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White Cliff Minerals Limited

ABN 22 126 299 125

Annual report
for the year ended 30 June 2023

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Corporate Information

Directors	Rod McIllree Ed Mead Dan Smith Ross Cotton
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 17, 221 St George's Terrace Perth, Western Australia 6000 Telephone: (08) 9323 2000
Auditors	HLB Mann Judd (WA Partnership) 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: WCNO, WCNOE)

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Review of Operations

- Discovery of highly anomalous 780ppm Total Rare Earth Oxide (**TREO**) at Hines Hill project, Western Australia (refer to ASX announcement dated 25 August 2022).
- Post the end of financial year, a follow up aircore drilling program of 88 drill holes has intersected shallow zones up to 2,066ppm TREO, with mineralisation open in multiple directions (refer to ASX announcement dated 24 July 2023).
- Significant results from Phase 2 include:
 - 19m @ 897ppm TREO (203ppm MREO) from 2m (HHC050)
 - 13m @ 802ppm TREO (183ppm MREO) from 6m (HHC062)
 - 6m @ 1,040ppm TREO (240ppm MREO) from 2m (HHC128)
 - 5m @ 2,066ppm TREO (434ppm MREO) from 16m (HHC066)
- Maiden reconnaissance soil and rock chip programs have been completed at:
 - Preston River Lithium Project
 - Diemals REE and Lithium Project
 - Barballin REE Project
 - Munbinia REE Project
 - Ashton Hills Project

Corporate

- Appointment of Mr Roderick McIllree as Executive Chairman and Mr Ross Cotton as Non-executive director.
- Mr Edward Mead was promoted to Executive Director, with a special focus on the Company's extensive exploration and business development programs.
- Sale of the Yinnetharra project to Minerals 260 Ltd (ASX:MI6) for \$100k cash and 7 million MI6 shares (refer to ASX announcement dated 27 March 2023).
- Successful raising of \$2.325 million (before costs) via a two tranche placement (April 2023 and July 2023) to fund exploration activities at the Company's 100%-owned Hines Hill REE, Diemals Li/REE and Lake Tay REE projects.
- Successful raising of ~\$1.7 million (before costs) in September 2022 to fund exploration activities;

Exploration Summary

In Western Australia, the Company is exploring several projects with a primary focus on lithium and rare earth elements (**REE**). It also has Reedy South Gold Project, the Midas copper-gold project, and the Ghan Well and Coronation Dam cobalt and nickel projects (**Figures 1 and 2**).

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Figure 1: White Cliff Minerals' Lithium and REE Projects Map



Figure 2: White Cliff Minerals' Gold, Copper and Nickel Projects Map

Hines Hill - REE Project (100%)

The Hines Hill REE project consists of two adjoining tenements (**Figure 3**), located in the wheatbelt region, ±200km east of Perth along the Great Eastern Highway. The tenement area of ~576Km² covers extensive broad acre grain growing properties.

Recent geochemical sampling by White Cliff initially targeted two magnetic features tentatively interpreted to be carbonatite intrusions, although they may represent differentiated non-carbonatite intrusives (granitoids).

Drilling of the most north-eastern magnetic feature discovered shallow REE mineralisation (ASX release 16 January 2023) within the clay horizon (**Figure 4**), and is thought to be either enriched as Ionic absorption, or a granitoid with high REE background weathering to clays. Further drilling and assay results will refine the geological model.

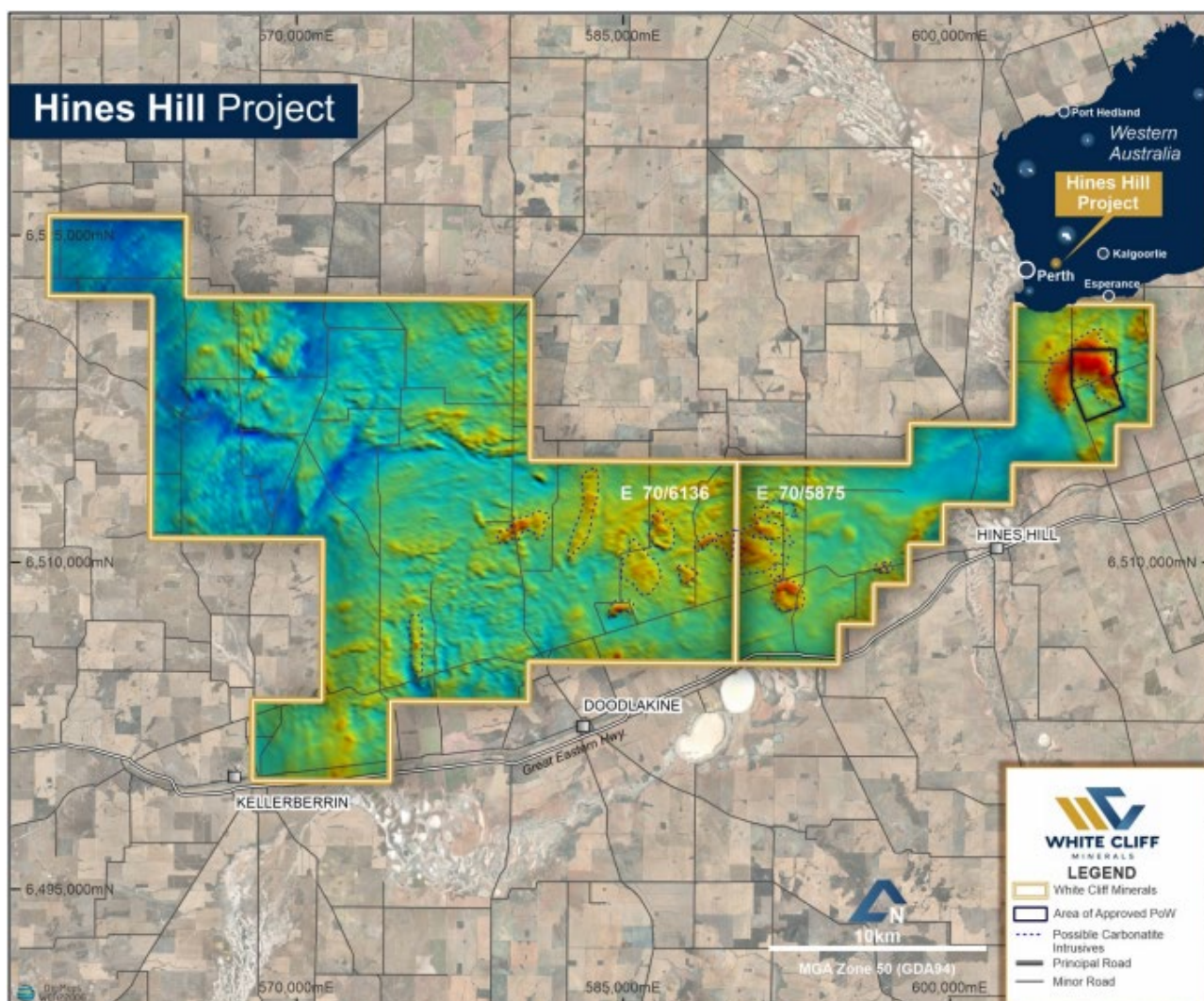


Figure 3: Hines Hill REE Project location map in Western Australia, which covers ~576km², with regional magnetics' highlighting multiple higher intensity features, with broad general magnetics in many areas.

The drilling completed to date appears to define multiple subparallel north northwest/south southeast trending zones open essentially in these directions. The shallow thicker eastern mineralised area (**Figures 4 and 5**) tested in the second phase of drilling appears to show a palaeochannel type character with acquisition of accurate topographic data required to confirm. The western mineralised zones (**Figure 4**) are thinner and more planar in character with a gentle west dip.

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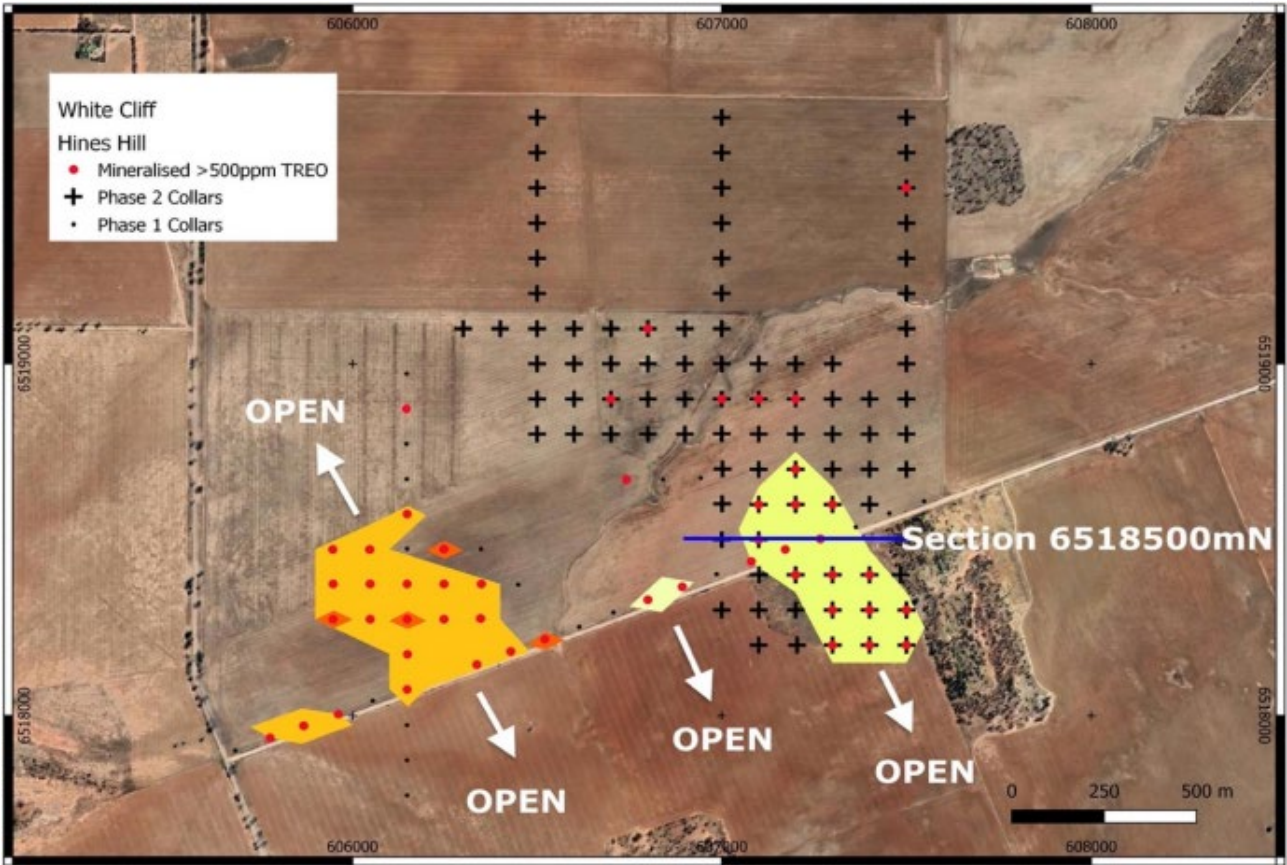


Figure 4: Hines Hill area showing focus area of follow up Phase 2 drilling with 88 drill holes to ~20 metre depth.

