

# ASX ANNOUNCEMENT

18 May 2023



## Highly Prospective IOCG and REE Project Acquisition

### HIGHLIGHTS

- ❖ Acquisition of Mineral Fields Pty Ltd (**Mineral Fields**), Soak Sands Pty Ltd (**Soak**) and Border Exploration Pty Ltd (**Border**) (together, the **Companies**), the holders of prospective IOCG and Rare Earth Elements (REE's) Projects, covering 2,562km<sup>2</sup> in Western Australia
- ❖ The acquisition includes 13 tenements (8 granted, 5 applications) covering highly prospective terrane which has been subject to very limited historical exploration. The initial exploration focus for the Projects:
  - Mt Charles/Jackie Junction IOCG REE
  - Barballin REE (IAD)
  - Snake Well REE (IAD)
- ❖ The strategy of acquiring early stage assets and creating value for shareholders has resulted in the recent sale of the Yinnetharra Li/REE and Gardner Dome projects
- ❖ The 100% Acquisition of Mineral Fields, Soak and Border are subject to shareholder approval
- ❖ On-ground work across the portfolio to start immediately as the team prioritises exploration activities to compliment Hines Hill REE and Lake Tay REE Projects following the recent successful capital raising

White Cliff Minerals Limited (**White Cliff** or the **Company**) is pleased to announce the proposed acquisition of 100% of 12 projects covering ~2,562km<sup>2</sup>. The acquisition is subject to shareholder approval.

Commenting on the transaction, White Cliff Director Ed Mead said: "The proposed acquisition of these new projects is complementary to the Company's strategy to build value through acquisition and internal project generation, targeting prospective areas with large, underexplored land packages. As we will continue to add value to our asset portfolio, we will also seek additional acquisitions to benefit the Company and our shareholders.

"Combined with our recent successful divestments and discovery at Hines Hill, we are excited about the Company's potential and what we can deliver in the months ahead."

ASX:WCN

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**Figure 1:** Project location map in Western Australia highlighting in blue the new acquisitions subject to shareholder approval, with existing projects in gold.

## ABOUT THE PROJECTS

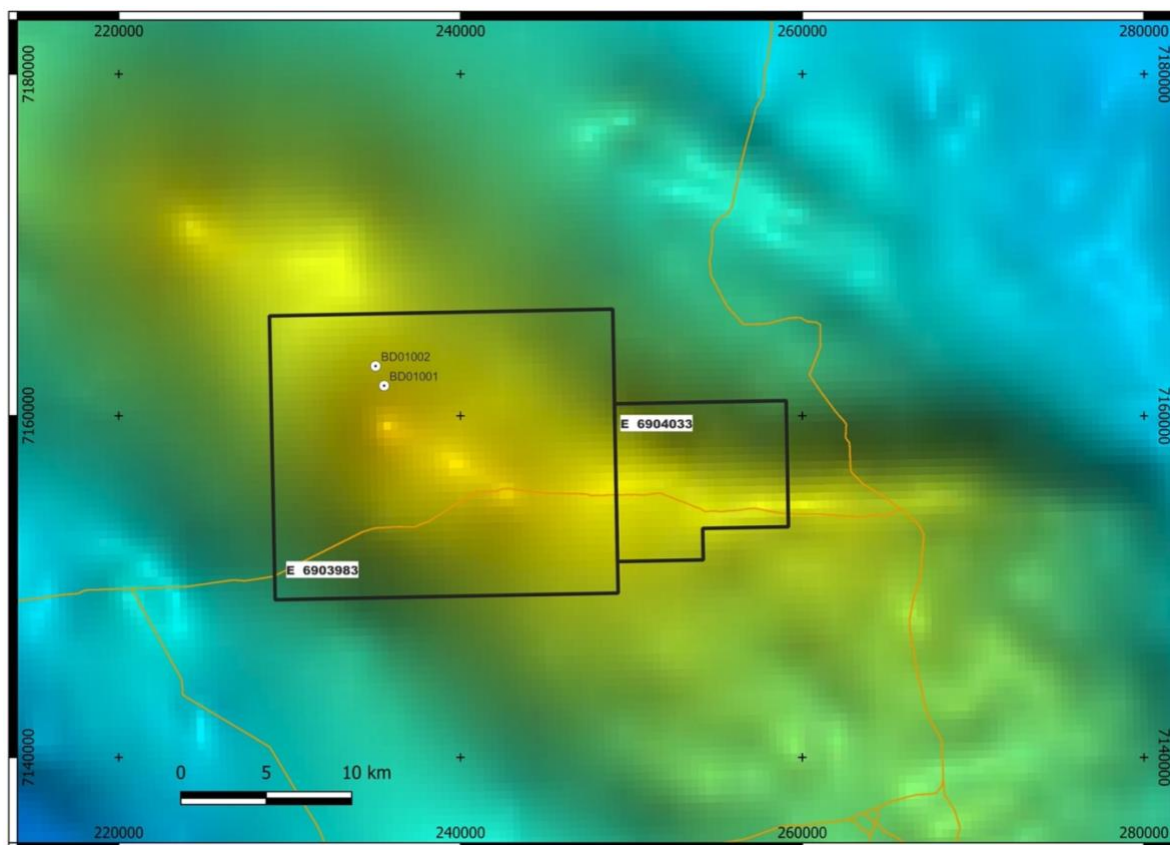
A short description of the Mt Charles IOCG REE, Barballin REE and Snake Well REE Projects are listed below;

