White Cliff Minerals Limited

ABN 22 126 299 125

Annual report
for the year ended 30 June 2015

Contents

Corporate Information

Directors	Michael Langoulant Todd Hibberd Rodd Boland
Company secretaries	Michael Langoulant Brooke White
Registered office and principal place of business	Suite 2, 47 Havelock Street West Perth, Western Australia 6005 Telephone: (08) 9321 2233 Facsimile: (08) 9324 2977 Website: www.wcminerals.com.au
Share registry	Computershare Investor Services Pty Ltd Level 11, 172 St George's Terrace Perth, Western Australia 6000 Telephone: (08) 9323 2000
Auditors	HLB Mann Judd Chartered Accountants Level 4, 130 Stirling Street Perth, Western Australia 6000
Solicitors	Jackson McDonald Lawyers Level 25, 140 St Georges Terrace Perth, WA 6000
ASX code	White Cliff Minerals Limited is listed on the Australian Securities Exchange (Shares: WCN, Options: WCNOA)

Operations Report

Highlights

- Maiden JORC 2012 compliant Mineral Resource estimate completed for Aucu gold deposit and Chanach copper deposit in Central Asia:
  - Inferred resource of 1.15Mt at 4.2 g/t gold for 156,000 ounces of contained Gold
  - Inferred resource of 10Mt at 0.41% Copper for 40,000 tonnes of contained Copper
  - Substantial growth potential confirmed with the resource remaining open along strike and at depth for both deposits
  - 2015 Drilling program has potential to significantly increase contained gold resource at Aucu
- Nickel Sulphide targets identified on the basal contact of a mafic-ultramafic intrusion near Laverton, Western Australia
  - Conductors are associated with the margins of highly magnetic units and are coincident with strong nickel-copper anomalies identified at surface from soil geochemistry
  - Position of bedrock conductors and geological setting is similar to the Nova-Bollinger nickel discovery
  - Company receives drill funding grant of up to $150,000 for nickel targets

Corporate

During the year the Company received a research and development tax refund of $261,000, issued a $500,000 USD convertible note and completed a rights issue that raised $739,745. These funds were applied to continued exploration on the Aucu gold deposit in the Kyrgyz republic and the Merolia nickel project in Western Australia.

Exploration Summary

White Cliff Minerals Ltd (**White Cliff**) controls extensive tenement packages in Western Australia's Yilgarn Craton and the Pilbara region as well as a major gold-copper project in Central Asia.

Central Asia

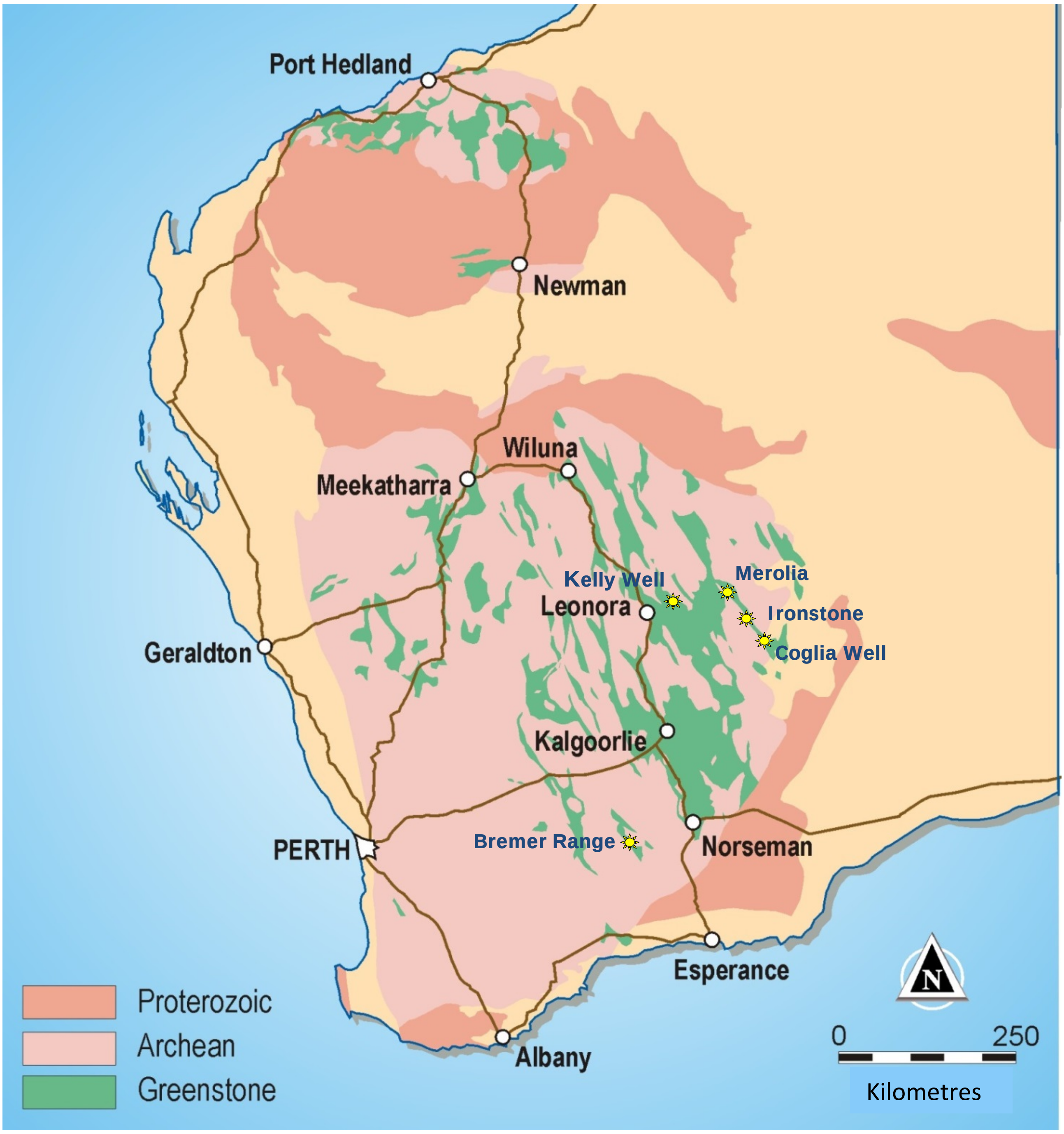
During the year reverse circulation drilling discovered the Aucu high grade gold deposit at the Chanach project in the Kyrgyz Republic (Map 2). A 3,037 metre reverse circulation drilling program identified extensive high grade mineralisation including: 19 metres at 6 g/t gold, 6 metres at 8.6 g/t gold, 6 metres at 13.1 g/t gold and multiple other intersections at similar grades. In March 2015 mining consultants Optiro calculated a maiden Inferred resource for the Aucu gold deposit of 1.15 Million tonnes at 4.2 g/t gold containing 156,000 ounces of gold. Mineralisation starts at surface is open along strike at either end and at depth below the drilling.

Mining consultants Optiro also calculated an inferred mineral resource for the Chanach Copper deposit which consists of 10 million tonnes at 0.41% copper containing 40,000 tonnes of Copper.

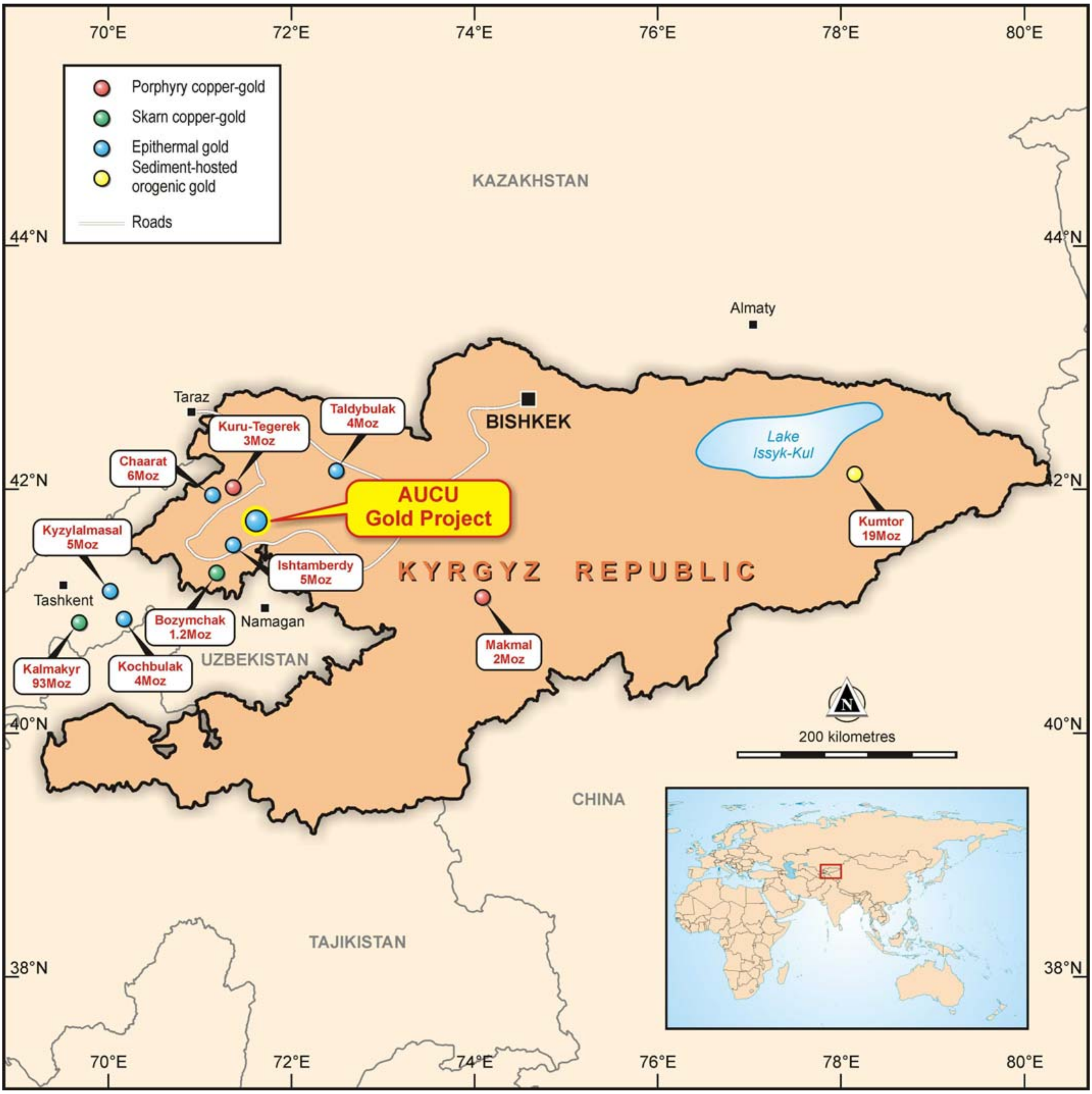
Western Australia

In Western Australia the Company is exploring several projects with the primary focus on the Merolia nickel project (Map 1).

Multiple phases of soil geochemistry at the Merolia nickel and copper project have identified four major nickel soil anomalies at the McKenna and Rotorua prospects. Detailed electromagnetic surveys (EM) at the McKenna and Coglia prospects detected five basement conductors beneath the soil anomalies that occur along the basal contacts of mafic-ultramafic intrusions. The Company has received a government drilling grant of up to $150,000 to test the conductors at the McKenna Prospect for nickel sulphide mineralisation. Statutory government approvals have been granted to drill all five conductors.



Map 1 *White Cliff Minerals Limited exploration projects*



Map 2 *Chanach project location with regional geology with major gold deposits illustrated.*

The Chanach Copper – Gold Project, Central Asia (88.7%)

During the year a 3,037 metre reverse circulation drilling program at the Aucu high grade gold deposit in the Kyrgyz Republic (Map 1) identified extensive high grade mineralisation including: 19 metres at 6 g/t gold, 6 metres at 8.6 g/t gold, 6 metres at 13.1 g/t gold and multiple other intersections at similar grades.

In March 2015 mining consultants Optiro calculated a maiden Inferred Resource for the Aucu gold deposit of 1.15 Million tonnes at 4.2 g/t gold containing 156,000 ounces of gold at a gold cut-off grade of 1 g/t. Mineralisation starts at surface is open along strike at either end and at depth below the drilling. The resource summary is detailed in Table 1.

Area	Category	Tonnes	Grade (g/t)	Gold (Ounces)
LGZ	Inferred	685,000	3.62	80,000
UGZ	Inferred	467,000	5.06	76,000
Total	**Inferred**	**1,152,000**	**4.20**	**156,000**

Mining consultants Optiro also calculate an inferred mineral resource for the Chanach Copper deposit which consists of 10 million tonnes at 0.41% copper containing 40,000 tonnes of copper at a cut-off grade of 0.25% copper.

Area	Category	Tonnes	Copper (%)	Copper (Tonnes)
Chanach	**Inferred**	**10,000,000**	**0.41**	**40,000**

The Company commenced its 2015 field exploration program in April. Exploration has been initially focussed on extending the foot print of the inferred resource at the Aucu gold deposit.

Field work immediately discovered two new mineralised zones interpreted to be extensions of the Aucu gold deposit. The zones comprise of a 12 metres wide shear zone flanked by a 7 metre wide subsidiary structure and a smaller two metre wide structures (Figure 1).

Several promising rock samples from the surface of the widest zone were crushed and panned with two samples yielding small particles of visible gold. The mineralised zones are orientated NW-SE (320 degrees) and occur 600 metres east of the upper gold zone (UGZ). It is too early to determine if these zones are part of the UGZ but if so would increase the known length of the UGZ to over 1,000 metres.

In addition, a new mineralised zone has been discovered 300 metres south of the existing Aucu Gold resource. The new zone termed the southern gold zone (SGZ) has been trenched and samples collected. Rock samples for the surface of this zone have been crushed and panned on site and contain small particles of visible gold. The Company has now identified three major mineralised systems, each extending over 2,500 metres and each containing visible gold at surface in more than one location.

Magnetic Survey

Preliminary survey data has been collected over the main mineralised zones and has identified detailed structures that will improve drill targeting (Figure 2). The survey covers approximately 15 square kilometres and has successfully identified extensions to both the UGZ and LGZ as well as a new mineralised zone further south.