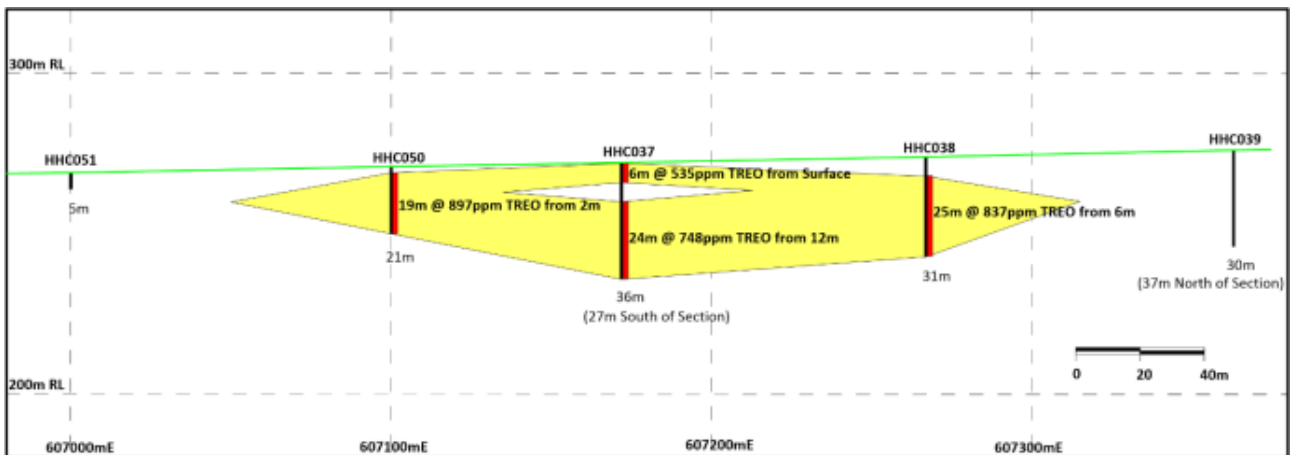


Figure 5: Hines Hill schematic drill section on 6518500mN looking north, which formed the central area of follow up drilling with the 88 drill holes to ~20 metre depth.

As announced to the ASX on 24 January 2023, multiple REE targets have been generated over the Hines Hill project by roadside sampling (**Figure 6**), which show significantly higher soil geochemical responses than where drilling has been undertaken to date.

Based on drilling at the Northeast magnetic feature within the approved PoW, where drilling has shown mineralisation starting from 2 metres (grading 897ppm TREO in HCC050 and 1,040 in HHC128), geochemical soil sampling indicated ~550ppm TREO.

Before further drilling is undertaken at the Northeast magnetic feature, the Company will review the overall potential including regional targets, with the view of defining an Exploration Target.

Over the rest of the project area soil sampling delivered a maximum value of 930ppm TREO, 126 samples over 350ppm TREO, and 10 main areas >550ppm TREO for immediate follow up work.

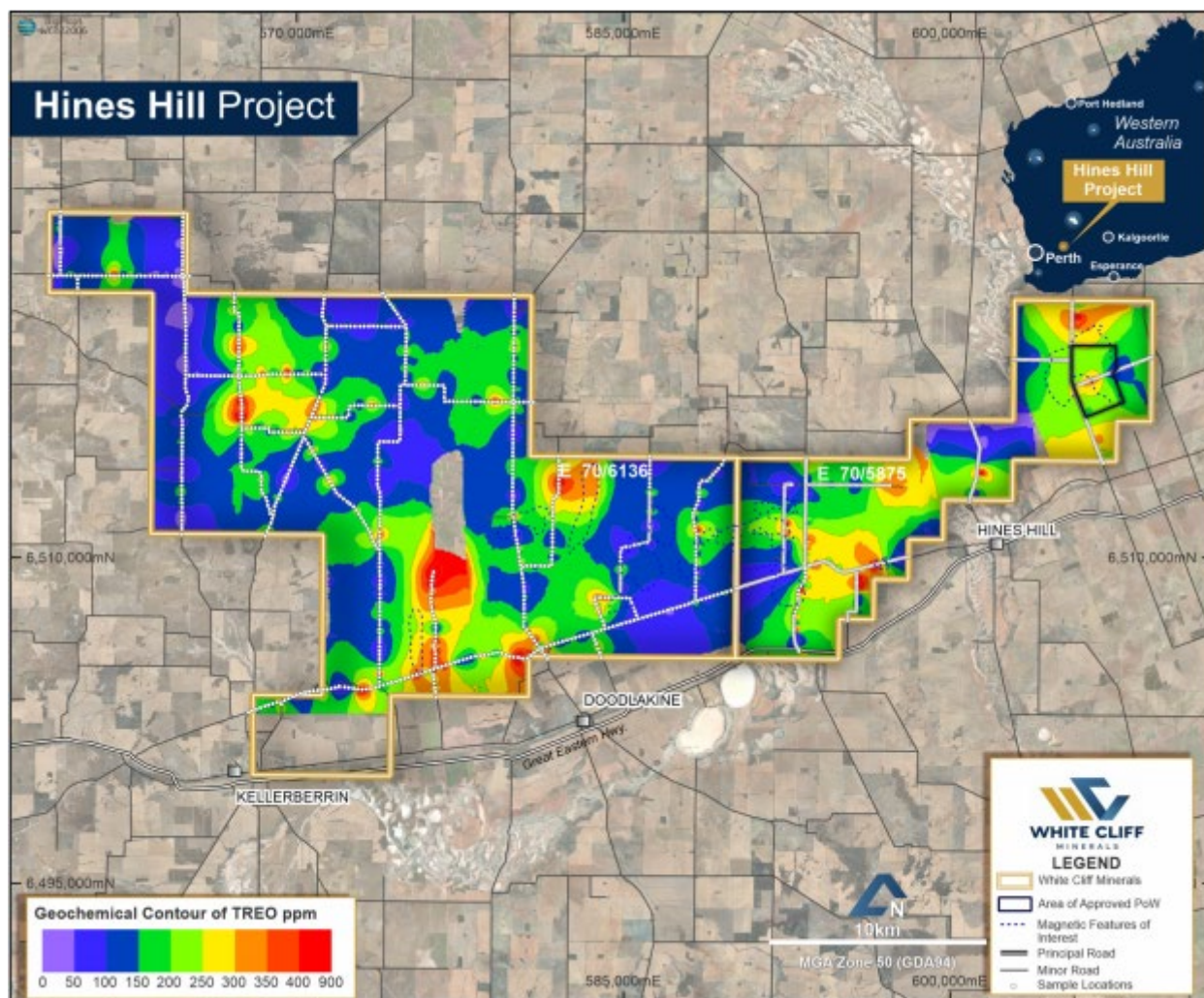


Figure 6: Hines Hill REE Project location map in Western Australia, that covers ~576km², with results of roadside geochemical sampling indicating multiple areas of interest to follow up. (See ASX release 24 January 2023, *Geochem Sampling Generates Multiple REE Targets at Hines Hill*)

Diemals - Li/REE (100% WCN)

The Diemals Li/REE project consists of 6 tenements, (E77/2880 to E77/2885) within the Southern Cross Belt covering 2,427km², located 185km north of Southern Cross and 75km east of Paynes Find.

The project area is underlain by deeply weathered granites west of the Southern Cross greenstone belt with recent reinterpretation of detailed aeromagnetic data by Nimy Resources suggesting the northern tip of the Forrestania greenstone belt terminates within the western tenement area. As the project was recently granted, no significant work was performed at the Diemals Li/REE project during the financial year.

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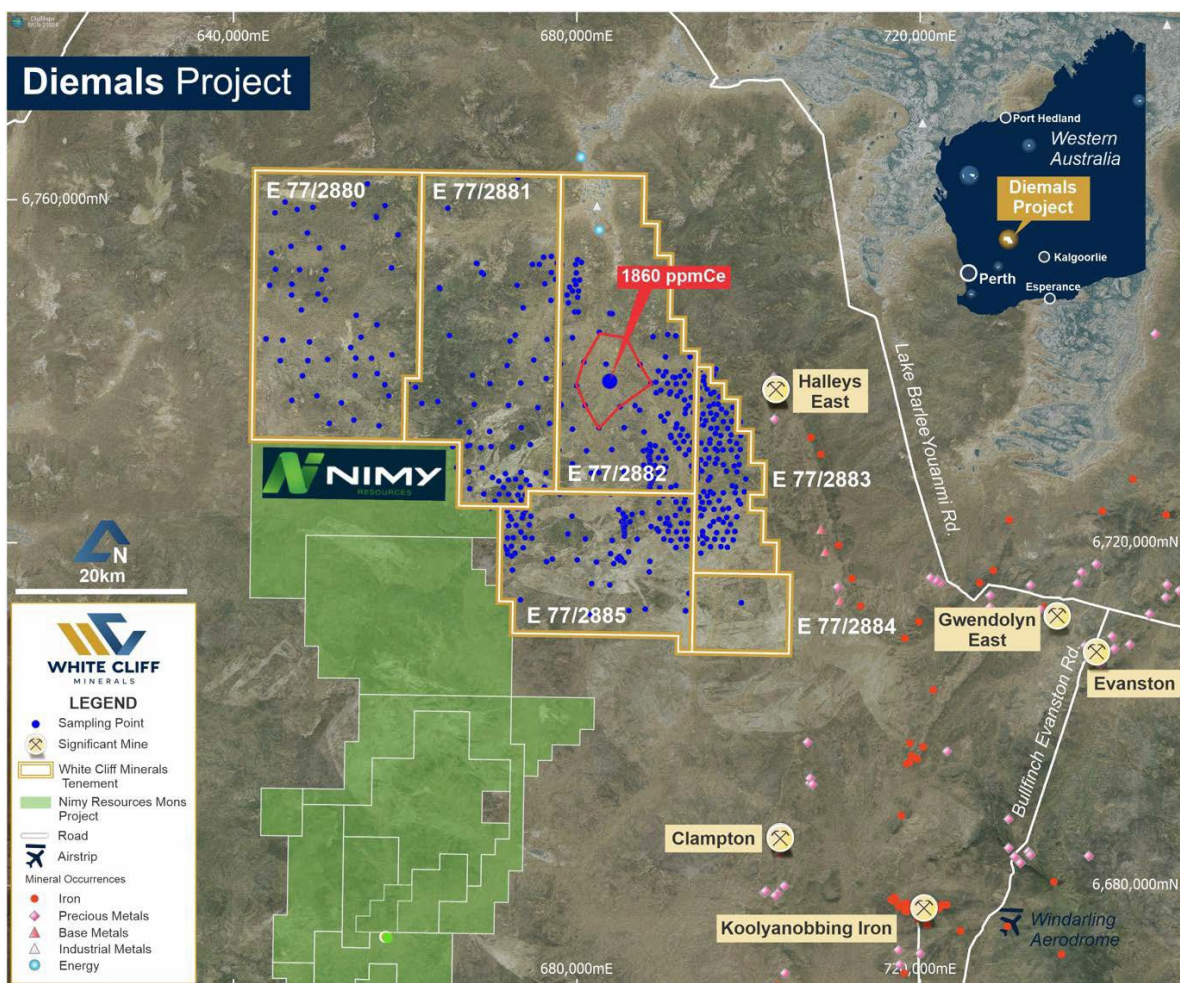


Figure 7: Diemals Li/REE project, tenement location, CSIRO sampling points and 1,860ppm Ce sample site for immediate follow up, and showing White Cliff tenement location relative to Nimy’s Mons nickel sulphide project

Preston River Lithium Project (100%)

The Preston River tenement is situated only 30 kilometers north of the Greenbushes tin – tantalum – lithium field in similar geological terrane. In addition, the area has several major faults similar to those that seem to influence the siting of the mineralised Greenbushes pegmatites. It would therefore seem to be logical that the area is prospective for Greenbushes – type tin – tantalum – lithium mineralisation. The area has had only minimal previous exploration indicating considerable potential for mineralised pegmatites.