### MOUNT CHARLES (Cu, Au, U, REE) E69/3983

The Mount Charles project (**Figure 1**) is situated approximately 45 kilometres north of Warburton and 550km east of Laverton, in the West Musgraves. The project area is within vacant crown land, with heritage agreements to be negotiated.

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In 2000 – 2001 BHP Billiton Minerals (WAMEX report A064098) explored the Mount Charles and completed two diamond drillholes targeting coincident gravity (**Figure 2**) and magnetic (**Figure 3**) anomalies.



**Figure 2:** Mount Charles/Jackie Junction GSWA (Geological Survey of Western Australia) regional gravity data

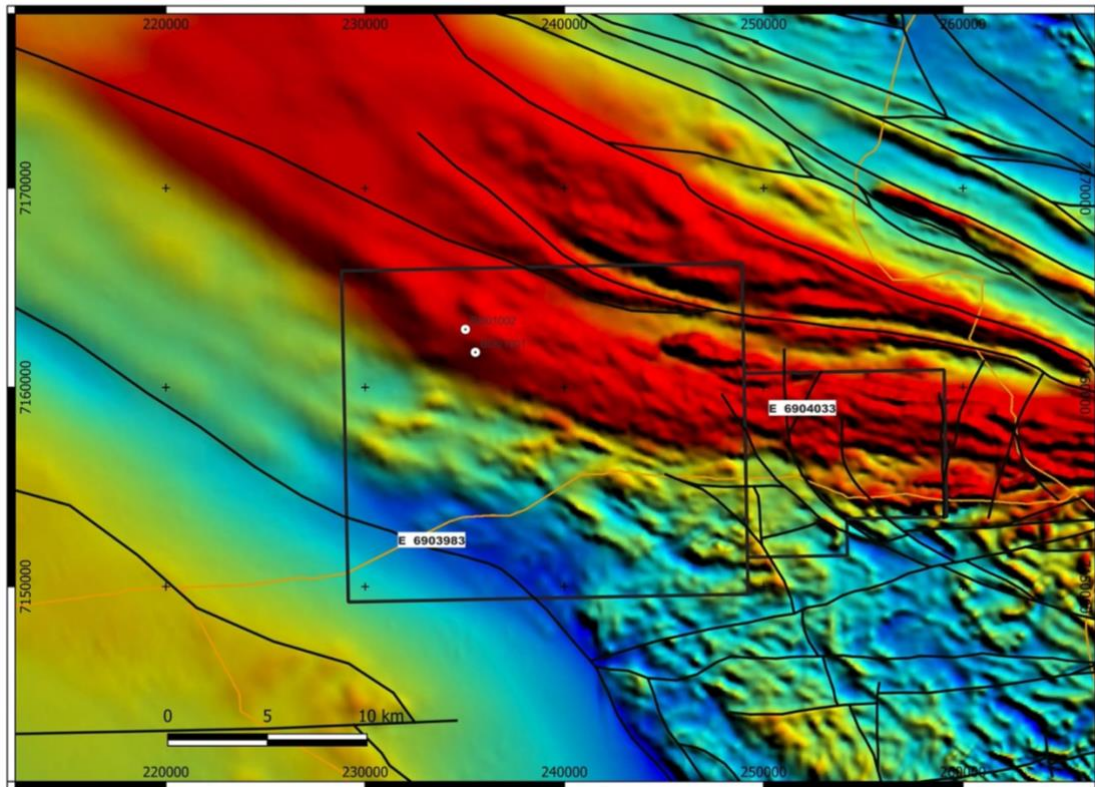
BHP believed that the Musgrave Complex had potential for IOCG – type mineralisation based on exploratory work completed by Western Mining Corporation some years previously. BHP’s two drillholes intersected mafic intrusive rocks and interpreted metasediments. Most importantly, the drilling showed pervasive fine grained hematite alteration, a common feature of IOCG – type deposits.