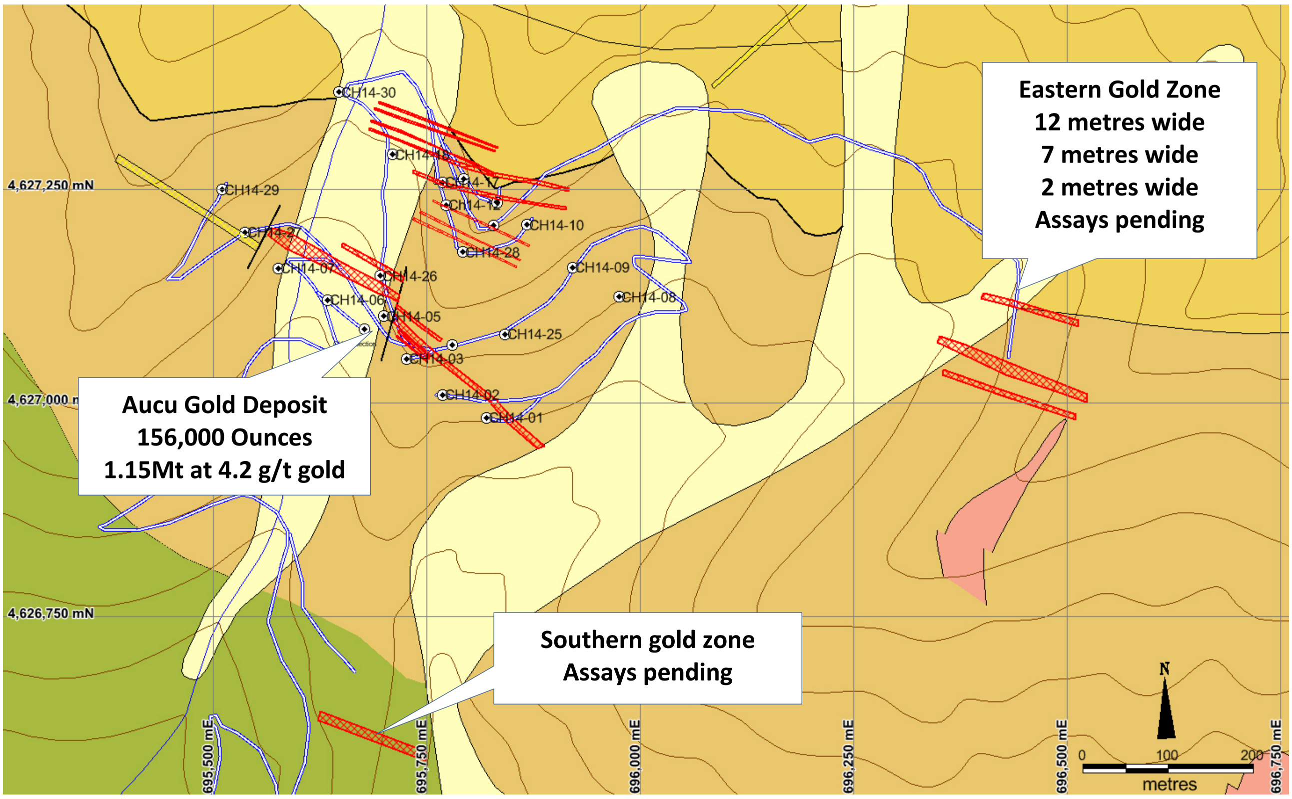


Figure 1 Location of new mineralised zones, 600 metres east of the Aucu gold deposit

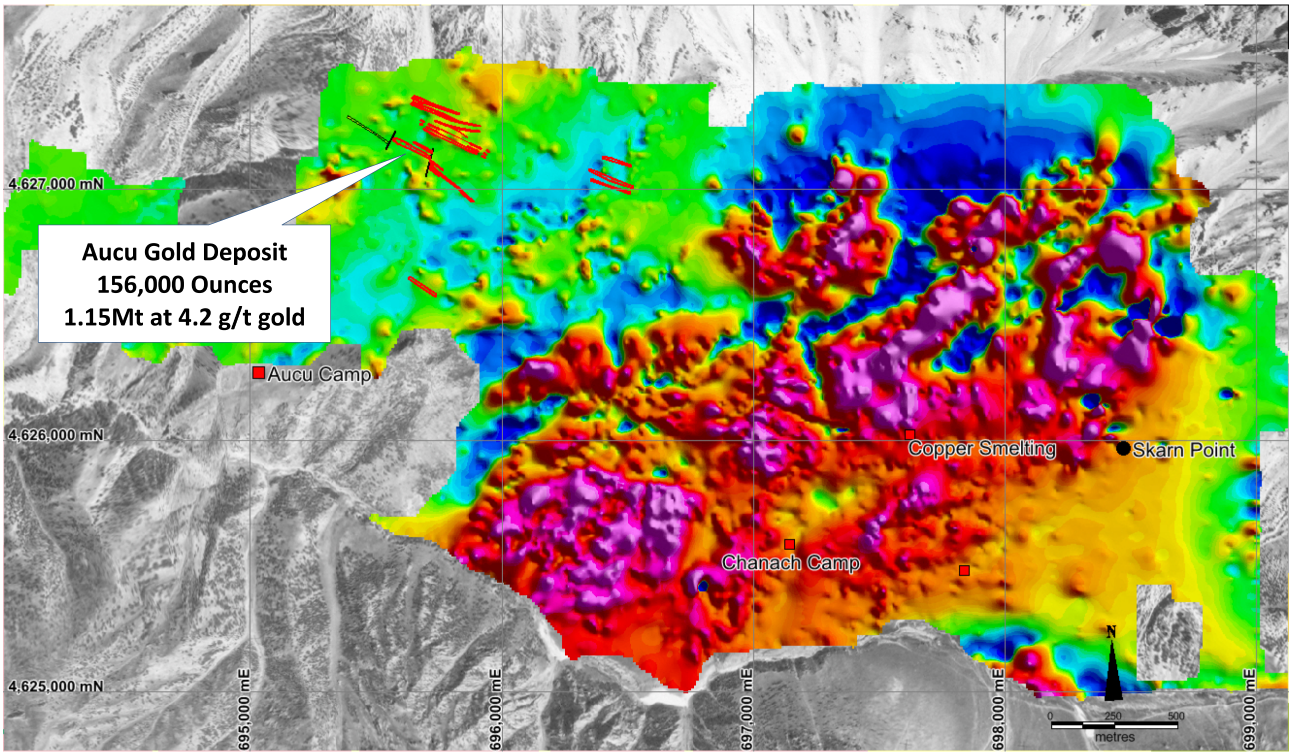


Figure 2 Completed magnetic data over existing Aucu gold deposit.

Merolia Nickel-Copper and Gold Project (100%)

Extensive exploration has been undertaken over the Merolia Nickel-Copper project during the year. Several soil sampling campaigns identified several areas with anomalous nickel concentration associated with the basal contact of ultramafic units. Follow up electromagnetic surveys identified several strong conductors at the McKenna prospect on the basal contact of the Diorite Hill mafic-ultramafic intrusion in a similar geological setting to the recently discovered Nova and Bollinger nickel deposits.

The Company applied for and received a WA Government grant of up to $150,000 under the auspices of the Exploration Incentive Scheme to assist with drilling costs for the three compelling massive nickel sulphide targets identified at the McKenna nickel prospect 15km East of Laverton, Western Australia (Figure 3).

The Company also identified two additional strong conductors on the basal contact of the Colgia ultramafic intrusion. These conductors are adjacent to historical drilling that identified nickel laterite mineralisation above the intrusion. Specific holes contained extremely high levels of copper (up to 963 ppm) near the shear zones within the intrusion in association with elevated nickel sulphide pathfinder elements platinum and palladium.

The margins of a layered mafic Intrusion and the feeder conduit are considered highly favourable positions for the concentration of massive nickel sulphides. The conductors are also associated with the margins of highly magnetic units and are coincident with very strong nickel-copper soil anomalies where the conductor is projected to surface.

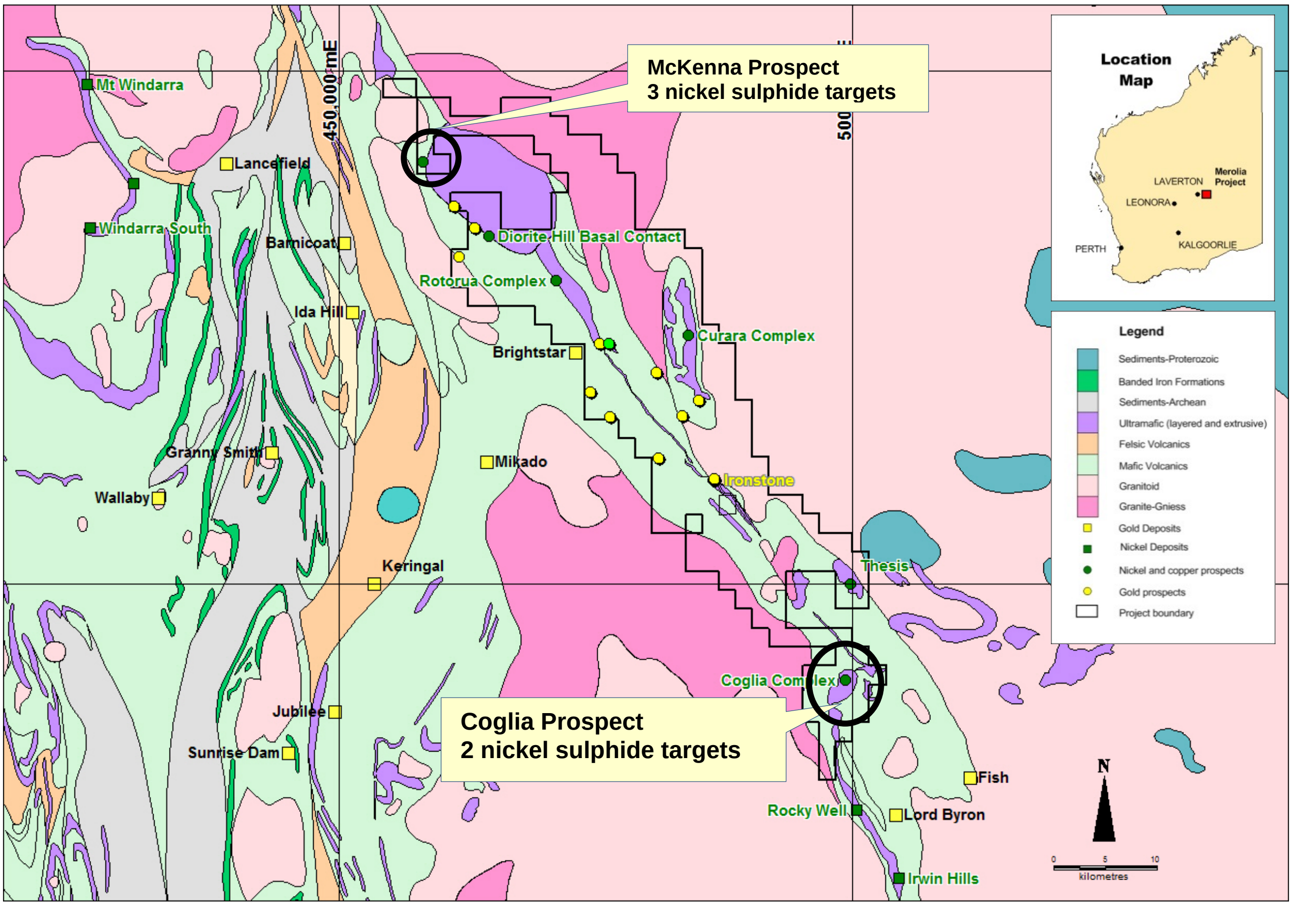


Figure 3 *The geological plan of the 771km² Merolia Project showing magmatic nickel-copper sulphide prospects lode gold prospects and the locations of the current geophysical surveys*

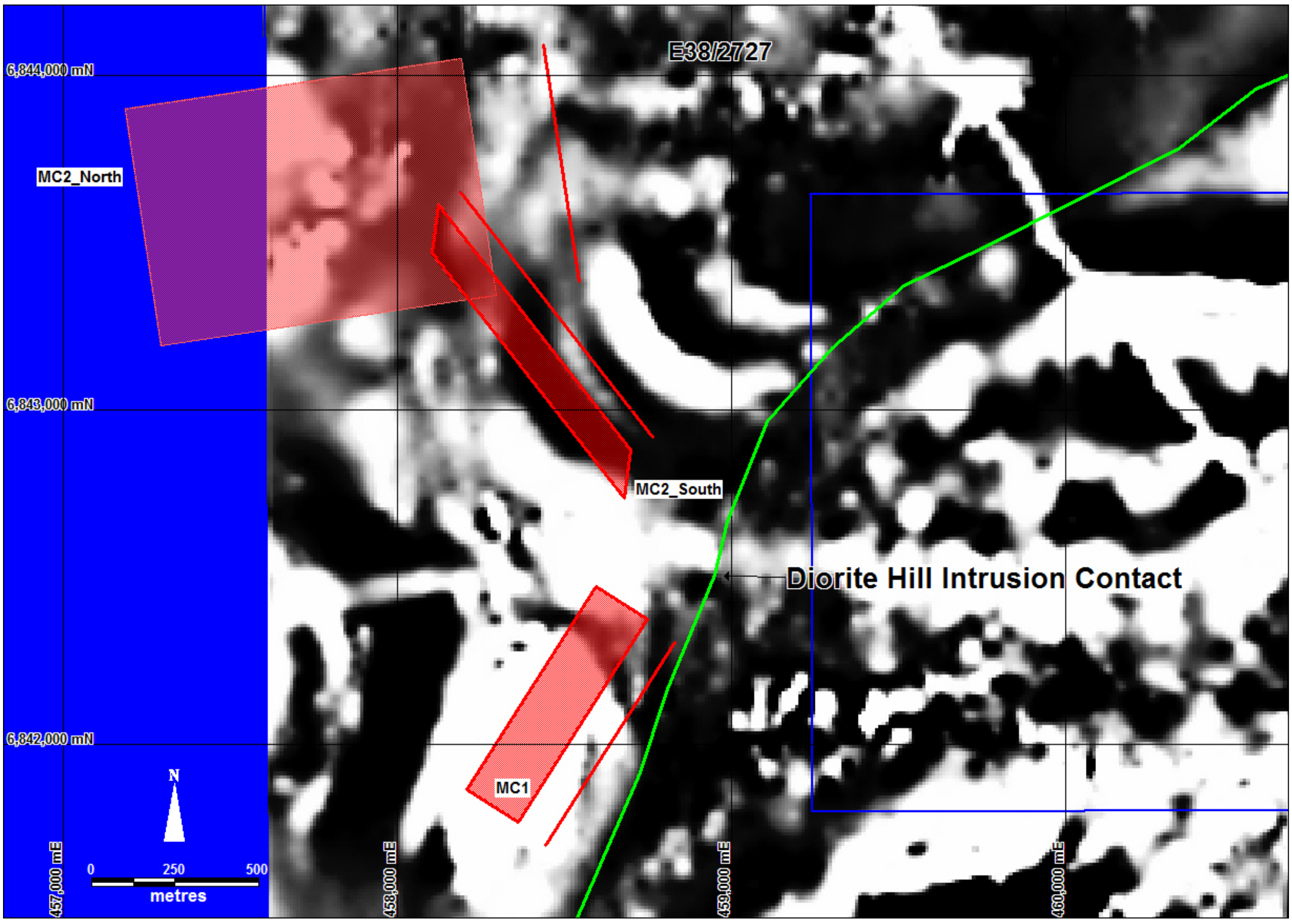


Figure 4 *Electromagnetic conductors Identified at the McKenna prospect (Merolia project) near Laverton WA that may represent nickel sulphide accumulations.*

