of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on the Remuneration Report

Opinion on the Remuneration Report

We have audited the Remuneration Report included within the directors' report for the year ended 30 June 2020.

In our opinion, the Remuneration Report of White Cliff Minerals Limited for the year ended 30 June 2020 complies with section 300A of the *Corporations Act 2001*.

Responsibilities

The directors of the Company are responsible for the preparation and presentation of the Remuneration Report in accordance with section 300A of the *Corporations Act 2001*. Our responsibility is to express an opinion on the Remuneration Report, based on our audit conducted in accordance with Australian Auditing Standards.

HLB Mann Judd

HLB Mann Judd
Chartered Accountants

Perth, Western Australia
22 September 2020

L Di Giallonardo

L Di Giallonardo
Partner

Additional Shareholder Information

Additional information required by the ASX Limited (“ASX”) Listing Rules and not disclosed elsewhere in this set out below. The shareholder information set out below was applicable as at 21 September 2020.

A. Distribution of equity securities

Analysis of numbers of equity security holders by size of holding:

	<i>Class of equity security</i> <i>Ordinary shares</i>
1 – 1,000	352
1,001 – 5,000	631
5,001 – 10,000	292
10,001 – 100,000	707
100,001 and over	438
	<hr/> <hr/> 2,420

There were 1,709 holders of less than a marketable parcel of ordinary shares.

B. Equity security holders

Twenty largest quoted equity security holders – ordinary shares

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Rank	Name	Units	% Units
1	MRS YAN WANG <AUST WEST COAST TRAVEL A/C>	23,500,000	4.83
2	ROOKHARP CAPITAL PTY LIMITED	19,600,000	4.03
3	NUZENO HOLDINGS PTY LTD <NUZENO A/C>	18,000,000	3.70
4	MRS ZI JUAN QI <CHEN FAMILY A/C>	13,000,000	2.67
4	SCINTILLA STRATEGIC INVESTMENTS LIMITED	13,000,000	2.67
6	MS NICOLE GALLIN + MR KYLE HAYNES <GH SUPER FUND A/C>	10,000,000	2.08
7	ROOKHARP CAPITAL PTY LIMITED	9,000,000	1.85
8	MR PAUL ST WOOD	8,043,000	1.65
9	JAYTU PTY LTD <J W GARDNER SUPER FUND A/C>	7,229,000	1.49
10	ARIS NOMINEES PTY LTD <SHREEVE SUPER FUND A/C>	7,000,000	1.44
10	MS CHUNYAN NIU	7,000,000	1.44
12	MR MICHAEL PETRUS HENDRIKS + MRS SALLY JANE HENDRIKS <CALGARY SUPER FUND A/C>	6,472,984	1.33
13	ACN 139 886 025 PTY LTD	6,000,000	1.23
14	MR JULIAN ANDREW MCKENZIE	5,500,000	1.13
15	BOND STREET CUSTODIANS LIMITED <WLPLO - D09531 A/C>	5,133,333	1.05
16	BOND STREET CUSTODIANS LIMITED <WLPLO - D09537 A/C>	5,000,000	1.03
16	MR JOHN PURCELL	5,000,000	1.03
18	BROADCOOLA NOMINEES PTY LTD <SPYGLASS SUPER FUND A/C>	4,980,000	1.02
19	DR YOON MEI HO	4,924,332	1.01
20	LANZA HOLDINGS PTY LTD <LANGOULANT FAMILY S/F A/C>	4,336,887	0.89
Totals: Top 20 holders of ORDINARY FULLY PAID SHARES (Total)		182,719,336	37.55
Total Remaining Holders Balance		303,880,546	62.45

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Additional Shareholder Information