The drilling appears to occur on the northern flank of more recent regional gravity survey data, which suggests the BHP drill holes were ~4km too far north.

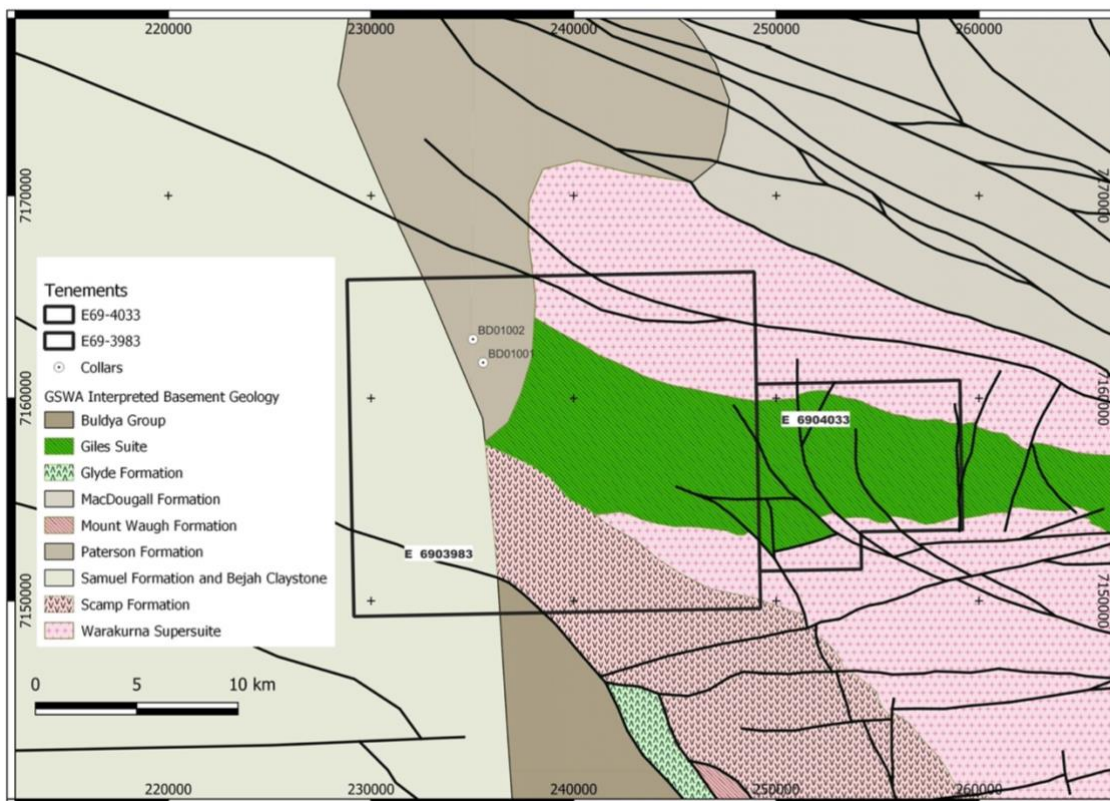
The gravity anomalies (**Figure 2**) trend in a northwest direction over a distance of approximately 9km and are flanked to the north and south by two major thrust faults.

There is no outcrop in the area so the supposed bedrock is entirely interpreted and based on GSWA mapping (**Figure 4**). The target unit in the Giles Formation.

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**Figure 3:** Mount Charles/Jackie Junction GSWA (Geological Survey of Western Australia) regional magnetic data with interpreted structures.