Reconnaissance field trips have been undertaken at the Company’s Preston River Lithium project with 271 soil samples and 29 rock chip samples taken in July 2023.

These first pass field trips by White Cliff geologists were completed with the aim of getting baseline soil samples and rock chips across prospective geological units. Samples have been submitted to and registered with ALS Laboratories Perth. Results are pending.

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Figure 8: Preston River Lithium, tenement location

Reedy South Gold Project (100%)

The Reedy South Gold Project covers 272km² of the highly prospective Cue goldfields, centred on the southern portion of the prolific Reedy Shear Zone (**RSZ**), within the Meekatharra-Wydege greenstone belt. The Project comprises one granted mining lease (M20/446) covering the historic underground workings of Pegasus and King Cole, a granted exploration and prospecting license (E20/938 McCaskill Hill & P20/2289 Cracker Jack) and four exploration license applications (E20/969, E20/972 & E20/974). The Project is situated 40km north of Cue, via the Great Northern Highway and is 80km south of Meekatharra.

Project Overview

The Project is situated within the prolific Cue-Meekatharra gold district, home to Reedy's (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.

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 major lineaments or structural corridors that corresponds to the RSZ along which gold mineralisation extends over for 15km.

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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. The Reedy South Gold Project area is approximately 800m south of the Triton-South Emu goldmine currently in operation for Westgold Resources (**Figure 8**).

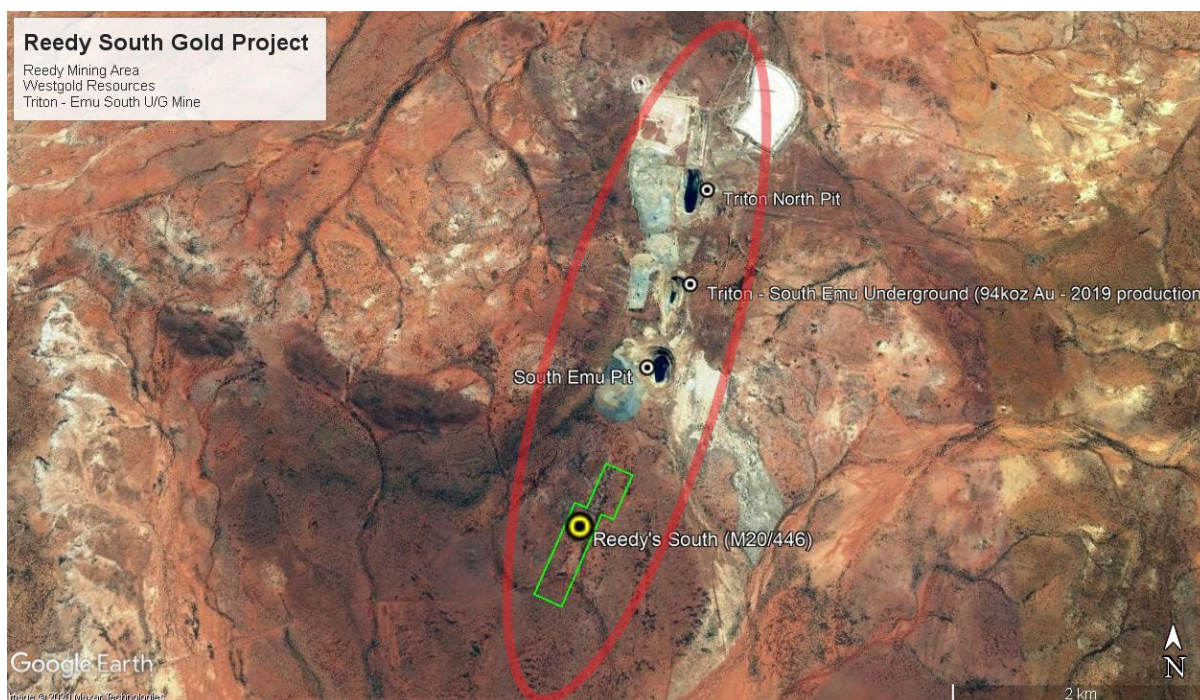


Figure 8: Location of tenement M20/446 in relation to Triton-South Emu and showing the RSZ trend

White Cliff announced a JORC 2012 compliant maiden Mineral Resource Estimate (**MRE**) of **779,000 tonnes at 1.7 g/t Au for 42,400 ounces** delivered for Reedy South Gold Project (see ASX announcement dated 29 October 2020). The MRE remains current and the parameters behind the MRE remain valid.

Classification	Tonnes	Grade	Ounces
Indicated	123,000	1.7g/t	6,600
Inferred	655,000	1.7g/t	35,800
TOTAL	779,000	1.7g/t	42,400

Table 2: Reedy South Mineral Resource Estimate 0.5g/t cut-off grade

No significant work was performed at the Reedy South Gold project during the financial year .

Australian Nickel and Cobalt Projects (100%)

Coronation Dam Nickel and Cobalt Project

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 (refer to ASX announcement dated 25 March 2019). Mineralisation is open along strike within an extensive ultramafic unit that contains zones of cobalt mineralisation associated with nickel mineralisation.

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Ghan Well Nickel and Cobalt Project

The Company reported a maiden Inferred Mineral Resource for the Ghan Well nickel-cobalt deposit (refer to ASX announcement dated 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

The Company considers the Coronation Dam and Ghan Well projects as non-core projects. No significant work was performed at the Coronation Dam and Ghan Well projects during the financial year

ANNUAL RESOURCE AND RESERVE STATEMENT

Mineral Resource Summary as at 30 June 2023

Reedy South Gold Project – Inferred Mineral Resource 29 October 2020 reported by domain at a 0.5g/t cut-off grade.

	Indicated			Inferred			Total		
	Tonnes	Grade	Ounces	Tonnes	Grade	Ounces	Tonnes	Grade	Ounces
Domain 1	54,000	2.1	3,600	90,000	1.2	3,500	144,000	1.5	7,100
Domain 2	50,000	1.3	2,000	78,000	1.5	3,800	129,000	1.4	5,800
Domain 3	19,000	1.6	1,000	358,000	1.3	15,400	377,000	1.3	16,400
Domain 4	0	0.0	0	9,000	1.4	400	9,000	1.4	400
Domain 5	0	0.0	0	62,000	4.4	8,900	62,000	4.4	8,900
Domain 6	0	0.0	0	58,000	2.0	3,800	58,000	2.0	3,800
TOTAL	123,000	1.7	6,600	655,000	1.7	35,800	779,000	1.7	42,400

Coronation Dam – Inferred Mineral Resource dated 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

Ghan Well – Inferred Mineral Resource dated 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

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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 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.

Competent Persons Statement – Mineral Resource

The Information in this report that relates to exploration results, mineral resources or ore reserves is based on information compiled by Mr Richard Maddocks who is a Fellow of the Australian Institute of Mining and Metallurgy. Mr Maddocks is employed by Auralia Mining Consulting and is a consultant to the company. Mr Maddocks 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 Maddocks consents to the inclusion of this information in the form and context in which it appears in this report.

RISK MANAGEMENT

The Board of Directors review the key risks associated with conducting exploration and evaluation activities in Australia and steps to manage those risks. The key material risks faced by the Company include:

Exploration and development

The future value of the Company will depend on its ability to find and develop resources that are economically recoverable. Mineral exploration and development is a speculative undertaking that may be impeded by circumstances and factors beyond the control of the Company. Success in this process involves, among other things; discovery and proving-up an economically recoverable resource or reserve, access to adequate capital throughout the project development phases, securing and maintaining title to mineral exploration projects, obtaining required

development consents and approvals and accessing the necessary experienced operational staff, the financial management, skilled contractors, consultants and employees.

The Company is entirely dependent upon its projects, which are the sole potential source of future revenue, and any adverse development affecting these projects would have a material adverse effect on the Company, its business, prospects, results of operations and financial condition.

Economic Conditions

Factors such as (but not limited to) political movements, stock market fluctuations, interest rates, inflation levels, commodity prices, industrial disruption, taxation changes and legislative or regulatory changes, may all have an adverse impact on operating costs, the value of the Company's projects, the profit margins from any potential development and the Company's share price.

Reliance on key personnel

The Company's success is to a large extent dependent upon the retention of key personnel and the competencies of its directors, senior management, and personnel. The loss of one or more of the directors or senior management could have an adverse effect on the Company's. There is no assurance that engagement contracts for members of the senior management team personnel will not be terminated or will be renewed on their expiry. If such contracts were terminated, or if members of the senior management team were otherwise no longer able to continue in their role, the Company would need to replace them which may not be possible if suitable candidates are not available.

Future funding risk

Continued exploration and evaluation is dependent on the Company being able to secure future funding from equity markets. The successful development of a mining project will depend on the capacity to raise funds from equity and debt markets. The Company will need to undertake equity/debt raisings for continued exploration and evaluation. There can be no assurance that such funding will be available on satisfactory terms or at all at the relevant time. Any inability to obtain sufficient financing for the Company's activities and future projects may result in the delay or cancellation of certain activities or projects, which would likely adversely affect the potential growth of the Company.

Unforeseen expenditure risk

Exploration and evaluation expenditures and development expenditures may increase significantly above existing projected costs. Although the Company is not currently aware of any such additional expenditure requirements, if such expenditure is subsequently incurred, this may adversely affect the expenditure proposals of the Company and its proposed business plans.

Environmental, weather & climate change

The highest priority climate related risks include reduced water availability, extreme weather events, changes to legislation and regulation, reputational risk, and technological and market changes. Mining and exploration activities have inherent risks and liabilities associated with safety and damage to the environment, including the disposal of waste products occurring as a result of mineral exploration and production, giving rise to potentially substantial costs for environmental rehabilitation, damage control and losses. Delays in obtaining approvals of additional remediation costs could affect profitable development of resources.

Cyber Security and IT

The Company relies on IT infrastructure and systems and the efficient and uninterrupted operation of core technologies. Systems and operations could be exposed to damage or interruption from system failures, computer viruses, cyber-attacks, power or telecommunication provider's failure or human error.