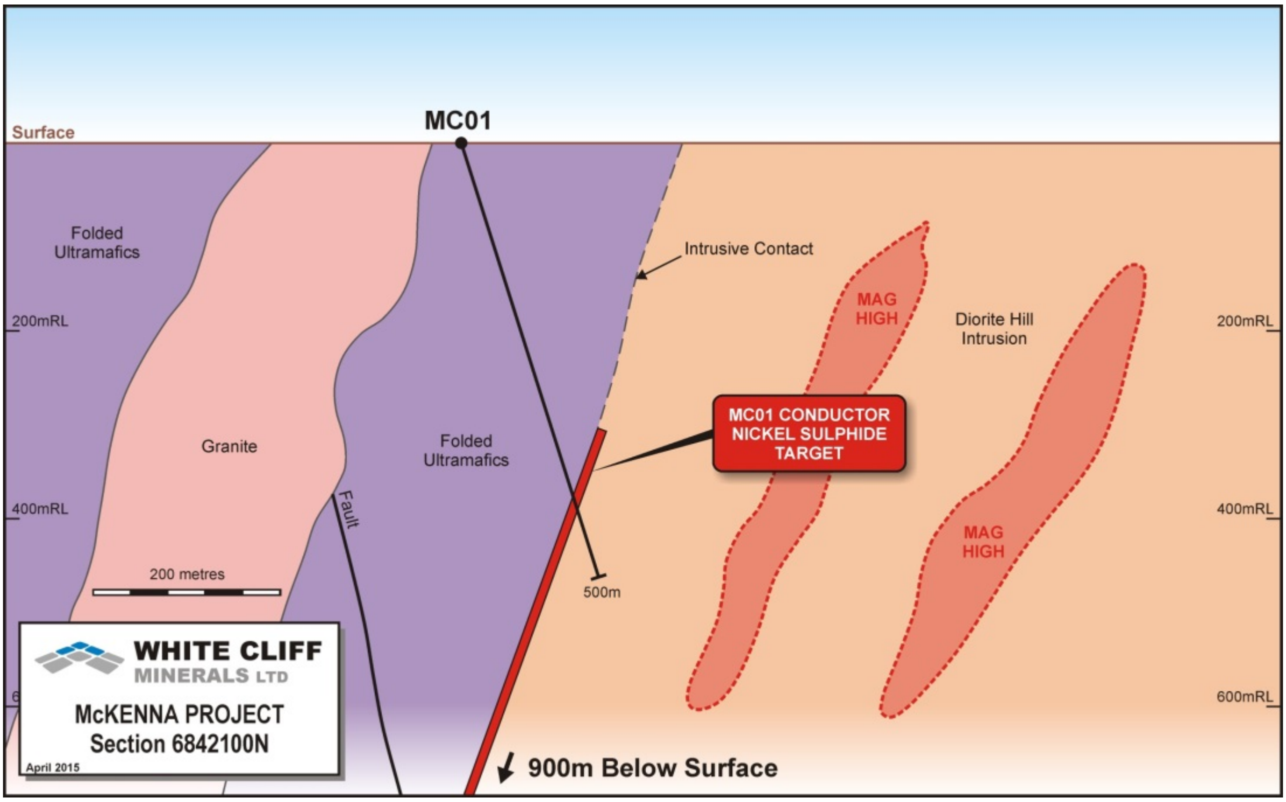


Figure 5 *Cross section the McKenna MC01 nickel sulphide target showing interpreted geology and planned drilling.*

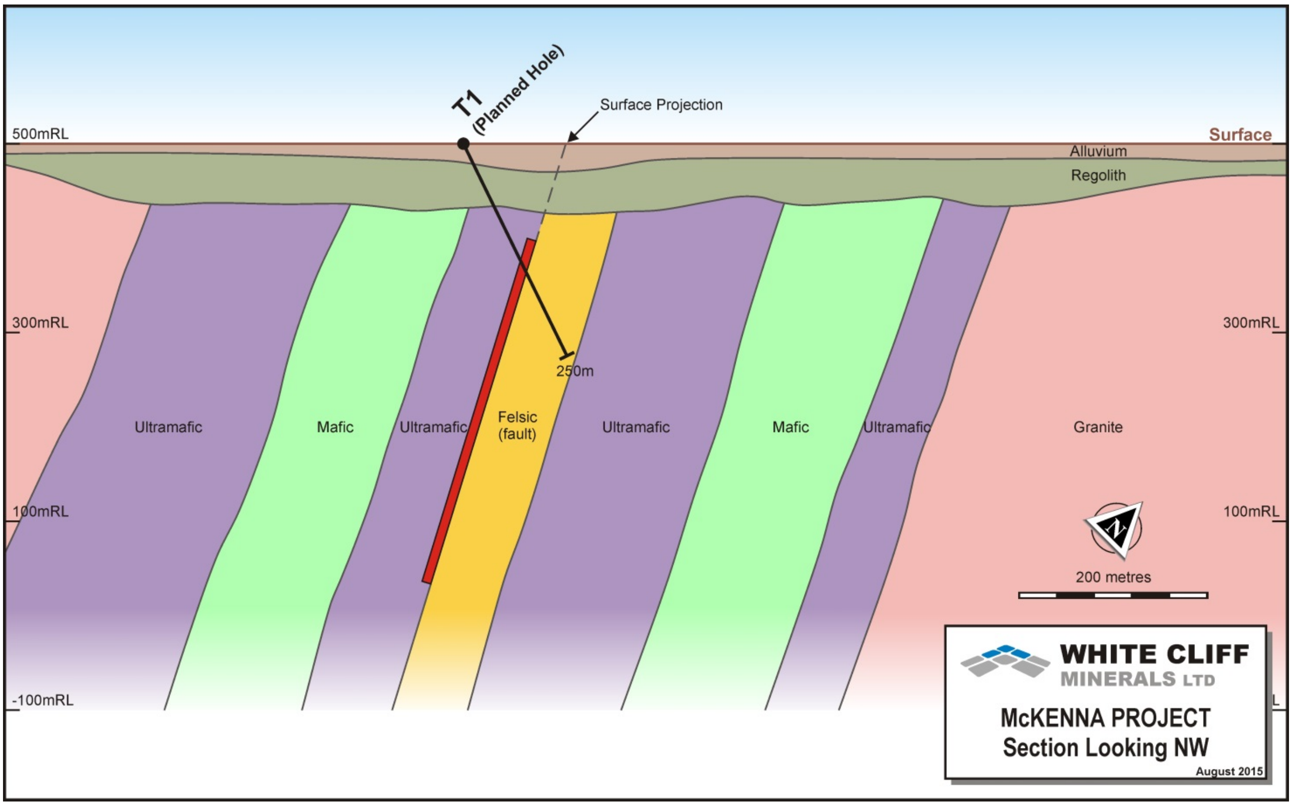


Figure 6 *Cross section the McKenna MC02S nickel sulphide target showing interpreted geology and planned drilling.*

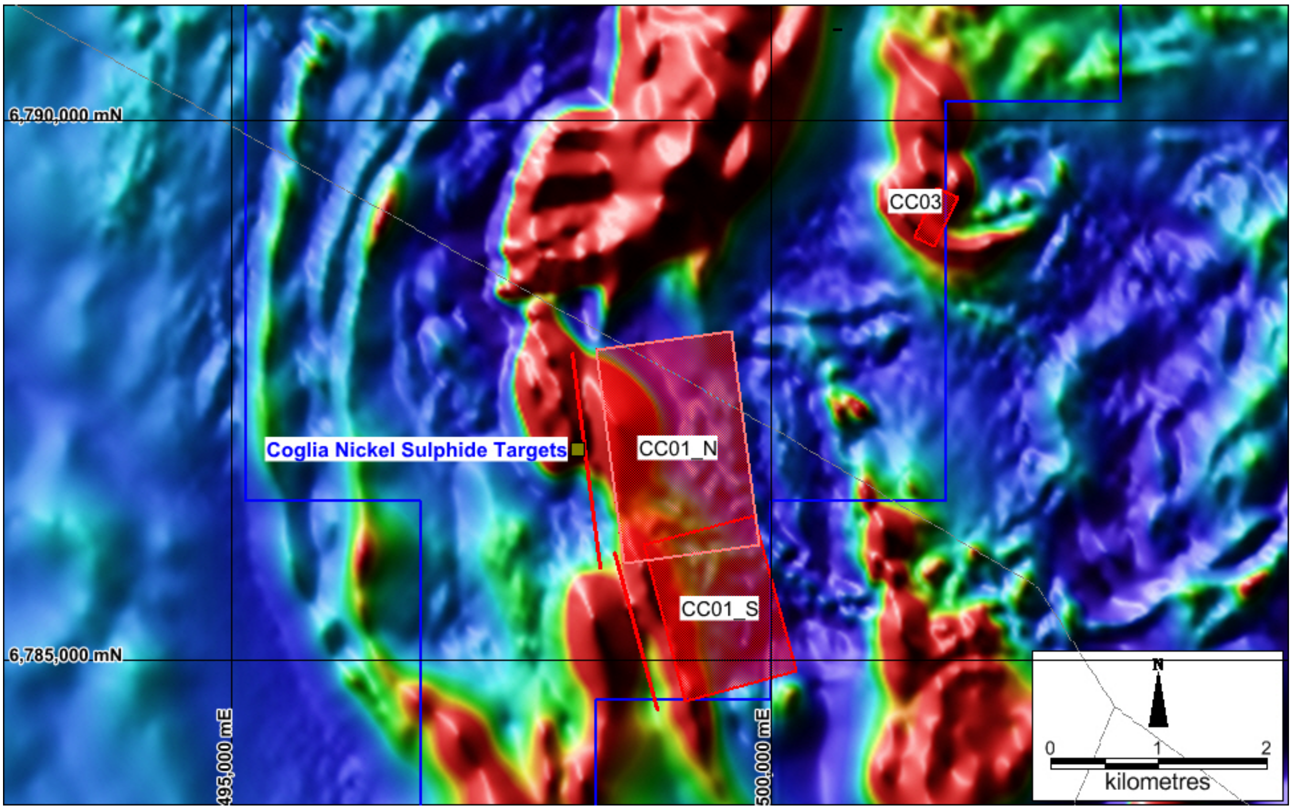


Figure 7 *Plan of the Colgia ultramafic complex showing conductive plates over a Reduced to poles magnetic image.*

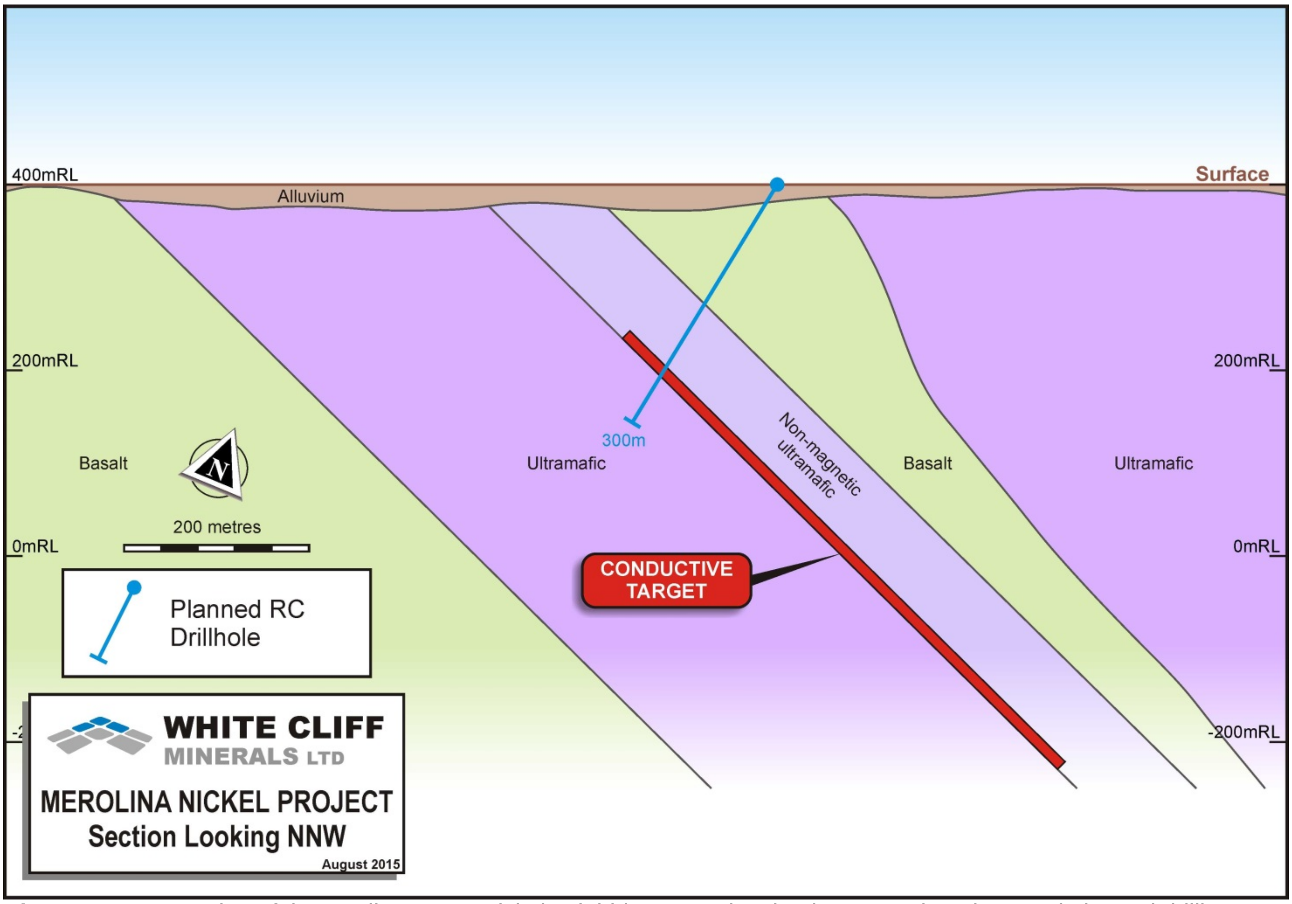


Figure 8 *Cross section of the Coglia CC01N nickel sulphide target showing interpreted geology and planned drilling.*

Laverton Gold Project (100%)

Exploration at the Laverton gold project during the year consisted of a first pass Rotary Air Blast (RAB) drilling program at the Red Flag prospect 35km Southwest of Laverton, Western Australia(Figure 9).

Red Flag West

Drilling intersected multiple zones of gold mineralisation at the Red Flag prospect. Drilling identified gold mineralisation and associated alteration and quartz veining, sulphides, limonite and goethite in the target zones which are typically associated with Archaean lode gold mineralisation. Mineralisation is open along strike and at depth and requires further drilling. Results include:

Hole_ID	From	To	Interval (m)	Gold (g/t)
RFRB077	20	24	4	**1.33**
within	20	28	8	1.08
RFRB079	20	24	4	1.01
Within;	20	34	14	0.65
RFRB081	32	43	11	0.48
RFRB082	40	48	8	0.43
RFRB009	28	32	4	0.98
RFRB025	20	24	4	1.02

Planned drilling only partially completed due to challenging ground conditions which are typical of mineralised systems throughout the North-eastern Goldfields of WA. Given the highly anomalous results further drilling is currently being planned to establish the scale and tenor of the mineralised system.