**Figure 4:** Mount Charles/Jackie Junction GSWA (Geological Survey of Western Australia) Interpreted basement Geology and structures.

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### **Barballin REE (Live) E70/6146**

The Barballin project (**Figure 1**) covering 130km<sup>2</sup> is located 60km north of Merredin and situated on broad acre farming country and comprises predominantly privately owned land, where land access agreements will need to be signed before exploration can be undertaken. Several small conservation estates are situated in the north of the area together with a major road and railway line.

The project area is to be targeted for ionic-adsorption deposit (IAD)- type REE mineralisation associated with widespread weathering of the underlying granitoids.

None of the previous explorers have explored for the REE.

### **Snake Well REE (Live) E59/2714**

The Proposed Snake Well project (**Figure 1**) covering 217Km<sup>2</sup> is situated in the southern Gascoyne approximately 130km northwest of Meekatharra.

The target area contains no known REE bearing carbonatites, but carbonatite and lamprophyre dykes have been identified in the region by previous explorers. The REE mineralisation and resource by Krakatoa Resources Ltd (ASX:KTA, ASX Release 21 November 2022) some 45km to the west of the target area is believed to be of the clay hosted or ionic-adsorption deposit type (IAD).

Stream sediment sampling is proposed as the next step, followed up by grid-based soil geochemistry. It is significant to note that the work by KTA in the discovery of the Tower deposit involved the sampling of streams which produced anomalies.

### **Proposed initial exploration and study activities**

The Company proposes to undertake the following exploration and study activities following the completion of the acquisition, based on successful exploration methodology adopted for the Yinnetharra Project which resulted in the successful sale of this project to ASX:MI6:

- ❖ Field crews to be mobilised to projects for reconnaissance work and assessment for future work;
- ❖ Acquisition of high resolution and detailed satellite photography which includes multispectral data;
- ❖ Assessment of additional geophysical techniques for targeting, particularly ground gravity for Mt Charles to refine drill targeting;
- ❖ Define targets for drilling; and
- ❖ Rationalisation or reduction/increase of tenure to be considered once first stages of exploration have been undertaken.

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### Proposed Acquisition Terms

Subject to successful due diligence and shareholder approval, the consideration payable for the proposed acquisition of 100% interest in Mineral Fields, Border, and Soak is:

- Cash of \$10,000 (excluding GST);
- 70 million fully paid ordinary shares to be issued upon approval at a meeting of shareholders (anticipated in June 2023); and
- Additional cash and equity securities owned by the Companies will be converted to shares in White Cliff equal to the market value of those equity securities at the date of issue, at the issue price of \$0.006 per White Cliff share. Based on today's price, it is anticipated to be no more than 19 million new White Cliff shares to be issued,

Together the 'Consideration Shares'.

The Companies and their controllers are unrelated to the Company and its officers. The binding term sheet includes conditions precedent, representations and warranties as customary for a transaction of this nature.

The Company will convene a shareholder meeting to approve the issue of the Consideration Shares on or around 21 June 2023. Following completion of the transaction, the Companies will become wholly owned subsidiaries of White Cliff.

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## Tenement Details

Details of the 13 tenements which cover the 12 project areas are set out in **Table 1**. The Company is of the view that it has access to the granted tenements being acquired in accordance with the relevant mining and heritage acts. Until granted, the Company will have limited access to the tenement applications.

**Table 1:** Tenement details

Mineral Fields Pty Ltd					
Project	Tenement	Area Blocks	Area km <sup>2</sup>	Exp Commitment	Granted
Three Rivers	ELA52/4030	56	174	-	Pending
Ashton Hills	ELA52/4062	8	25	-	Pending
Congoo Hill	E59/2715	68	211	\$ 68,000	12/7/2023
Congoo Hill	E59/2714	70	217	\$ 70,000	12/7/2023
Barballin	E70/6146	42	130	\$ 42,000	19/4/2023
Jerramungup	E70/6164	81	251	\$ 81,000	26/8/2022
Snake Well	ELA70/4093	70	217	\$ 70,000	26/8/2022
Darn Hill	E59/2742	46	143	\$ 46,000	8/9/2022
<b>Sub Total</b>		<b>441</b>	<b>1,368</b>	<b>\$ 377,000</b>	