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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 2023. 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:

Rod McIllree – Executive Chairman (appointed 8 August 2023)
Ed Mead – Executive Director
Dan Smith – Non-executive Director
Ross Cotton – Non-executive Director (appointed 11 April 2023)
Nicholas Ong – Non-executive Director (resigned 11 April 2023)
Rob Sinclair – Non-executive Director (resigned 1 August 2023)
Michael Soucik – Non-executive Chairman (resigned 14 February 2023)

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 13 of this Annual Report. The profit after tax of the Group for the year ended 30 June 2023, was \$3,159,225 (2022 loss of \$2,072,017).

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 13 July 2023, the Company issued 70,633,333 ordinary shares and 660,000,000 options exercisable at \$0.012 expiring 30 June 2026, as part of the 2 tranche placement announced on 11 April 2023.

On 4 August 2023, the Company issued 29,166,667 ordinary shares to the vendors of Magnet Resource Company Pty Ltd and Preston River Lithium Pty Ltd, following satisfaction of the Tranche 1 performance milestone with the Company announcing drill intersections at the Hines Hill REE project on 24 July 2023.

On 14 September 2023, the Company announced the sale of the Abraxis project for \$200,000 cash. Settlement of the transaction occurred on 22 September 2023.

The Company also notes the decrease in value of its investment (7,000,000 shares) in Minerals 260 Limited from \$5,530,000 (\$0.79 per share) at 30 June 2023 to \$3,290,000 (\$0.47 per share) at 27 September 2023.

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.

Directors' Report

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 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.

Rod McIllree: *Executive Chairman* – Appointed 8 August 2023

Rod is a recognised senior mining executive based in London with 25 years of understanding in M&A, project generation, project management, international logistics, global finance as well as precious and base metal production. Rod was most recently Executive Chairman at AIM traded Bluejay Mining plc where he oversaw the significant growth and development of the company

Other current directorships

More Acquisitions PLC Appointed 11 October 2021

Former directorships in the last 3 years

Alien Metals Ltd (2022 to 2023)
Bluejay Mining Plc (2015 to 2022)

Special responsibilities

Executive Chairman

Interests in shares and options at the date of this report

11,978,677 ordinary shares and 4,166,666 options exercisable at \$0.012 expiring 30 June 2026 (WCNO)

Ross Cotton: *Non-executive Director* – Appointed 11 April 2023

Mr Cottons' experience in investment banking and equity capital markets has provided him with detailed experience in corporate transaction management and execution. In these roles, Mr Cotton has been integral in the recapitalisation and restructuring of companies, including managing of initial public offerings and reverse takeovers. In addition to a number of managerial roles with ASX listed companies, Mr Cotton has also provided corporate advisory services to listed companies on strategy, acquisitions as well as financing via both debt and equity for a number of years.

Other current directorships

Balkan Minerals Limited Appointed 18 December 2020

Former directorships in the last 3 years

None

Special responsibilities

Non-executive Director

Interests in shares and options at the date of this report

None

Directors' Report

Nicholas Ong: MBA, BCom, GradDipAppFin, GradDipACG, FCIS, FGIA *Non-executive Director* – Resigned 11 April 2023

Experience and expertise

Nicholas brings 17 years' experience in IPO, listing rules compliance and corporate governance. He is experienced in mining project finance, mining and milling contract negotiations, mine CAPEX & OPEX management, and toll treatment gold reconciliation. Nicholas is a Fellow of the Governance Institute of Australia and holds a Bachelor of Commerce and a Master of Business Administration from the University of Western Australia.

Michael Soucik: B Com (Hons) *Non-executive Chairman* – resigned 14 February 2023

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.

Rob Sinclair: Non-executive Director – Resigned 8 August 2023

Mr. Sinclair is Senior Study Manager of Lycopodium Minerals (Pty) Ltd. based in East Perth, Australia. He is a graduate of the University of Strathclyde holding a BSc (Hons) in Chemical Engineering and a Bachelor of Commerce degree from the University of South Africa. He has practised continuously as a chemical engineer since 1984 and has experience with gold plant design and feasibility studies and review of several operating mines in Africa, Asia and South America.

Other current directorships

None

Former directorships in the last 3 years

None

Special responsibilities

Non-executive Director

Interests in shares and options at the date of this report

None

Meetings of directors

During the financial year there were 2 formal directors' meetings. 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>
Rod McIllree	-	-
Ed Mead	2	2
Dan Smith	2	2
Ross Cotton	-	-
Nicholas Ong	2	2
Rob Sinclair	2	1
Michael Soucik	2	2

Directors' Report

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
3 December 2019	31 January 2024	\$0.015	45,000,000
11 February 2019	28 February 2024	\$0.015	288,828,071
30 November 2020	30 November 2023	\$0.047	45,000,000

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

Performance Shares

Outstanding performance shares at the date of this report are as follows (refer to notice of meeting dated 7 January 2022):

Amount	Options
10	Tranche 1 Performance Shares that, upon the First Milestone being met within 5 years of Completion, convert to that number of Shares which is the lesser of 29,166,666 Shares (being at an issue price of \$0.012) and the number determined by the following formula: Shares issued = \$350,000/10 Day VWAP

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 2023. 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

Ed Mead
Dan Smith
Ross Cotton (appointed 11 April 2023)
Rob Sinclair (resigned 8 August 2023)
Nicholas Ong (resigned 11 April 2023)
Michael Soucik (resigned 14 February 2023)

(ii) Executives

There were no other executives of the Group as at 30 June 2023.

Directors' Report

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.

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. There has not been any use of remuneration consultants during the year ended 30 June 2023.

The following table shows the other income, profits/(losses), earnings per share ("EPS") and share price of the Group for the last five years.

	2023	2022	2021	2020	2019
Other Income (\$)	3,060,048	131	264,083	25,988	6,023
Net profit/(loss) after tax (\$)	3,159,225	(2,072,017)	(2,010,492)	1,813,888	(2,075,964)
EPS (cents per share)	0.41	(0.36)	(0.396)	(0.002)	(0.2)
Share price (cents)	0.70	1.2	1.2	1.0	0.40

Relationship between Remuneration and Company Performance

Given the current phase of the Company's development, the Board does not consider earnings during the current financial year when determining, and in relation to, the nature and amount of remuneration of KMP.

Directors' Report

The pay and reward framework for key management personnel may consist of the following areas:

- a) Fixed Remuneration – base salary
- b) Variable Short-Term Incentives
- c) Variable Long-Term Incentives

The combination of these would comprise the key management personnel's total remuneration.

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.

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 2023 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 2023**

Name	<i>Salary / fees</i>	<i>Post-employment benefits Superannuation</i>	<i>Share-based payments¹</i>	<i>Total</i>	<i>Performance based remuneration %</i>
	\$	\$	\$	\$	
Director					
Michael Soucik ¹	21,000	-	-	21,000	-
Dan Smith	38,000	-	22,290	60,290	-
Nicholas Ong ²	45,000	-	22,290	67,290	-
Ed Mead	168,535	-	-	168,535	-
Rob Sinclair	36,000	-	-	36,000	-
Ross Cotton ³	9,000	-	-	9,000	-
	<u>317,535</u>	<u>-</u>	<u>44,580</u>	<u>362,115</u>	

¹ Michael Soucik resigned on 14 February 2023.

² Nicholas Ong resigned on 11 April 2023.

³ Ross Cotton was appointed on 11 April 2023.

**Year ended
30 June 2022**

Name	<i>Salary / fees</i>	<i>Post-employment benefits Superannuation</i>	<i>Share-based payments¹</i>	<i>Total</i>	<i>Performance based remuneration %</i>
	\$	\$	\$	\$	
Director					
Michael Soucik	33,000	-	-	33,000	-
Dan Smith	37,000	-	22,290	59,290	-
Nicholas Ong	61,000	-	22,290	83,290	-
Ed Mead	110,190	-	-	110,190	-
Rob Sinclair ¹	21,500	-	-	21,500	-
	<u>262,690</u>	<u>-</u>	<u>44,580</u>	<u>307,270</u>	

¹ Rob Sinclair was appointed on 26 November 2021.

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.

Non-executive directors fees are \$3,000 per month with no fixed term or notice period.

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Directors' Report

D Share-based compensation

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

Key management personnel equity holdings

2023 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>					
Michael Soucik	-	-	-	-	-
Dan Smith	3,500,000	-	-	-	3,500,000
Nicholas Ong	3,500,000	-	-	(3,500,000)	-
Edward Mead	500,000	-	-	-	500,000
Rob Sinclair	-	-	-	-	-
Ross Cotton	-	-	-	-	-
<i>Options</i>					
Michael Soucik	17,500,000	-	-	-	17,500,000
Dan Smith	28,166,667	-	-	-	28,166,667
Nicholas Ong	28,166,667	-	-	(28,166,667)	-
Edward Mead	12,500,000	-	-	-	12,500,000
Rob Sinclair	-	-	-	-	-
Ross Cotton	-	-	-	-	-

¹ At the Annual General Meeting held on 30 November 2020 45,000,000 options were approved to be issued to the directors. 17,500,000 options were issued to Michael Soucik, 12,500,000 options were issued to Edward Mead and 7,500,000 options were issued to each of Messrs Smith and Ong. The options are exercisable at \$0.0175 on or before 13 November 2023. Refer to Note 14 for further details.

No options lapsed or were exercised in 2023 (2022: Nil)

Other transactions with KMPs

During the year the Group paid \$130,000 (2022: \$126,500) to Minerva Corporate Pty Ltd an entity associated with directors Nicholas Ong and Dan Smith for services including directors', company secretarial and consulting fees included above of \$93,500 and accounting services of \$36,500.

End of remuneration report.

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Directors' 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 25 and forms part of this directors' report for the year ended 30 June 2023.

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 22.

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: 29 September 2023

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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 2023, 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
29 September 2023

B G McVeigh
Partner

hlb.com.au

HLB Mann Judd (WA Partnership) ABN 22 193 232 714

Level 4, 130 Stirling Street, Perth WA 6000 / PO Box 8124 Perth BC WA 6849

T: +61 (0)8 9227 7500 **E:** mailbox@hlbwa.com.au

Liability limited by a scheme approved under Professional Standards Legislation.

HLB Mann Judd (WA Partnership) is a member of HLB International, the global advisory and accounting network.

White Cliff Minerals Limited
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Consolidated Statement of Profit or Loss and Other Comprehensive Income
For the year ended 30 June 2023

	Note	Consolidated 2023 \$	2022 \$
Other income	2(a)	3,060,048	131
Fair value (loss)/gain on financial assets	7	2,560,266	(459,341)
Exploration expenditure incurred		(1,634,852)	(1,040,585)
Share based payments expense	14	(44,580)	(44,580)
Other expenses	2(b)	(781,657)	(527,642)
		3,159,225	(2,072,017)
Profit/(Loss) before income tax expense		3,159,225	(2,072,017)
Income tax benefit	3	-	-
Profit/(Loss) from continuing operations		3,159,225	(2,072,017)
Net profit/(loss) for the year		3,159,225	(2,072,017)
Other comprehensive income, net of tax		-	-
Total comprehensive income/(loss) for the year		3,159,225	(2,072,017)
Basic and diluted earnings/(loss) per share (cents per share)	4	0.40	(0.36)

The above consolidated statement of profit or loss and other comprehensive income should be read in conjunction with the accompanying notes.