Twenty largest quoted equity security holders – 28 February 2024 options

Rank	Name	Units	% Units
1	MS SIHOL MARITO GULTOM	42,000,000	14.46
2	MS CHUNYAN NIU	26,181,361	9.02
3	TELLLO PTY LTD <RESIDENT K & VANDALLET A/C>	15,771,428	5.43
4	MRS YAN WANG <AUST WEST COAST TRAVEL A/C>	13,151,429	4.53
5	ROOKHARP CAPITAL PTY LIMITED	12,000,000	4.13
6	JL AND RA ROBERTS PTY LTD	10,000,000	3.44
6	PIVOT POINT 60 PTY LTD <PIVOT POINT SUPER FUND A/C>	10,000,000	3.44
8	ROOKHARP CAPITAL PTY LIMITED	9,800,000	3.38
9	MRS ZI JUAN QI <CHEN FAMILY A/C>	9,000,000	3.10
10	NUZENO HOLDINGS PTY LTD <NUZENO A/C>	6,536,000	2.25
11	MR MARTIN ALEXANDER ZIEGLER	6,000,000	2.07
12	MR DANIEL AARON HYLTON TUCKETT	5,730,000	1.97
13	SCINTILLA STRATEGIC INVESTMENTS LIMITED	5,333,333	1.84
14	MR RYAN JAMES ROWE	5,000,000	1.72
15	BROADCOOLA NOMINEES PTY LTD <SPYGLASS SUPER FUND A/C>	4,240,000	1.46
16	MR BENJAMIN JAMES OPIE <HIGHLY SPECULATIVE FUND A/C>	3,333,333	1.15
17	MR MICHAEL PETRUS HENDRIKS + MRS SALLY JANE HENDRIKS <CALGARY SUPER FUND A/C>	3,236,482	1.11
18	MRS GLORIA MARIA PHONG	3,147,067	1.08
19	MS NICOLE GALLIN + MR KYLE HAYNES <GH SUPER FUND A/C>	3,000,000	1.03
19	GRANBOROUGH PTY LTD <AJ & J KING S/F A/C>	3,000,000	1.03
19	MR MOUNIR NADER	3,000,000	1.03
19	PLOUTOS CAPITAL PTY LTD <PLOUTOS CAPITAL A/C>	3,000,000	1.03
19	SAWGRASS T PTY LTD <SAWGRASS T SUPER A/C>	3,000,000	1.03
Totals: Top 23 holders of LISTED OPTIONS EXPIRING 28/02/2024 @ \$0.015 (Total)		205,460,443	70.76
Total Remaining Holders Balance		84,908,145	29.24

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Twenty largest quoted equity security holders – 30 September 2020 options

Rank	Name	Units	% Units
1	MR BIN LIU	13,444,019	8.65
2	AFTRON PTY LTD <C E VRISAKIS FAMILY AC A/C>	13,333,333	8.58
3	MRS JULIE AVOTINS	12,220,000	7.86
4	NUZENO HOLDINGS PTY LTD <NUZENO A/C>	10,000,000	6.43
4	MR ALFREDO VARELA	10,000,000	6.43
6	ROOKHARP CAPITAL PTY LIMITED	6,666,667	4.29
7	JAYTU PTY LTD <J W GARDNER SUPER FUND A/C>	5,000,000	3.22
8	R KRATZKE HOLDINGS PTY LTD	4,000,000	2.57
9	MR MARK ANDREW TKOCZ	3,700,000	2.38
10	MR JOHN MCGREGOR SKINNER	3,500,000	2.25
11	MS CHUNYAN NIU	3,361,799	2.16
12	MRS YAN SHUANG SEETO	3,000,000	1.93
13	MR MICHAEL PETRUS HENDRIKS + MRS SALLY JANE HENDRIKS <CALGARY SUPER FUND A/C>	2,500,000	1.61
14	MRS YAN WANG <AUST WEST COAST TRAVEL A/C>	2,333,334	1.50
15	SCINTILLA STRATEGIC INVESTMENTS LIMITED	2,333,333	1.50
16	WEST RESCUE PTY LTD <WEST RESCUE A/C>	2,061,334	1.33
17	COLIBRI NOMINEES PTY LTD	2,000,000	1.29
18	LANZA HOLDINGS PTY LTD <LANGOULANT FAMILY S/F A/C>	1,873,566	1.20
19	MR TODD JEFFREY HIBBERD	1,720,000	1.11
20	MR JOHN PURCELL	1,500,000	0.96
Totals: Top 20 holders of LISTED OPTIONS EXPIRING 30/09/2020 @ \$0.045 (Total)		104,547,385	67.24
Total Remaining Holders Balance		50,936,095	32.76

Additional Shareholder Information

C. Substantial shareholders

None as at the date of this report.

D. Voting rights

The voting rights attaching to each class of equity securities are set out below:

Ordinary shares

On a show of hands every member present at a meeting in person or by proxy shall have one vote and upon a poll each share shall have one vote.

Options

No options have any voting rights.

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E. On-market buyback

There is no current on-market buyback.

F. Tenement schedule

TENEMENT	PROJECT	LOCATION	OWNERSHIP
E45/5107	Midas Cu-Au	Paterson	100%
E45/5112	Midas Cu-Au	Paterson	100%
E38/2552	Ironstone	Laverton	100%
E38/2693	Ironstone	Laverton	100%
E38/2847	Ironstone	Laverton	100%
E39/1479	Ghan Well	Laverton	100%
E39/1585	Red Flag	Laverton	100%
E31/1101	Coronation Dam	Leonora	100%
M20/446	Reedy South	Cue	Acquiring 100%
E20/969	Reedy South	Cue	Acquiring 100%
E20/971	Reedy South	Cue	Acquiring 100%
E20/972	Reedy South	Cue	Acquiring 100%