Soak Sands Pty Ltd					
Project	Tenement	Area Blocks	Area km <sup>2</sup>	Expenditure Commitment	Granted
Wanna Lakes	ELA69/3954	72	223	-	Pending
<b>Sub Total</b>		<b>72</b>	<b>223</b>	<b>\$ -</b>	

Border Exploration Pty Ltd					
Project	Tenement	Area Blocks	Area km <sup>2</sup>	Expenditure Commitment	Granted
Mount Charles	ELA69/3983	108	335	-	Pending
Jackie Junction	ELA69/4033	27	84	-	Pending
Four Corners	E69/3984	113	350	\$ 113,000	22/8/2022
Table Hills	E69/4034	65	202	\$ 65,000	25/1/2023
<b>Sub Total</b>		<b>313</b>	<b>970</b>	<b>\$ 178,000</b>	
<b>Total</b>		<b>826</b>	<b>2,562</b>	<b>\$ 555,000</b>	

This announcement has been approved by the Board of White Cliff Minerals Limited.

**Further Information:**

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**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 Allan Younger, who is a Member of the Australasian Institute of Mining and Metallurgy. Mr Younger is an employee of the company. Mr Younger 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 Younger consents to the inclusion of this information in the form and context in which it appears in this report.

**Table 2: Drill Hole Details**

Hole No.	Site No.	AMG East	AMG North	Target	Date Drilled	Base-ment (m)	Total Length (m)	Azi-mut h	Dip
Failed Water Bore	B2	235400	7161600	-	06-Jun-01	-	87	-	-90
BD01001	B2	235400	7161600	Deep magnetic anomaly	07-Jun-01	272.2	407.1	-	-90
BD01002	B2	234900	7162750	Gravity Peak	14-Jun-01	257.9	347	-	-90

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## APPENDIX 1.

The following Tables are provided to ensure compliance with the JORC Code (2012 Edition) requirements for the reporting of Exploration Results at Mt Charles held by Border Exploration Pty Ltd

### Section 1: Sampling Techniques and Data

(Criteria in this section applies to all succeeding sections)

Criteria	JORC Code explanation	Commentary
Sampling techniques	<i>Nature and quality of sampling (eg cut channels, random chips, or specific specialised industry standard measurement tools appropriate to the minerals under investigation, such as down hole gamma sondes, or handheld XRF instruments, etc). These examples should not be taken as limiting the broad meaning of sampling.</i>	No sampling being reported.
	<i>Include reference to measures taken to ensure sample representivity and the appropriate calibration of any measurement tools or systems used.</i>	No sampling being reported.
	<i>Aspects of the determination of mineralisation that are Material to the Public Report. In cases where 'industry standard' work has been done this would be relatively simple (eg 'reverse circulation drilling was used to obtain 1 m samples from which 3 kg was pulverised to produce a 30 g charge for fire assay'). In other cases more explanation may be required, such as where there is coarse gold that has inherent sampling problems. Unusual commodities or mineralisation types (eg submarine nodules) may warrant disclosure of detailed information.</i>	No sampling being reported.
Drilling techniques	<i>Drill type (e.g. core, reverse circulation, open-hole hammer, rotary air blast, auger, Bangka, sonic etc) and details (e.g. core diameter, triple or standard tube, depth of diamond tails, face-sampling bit or other type, whether core is orientated and if so, by what method, etc).</i>	Diamond drilling of 2 holes.
Drill sample recovery	<i>Method of recording and assessing core and chip sample recoveries and results assessed.</i>	Not known
	<i>Measures taken to maximise sample recovery and ensure representative nature of the samples.</i>	Not known
	<i>Whether a relationship exists between sample recovery and grade and whether sample bias may have occurred due to preferential loss/gain of fine/coarse material.</i>	Not known
Logging	<i>Whether core and chip samples have been geologically and geotechnically logged to a level of detail to support appropriate Mineral Resource estimation, mining studies and metallurgical studies.</i>	All holes have been geologically logged for lithology, and Iteration A brief description of logging is contained in WAMEX report A64098.