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White Cliff Minerals Limited
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Consolidated Statement of Financial Position
As at 30 June 2023

	Note	Consolidated 2023 \$	2022 \$
Current Assets			
Cash and cash equivalents	6	2,194,386	554,777
Financial assets	7	5,707,598	342,280
Trade and other receivables	8	-	21,836
Prepayments		25,625	39,680
Total Current Assets		7,927,609	958,573
Non-Current Assets			
Plant and equipment		7,096	4,744
Exploration project acquisition costs	9	4,346,676	3,146,730
Total Non-Current Assets		4,353,772	3,151,474
Total Assets		12,281,381	4,110,047
Current Liabilities			
Trade and other payables	10	1,017,596	70,705
Deferred consideration	11	48,565	48,565
Total Current Liabilities		1,066,161	119,270
Non-Current Liabilities			
Deferred consideration	11	-	42,989
Total Non-Current Liabilities		-	42,989
Total Liabilities		1,066,161	162,259
Net Assets		11,215,220	3,947,788
Equity			
Issued capital	12	39,147,963	35,459,070
Reserves	13	2,670,022	2,250,708
Accumulated losses		(30,602,765)	(33,761,990)
Total Equity		11,215,220	3,947,788

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

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Consolidated Statement of Changes in Equity
For the year ended 30 June 2023

Consolidated	Issued capital \$	Accumulated losses \$	Reserves \$	Total equity \$
Balance at 30 June 2021	33,199,580	(31,689,973)	1,642,121	3,151,728
Loss for the year	-	(2,072,017)	-	(2,072,017)
Other comprehensive income	-	-	-	-
Total comprehensive loss for the year	-	(2,072,017)	-	(2,072,017)
Shares issued during the year				
- placement	912,000	-	-	912,000
Shares issued during the year				
- acquisitions	1,291,852	-	-	1,291,852
Options exercised	111,726	-	-	111,726
Capital raising costs	(56,088)	-	-	(56,088)
Share-based payments – directors and management	-	-	44,580	44,580
Share-based payments – acquisitions	-	-	564,007	564,007
Balance at 30 June 2022	35,459,070	(33,761,990)	2,250,708	3,947,788
Profit for the year	-	3,159,225	-	3,159,225
Other comprehensive income	-	-	-	-
Total comprehensive income for the year	-	3,159,225	-	3,159,225
Shares issued during the year				
- placements	3,073,200	-	-	3,073,200
Shares issued during the year				
- acquisitions	1,426,247	-	-	1,426,247
Capital raising costs	(810,554)	-	-	(810,554)
Share-based payments – directors and management	-	-	44,580	44,580
Share-based payments – broker options	-	-	374,734	374,734
Balance at 30 June 2023	39,147,963	(30,602,765)	2,670,022	11,215,220

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

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Consolidated Statement of Cash Flows
For the year ended 30 June 2023

		Consolidated Inflows/ (Outflows) 2023 \$	Inflows/ (Outflows) 2022 \$
	Note		
Cash flows from operating activities			
Receipts from customers, government grants and incentives		-	-
Payments to suppliers and employees		(377,686)	(580,878)
Payments for exploration and evaluation		(1,576,631)	(1,039,992)
Interest received		8,299	131
Net cash (outflow) from operating activities	15(a)	(1,946,018)	(1,620,739)
Cash flows from investing activities			
Payments for tenement acquisitions		(90,000)	(200,000)
Cash acquired on asset acquisition		35,315	-
Proceeds from sale of tenements (net of disposal costs)		105,001	22,696
Proceeds from sale of equity investments	7	248,738	56,395
Payments for property, plant and equipment		(4,751)	(5,033)
Net cash (outflow)/inflow from investing activities		294,303	(125,942)
Cash flows from financing activities			
Proceeds from the issue of shares	12	3,073,200	1,023,726
Proceeds from unissued shares	10	480,800	
Payments for capital raising costs		(262,676)	(56,088)
Net cash inflow from financing activities		3,291,324	967,638
Net (decrease) in cash held		1,639,609	(779,043)
Cash at the beginning of the year		554,777	1,302,415
Effects of exchange rate changes on cash held		-	31,405
Cash at the end of the year	6	2,194,386	554,777

The above consolidated 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 2023

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.

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.

(b) Adoption of new and revised standards

In the year ended 30 June 2023, 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 these new standards and interpretations on 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 2023. 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 29 September 2023.

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).

White Cliff Minerals Limited
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Notes to the financial statements
For the year ended 30 June 2023

Note 1: Statement of significant accounting policies (cont)

(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 2023 ("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 and have been valued using a Black and Scholes option valuation methodology with inputs as set out in Note 14.

(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:

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Notes to the financial statements
For the year ended 30 June 2023

Note 1: Statement of significant accounting policies (cont)

(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.

(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:

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Notes to the financial statements
For the year ended 30 June 2023

Note 1: Statement of significant accounting policies (cont)

- 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.

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.

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Notes to the financial statements
For the year ended 30 June 2023

Note 1: Statement of significant accounting policies (cont)

(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.

(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.

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Notes to the financial statements
For the year ended 30 June 2023

Note 1: Statement of significant accounting policies (cont)

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 discount 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 14.

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 2023

Note 1: Statement of significant accounting policies (cont)

(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.

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Notes to the financial statements
For the year ended 30 June 2023

Note 1: Statement of significant accounting policies (cont)

(r) Parent entity financial statements

The financial information for the parent entity, White Cliff Minerals Limited, disclosed in Note 21, has been prepared on the same basis as the consolidated financial statements.

(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 equity investments. 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.

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Notes to the financial statements
For the year ended 30 June 2023

Note 1: Statement of significant accounting policies (cont)

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.

(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 2023

Note 2: Revenue and expenses

(a) Other income

	Consolidated 2023	Consolidated 2022
	\$	\$
Interest received	8,299	131
Profit from sale of tenements	3,051,749	-
	3,060,048	131

(b) Expenses

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

	Consolidated 2023	Consolidated 2022
	\$	\$
Auditor's remuneration (Note 22)	35,332	31,918
Depreciation	2,369	1,235
Employee costs	156,509	53,735
Directors' fees	318,535	262,690
Other expenses	268,912	178,064
	781,657	527,642

Note 3: 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:

	Consolidated 2023	Consolidated 2022
	\$	\$
Accounting profit/(loss) before tax from continuing operations	3,159,225	(2,072,017)
Income tax expense/(benefit) calculated at 30% (2022: 30%)	947,768	(621,605)
Non-deductible expenses	13,374	13,374
Non-assessable income	-	-
Other assessable amounts	-	-
Other deferred tax assets and deferred tax liabilities not recognised	(961,141)	608,231
Income tax benefit reported in the statement of profit or loss and other comprehensive income	-	-

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Notes to the financial statements
For the year ended 30 June 2023

Note 3: Income tax (cont)

(a) Unrecognised deferred tax balances

	Consolidated 2023	Consolidated 2022
	\$	\$
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	7,079,760	6,187,208
Blackhole expenditure	2,096	2,843
Accrued expenses and liabilities	5,850	5,850
	<u>7,087,706</u>	<u>6,195,901</u>
Deferred tax liabilities comprise:		
Exploration expenditure capitalised (Australian)	(1,040,818)	(95,644)
Financial assets	(920,955)	19,924
	<u>(1,961,722)</u>	<u>(75,720)</u>

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 2023	2022
	\$	\$
(b) Deferred tax assets not recognised directly in equity during the year:		
Blackhole expenditure	73,534	28,585
	<u>73,534</u>	<u>28,585</u>

Note 4: Earnings/(Loss) per share

Total basic profit/(loss) per share (cents)	0.40	(0.36)
The loss and weighted average number of ordinary shares used in the calculation of basic loss per share is as follows:		
Net profit/(loss) for the year	3,159,225	(2,072,017)
The weighted average number of ordinary shares	763,313,361	582,635,786

The diluted earnings/(loss) per share is not reflected as the result is not dilutive.

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Notes to the financial statements
For the year ended 30 June 2023

Note 5: 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 being mineral exploration and corporate/administration expenses. Geographically, the Group explores in Australia.

Note 6: Cash and cash equivalents

	Consolidated 2023	2022
	\$	\$
Cash at bank	2,194,386	554,777
	2,194,386	554,777

(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 rate currently 1.55%.

Note 7: Financial assets at fair value through profit or loss

	Consolidated 2023	2022
	\$	\$
RTG Mining Inc.		
Opening balance	248,295	685,830
Disposal of shares	(185,637)	(56,395)
Fair value (loss)/gain	(41,598)	(381,140)
Fair value at 30 June 2023	21,060	248,295
Panther Metals PLC		
Opening balance	93,985	172,186
Fair value (loss)/gain	(41,447)	(78,201)
Fair value at 30 June 2023	52,538	93,985

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Notes to the financial statements
For the year ended 30 June 2023

Note 7: Financial assets at fair value through profit or loss (cont)

	Consolidated	
	\$	\$
Minerals 260 Limited		
Opening balance	-	-
Received as consideration on sale of the company's interest in the Yinnetharra REE/Li Project – at fair value	2,905,000	-
Fair value (loss)/gain	2,625,000	-
	<hr/>	<hr/>
Fair value at 30 June 2023	5,530,000	-
	<hr/>	<hr/>
Drednought Resources Limited		
Opening balance	-	-
Received on acquisition of Mineral Fields Pty Ltd	100,000	-
Fair value (loss)/gain	4,000	-
	<hr/>	<hr/>
Fair value at 30 June 2023	104,000	-
	<hr/>	<hr/>
Victory Metals Limited		
Opening balance	-	-
Received as consideration on sale of tenement E20/971	48,790	-
Disposals	(63,101)	-
Fair value (loss)/gain	14,311	-
	<hr/>	<hr/>
Fair value at 30 June 2023	-	-
	<hr/>	<hr/>
Total	5,707,598	-

Note 8: Trade and other receivables

	Consolidated	
	2023	2022
	\$	\$
Goods and services tax receivable	-	21,836
Exploration disposal proceeds receivable	-	-
	<hr/>	<hr/>
	-	21,836

Note 9: Exploration project acquisition costs

	Consolidated	
	2023	2022
	\$	\$
Opening balance	3,146,730	1,140,871
Project acquisition costs	1,331,798	2,005,859
Project costs expensed	(131,852)	-
Acquisition costs in respect of areas of interest in the exploration phase	4,346,676	3,146,730

The recoverability of deferred project acquisition costs is dependent upon the successful development and commercial exploitation, or alternately the sale of the areas of interest.

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Notes to the financial statements
For the year ended 30 June 2023

Note 9: Exploration project acquisition costs (cont)

(i)

On 24 October 2022 the Company completed the acquisition of the Lake Tay REE project for a combination of cash consideration of \$30,000, the issue of 5,681,818 White Cliff Minerals Limited shares valued at \$125,000 and a 1% NSR.