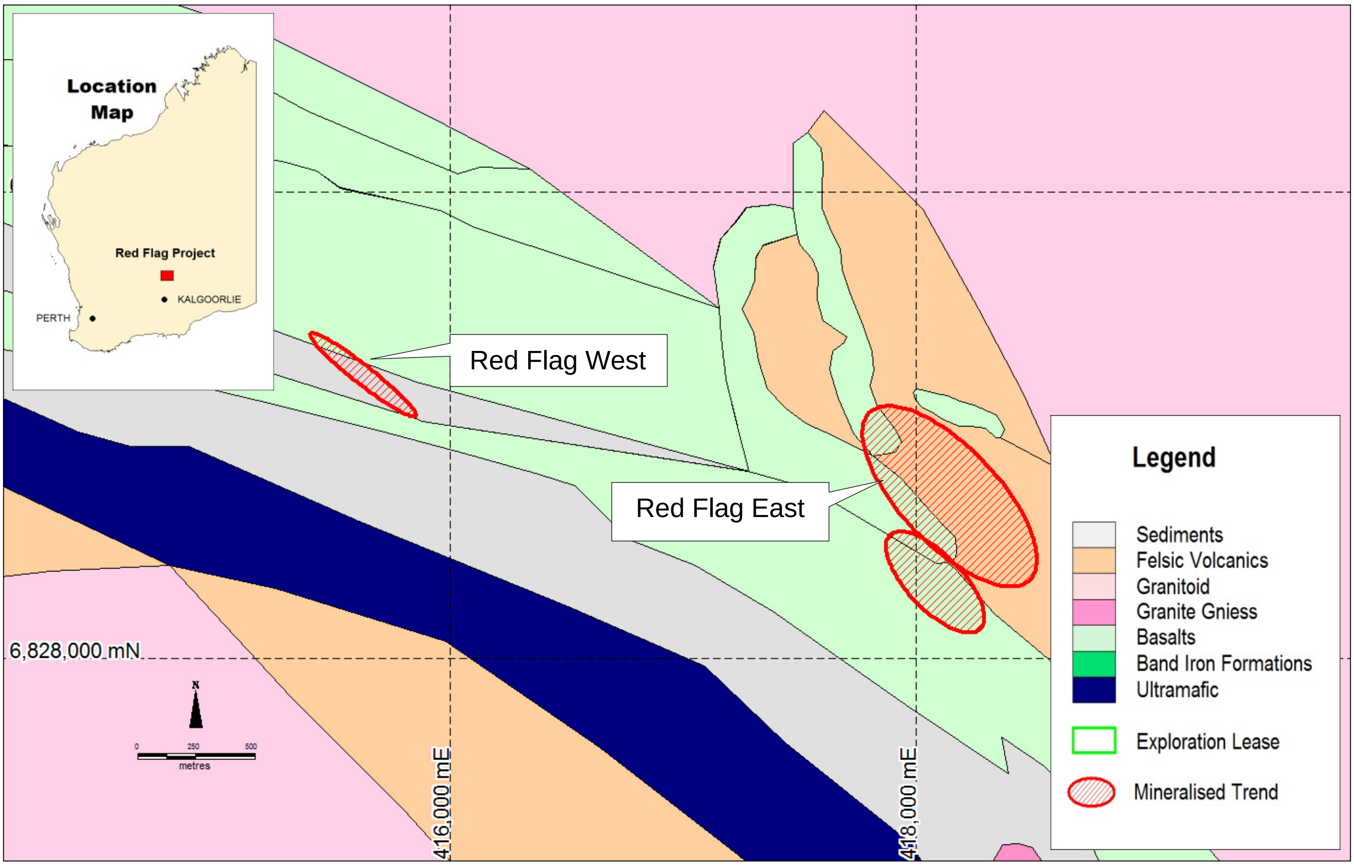


Figure 9 *Regional geology showing mineralised trends covering Red Flag East and Red Flag West.*

Red Flag East

The Red Flag East anomaly extends over 2 km and with highly anomalous intersections returned within quartz veining in a felsic volcanic unit in two structurally unique zones. Results include:

Hole_ID	From	To	Interval (m)	Gold (g/t)
RFRB009	28	32	4	0.98
RFRB025	20	24	4	1.02

Both zones are open along strike and at depth and further drilling is being planned.

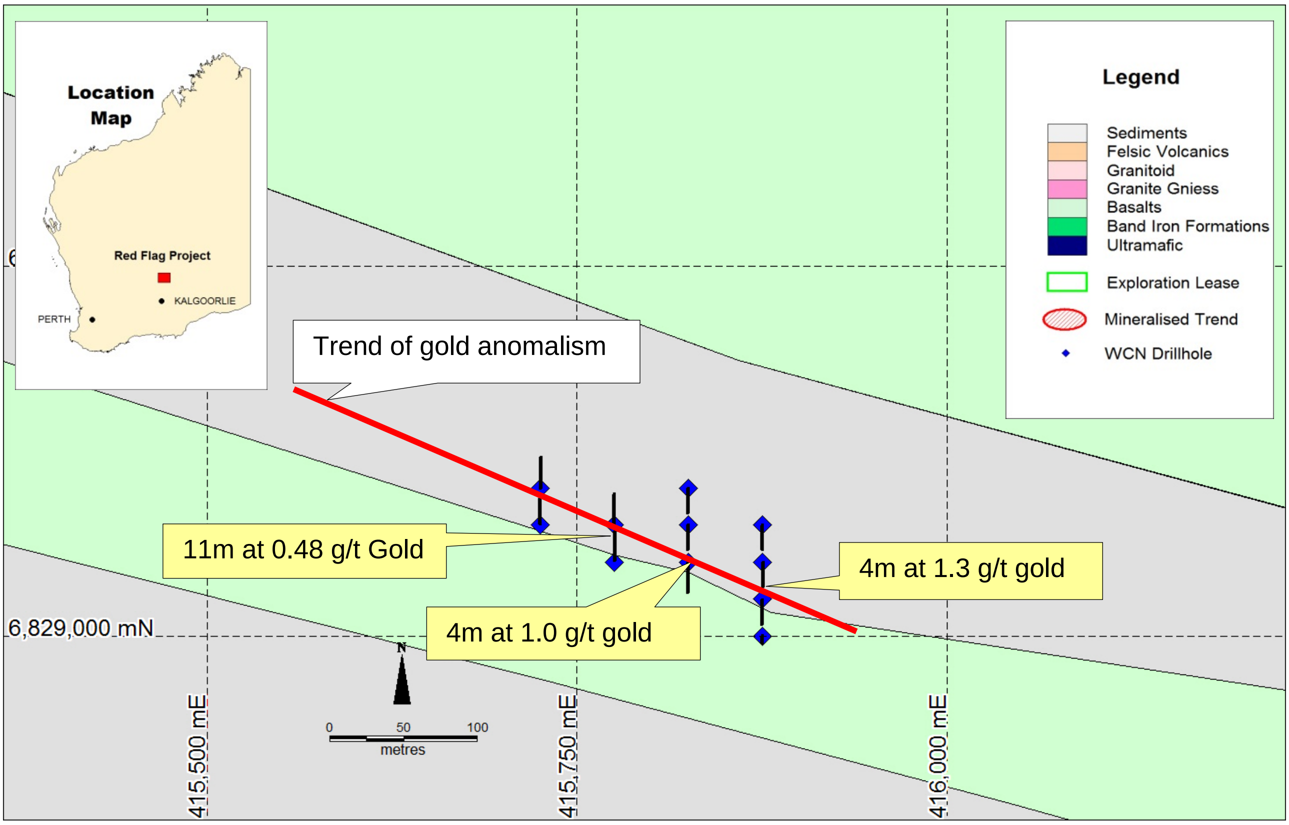


Figure 10 Red Flag West RAB drilling with significant intersections labelled over regional 500K geology.

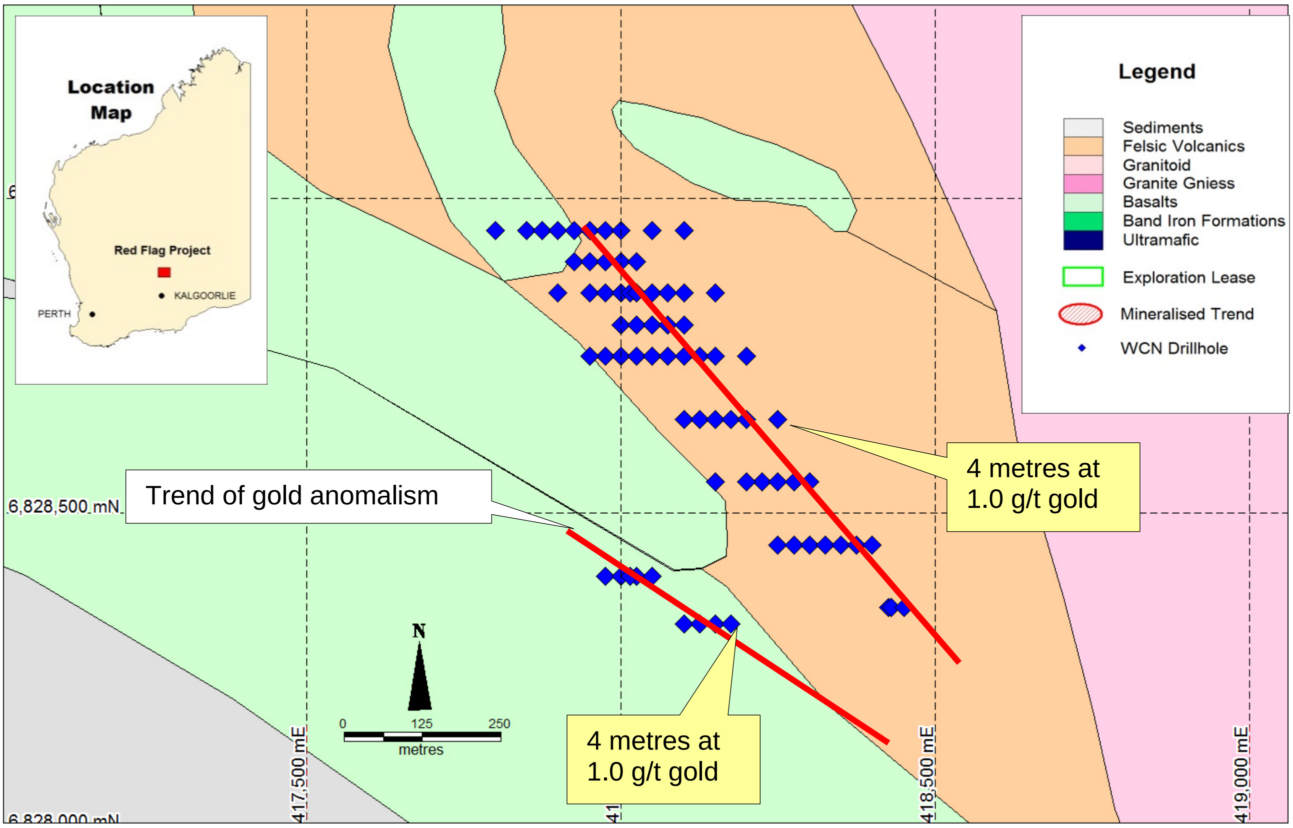


Figure 11 Red Flag East RAB drilling with significant intersections labelled over regional 500K geology.

Project Background

The Laverton gold project consists of 136 square kilometres of tenement applications in the Laverton Greenstone belt. The core prospects are Kelly Well and Red Flag prospects located 35km southwest of Laverton in the centre of the structurally complex Laverton Tectonic zone 25km northwest of the Granny Smith Gold Mine (3 MOz) and Wallaby Gold Mines (8 MOz).

The Red Flag prospect consists of a series of strongly deformed mafic and felsic volcanics with banded iron and sediment units. Mineralisation is associated with shear zones running along contacts between units and along cross cutting faults which are responsible for the deposition of the 3 million ounce Mt Morgan's deposit. In general the fault structures at Red Flag are related to the regional fault system responsible for the deposition of the 8 MOz Wallaby and 7 MOz Sunrise Dam gold deposits.

Bremer Range Nickel Project (100%)

Exploration at the Bremer Range Project during the year included:

- Soil geochemistry at Lake Percy Prospect;
- RC drilling at Bremer range prospect and;
- A review of all previous geophysical survey information by the Company's consultants Newexco.

Lake Percy Nickel Prospect (100%)[1]

The Company completed a 220 sample infill and extension soil sampling program in January 2014 covering the western limb of the western ultramafic unit. The sampling was carried out to investigate a 2 kilometre long zone where previous sparse sampling identified strongly elevated levels of coincident nickel and copper (Figure 12). Recent drilling (2013) at the southern limit of this zone identified **32 metres at 0.83% nickel, 226 ppm copper and 176 ppm cobalt from 24 metres (LPRC007)** mainly within the weathered ultramafic regolith profile.

Several geochemical ratios were evaluated with the Kambalda ratio (Ni/Cr*Cu/Zn) identifying a strong anomaly immediately North of the recent drilling (Figure 12). The Kambalda ratio identifies areas high in Nickel and Copper but low in Chrome and Zinc. These areas can host massive nickel sulphides and warrant further exploration. The Company has also identified three zones with highly anomalous Nickel and Copper values along the basal contact that also require follow up work (Figure 13). In general the western ultramafic unit has had little exploration and the drilling that has been completed has been widely spaced (lines 600m apart) shallow RAB drilling that has not tested the ultramafic unit at depth.

The Companies geophysical consultants Newexco are currently reviewing the geophysics over the western ultramafic unit to evaluate if more powerful EM is warranted. The Company will plan further work based on the results of the review in conjunction with the highly favourable geochemistry.

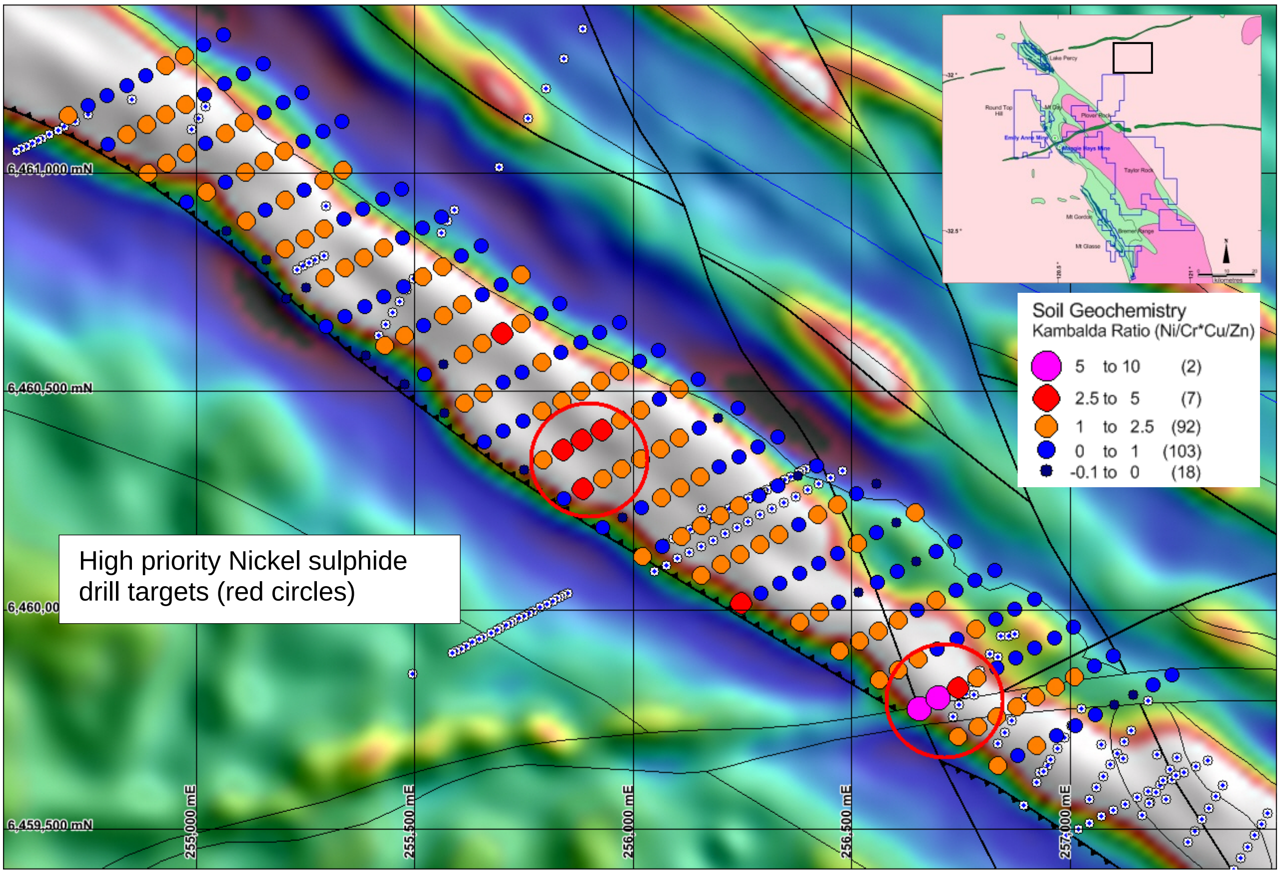


Figure 12 *Lake Percy soil sampling showing highly anomalous nickel/chrome*copper/zinc (Kambalda) ratios >5 (pink dots) along the basal contact. White bullseyes are existing RAB drill holes at 600m spacing*