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Criteria	JORC Code explanation	Commentary
	<i>The total length and percentage of the relevant intersections logged.</i>	
<b>Sub-sampling techniques and sample preparation</b>	<i>If core, whether cut or sawn and whether quarter, half or all core taken.</i>	Not known.
	<i>If non-core, whether riffled, tube sampled, rotary split, etc and whether sampled wet or dry.</i>	
	<i>For all sample types, the nature, quality and appropriateness of the sample preparation technique.</i>	
	<i>Quality control procedures adopted for all sub-sampling stages to maximise representivity of samples.</i>	Not known.
	<i>Measures taken to ensure that the sampling is representative of the in-situ material collected, including for instance results for field duplicate/second-half sampling.</i>	Not known.
	<i>Whether sample sizes are appropriate to the grain size of the material being sampled.</i>	Not known.
<b>Quality of assay data and laboratory tests</b>	<i>The nature, quality and appropriateness of the assaying and laboratory procedures used and whether the technique is considered partial or total. For geophysical tools, spectrometers, handheld XRF instruments, etc, the parameters used in determining the analysis including instrument make and model, reading times, calibrations factors applied and their derivation, etc.</i>	No assays being reported.
	<i>Nature of quality control procedures adopted (eg standards, blanks, duplicates, external laboratory checks) and whether acceptable levels of accuracy (ie lack of bias) and precision have been established.</i>	
<b>Verification of sampling and assaying</b>	<i>The verification of significant intersections by either independent or alternative company personnel.</i>	Not known.
	<i>The use of twinned holes.</i>	Not known.
	<i>Documentation of primary data, data entry procedures, data verification, data storage (physical and electronic) protocols.</i>	Not known.
	<i>Discuss any adjustment to assay data.</i>	Not known.
<b>Location of data points</b>	<i>Accuracy and quality of surveys used to locate drill holes (collar and down-hole surveys), trenches, mine workings and other locations used in Mineral Resource estimation.</i>	All locations determined by handheld GPS using GDA94 datum in UTM Zone 52.
	<i>Specification of the grid system used.</i>	
	<i>Quality and adequacy of topographic control.</i>	
<b>Data spacing and distribution</b>	<i>Data spacing for reporting of Exploration Results.</i>	Reconnaissance drilling by BHPBM of 2 diamond holes into gravity features and drill hole spacing is on geophysical features, not gridded.
	<i>Whether the data spacing and distribution is sufficient to establish the degree of geological and grade continuity appropriate for the Mineral Resource and Ore Reserve estimation procedure(s) and classifications applied.</i>	Maiden first pass drilling is not designed for an MRE and is too coarse. The drill spacing is intended to test geophysical anomalies

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Criteria	JORC Code explanation	Commentary
	<i>Whether sample compositing has been applied.</i>	No sample compositing.
<b>Orientation of data in relation to geological structure</b>	<i>Whether the orientation of sampling achieves unbiased sampling of possible structures and the extent to which this is known, considering the deposit type.</i>	Drill holes by BHPBM are the only 2 drill holes in the project and orientation to geological structure is believed to be perpendicular to general strike.
	<i>If the relationship between the drilling orientation and the orientation of key mineralised structures is considered to have introduced a sampling bias, this should be assessed and reported if material.</i>	No bias is seen in the orientation of drilling
<b>Sample security</b>	<i>The measures taken to ensure sample security.</i>	Not known
<b>Audits or reviews</b>	<i>The results of any audits or reviews of sampling techniques and data.</i>	Not Known

## Section 2: Reporting of Exploration Results

(Criteria listed in the preceding section also apply to this section)

Criteria	JORC Code explanation	Commentary
<b>Mineral tenement and land tenure status</b>	<i>Type, reference name/number, location and ownership including agreements or material issues with third parties such as joint ventures, partnerships, overriding royalties, native title interests, historical sites, wilderness or national park and environmental settings.</i>	The Mt Charles and Jackie junction tenements are not currently granted, with a heritage agreement to be signed
	<i>The security of the tenure held at the time of reporting along with any known impediments to obtaining a licence to operate in the area.</i>	A land access agreement has been signed with the landowners.
<b>Exploration done by other parties</b>	<i>Acknowledgment and appraisal of exploration by other parties.</i>	<p>Previous exploration in the Mt Charles area includes work carried out during 1979-1980 by BHP Minerals, exploring for kimberlitic pipes. Several small dipolar magnetic features were selected from the regional AGSO magnetic data and followed up with a detailed aeromagnetic/ radiometric survey. A small number of magnetic targets were then chosen for drill testing with the drilling intersecting metamorphic rocks under 30-50m of Permian cover. This area occurs just to the north of the main Mt Charles area, over a geological domain (believed to be older than the Bentley Domain), which appears to have been thrust in from the northwest along with the Bentley Domain.</p> <p>WMC completed a large amount of exploration over the outcropping portions of the Tollu Volcanics to the east of the main Bentley area, in the period between 1967-1971.</p> <p>The following exploration work was completed by BHPBM:</p> <ul style="list-style-type: none"> <li>• regional geophysical/geological interpretation</li> <li>• ground magnetics</li> <li>• gravity surveys</li> <li>• drilling (2 diamond holes)</li> <li>• rehabilitation of drill sites and access tracks</li> </ul>