On 11 February 2022, the Company completed the acquisition of Magnet Resource Company Pty Ltd (Magnet) and Preston River Lithium Pty Ltd (Preston), the holders of various prospective Lithium and Rare Earth Elements (REE's) Projects for a combination of cash consideration of \$110,000, and the issue of 50 million shares valued at \$1,200,000, 50 million options exercisable at \$0.035 expiring 30 June 2023 valued at \$564,007, 10 Tranche 1 performance shares, and 10 Tranche 2 performance shares as follows:

- \$350,000 of WCN ordinary shares based on the greater of the then prevailing 10-day VWAP and a floor price (\$0.012) upon the Company receiving at least 10 rock-chip samples grading 1%+ lithium or minimum 800ppm Total Rare Earth Oxides (**TREO**) at any of the Magnet and Preston projects by no later than 5 years from completion (**First Milestone Payment**); and
- \$400,000 of WCN ordinary shares based on the greater of the then prevailing 10-day VWAP and a floor price (\$0.012) upon achieving a drillhole intersection of greater than 10% lithium metre or 8,000ppm TREO metre by no later than 5 years from completion (**Second Milestone Payment**). This milestone was achieved during the period and the performance shares were converted to 30,769,230 ordinary shares on 30 January 2023. These shares have been included in issued share capital at 30 June 2023 with a valuation of \$738,462 (based on the Company's share price at acquisition date) included in Project acquisition costs.

On 12 April 2023 the Company completed the acquisition of the Mineral Fields Pty Ltd, Soak Sands Pty Ltd and Border Exploration Pty Ltd for a combination of cash consideration of \$10,000 and the issue of 93,797,475 shares valued at \$562,785.

Assets acquired	
- Cash	35,315
- Investments	100,000
	135,315
	(866)
Liabilities	(866)
	134,449
Net assets acquired	134,449
Consideration:	
Cash	10,000
Shares	562,785
Total	572,785

Acquisition amount of \$438,336 was recognised as exploration project acquisition costs.

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Notes to the financial statements
For the year ended 30 June 2023

Note 10: Trade and other payables

	Consolidated	2022
	2023	2022
	\$	\$
Trade payables and accruals*	344,125	70,705
GST	192,671	-
Tranche 2 capital raising funds received	480,800	-
	1,017,596	70,705

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

Note 11: Deferred consideration

	Consolidated	2022
	\$	\$
Opening balance	91,554	141,554
Acquisition of Reedy South Gold Project	-	-
Payment	(42,989)	(50,000)
Closing balance	48,565	91,554
Current	48,565	48,565
Non-current	-	42,989

The Group has deferred consideration of \$150,000 in relation to the acquisition of the Reedy South Gold Project that was completed on 8 October 2020. The deferred consideration is payable in \$50,000 instalments on the anniversary of completion for three years and had a net present value of \$141,554 on completion of the acquisition. During the year, the second instalment of deferred consideration was paid.

Note 12: Issued capital

	Consolidated	2022
	\$	\$
(a) Ordinary shares issued	2023	2022
1,108,051,885 (2022: 653,603,362) ordinary shares	39,147,963	35,459,070

Holder 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.

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Notes to the financial statements
For the year ended 30 June 2023

Note 12: Issued capital (cont)

(b) Movements in ordinary shares

Date	Details	Number of shares	\$
30 June 2021		517,196,399	33,199,580
2 December 2021	Placement	76,000,000	912,000
9 February 2022	Exercise of options	5,000,000	75,000
11 February 2022	Exercise of options	750,000	11,250
16 February 2022	Exercise of options	1,680,000	25,200
28 February 2022	Acquisition of Magnet Resources and Preston River tenements	50,000,000	1,200,000
7 April 2022	Exercise of options	14,000	210
11 April 2022	Acquisition of Abraxis Lithium Project	2,962,963	91,852
30 June 2022	Capital raising costs	653,603,362	(56,022)
		653,603,362	35,459,070

(b) Movements in ordinary shares

Date	Details	Number of shares	\$
30 June 2022		653,603,362	35,459,070
12 September 2022	Placement	94,000,000	1,692,000
25 October 2022	Acquisition of Lake Tay Project ¹	5,681,818	125,000
30 January 2023	Acquisition of Magnet Resources and Preston River ²	30,769,230	738,462
18 April 2023	Placement	175,000,000	1,050,000
22 June 2023	Acquisition of Mineral Fields Pty Ltd, Soak Sands Pty Ltd and Border Exploration Pty Ltd ³	93,797,475	562,785
29 June 2023	Placement	55,200,000	331,200
30 June 2023	Capital raising costs	1,108,051,885	(810,554)
		1,108,051,885	39,147,963

¹ The shares issued for the acquisition of the Lake Tay Project are valued at the market price of shares at date of acquisition.

² The shares issued for the acquisition of Magnet Resources and Preston River are valued at the market price of shares at date of acquisition.

³ The shares issued for the acquisition of Mineral Fields Pty Ltd, Soak Sands Pty Ltd and Border Exploration Pty Ltd are valued at the market price of shares at date of acquisition.

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Notes to the financial statements
For the year ended 30 June 2023

Note 12: Issued capital (cont)

(c) Share options

	Number of options	
	2023	2022
Options exercisable at \$0.015 on or before 31 January 2024	45,000,000	45,000,000
Listed options exercisable at \$0.015 on or before 28 February 2024	288,828,071	288,828,071
Unlisted options exercisable at \$0.047 each expiring 30 November 2023	45,000,000	45,000,000
Unlisted options exercisable at \$0.035 each expiring 30 June 2023	-	50,000,000
Unlisted Options (incentive options) to acquire ordinary fully paid shares at \$0.025 on or before 5 December 2025	25,000,000	-
	403,828,071	428,828,071
Weighted average option exercise price	\$0.019	\$0.021

(d) Movements in share options

	Number of options	
	2023	2022
Listed Options to acquire ordinary fully paid shares at \$0.015 on or before 28 February 2024:		
Beginning of the financial year	291,272,071	290,368,588
Issued during year	-	1,500,000
Less: options exercised	(2,444,000)	(596,517)
Balance at end of financial year	288,828,071	291,272,071
Options exercisable at \$0.015 on or before 31 January 2024		
Beginning of the financial year	45,000,000	50,000,000
Issued during year	-	-
Exercised during the year	-	(5,000,000)
Balance at end of financial year	45,000,000	45,000,000
Unlisted Options (incentive options) to acquire ordinary fully paid shares at \$0.047 on or before 30 November 2023		
Beginning of the year	45,000,000	-
Issued during year	-	45,000,000
Balance at end of year	45,000,000	45,000,000
Unlisted Options (incentive options) to acquire ordinary fully paid shares at \$0.035 on or before 30 June 2023		
Beginning of the year	50,000,000	-
Issued during year	-	50,000,000
Expired during year	(50,000,000)	-
Balance at end of year	-	50,000,000

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Notes to the financial statements
For the year ended 30 June 2023

Note 12: Issued capital (cont)

(d) Movements in share options (cont)

	Number of options	
	2023	2022
Unlisted Options to acquire ordinary fully paid shares at \$0.025 on or before 5 December 2025		
Beginning of the year	-	-
Issued during year	25,000,000	-
Balance at end of year	25,000,000	-

Note 13: Reserves

	Consolidated 2023	2022
	\$	\$
Option issue reserve (a)	125,391	125,391
Share compensation reserve (b)		
Opening balance	2,125,317	1,516,730
Share based expense for year	44,580	44,580
Share based payment – acquisition cost	-	564,007
Share based payment – broker options	374,734	-
Closing balance	2,544,631	2,125,317
	2,670,022	2,250,708

- (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 issued as consideration for services. Refer Note 14.

Note 14: Share based payments

Share based payments consists of options and performance rights issued to directors and consultants and suppliers of goods. The expense is recognised in the Statement of Profit or Loss and Other 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
September 2020 Options	51,000,000	13/03/2019	28/02/2024	0.015	\$150,098 ¹
Director 2019 Options	50,000,000	27/11/2019	31/01/2024	0.015	\$44,580
Director 2020 Options	45,000,000	30/11/2020	30/11/2023	0.047	\$988,957 ³
Broker Options	1,500,000	05/02/2021	28/02/2024	0.015	\$27,294 ⁴
Acquisition options	50,000,000	28/02/2022	30/06/2023	0.035	\$564,007 ⁵
Broker Options	25,000,000	12/09/2022	05/12/2025	0.025	\$374,736 ⁶

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Notes to the financial statements
For the year ended 30 June 2023

Note 14: Share based payments (contd)

¹ The September 2020 options were granted in respect to underwriting of the 2019 Rights Issue. The options vested immediately and the total value was recorded as a capital raising cost in the 2019 financial year.

² The Director 2019 options were granted to Messrs Ong and Smith including 10,000,000 options that were allocated to an unrelated nominee. The total value of \$186,275 is being expensed over the vesting period, with an amount of \$44,580 expensed in the current period.

³ The performance based incentive options were issued to directors during the year to 30 June 2021. These options vested immediately and the total value of \$988,957 was expensed in the 2021 year.

⁴ 1,500,000 quoted options were issued to brokers and valued using the option price of \$0.015 at grant date on 15 December 2020, being \$27,294. The total value of \$27,294 was expensed in the 2021 year.

⁵ 50,000,000 unlisted options issued to the vendors of Magnet and Preston and valued using Black- Scholes model at acquisition date.

⁶ 25,000,000 unlisted options issued to brokers and valued using Black- Scholes model at grant date. The following assumptions were used in the valuation:

	Broker options
Underlying share price	\$0.024
Exercise price	\$0.025
Term (years)	3
Risk-free rate	3.24%
Dividend yield	Nil
Volatility	100%
Fair value per options	\$0.0150
Number of options	25,000,000

Expensed during the current year:

	Consolidated 2023	2022
	\$	\$
Director 2019 options	44,580	44,580
	44,580	44,580

	Consolidated 2023	2022
	\$	\$
Capitalised as exploration acquisition costs:		
Options	-	564,007
Shares (Refer note 9 and note 12)	1,426,247	1,291,852
	1,426,247	1,855,859

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Notes to the financial statements
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Note 15: Reconciliation of profit/(loss) after income tax to net cash outflow from operating activities

	Consolidated	
	2023	2022
	\$	\$
<i>a) Reconciliation of (loss) from ordinary activities after income tax to net cash outflow from operating activities</i>		
Net profit/ (loss) for the year after income tax	3,159,225	(2,072,017)
Depreciation	2,369	1,235
Share based payment expense	44,580	44,580
Exploration expenditure expensed	131,852	-
Profit on sale of tenements	(3,051,749)	-
Gain on financial assets held at FVTPL	(2,560,266)	459,341
Foreign exchange movement	-	(31,406)
(Increase) / decrease in trade and other receivables	21,836	27,487
(Increase) / decrease in prepayments	14,055	(27,918)
Increase / (decrease) in trade and other payables	292,080	(22,041)
Net cash outflow from operating activities	(1,946,018)	(1,620,739)

Note 16: Non-cash investing activities

	Consolidated	
	\$	\$
	2023	2022
Acquisition of exploration projects with shares	(1,426,247)	(1,291,852)
Acquisition of exploration projects with options	-	(564,007)
Sale of exploration projects for shares	2,953,790	-
	1,527,543	(1,855,859)

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 \$1,648,000 (2022: 427,000) annually.