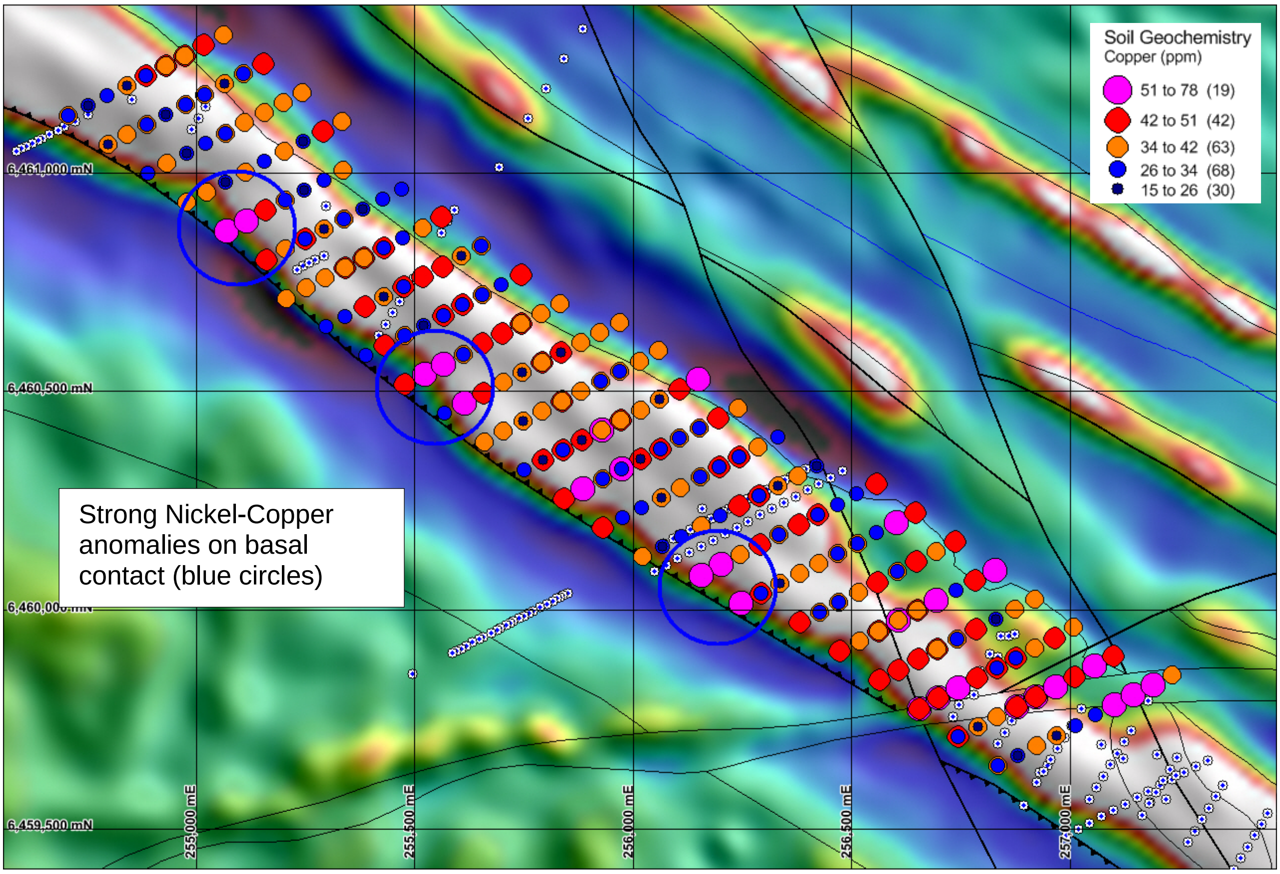


Figure 13 *Lake Percy soil sampling showing high nickel and copper values along the basal contact highlighting the prospectivity of the western contact of the western ultramafic unit north of LPRC007*

The Bremer Range Prospect (100%)

The Bremer Range prospect contains a 15 kilometre long section of the central ultramafic unit that hosts the Maggie Hays and Emily Anne nickel deposits further north (Figure 15). Extensive historical geochemistry and shallow drilling has identified extensive nickel mineralisation in the regolith profile with several areas' also containing highly anomalous copper and platinum-palladium values.

During the year the Company completed a 1,100 metre reverse circulation (RC) drilling program at the Lake Johnston nickel project in Western Australia.

Drilling intersected disseminated pyrrhotite (iron sulphide) and chalcopyrite (copper sulphide) zones with associated quartz veining in hole GLRC008 explaining Conductor 2. The mineralisation occurs on the fault contact between basalt and ultramafic rock. The fault contact has acted as a conduit for hydrothermal fluids from volcanic activity that has generated quartz veining and wall rock alteration over 8 metres that contains anomalous levels of copper and base metals. Results include 4m at 0.23% Copper within 8 metres at 0.16% copper.

Holes GLRC002 (conductors 7-9) and GLRC004 (Conductor 4) failed to intersect EM conductors at the target depths. The Company is currently reviewing the geophysical data to establish if the modelled conductors are deeper than interpreted. Further drilling may be required to fully test these targets.

Two holes (GLRC006 and GLRC009) were drilled to test a strong surface nickel-copper-platinum-palladium soil anomaly. These holes intersected nickel-copper-zinc-bismuth mineralisation in the regolith profile.

Results for GLRC009 included 12 metres at 1.0% Nickel, 300ppm Copper, 0.16% Zinc, 18ppm Bismuth and 17ppb Platinum + Palladium including one metre at 2.0% Nickel, 235 ppm Copper, 0.15% Zinc and 58ppm Bismuth.

Results for GLRC006 included 4 metres at 1.06% nickel, 0.9% Chrome, 225 ppm Copper, 0.21% Zinc and 84ppm Bismuth.

The drill-hole intersections occur at the weathering front between the oxidised regolith and the transitional regolith suggesting that weathering processes have contributed to the concentration of metals. However, the level of anomalism of Nickel, Copper, Bismuth, Zinc and Platinum/Palladium suggests a primary magmatic process generated the mineralisation. The Company is considering further drilling to test down dip of the mineralisation.

Geophysical Review

A review of all historical geophysics was undertaken and revealed that two historical surveys covering the basal contact of the ultramafic sequence (the primary position for the deposition of nickel sulphides) were only effective down to 120 metres depth.

The two existing nickel mines (Maggies Hays and Emily Anne - 14Mt at 1.82% nickel) adjacent to the Bremer Range project occur at depths greater than 200 metres.

The surveys indicate that approximately 25 kilometres of basal ultramafic contact is effectively un-tested for nickel sulphide deposits below 120 metres depth in the primary nickel sulphide accumulation zone.

The Company is currently planning ground electromagnetic surveys that will test the basal contact for nickel sulphide accumulations down to a depth of 400 metres.

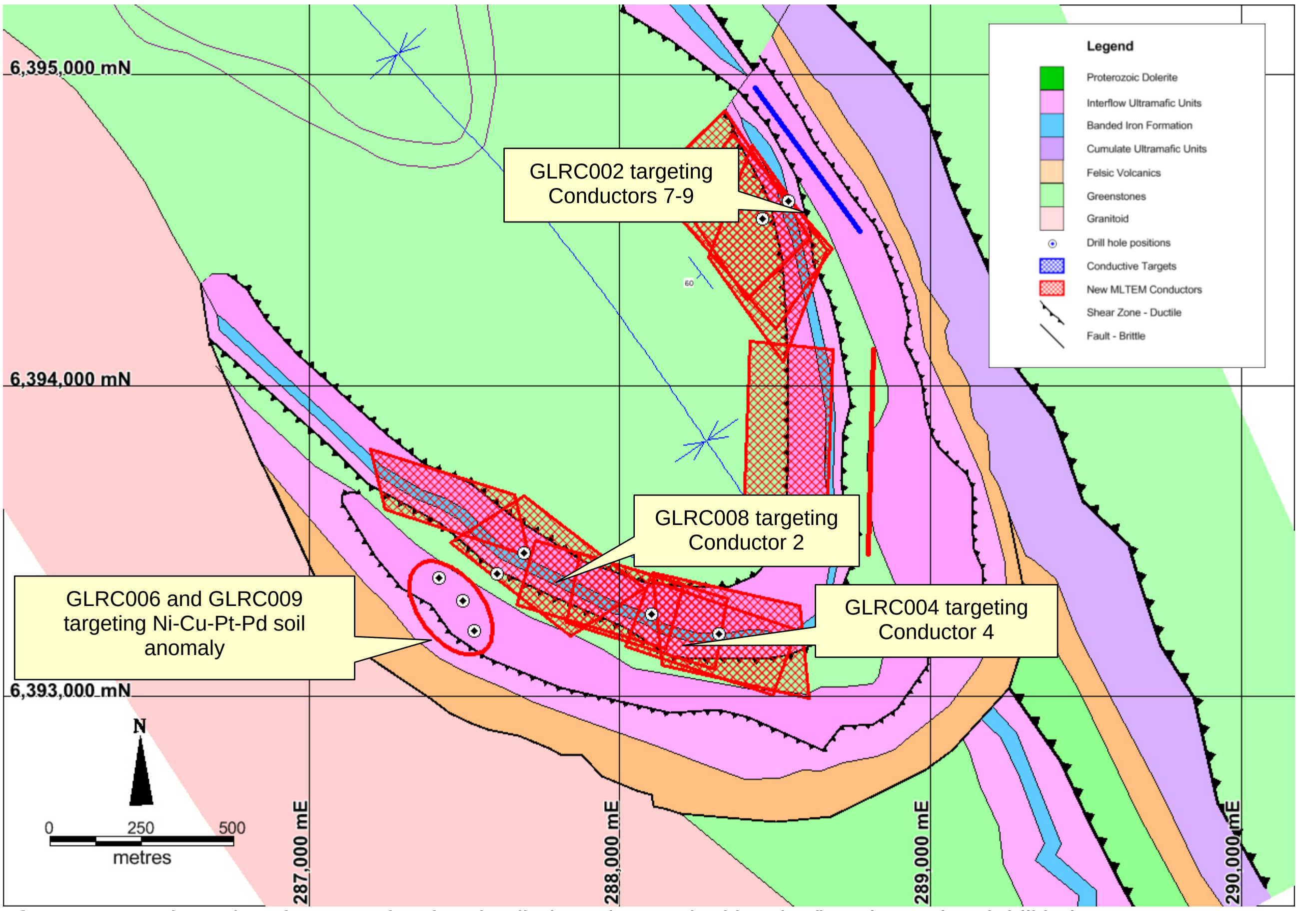


Figure 14 *Mt Glasse location map showing detailed conductors (red hatched) and completed drill holes*

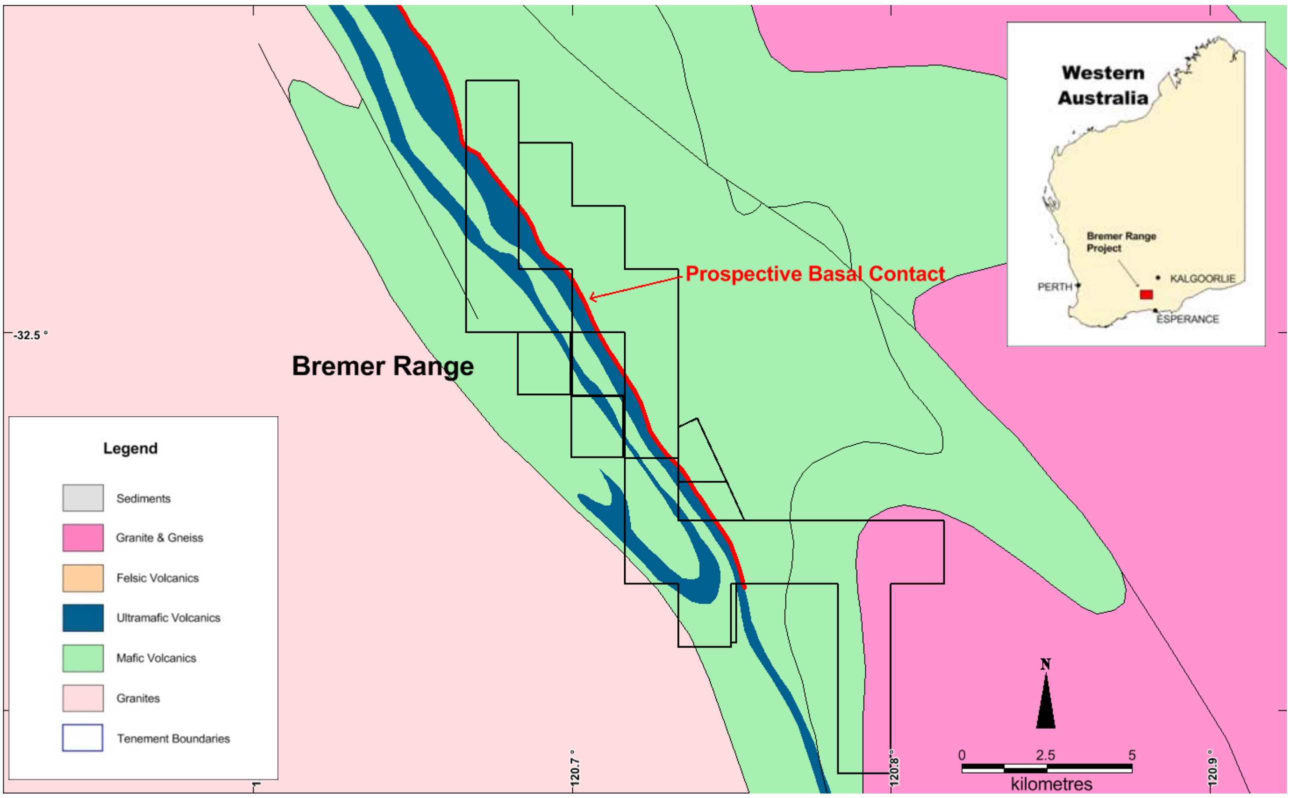


Figure 15 *Bremer Range Nickel project showing prospective basal contact in red.*

Project Background

The Bremer Range Nickel project is located 350km south-east of Perth and 250km north of the southern coastal town of Esperance. The project covers approximately 130 square kilometres in the Lake Johnson Greenstone Belt and consists of several leases covering the southern (Bremer Range) and northern (Lake Percy) extensions of the mine sequence that hosts two existing nickel sulphide deposits.