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Criteria	JORC Code explanation	Commentary
<b>Geology</b>	<i>Deposit type, geological setting and style of mineralisation.</i>	<p>The area is considered to be prospective for Iron Oxide Copper Gold (IOCG) mineralisation (e.g. Olympic Dam). It is also considered prospective for magmatic Ni-Cu mineralisation as the basement contains mafic intrusive complexes and lies approximately 150km WNW of Western Mining's (WMC) recent Nickel discovery in the west Musgrave Block.</p> <p>The prospective Proterozoic basement rocks in the project area are covered by younger Permian sediments (Paterson Formation), of approximately 20-300m thickness.</p>
<b>Drill hole Information</b>	<i>A summary of all information material to the understanding of the exploration results including a tabulation of the following information for all Material drill holes:</i>	A summary of all exploration drilling information and is contained in tabulated data within this announcement. Location of the 2 drill holes is contained in figures 2-4 in the body of the release and in Table 2
	<i>easting and northing of the drill hole collar elevation or RL (Reduced Level – elevation above sea level in metres) of the drill hole collar dip and azimuth of the hole down hole length and interception depth hole length.</i>	
	<i>If the exclusion of this information is justified on the basis that the information is not Material and this exclusion does not detract from the understanding of the report, the Competent Person should clearly explain why this is the case.</i>	
<b>Data aggregation methods</b>	<i>In reporting Exploration Results, weighting averaging techniques, maximum and/or minimum grade truncations (eg. cutting of high grades) and cut-off grades are usually Material and should be stated.</i>	No data aggregation.
	<i>Where aggregate intercepts incorporate short lengths of high-grade results and longer lengths of low grade results, the procedure used for such aggregation should be stated and some typical examples of such aggregations should be shown in detail.</i>	No data aggregation.
	<i>The assumptions used for any reporting of metal equivalent values should be clearly stated.</i>	No metal equivalent values are being used.
<b>Relationship between mineralisation widths and intercept lengths</b>	<i>These relationships are particularly important in the reporting of Exploration Results. If the geometry of the mineralisation with respect to the drill hole angle is known, its nature should be reported. If it is not known and only the down hole lengths are reported, there should be a clear statement to this effect (eg 'down hole length, true width not known').</i>	No mineralisation being reported.
<b>Diagrams</b>	<i>Appropriate maps and sections (with scales) and tabulations of intercepts should be included for any significant discovery being reported. These should include, but not be limited to a plan view of drill hole collar locations and appropriate sectional views.</i>	Location maps of projects within the release with relevant exploration information contained.

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Criteria	JORC Code explanation	Commentary
<b>Balanced reporting</b>	<i>Where comprehensive reporting of all Exploration Results is not practicable, representative reporting of both low and high grades and/or widths should be practiced to avoid misleading reporting of Exploration Results.</i>	The reporting of exploration results is considered balanced by the competent person.
<b>Other substantive exploration data</b>	<i>Other exploration data, if meaningful and material, should be reported including (but not limited to): geological observations; geophysical survey results; geochemical survey results; bulk samples – size and method of treatment; metallurgical test results; bulk density, groundwater, geotechnical and rock characteristics; potential deleterious or contaminating substances.</i>	No other exploration to report.
<b>Further work</b>	<i>The nature and scale of planned further work (eg. tests for lateral extensions or depth extensions or large-scale step-out drilling).  Diagrams clearly highlighting the areas of possible extensions, including the main geological interpretations and future drilling areas, provided this information is not commercially sensitive.</i>	Full technical review which includes upcoming field trips and quotation for gravity and geochemical sampling at Mt Charles and Jackie Junction.

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