	Consolidated	
	2023	2022
	\$	\$
Current Commitments	1,648,000	427,000
Non-current Commitments	4,162,841	1,489,000

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Notes to the financial statements
For the year ended 30 June 2023

Note 17: Commitments and contingencies (cont)

Exploration expenditure commitments (cont)

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	
	2023	2022
	\$	\$
Financial Assets		
Cash and cash equivalents	2,194,386	554,777
Equity investments in listed companies	5,707,598	342,280

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 2023, the Group has net assets of \$11,215,220 (2022: \$3,947,788). 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 2023 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 2023

Note 18: Financial Risk Management (cont)

(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 nil (2022: nil).

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 nil (2022: nil); and
- Equity reserves would increase/decrease by nil (2022: nil).

The Group's sensitivity to foreign exchange rates has decreased during the year due to the closure of the USD bank account.

(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.

	2023	2022
	\$	\$
Cash and cash equivalents	2,194,386	554,777

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)	
	2023	2022	2023	2022
Increase 100 basis points	21,944	554	21,944	554
Decrease 100 basis points	(21,944)	(554)	(21,944)	(554)

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.

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Notes to the financial statements
For the year ended 30 June 2023

Note 18: Financial Risk Management (cont)

(e) Credit Risk Exposures

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 2023, 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 2023.

(f) Market Risk

Market risk arises from the possibility that changes in the share price of listed investments will affect future cash flows or the fair value of financial assets.

The following table demonstrates the sensitivity of the Group's statement of profit or loss and other comprehensive income to a reasonably possible change in share price, with all other variables constant.

	2023		2022	
	+10%	-10%	+10%	-10%
	\$	\$	\$	\$
Financial assets	570,760	(570,760)	34,228	(34,228)

(g) 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 2023 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:

Michael Soucik – Non-executive Chairman (resigned 14 February 2023)

Dan Smith – *Non-executive Director*

Nicholas Ong – *Non-executive Director* (resigned 11 April 2023)

Edward Mead – *Non-executive Director*

Rob Sinclair - *Non-executive Director*

Ross Cotton - *Non-executive Director* (appointed 11 April 2023)

The Company appointed Rod McIllree as Executive Chairman on 8 August 2023.

(b) Key management personnel

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

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Notes to the financial statements
For the year ended 30 June 2023

Note 19: Key management personnel disclosures

(c) Key management personnel compensation

	Consolidated	
	2023	2022
	\$	\$
Short-term	317,535	262,690
Post-employment	-	-
Share-based payments	44,580	44,580
	362,115	307,270

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

Note 20: 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.

Name of entity	Country of incorporation	Class of shares	Equity holding	
			2023 %	2022 %
Northern Drilling Pty Ltd	Australia	Ordinary	100	100
Toureg Pty Ltd	Australia	Ordinary	100	100
Charge Cobalt Pty Ltd	Australia	Ordinary	100	100
Hobbs & Hugh Pty Ltd	Australia	Ordinary	100	100
Abraxis Mining Pty Ltd	Australia	Ordinary	100	100
Magnet Resource Company Pty Ltd	Australia	Ordinary	100	100
Preston River Lithium Pty Ltd	Australia	Ordinary	100	100
Electrification Metals Pty Ltd	Australia	Ordinary	100	100
MineralFields Pty Ltd	Australia	Ordinary	100	-
Soak Sands Pty Ltd	Australia	Ordinary	100	-
Border Exploration Pty	Australia	Ordinary	100	-

There were no transactions between White Cliff Minerals Limited and its controlled entities during the financial year (2022: nil).

During the year the Group paid \$130,000 (2022: \$127,000) to Minerva Corporate Pty Ltd an entity associated with directors Nicholas Ong and Dan Smith for services including directors', company secretarial and consulting fees included above of \$93,500 and accounting services of \$36,500.

Note 21: Parent Entity Disclosures

Financial position

	2023	2022
	\$	\$
Assets		
Current assets	7,788,324	958,573
Non-current assets	4,495,234	3,151,474
Total assets	12,283,558	4,110,047

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Notes to the financial statements
For the year ended 30 June 2023

Note 21: Parent Entity Disclosures (cont)

Liabilities

Current liabilities	1,065,295	119,270
Non-current liabilities	-	42,989
Total liabilities	1,065,295	162,259
Net assets	11,218,263	3,947,788

Equity

Issued capital	39,147,963	35,459,070
Accumulated losses	(30,599,722)	(33,761,990)
Reserves	2,670,022	2,250,708
Total equity	11,218,263	3,947,788

2023	2022
\$	\$

Financial performance

Profit/(loss) for the year	3,162,268	(2,072,017)
Total comprehensive income/(loss)	3,162,268	(2,072,017)

Note 22: Auditor's remuneration

The auditors of the Company are HLB Mann Judd.

	Consolidated 2023	2022
	\$	\$
Assurance services:		
HLB Mann Judd:		
Audit and review of financial statements	35,332	31,918
<i>Total remuneration for audit services</i>	35,332	31,918
Other services (tax compliance services)	4,000	4,000
Total auditor's remuneration	39,332	35,918

Note 23: Events after the balance date

On 13 July 2023, the Company issued 70,633,333 ordinary shares and 660,000,000 options exercisable at \$0.012 expiring 30 June 2026, as part of the 2 tranche placement announced on 11 April 2023.

On 4 August 2023, the Company issued 29,166,667 ordinary shares to the vendors of Magnet Resource Company Pty Ltd and Preston River Lithium Pty Ltd, following satisfaction of the Tranche 1 performance milestone with the Company announcing drill intersections at the Hines Hill REE project on 24 July 2023.

On 14 September 2023, the Company announced the sale of the Abraxis project for \$200,000 cash. Settlement of the transaction occurred on 22 September 2023.

The Company also notes the decrease in value of its investment (7,000,000 shares) in Minerals 260 Limited from \$5,530,000 (\$0.79 per share) at 30 June 2023 to \$3,290,000 (\$0.47 per share) at 27 September 2023.

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Notes to the financial statements
For the year ended 30 June 2023

Note 23: Events after the balance date (cont)

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.

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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 2023 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 2023.

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



Dan Smith
Director

Perth, Western Australia
29 September 2023

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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 2023, the consolidated statement of profit or loss and other 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 2023 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 (including Independence Standards)* ("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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HLB Mann Judd (WA Partnership) ABN 22 193 232 714

Level 4, 130 Stirling Street, Perth WA 6000 / PO Box 8124 Perth BC WA 6849

T: +61 (0)8 9227 7500 **E:** mailbox@hbw.com.au

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Key Audit Matter	How our audit addressed the key audit matter
Carrying value of exploration (Note 9 in the financial report)	
<p>The Group has capitalised exploration project acquisition costs of \$4,346,676 as at 30 June 2023.</p> <p>Our audit procedures determined that accounting for capitalised exploration project acquisition costs was a key audit matter as it was an area of which required a significant amount of audit effort and communication with those charged with governance and was determined to be of key importance to the users of 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 mineral exploration and evaluation expenditure; – 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 tested additions and disposals; – We examined the exploration budget and discussed with management the nature of planned ongoing activities; and – We examined the disclosures made in the financial report.

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 2023, 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.

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 2023.

In our opinion, the Remuneration Report of White Cliff Minerals Limited for the year ended 30 June 2023 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
29 September 2023**



**B G McVeigh
Partner**

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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 20 September 2023.

A. Distribution of equity securities

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

Range	Total holders	Units	% Units
1 - 1,000	120	15,341	0.00
1,001 - 5,000	79	205,306	0.02
5,001 - 10,000	54	430,397	0.03
10,001 - 100,000	1,128	54,535,963	4.34
100,001 - 250,000	399	68,455,518	5.45
250,001 - 500,000	236	90,109,795	7.16
500,001 Over	320	1,043,266,232	83.00
Total	2,336	1,257,018,552	100.00

There were 865 holders of less than a marketable parcel of ordinary shares.

B. Equity security holders

Twenty largest quoted equity security holders – ordinary shares

Rank	Name	Units	% Units
1	PARETO NOMINEES PTY LTD <THE DAMELLE A/C>	74,000,000	5.89
2	CITICORP NOMINEES PTY LIMITED	56,248,983	4.47
3	AUSTRALIAN METALS & ENERGY PTY LTD	43,974,359	3.50
4	MR MATTHEW JAMES BLAKE	30,852,323	2.45
5	BLOCK CAPITAL GROUP (INT) PTY LTD	27,333,333	2.17
5	BRIDGE THE GAP TRADING PTY LTD	19,666,666	1.56
7	BNP PARIBAS NOMS PTY LTD <DRP>	19,503,518	1.55
8	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	19,458,207	1.55
9	DORALEDA PTY LTD	16,666,666	1.33
10	CAMERON JOHN FRENCH	16,400,000	1.30
11	WATERBEACH INVESTMENTS PTY LTD <ACCOUNTING UNIT A/C>	15,565,293	1.24
12	MR JULIAN ANDREW MCKENZIE	14,500,000	1.15
13	PASSIO PTY LTD <G WESTON & ASSOC S/F A/C>	12,500,000	0.99
14	WAKEFORD HOLDINGS PTY LTD	12,500,000	0.99
15	MR STEVEN JAMES ELLIOTT	12,080,007	0.96
16	BLOCK CAPITAL GROUP (INT) PTY LTD	11,000,000	0.88
17	GREGORY KUENZEL	10,833,333	0.86
18	BNP PARIBAS NOMINEES PTY LTD <IB AU NOMS RETAILCLIENT DRP>	10,632,670	0.85
19	MR ROGER BLAKE + MRS ERICA LYNETTE BLAKE <THE MANDY SUPER FUND A/C>	10,000,000	0.80
20	ROOKHARP CAPITAL PTY LIMITED	10,000,000	0.80
Totals: Top 20 holders of ORDINARY FULLY PAID SHARES		453,715,358	36.09
Total Remaining Holders Balance		803,303,194	63.91

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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	40,000,000	13.85
2	FIRST INVESTMENT PARTNERS PTY LTD	21,145,845	7.32
3	MR TIEN DUNG LUU	12,500,000	4.33
4	ROOKHARP CAPITAL PTY LIMITED	12,000,000	4.15
5	BAOWIN INVESTMENTS PTY LTD	10,740,716	3.72
6	ROOKHARP CAPITAL PTY LIMITED	9,800,000	3.39
7	MR DANIEL AARON HYLTON TUCKETT	7,507,777	2.60
8	JL AND RA ROBERTS PTY LTD	7,500,000	2.60
9	MR DRAGOSLAV JEVTIC + MRS NICOLE JEVTIC	5,000,000	1.73
10	MR MD AKRAM UDDIN	5,000,000	1.73
11	MS EVA-MARIA ZIEGLER	5,000,000	1.73
11	MRS YAN WANG <AUST WEST COAST TRAVEL A/C>	4,984,763	1.73
13	MR MOUNIR NADER	3,835,000	1.33
14	MR NATHAN WILLIAM HOOD	3,500,000	1.21
15	MR TIM MCKENZIE-MCHARG	3,420,000	1.18
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>	3,236,492	1.12
18	MRS GLORIA MARIA PHONG	3,147,067	1.09
19	MR PETER ALEXANDER FRIEDRICH	3,068,846	1.06
20	MR MICHAEL EMMANOUEL MAKRILLOS	3,000,000	1.04
20	MR ROBERT THOMAS O'CONNOR	3,000,000	1.04
20	PLOUTOS CAPITAL PTY LTD <PLOUTOS CAPITAL A/C>	3,000,000	1.04
Totals: Top 22 holders of LISTED OPTIONS EXPIRING 28/02/2024 @ \$0.015 (Total)		173,719,839	60.15
Total Remaining Holders Balance		115,108,232	39.85