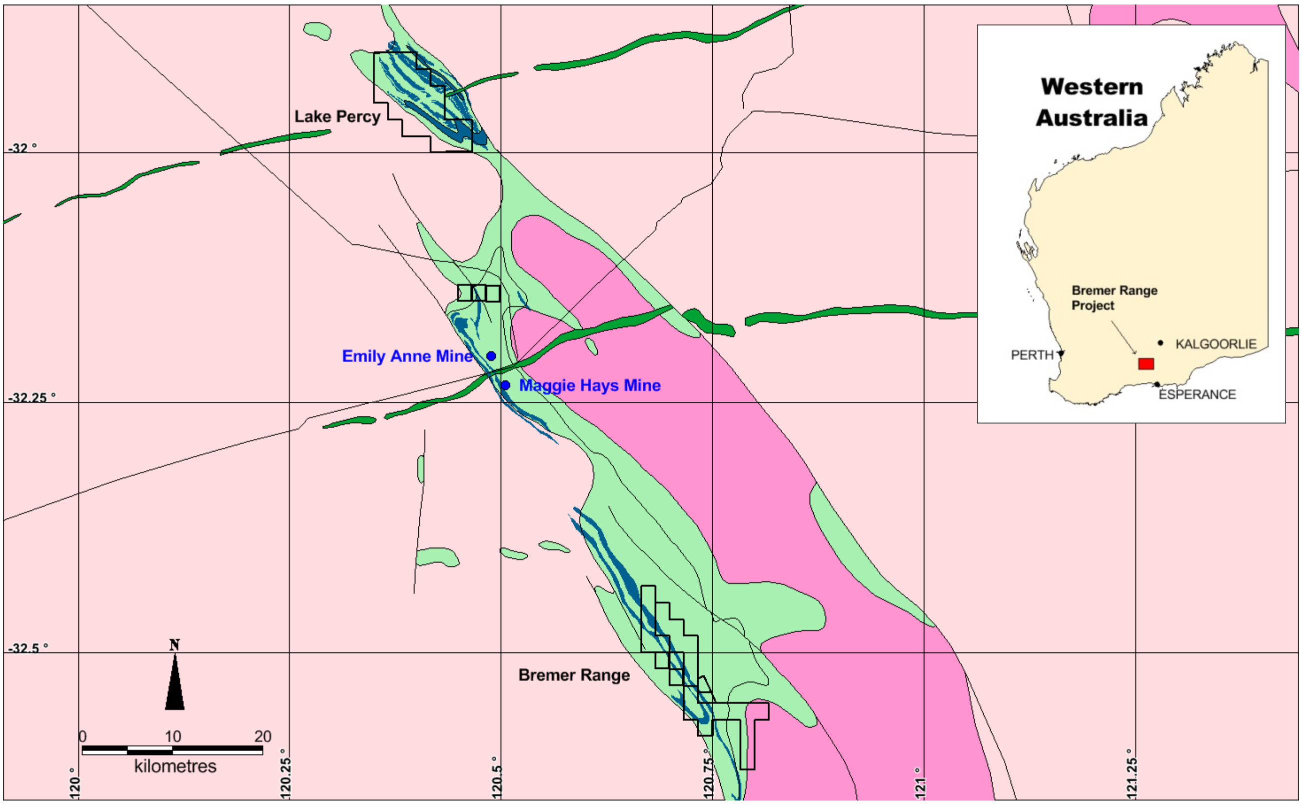


Figure 16 *Bremer Range location map showing tenement holdings, mine locations and the location of the Bremer Range and Lake Percy prospects.*

Mt Remarkable Gold Project (100%)

During the year two substantial and several minor gold nuggets have been recovered from the Mt Remarkable gold project in the Northern goldfields of Western Australia. The two nuggets are 248 grams and 310 grams (8 and 10 Ounces) respectively and at the current Australian gold price ($1,512/Oz) are worth approximately $27,000. The nuggets were recovered by a local prospector operating under a tribute agreement with the Company.

Figure 17 *Nuggets recovered from the vicinity of the Mt Remarkable South prospect*

The nuggets area associated with quartz reefs that trend NNW (320 degrees) within felsic and mafic schists. Gold mineralisation is generated by ore fluids reacting with the iron rich mafic rocks either side of the quartz vein. Mineralisation is generally restricted to the margins of the quartz reef and within fractures in the bounding mafic rocks. Large nuggets can form in the adjacent soils via capillary action where the water or water vapour can carry tiny amounts of gold through the soil to the water evaporation interface. As the water evaporates, gold is left behind and can accumulate into nuggets.

The area where the gold nuggets were located has had minor previous exploration including two trenches and surface sampling. The quartz reef has not been tested and the Company will conduct further exploration to assess the potential for substantial gold deposition.

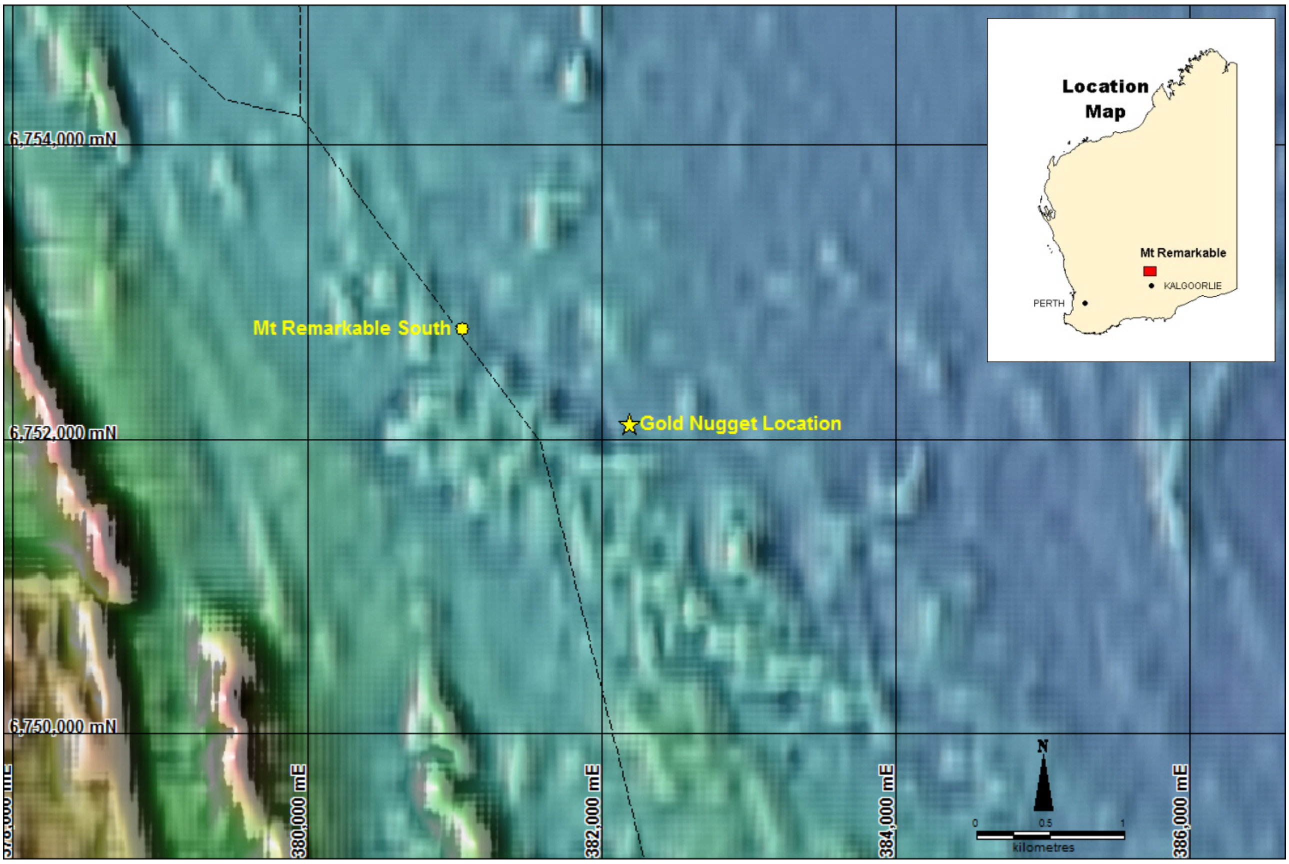


Figure 18 *Geophysical magnetic image showing location of historical workings with associated quartz reefs and the location of the gold nuggets recovered east of the Mt Remarkable South prospect.*

Other Projects
No significant field work was undertaken on the Company's other projects during the year.

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

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

Directors' Report

Your directors present their annual financial report on 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 2015. 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 whole of the financial year and up to the date of this report:

M Langoulant - *Executive Chairman*
T Hibberd - *Managing Director*
R Boland - *Non-Executive Director*

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

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

Review of operations
Information on the operations of the Group is set out in the review of Operations Report on pages 4 to 20 of this Annual Report.

Significant changes in the state of affairs
There have been no significant changes in the state of affairs of the Group to the date of this report.

Matters subsequent to the end of the financial year
There has not been any 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 except for:

- In July 2015 the Company issued 7,694,972 ordinary shares at an issue price of $0.007 being the conversion of US$40,000 of convertible notes into ordinary shares
- In August 2015 the Company arranged the placement of 37,564,856 ordinary shares at an issue price of $0.0077 to raise $289,033 in working capital. This issue included the conversion of US$30,000 of convertible notes into ordinary shares.
- In September 2015 the Company arranged the placement of 20,569,893 ordinary shares at an issue price of $0.007 to raise $141,964 in working capital. This issue included the conversion of US$30,000 of convertible notes into ordinary shares.

Likely developments and expected results
Additional comments on expected results of certain operations of the Group are included in the review of operations and activities.

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

Directors' Report

Information on directors

Michael Langoulant; B Com, CA *Executive Chairman and Company Secretary*
Experience and expertise
Founding director with over 25 years' experience in public company corporate administration and fundraising. After 10 years with large international accounting firms he has acted as finance director, CFO, company secretary and non-executive director with a number of publicly listed companies.
Other current directorships
Nyota Minerals Limited
Former directorships in the last 3 years
Luiri Gold Ltd
Special responsibilities
Chairman and co-Company Secretary
Interests in shares and options at the date of this report
13,651,446 ordinary shares; 4,166,668 11 March 2017 options; 6,000,000 performance rights

Todd Jeffrey Hibberd; BSc, MSc, Dip Bus, MAusIMM, MAICD *Managing Director*
Experience and expertise
Appointed in December 2008, Mr Hibberd is a geologist with an extensive background in exploration, mining and mineral economics with over 20 years in exploration, resource estimation, feasibility studies, mine development and production management. Recent experience includes five years as Managing Director of White Cliff Minerals, two years as Managing Director of ASX listed Stonehenge Metals Limited and 10 years working for Newmont Mining Corporation in various senior exploration and production roles.
Other current directorships
None
Former directorships in the last 3 years
None
Special responsibilities
Managing Director
Interests in shares and options at the date of this report
18,397,736 ordinary shares; 4,666,668 11 March 2017 options; 6,000,000 performance rights

Rodd Boland; B Com, MBA *Non-Executive Director*
Experience and expertise
Appointed in February 2010, Mr. Boland has over 20 years of corporate and financial industry experience in investment banking, executive management and the capital markets including advising and raising equity for corporations in the form of venture capital, private equity, pre-initial public offerings and initial public offerings.
Other current directorships
None
Former directorships in the last 3 years
None.
Special responsibilities
Investor relations
Interests in shares and options at the date of this report
1,260,000 ordinary shares; 2,250,000 11 March 2017 options; 3,000,000 performance rights

Co-Company Secretary

Brooke White has been co-company secretary of White Cliff since February 2010. Ms White holds business administration and financial services qualifications with over 12 years in corporate secretarial roles. She has been either company secretary or assistant company secretary for numerous ASX and AIM listed mining and exploration companies.

Directors' Report

Meetings of directors
During the financial year there were 7 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:

	Directors' meetings held whilst in office	***Directors' meetings attended***
M Langoulant	7	7
T Hibberd	7	7
R Boland	7	7

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
May 2014	11 March 2017	$0.03	102,050,017

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

Shares issued on the exercise of options

There have been no shares issued upon the exercise of options.

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 2015. 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 Parent and the Group receiving the highest remuneration.

Key Management Personnel

(i) Directors
Michael Langoulant (Executive Chairman)
Todd Hibberd (Managing Director)
Rodd Boland (Non-executive Director)

(ii) Executive
There were no other executives of the Company as at 30 June 2015.

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 Company's financial performance. Indeed there are no elements of any director or executive remuneration that are dependent upon the satisfaction of any specific condition however the overall remuneration policy framework is structured to advance and create shareholder wealth.

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

Directors' Report

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

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

Executive pay
The executive pay and reward framework has the following components:

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

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

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

Short-term incentives
There are no current short term incentive remuneration arrangements.

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

During the year ended 30 June 2015, the Company issued 15,000,000 performance shares to directors (refer note 13). During the year ended 30 June 2014, the Company issued 7,500,000 Options exercisable at $0.03 on or before 11 March 2017 to directors.

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 2015 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.*

Remuneration of directors

Year ended 30 June 2015				
Name	*Salary / fees* $	*Post-employment benefits Superannuation* $	*Share-based payments*[1] $	*Total* $
Director				
M Langoulant[2]	165,000	-	8,191	173,191
T Hibberd	229,356	21,789	8,191	259,336
R Boland	52,500	-	4,095	56,595
	446,856	21,789	20,477	489,122
Year ended 30 June 2014 Director				
M Langoulant[2]	120,000	-	2,500	122,500
T Hibberd	175,749	14,611	3,000	193,360
R Boland	36,000	-	2,000	38,000
	331,749	14,611	7,500	353,860

1 The assessed fair value at grant date of options and performance rights granted to directors is included in key management personnel remuneration above and expensed in the statement of comprehensive income over the vesting period of the options. Fair values at grant date are determined using market value for listed options or a Black and Scholes pricing model that takes into account various assumptions as detailed in Note 13.

2 Includes fees for accounting and corporate administration services to a company of which he is a director and shareholder.

C Employment contracts/Consultancy agreements

On appointment to the Board, all Non-Executive Directors enter into a service agreement with the Company in the form of a letter of appointment. Formal services contracts have been made with the Executive Chairman and the Managing Director. The Company may terminate these contracts on 3 months' notice by paying 12 months fees.

D Share-based compensation

The terms and conditions of options and performance rights granted affecting remuneration in the current or a future reporting period are as follows:

Performance rights

Grant date	**Expiry date**	**Exercise price**	**Value per right at grant date**	**% Vested**
16 December 2014	50% - 31 Dec 2016	-	$0.005	100%
	50% - 31 Dec 2017	-	$0.005	Nil

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

Name	Balance at the beginning of the financial period	Granted during the financial period	Expired during the financial period	Balance at the end of the financial period	Vested and exercisable at the end of the financial period
Director					
M Langoulant	-	6,000,000	-	6,000,000	3,000,000
T Hibberd	-	6,000,000	-	6,000,000	3,000,000
R Boland	-	3,000,000	-	3,000,000	1,500,000

50% of the performance rights vested upon the Company declaring its maiden JORC compliant gold and copper resources in March 2015. The remaining 50% of performance rights only vest if the Company achieves a market capitalisation of in excess of $15 million for a period of at least 10 consecutive trading days before 31 December 2017.

Key management personnel equity holdings

2015 **Director**	Balance at beginning of year	Net movement during the year	Balance at the end of year
Ordinary shares			
M Langoulant	8,955,156	4,696,290	13,651,446
T Hibberd	15,497,736	2,900,000	18,397,736
R Boland	1,010,000	250,000	1,260,000
Options			
M Langoulant	8,848,488	(4,681,820)	4,166,668
T Hibberd	9,666,668	(5,000,000)	4,666,668
R Boland	3,250,000	(1,000,000)	2,250,000
Performance rights			
M Langoulant	-	6,000,000	6,000,000
T Hibberd	-	6,000,000	6,000,000
R Boland	-	3,000,000	3,000,000
2014 **Director**			
Ordinary shares			
M Langoulant	5,621,822	3,333,334	8,955,156
T Hibberd	6,047,964	9,449,772	15,497,736
R Boland	510,000	500,000	1,010,000
Options			
M Langoulant	5,681,820	3,166,668	8,848,488
T Hibberd	6,500,000	3,166,668	9,666,668
R Boland	2,000,000	1,250,000	3,250,000

End of remuneration report.

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 annual report. This Independence Declaration is set out on page 29 and forms part of this directors' report for the year ended 30 June 2015.

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 21.

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.

M Langoulant
Chairman
Perth, Western Australia
Date: 10 September 2015

HLB Mann Judd

Accountants | Business and Financial Advisers

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 2015, 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
10 September 2015

N G Neill
Partner

HLB Mann Judd (WA Partnership) ABN 22 193 232 714
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Email: hlb@hlbwa.com.au. Website: http://www.hlb.com.au

White Cliff Minerals Limited
ABN 22 126 299 125

Statement of Comprehensive Income
For the year ended 30 June 2015

	Note	Consolidated 2015 $	2014 $
Other income	2(a)	**50,065**	25,347
Exploration expenditure incurred		**1,618,269**	921,067
Foreign exchange loss		**34,470**	-
Project acquisition costs written off	8	**-**	249,679
Share based payment expense		**20,477**	7,500
Other expenses		**1,082,371**	824,681
		2,755,587	2,002,927
Loss before income tax expense		**(2,705,522)**	(1,977,580)
Income tax benefit	3	**261,361**	351,513
Loss after income tax benefit		**(2,444,161)**	(1,626,067)
Net loss for the year		**(2,444,161)**	(1,626,067)
Other comprehensive loss/(income), net of tax		**-**	-
Total comprehensive loss for the year		**(2,444,161)**	(1,626,067)
Basic loss per share (cents per share)	4	**(0.5)**	(0.7)

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

White Cliff Minerals Limited
ABN 22 126 299 125

Statement of Financial Position
As at 30 June 2015

	Note	Consolidated 2015 $	2014 $
Current Assets			
Cash and cash equivalents	6	**455,797**	1,002,094
Trade and other receivables	7	**29,578**	396,498
Other assets		**28,758**	28,758
Total Current Assets		**514,133**	1,427,350
Non-Current Assets			
Exploration project acquisition costs	8	**1,393,350**	1,393,350
Total Non-Current Assets		**1,393,350**	1,393,350
Total Assets		**1,907,483**	2,820,700
Current Liabilities			
Trade and other payables	9	**201,383**	219,390
Borrowings	10	**520,864**	-
Total Current Liabilities		**722,247**	219,390
Total Liabilities		**722,247**	219,390
Net Assets		**1,185,236**	2,601,310
Equity			
Issued capital	11	**17,830,104**	16,822,494
Reserves	12	**902,876**	882,399
Accumulated losses		**(17,547,744)**	(15,103,583)
Total Equity		**1,185,236**	2,601,310

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

White Cliff Minerals Limited
ABN 22 126 299 125

Statement of Changes in Equity
For the year ended 30 June 2015

Consolidated	Issued capital $	Accumulated losses $	Reserves $	Total equity $
Balance at 1 July 2013	14,464,160	(13,477,516)	874,899	1,861,543
Loss for the period	-	(1,626,067)	-	(1,626,067)
Other comprehensive income	-	-	-	-
Total comprehensive loss for the year	-	(1,626,067)	-	(1,626,067)
Shares issued during the period	2,440,316	-	-	2,440,316
Capital raising costs (note 11(b))	(81,982)	-	-	(81,982)
Share based compensation	-	-	7,500	7,500
	2,358,334	-	7,500	2,365,834
Balance at 30 June 2014	16,822,494	(15,103,583)	882,399	2,601,310
Loss for the period	**-**	**(2,444,161)**	**-**	**(2,444,161)**
Other comprehensive income	**-**	**-**	**-**	**-**
Total comprehensive loss for the year	**-**	**(2,444,161)**	**-**	**(2,444,161)**
Shares issued during the period	**1,094,696**	**-**	**-**	**1,094,696**
Capital raising costs (note 11(b))	**(87,086)**	**-**	**-**	**(87,086)**
Share based compensation	**-**	**-**	**20,477**	**20,477**
	1,007,610	**-**	**20,477**	**1,028,087**
Balance at 30 June 2015	**17,830,104**	**(17,547,744)**	**902,876**	**1,185,236**

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

White Cliff Minerals Limited
ABN 22 126 299 125

Statement of Cash Flows
For the year ended 30 June 2015

	Note	Consolidated Inflows/ (Outflows) 2015 $	Consolidated Inflows/ (Outflows) 2014 $
Cash flows from operating activities			
Receipts from government grants and incentives		**656,738**	-
Payments to suppliers and employees		**(772,937)**	(554,437)
Interest received		**7,648**	22,823
Net cash outflow from operating activities	18(a)	**(108,551)**	(531,614)
Cash flows from investing activities			
Loans and convertible notes received		**520,864**	-
Payments for other assets		**-**	(26,234)
Payments for project acquisitions		**-**	(90,000)
Payments for exploration and evaluation		**(1,931,750)**	(1,160,625)
Net cash outflow from investing activities		**(1,410,886)**	(1,276,859)
Cash flows from financing activities			
Proceeds from the issue of shares		**1,074,718**	1,701,900
Capital raising costs		**(67,108)**	(81,982)
Net cash inflow from financing activities		**1,007,610**	1,619,918
Net increase/(decrease) in cash held		**(511,827)**	(188,555)
Cash at the beginning of the year		**1,002,094**	1,190,649
Foreign exchange movements		**(34,470)**	-
Cash at the end of the year	6	**455,797**	1,002,094

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

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 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 Company and its controlled entities as at 30 June (the "Group") do not generate sufficient cash flows from their operating activities to finance these activities. Thus the continuing viability of the Group and its ability to continue as a going concern and meet its debts and commitments as they fall due are dependent upon the Group being successful in completing a capital raising and/or asset sale/joint venture agreement in the next 12 months. The directors have mitigated this risk by reducing the Group's corporate overheads and postponing expenditure on the Group's projects where possible. The Directors note that as at 30 June 2015 there was a deficit of working capital of $208,114 and the Company incurred net cash outflows from operating activities of $108,551.

Since 30 June 2015 the Company has raised $430,997 in working capital, converted USD100,000 worth of convertible notes and repaid the short term loan through the issue of shares. At the date of this report the Company has USD165,000 of convertible notes on issue.

Notwithstanding this, the Directors believe that the Company will need to raise additional working capital to progress the Company's exploration activities.

As a result of these matters, there is a material uncertainty that may cast significant doubt on whether the Group will continue as a going concern and, therefore, whether it will realise its assets and settle its liabilities and commitments in the normal course of business and at the amounts stated in the financial report. However, the directors believe that the Group will be successful in the above matters and, accordingly, have prepared the financial report on a going concern basis.

(b) Adoption of new and revised standards

Changes in accounting policies on initial application of Accounting Standards

In the year ended 30 June 2015, 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 new and revised Standards and Interpretations on the Group and, therefore, 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 2015. As a result of this review the Directors have determined that there is no impact, material or otherwise, of the new and revised Standards and Interpretations on the Group and, therefore, no change necessary to Group accounting policies.

(c) Statement of compliance

The financial report was authorised by the Board of directors for issue on 10 September 2015.

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).

Note 1: Statement of significant accounting policies (continued)

(d) Basis of consolidation

The consolidated financial statements comprise the financial statements of White Cliff Minerals Limited ("Company" or "parent entity") and its controlled entities as at 30 June 2015 (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 Company 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 payment 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 fair value is determined by either market value or using a Black and Scholes model using the assumptions contained in Note 13.

(f) Revenue recognition

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

(i) Interest income

Interest revenue is recognised on a time proportionate basis that takes 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.

Note 1: Statement of significant accounting policies (continued)

(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 company's subsidiaries and associates operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

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

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

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

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

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

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

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

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

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 Company 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.

Note 1: Statement of significant accounting policies (continued)

(i) Other taxes

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

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

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

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

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

(j) Impairment of assets

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

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

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

(k) Trade and other payables

Trade payables and other payables are carried at amortised costs 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.

Note 1: Statement of significant accounting policies (continued)

(l) Provisions

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

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

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

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

(m) Share-based payment transactions

Equity settled transactions:

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

The cost of these equity-settled transactions with employees and consultants is measured by reference to the fair value of the equity instruments at the date at which they are granted. The fair value is determined by using either market value or the Black and Scholes model, further details of which are given in Note 13.

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 (see Note 4).

(o) 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.

Note 1: Statement of significant accounting policies (continued)

(p) 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.

(q) 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.

(r) 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.

(s) Parent entity financial statements

The financial information for the parent entity, White Cliff Minerals, disclosed in Note 19, has been prepared on the same basis as the consolidated financial statements.

	Consolidated	
	2015	2014
	$	$
Note 2: Revenue and expenses		
(a) Revenue from continuing operations		
Other revenue		
Tribute production share of gold	**-**	2,524
Interest received	**7,648**	22,823
Government drilling grants	**42,417**	-
(b) Expenses		
Loss from ordinary activities before income tax expense includes the following specific expenses:		
Auditor's remuneration	**24,800**	30,050
Borrowing costs	**53,782**	-
Employee costs*	**435,937**	348,539

* Includes all direct exploration employee costs

	Consolidated 2015 $	2014 $
Note 3: Income tax		
(a) Income tax benefit		
The prima facie income tax expense on pre-tax accounting result from operations reconciles to the income tax benefit in the financial statements as follows		
Accounting loss before tax from continuing operations	**(2,705,522)**	(1,977,580)
Tax expense/(benefit) calculated at 30%	**(811,656)**	(593,274)
Non-deductible expenses	**4,903**	1,954
Other deferred tax assets and tax liabilities not recognised	**84,745**	99,288
Adjustments in respect of current income tax of previous years	**141,330**	202,174
Deferred tax assets and tax liabilities not recognised in relation to foreign expenses	**319,317**	289,858
Income tax (benefit) reported in the statement of comprehensive income	**(261,361)**	(351,513)
(b) Unrecognised deferred tax balances		
The following deferred tax assets have not been brought to Account		
Deferred tax assets comprise:		
Accruals	**(542)**	6,072
Fair value of investments	**-**	30,483
Share issue costs	**68,780**	61,220
Losses available for offset against future income – revenue	**3,416,684**	3,244,898
Losses available for offset against future income – capital	**38,159**	38,159
	3,523,082	3,380,832
Deferred tax liabilities comprise:		
Exploration expenses capitalised	**(31,480)**	(31,480)
Net unrecognised deferred tax assets	**3,491,602**	3,349,352

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

	Consolidated 2015 $	2014 $
(c) Income tax benefit not recognised directly in equity during the year		
Share issue costs	**38,943**	32,486

	Consolidated 2015 $	2014 $
Note 4: Loss per share		
Total basic loss per share (cents)	**(0.5)**	(0.7)
The loss and weighted average number of ordinary shares used in the calculation of basic loss per share is as follows:		
Net loss for the period	**(2,444,161)**	(1,626,067)
The weighted average number of ordinary shares	**493,584,925**	222,517,148

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

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 that consisted of mineral exploration. Geographically, the group explores in both Australia and the Kyrgyz Republic. Segment results are classified in accordance with their use within geographic segments.

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

The following table presents the financial information regarding these segments provided to the Board of Directors for the year ended 30 June 2015.

2015	Australia $	Kyrgyz $	Total $
Revenue			
Government drilling grants	42,417	-	42,417
Interest income	7,648	-	7,648
Segment revenue	50,065	-	50,065
Segment net operating loss after tax	(1,034,219)	(1,409,942)	(2,444,161)
Segment assets	619,066	1,288,417	1,907,483
Other segment information			
Segment liabilities	(711,047)	(11,200)	(722,247)
Depreciation and amortisation of segment assets	-	-	-

Note 5: Segment information (cont)

2014	Australia $	Kyrgyz $	Total $
Revenue			
Gold produced	2,524	-	2,524
Interest income	22,823	-	22,823
Segment revenue	25,347	-	25,347
Segment net operating loss after tax	(870,883)	(755,184)	(1,626,067)
Segment assets	1,532,283	1,288,417	2,820,700
Other segment information Segment liabilities	(195,542)	(23,848)	(219,390)
Depreciation and amortisation of segment assets	-	-	-

Note 6: Cash and cash equivalents

	Consolidated	
	2015	2014
	$	$
Cash at bank and on hand	**1,493**	-
Short term deposits	**454,304**	1,002,094
	455,797	1,002,094

(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
These are non-interest bearing accounts.

(c) Deposits at call
The deposits are bearing floating interest rates between 0.3% and 1.5%. These deposits have a maturity date of no more than 90 days.

Note 7: Trade and other receivables

Goods and services tax receivable	**29,578**	43,536
Other receivables – Research and development tax refund	**-**	351,513
Interest receivable	**-**	1,449
	29,578	396,498

Note 8: Exploration project acquisition costs

	Consolidated	
	2015	2014
	$	$
Opening balance	**1,393,350**	814,612
Project acquisition costs	**-**	828,417
Project acquisition costs written off	**-**	(249,679)
Acquisition costs in respect of areas of interest in the exploration phase	**1,393,350**	1,393,350

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

Note 9: Trade and other payables

Trade payables and accruals*	**138,379**	153,834
Provisions	**63,004**	65,556
	201,383	219,390

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

Note 10: Borrowings

Short term loan*	**174,800**	-
Convertible notes**	**346,064**	-
	520,864	-

* Short term loan from major shareholder - fully repaid post year end by an issue of shares (Refer Note 20)
** In October 2014 the Company entered into a convertible note facility and was advanced USD500,000 under this facility. As at year end there remains USD265,000 in USD1 convertible notes each convertible into ordinary shares at a 20% discount to the 5 day average VWAP, subject to ancillary terms and by no later than 8 October 2015.