Rank	Name	Units	% Units
1	PARETO NOMINEES PTY LTD <THE DAMELLE A/C>	74,000,000	5.89
Rank	Name	Units	% Units
1	PARETO NOMINEES PTY LTD <THE DAMELLE A/C>	74,000,000	5.89
Rank	Name	Units	% Units
1	PARETO NOMINEES PTY LTD <THE DAMELLE A/C>	74,000,000	5.89
Rank	Name	Units	% Units
1	PARETO NOMINEES PTY LTD <THE DAMELLE A/C>	74,000,000	5.89
Rank	Name	Units	% Units
1	PARETO NOMINEES PTY LTD <THE DAMELLE A/C>	74,000,000	5.89
Rank	Name	Units	% Units
1	PARETO NOMINEES PTY LTD <THE DAMELLE A/C>	74,000,000	5.89

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Twenty largest quoted equity security holders – 30 June 2026 options

Rank	Name	Units	% Units
1	CITICORP NOMINEES PTY LIMITED	146,250,000	21.99
2	MR MICHAEL STANLEY CARTER <THE CARTER FAMILY A/C>	85,500,000	12.86
3	MR SHANE HOEHOCK WEE <WEE FAMILY A/C>	70,000,000	10.53
4	PARETO NOMINEES PTY LTD <THE DAMELLE A/C>	45,000,000	6.77
5	AFRICA COAL PTY LTD	40,000,000	6.02
6	IMPERIAL NOMINEES (WA) PTY LTD	32,000,000	4.81
7	WATERSHORE HOLDINGS PTY LTD	30,000,000	4.51
8	QUEENSWAY INVESTMENTS PTY LTD	15,000,000	2.26
9	BLOCK CAPITAL GROUP (INT) PTY LTD	14,666,666	2.21
10	CPS CAPITAL NO 5 PTY LTD	10,500,000	1.58
11	VASSALLO CORPORATION PTY LTD <VASSALLO FAMILY A/C>	10,000,000	1.50
12	BRIDGE THE GAP TRADING PTY LTD	8,333,333	1.25
12	DORALEDA PTY LTD	8,333,333	1.25
12	EXCHANGE MINERALS LIMITED	8,333,333	1.25
12	CAMERON JOHN FRENCH	8,333,333	1.25
12	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	8,333,333	1.25
17	GREGORY KUENZEL	5,416,666	0.81
18	MR ROGER BLAKE + MRS ERICA LYNETTE BLAKE <THE MANDY SUPER FUND A/C>	5,000,000	0.75
18	MR CHRISTOPHER JAMES ITALIANO	5,000,000	0.75
18	PARETO CAPITAL PTY LTD	5,000,000	0.75
Totals: Top 20 holders of LISTED OPTIONS EXPIRING 30/06/26 @ \$0.012 (Total)		560,999,997	84.36
Total Remaining Holders Balance		104,000,003	15.64

C. Substantial shareholders

Name	Units	% Units
1 PARETO NOMINEES PTY LTD <THE DAMELLE A/C>	74,000,000	5.89

D. Unquoted equity security holders with greater than 20% of an individual class

Options exercisable at \$0.015 expiring 31 January 2024	
Orwellian Investments Pty Ltd	44.44%
Qupit Pty Ltd	44.44%
Options exercisable at \$0.047 expiring 30 November 2023	
Mahe Investments Pty Ltd	38.89%
Doraleda Pty Ltd	27.78%

E. 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.

F. On-market buyback

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There is no current on-market buyback.

G. Restricted securities

There is no restricted securities on issue.

Tenement schedule

TENEMENT	PROJECT	LOCATION	OWNERSHIP	CHANGE IN QUARTER
E77/2880	Diemals	Southern Cross	Application – 100%	-
E77/2881	Diemals	Southern Cross	Application – 100%	-
E77/2882	Diemals	Southern Cross	Application – 100%	-
E77/2883	Diemals	Southern Cross	Application – 100%	-
E77/2884	Diemals	Southern Cross	Application – 100%	-
E77/2885	Diemals	Southern Cross	Application – 100%	-
E77/2932	Diemals NW	Southern Cross	Application – 100%	-
E59/2708	Diemals NW	Southern Cross	Application – 100%	-
E70/6136	Hines Hill	Yilgarn	Granted – 100%	-
E70/5875	Hines Hill	Yilgarn	Granted – 100%	-
E45/6111	Abraxis 1	Pilbara	Application – 100%	-
E45/6112	Abraxis 2	Pilbara	Application – 100%	-
E45/6133	Abraxis 3	Pilbara	Application – 100%	-
E80/5684	Gardner Range	Kimberley	Application – 100%	-
E46/1412	Rat Hill	Pilbara	Application – 100%	-
E70/5871	Preston River	Southwest	Granted – 100%	-
M20/446	Reedy South	Cue	100%	-
E20/969	Reedy South	Cue	100%	-
E20/971	Reedy South	Cue	100%	Sold
E20/972	Reedy South	Cue	100%	-
P20/2289	Reedy South	Cue	100%	-
E20/938	Reedy South	Cue	100%	-
E20/974	Reedy South	Cue	100%	-
E45/5107	Midas Cu-Au	Paterson	100%	-
E39/1479	Ghan Well	Laverton	100%	-
E31/1101	Coronation Dam	Leonora	100%	-
E63/2035	Lake Tay	South Coastal	100%	-
E63/2036	Tadpole Lake	South Coastal	100%	-
E74/0664	3 Star Lake	South Coastal	100%	-
E63/2289	Lake Tay	South Coastal	Application – 100%	-
E63/2290	Lake Tay	South Coastal	Application – 100%	-
E63/2291	Lake Tay	South Coastal	Application – 100%	-

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E63/2292	Lake Tay	South Coastal	Application – 100%	-
E63/2293	Lake Tay	South Coastal	Application – 100%	-
E63/2294	Lake Tay	South Coastal	Application – 100%	-
E74/0754	Lake Tay	South Coastal	Application – 100%	-
E74/0755	Lake Tay	South Coastal	Granted – 100%	-
E74/0756	Lake Tay	South Coastal	Granted – 100%	-
E74/0757	Lake Tay	South Coastal	Granted – 100%	-
E52/4030	Ashton Hills	Kumarina	Granted – 100%	Acquired
E52/4062	Ashton Hills	Kumarina	Granted – 100%	Acquired
E59/2715	Munbinia	Mt Magnet	Granted – 100%	Acquired
E59/2714	Munbinia	Mt Magnet	Granted – 100%	Acquired
E59/2742	Munbinia	Mt Magnet	Granted – 100%	Acquired
E70/6146	Barballin	Muckinbudin	Granted – 100%	Acquired
E70/6154	Jerramungup	South Coastal	Granted – 100%	Acquired
E52/4093	Snake Well	Meekatharra	Granted – 100%	Acquired
E69/3983	Bentley	Musgraves	Application – 100%	Acquired
E69/4033	Bentley	Musgraves	Application – 100%	Acquired
E69/3984	Four Corners	Musgraves	Granted – 100%	Acquired
E69/4034	Table Hills	Musgraves	Granted – 100%	Acquired
E69/3954	Wanna Lakes	Eucla	Application – 100%	Acquired
TENEMENT	PROJECT	LOCATION	OWNERSHIP	
E77/2880	Diemals	Southern Cross	Application – 100%	
E77/2881	Diemals	Southern Cross	Application – 100%	
E77/2882	Diemals	Southern Cross	Application – 100%	
E77/2883	Diemals	Southern Cross	Application – 100%	
E77/2884	Diemals	Southern Cross	Application – 100%	
E77/2885	Diemals	Southern Cross	Application – 100%	
E77/2932	Diemals NW	Southern Cross	Application – 100%	
E59/2708	Diemals NW	Southern Cross	Application – 100%	
E70/6136	Hines Hill	Yilgarn	Granted – 100%	
E70/5875	Hines Hill	Yilgarn	Granted – 100%	
E45/6111	Abraxis 1	Pilbara	Application – 100%	
E45/6112	Abraxis 2	Pilbara	Application – 100%	
E45/6133	Abraxis 3	Pilbara	Application – 100%	
E80/5684	Gardner Range	Kimberley	Application – 100%	
E46/1412	Rat Hill	Pilbara	Application – 100%	
E70/5871	Preston River	Southwest	Granted – 100%	
M20/446	Reedy South	Cue	100%	
E20/969	Reedy South	Cue	100%	
E20/971	Reedy South	Cue	100%	
E20/972	Reedy South	Cue	100%	
P20/2289	Reedy South	Cue	100%	
E20/938	Reedy South	Cue	100%	
E20/974	Reedy South	Cue	100%	
E45/5107	Midas Cu-Au	Paterson	100%	
E39/1479	Ghan Well	Laverton	100%	
E31/1101	Coronation Dam	Leonora	100%	
E63/2035	Lake Tay	South Coastal	100%	
E63/2036	Tadpole Lake	South Coastal	100%	
E74/0664	3 Star Lake	South Coastal	100%	

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E63/2289	Lake Tay	South Coastal	Application - 100%
E63/2290	Lake Tay	South Coastal	Application - 100%
E63/2291	Lake Tay	South Coastal	Application - 100%
E63/2292	Lake Tay	South Coastal	Application - 100%
E63/2293	Lake Tay	South Coastal	Application - 100%
E63/2294	Lake Tay	South Coastal	Application - 100%
E74/0754	Lake Tay	South Coastal	Application - 100%
E74/0755	Lake Tay	South Coastal	Granted - 100%
E74/0756	Lake Tay	South Coastal	Granted - 100%
E74/0757	Lake Tay	South Coastal	Granted - 100%
E52/4030	Ashton Hills	Kumarina	Granted - 100%
E52/4062	Ashton Hills	Kumarina	Granted - 100%
E59/2715	Munbinia	Mt Magnet	Granted - 100%
E59/2714	Munbinia	Mt Magnet	Granted - 100%
E59/2742	Munbinia	Mt Magnet	Granted - 100%
E70/6146	Barballin	Muckinbudin	Granted - 100%
E70/6154	Jerramungup	South Coastal	Granted - 100%
E52/4093	Snake Well	Meekatharra	Granted - 100%
E69/3983	Bentley	Musgraves	Application - 100%
E69/4033	Bentley	Musgraves	Application - 100%
E69/3984	Four Corners	Musgraves	Granted - 100%
E69/4034	Table Hills	Musgraves	Granted - 100%
E69/3954	Wanna Lakes	Eucla	Application - 100%

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