Note 11: Issued capital

(a) Ordinary shares issued	Consolidated $ **2015**	$ 2014
586,169,855 (2014: 449,049,614) ordinary shares	**17,830,104**	16,822,494

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

(b) Movements in ordinary share capital:

Date	Details	Number of shares	Issue Price $	$
Opening balance		186,107,947		14,464,160
March 2014	Placement	18,610,000	0.009	167,490
May 2014	Placement	114,690,000	0.009	1,032,210
May 2014	Share Purchase Plan	55,800,000	0.009	502,200
May 2014	Project acquisition	73,841,667	0.01	738,416
Capital raising costs		-		(81,982)
30 June 2014		449,049,614		16,822,494
Oct 2014 - June 2015	Convertible note conversions	36,968,927	0.007-0.0084	289,969
Oct 2015	Convertible note fees	1,757,840	0.013	17,578
Feb 2015	Entitlement issue	86,468,474	0.008	691,749
April – June 2015	Entitlement issue shortfall	11,925,000	0.008	95,400
Capital raising costs		-		(87,086)
30 June 2015		**586,169,855**		**17,830,104**

(c) Share options

	Number of options **2015**	2014
Listed options exercisable at $0.03 on or before 11 March 2017	**102,050,017**	102,050,017
Listed options exercisable at $0.06 on or before 30 September 2014	**-**	116,227,300
	102,050,017	218,277,317

(d) Movements in share options

Listed Options to acquire ordinary fully paid shares at $0.06 on or before 30 September 2014:		
Beginning of the financial year	**116,227,300**	116,227,300
Expired during year	**(116,227,300)**	-
Balance at end of financial year	**-**	116,227,300

Note 11: Issued capital (cont)

	Number of options	
	2015	2014
Listed options to acquire ordinary fully paid shares at $0.03 on or before 11 March 2017:		
Beginning of the financial year	**102,050,017**	-
Issued during year	**-**	102,050,017
Balance at end of financial year	**102,050,017**	102,050,017

Note 12: Reserves

	Consolidated	
	2015 **$**	2014 $
Option issue reserve (a)	**125,391**	125,391
Share compensation reserve (b)	**777,485**	757,008
	902,876	882,399

(a) Option issue reserve
The option issue reserve represents amounts paid upon subscribing for options issued by the Company.

(b) Share compensation reserve
The share compensation reserve is used to record the value of equity benefits provided to consultants and directors as part of their remuneration. Refer Note 13.

Note 13: Share based payments

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

Type	Number	Grant date	Expiry Date	Exercise price $	Fair value
Options	10,000,000	2/11/2012	30/9/2014	0.06	$158,660*
Options	7,500,000	19/5/2014	11/3/2017	0.03	$7,500**
Rights – Tranche A	7,500,000	16/12/2014	31/12/2016	-	$40,703***
Rights – Tranche B	7,500,000	16/12/2014	31/12/2017	-	$41,205***

Fair value of options/rights granted

* The fair value of the equity-settled share options was estimated using the Black and Scholes model taking into account the terms and conditions upon which the options were granted. The holders of these options did not realise any value/profit from these options which have now lapsed.

** The fair value of the equity-settled share options was estimated using the initial bid price for these options on the first day these options were quoted for trading upon ASX. This method provides the most accurate estimate of the value of these options.

*** The fair value of the performance rights was estimated using the Black and Scholes model taking into account the terms and conditions upon which the rights were granted.

The actual value of these options/rights may be materially different to this accounting estimation.

The following table lists the inputs to the Black and Scholes model used:

	December 2014	November 2012
Dividend yield %	-	-
Expected volatility %	100%	90%
Risk-free interest rate %	2.5%	2.55%
Life of option/right	Until expiry	23 months
Exercise price	$0.001	$0.06
Grant date share price	$0.009	$0.053
Discount for lack of marketability	33%	33%

The expected life of the option/rights is based on historical data and is not necessarily indicative of exercise patterns that may occur. The expected volatility reflects the assumption that the historical volatility is indicative of future trends, which may also not necessarily be the actual outcome. The fair value of unlisted option/rights was discounted to account for the existence of continuity of employment vesting conditions, non-transferability and the un-listed aspect of the employee option/rights. No other features of option/rights granted were incorporated into the measurement of fair value.

Note 14: Financial instruments

(a) Capital risk management
Prudent capital risk management implies maintaining sufficient cash and marketable securities to ensure continuity of tenure to exploration assets and to be able to conduct the Group's business in an orderly and professional manner. The Board monitors its future capital requirements on a regular basis and will when appropriate consider the need for raising additional equity capital or to farm-out exploration projects as a means of preserving capital. The Board currently has a policy of not entering into any debt arrangements.

(b) Categories of financial instruments
The Group's principal financial instruments comprise of cash and short-term deposits. The main purpose of these financial instruments is to raise finance for the Group's operations. The Group has various other financial assets and liabilities such as receivables and trade payables, which arise directly from its operations. It is, and has been throughout the year, the Group's policy that no trading in financial instruments shall be undertaken during the year.

(c) Financial risk management objectives
The Group is exposed to market risk (including interest rate risk and equity price risk), credit risk and liquidity risk.

The main risks arising from the Group's financial instruments are interest rate risk and credit risk. The Board reviews and agrees policies for managing each of these risks and they are summarised below.

(d) Market risk

<u>Equity price risk sensitivity analysis</u>
There has been no change to the Group's exposure to market risks or the manner in which it manages and measures the risk from the previous period.

(i) Interest rate risk management
All cash balances attract a floating rate of interest. Excess funds that are not required in the short term are placed on deposit for a period of no more than 3 months. The Group's exposure to interest rate risk and the effective interest rate by maturity periods is set out below.

<u>Interest rate sensitivity analysis</u>
As the Group has no interest bearing borrowings its exposure to interest rate movements is limited to the amount of interest income it can potentially earn on surplus cash deposits.
At 30 June 2015, if interest rates had changed by + 50 basis points and all other variables were held constant, the Group's after tax loss would have been $11,700 (2014: $4,840) lower as a result of higher interest income on cash and cash equivalents. If interest rates dropped on average – 50 basis points then the Group may not have earned any interest income which would have increased the Group's after tax loss by $7,650 (2014: $4,840).

Note 14: Financial instruments (cont)

(e) Credit risk management
Credit risk relates to the risk that counterparties will default on their contractual obligations resulting in financial loss to the Group. The Group has adopted a policy of only dealing with credit worthy counterparties and obtaining sufficient collateral or other security where appropriate, as a means of mitigating the risk of financial loss from any defaults.

(f) Liquidity risk management
Prudent liquidity risk management implies maintaining sufficient cash and marketable securities to ensure continuity of tenure to exploration assets and to be able to conduct the Group's business in an orderly and professional manner. Cash deposits are only held with major financial institutions.

2015	**Weighted Average Interest Rate**	**Less than 1 month**	**1-3 months**	**3 months – 1 year**	**5 + years**
Financial assets					
Cash and cash equivalents – non - interest bearing	n/a	1,493	-	-	-
Cash and cash equivalents – interest bearing	0.33%	454,304	-	-	-
Trade and other receivables	n/a	29,579	-	-	-
		485,376	-	-	-
Financial liabilities					
Trade and other payables	n/a		138,379	-	-
Provisions	n/a	-	-	63,005	
Borrowings	0%	174,800	-	346,064	
		174,800	138,379	409,069	-
2014					
Financial assets					
Cash and cash equivalents – non - interest bearing	n/a	-	-	-	-
Cash and cash equivalents – interest bearing	2.35%	1,002,094	-	-	-
Trade and other receivables	n/a	396,498	-	-	-
		1,398,592	-	-	-
Financial liabilities					
Trade and other payables	n/a	-	153,834	-	-
Provisions	n/a	-	-	65,556	-
		-	153,834	65,556	-

The directors consider that the carrying value of the financial assets and financial liabilities are recognised in the consolidated financial statements approximate their fair values.

Note 15: Commitments and contingencies

Exploration expenditure commitments
In order to maintain rights of tenure to its Australian located mineral tenements, the Company 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 $615,000 (2014: $707,000) annually.

Exemption from incurring this annual level of expenditure may be granted where access to the tenement area is restricted for reasons beyond the Company's control such as where native title issues restrict the Company's ability to explore in the project area. The Company 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.

In order to maintain rights of tenure to its Kyrgyz Republic located mineral tenement, the Company is required to complete an annual works program as agreed with the Kyrgyz government. If this program is not completed in the calendar year then continued tenure to the project could be in jeopardy.

Other contingencies
The Company is a co-guarantor to an office lease under which its remaining exposure through to the end of the lease in October 2015 is approximately $14,250.

Note 16: Key management personnel disclosures

(a) Directors

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

M Langoulant – *Executive chairman*

T Hibberd – *Managing director*

R Boland – *Non executive director*

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

(b) Key management personnel

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

(c) Key management personnel compensation

	Consolidated	
	2015	2014
	$	$
Short-Term	**446,856**	331,749
Post-employment	**21,789**	14,611
Share-based payments	**20,477**	7,500
	489,122	353,860

Detailed remuneration disclosures of directors and key management personnel are in pages 24 to 27 of this report.

Note 17: 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 2015 %	2014 %
Northern Drilling Pty Ltd	Australia	Ordinary	100	100
Petrus Resources Pty Ltd	Australia	Ordinary	100	100
Venture Exploration Pty Ltd	Australia	Ordinary	100	100
PBP Malaysia Limited	Malaysia	Ordinary	98.5	98.5
Chanach LLC	Kyrgyz Republic	Ordinary	88.7	88.7

There were no transactions between White Cliff Minerals Limited and its controlled entities during the financial year other than loan funds advanced to the Chanach LLC re the Chanach copper-gold project (2014: nil).

The Company has entered into a consultancy agreement with Lanza Holdings Pty Ltd, an entity associated with Michael Langoulant, for services including accounting and corporate administration. Annual fees payable to Lanza are $150,000 plus GST. The Company may terminate the agreement by paying 12 months of consultancy fees. Lanza may terminate the agreement due to breach or upon 3 months' notice.

Note 18: Reconciliation of loss after income tax to net cash outflow from operating activities

	Consolidated 2015 $	2014 $
a) *Reconciliation of loss from ordinary activities after income tax to net cash outflow from operating activities*		
Net loss for the year after income tax	**(2,444,161)**	(1,626,067)
Share based payment expense	**20,477**	7,500
Exploration expenditure and employee costs treated as exploration investment activity	**1,931,750**	1,160,625
Mining tenement acquisition costs written off	**-**	249,679
Foreign exchange movements	**34,470**	-
(Increase) / decrease in trade and other receivables	**366,919**	(359,914)
Increase / (decrease) in trade and other payables	**(15,455)**	8,060
Increase / (decrease) in provisions	**(2,551)**	28,503
Net cash outflow from operating activities	**(108,551)**	(531,614)

b) *Non-cash financing and investing activities*

During the year the Company issued 1,757,840 ordinary shares in payment of borrowing fees in relation to the USD convertible note facility secured during the year. Refer note 10.

Note 19: Parent Entity Disclosures

Financial position

	30 June 2015	30 June 2014
	$	$
Assets		
Current assets	**514,133**	1,427,350
Non-current assets	**1,393,350**	1,393,350
Total assets	**1,907,483**	2,820,700
Liabilities		
Current liabilities	**722,247**	219,390
Total liabilities	**722,247**	219,390
Net assets	**1,185,236**	2,601,310
Equity		
Issued capital	**17,830,104**	16,822,494
Accumulated losses	**(17,547,744)**	(15,103,583)
Reserves	**902,876**	882,399
Total equity	**1,185,236**	2,601,310
Financial performance		
Loss for the year	**(2,444,161)**	(1,626,067)
Other comprehensive income	**-**	-
Total comprehensive loss	**(2,444,161)**	(1,626,067)

Note 20: Events after the balance date

There has not been any 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, other than:

- In July 2015 the Company issued 7,694,972 ordinary shares at an issue price of $0.007 being the conversion of US$40,000 of convertible notes into ordinary shares
- In August 2015 the Company arranged the placement of 37,564,856 ordinary shares at an issue price of $0.0077 to raise $289,033 in working capital. This issue included the conversion of US$30,000 of convertible notes into ordinary shares and the full repayment of the period end short term loan of $174,800.
- In September 2015 the Company arranged the placement of 20,569,893 ordinary shares at an issue price of $0.007 to raise $141,964 in working capital. This issue included the conversion of US$30,000 of convertible notes into ordinary shares.

Note 21: Auditor's remuneration

The auditors of the Group are HLB Mann Judd.

	Consolidated	
	2015	2014
	$	$
Assurance services		
HLB Mann Judd:		
Audit and review of financial statements	**24,800**	24,800
Total remuneration for audit services	**24,800**	24,800
Other services		
HLB Mann Judd - taxation services	**4,000**	5,250
Total auditor's remuneration	**28,400**	30,050

Note 22: Interest in jointly controlled operation

The Company owns 88.7% of Chanach LLC which is the joint venture company that holds the Chanach copper and gold exploration tenement in Kyrgyz Republic.

Apart from owning this mineral tenement Chanach LLC does not hold any other material assets. All known Chanach LLC liabilities are accrued as liabilities of the parent company. As a result it is not considered necessary to consolidate Chanach LLC into the Group's accounts as it will not show a position that is materially different.

The Group has no capital commitments or guarantees in relation to funding Chanach LLC.

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 2015 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.

    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 2015.

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

MJ Langoulant
Chairman

Perth, Western Australia
10 September 2015

HLB Mann Judd

Accountants | Business and Financial Advisers

INDEPENDENT AUDITOR'S REPORT

To the members of White Cliff Minerals Limited

Report on the Financial Report

We have audited the accompanying financial report of White Cliff Minerals Limited ("the company"), which comprises the consolidated statement of financial position as at 30 June 2015, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, notes comprising a summary of significant accounting policies and other explanatory information, and the directors' declaration for the consolidated entity. The Group comprises the company and the entities it controlled at the year's end or from time to time during the financial year.

Directors' responsibility 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 is free from material misstatement, whether due to fraud or error.

In Note 1(c), the directors also state, in accordance with Accounting Standard AASB 101: *Presentation of Financial Statements*, that the financial report complies with International Financial Reporting Standards.

Auditor's responsibility

Our responsibility is to express an opinion on the financial report based on our audit. We conducted our audit in accordance with Australian Auditing Standards. Those standards require that we comply with relevant ethical requirements relating to audit engagements and plan and perform the audit to obtain reasonable assurance whether the financial report is free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial report. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial report, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the company's preparation and fair presentation of the financial report 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 internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the financial report.

Our audit did not involve an analysis of the prudence of business decisions made by directors or management.

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

Independence

In conducting our audit, we have complied with the independence requirements of the *Corporations Act 2001*.

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HLB Mann Judd

Accountants | Business and Financial Advisers

Auditor's opinion

In our opinion:

(a) the financial report of White Cliff Minerals Limited is 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 2015 and of its performance for the year ended on that date; and

  (ii) complying with Australian Accounting Standards and the *Corporations Regulations 2001*; and

(b) the financial report also complies with International Financial Reporting Standards as disclosed in Note 1(c).

Emphasis of Matter

Without modifying our opinion, we draw attention to Note 1(a) which indicates that the continuing viability of the Group, its ability to continue as a going concern and meet its debts and commitments as they fall due are dependent upon the Group being successful in completing a capital raising and/or asset sale/joint venture agreement in the next 12 months.

These conditions indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern and, therefore, whether it will realise its assets and settle its liabilities and commitments in the normal course of business and at the amounts stated in the financial report.

Report on the Remuneration Report

We have audited the remuneration report included in the directors' report for the year ended 30 June 2015. 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.

Auditor's opinion

In our opinion the remuneration report of White Cliff Minerals Limited for the year ended 30 June 2015 complies with section 300A of the *Corporations Act 2001*.

HLB Mann Judd

HLB Mann Judd
Chartered Accountants

Norman Glasl

N G Neill
Partner

Perth, Western Australia
10 September 2015

Additional information

The shareholder information set out below was applicable as at 31 July 2015.

A. Distribution of equity securities

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

	Class of equity security *Ordinary shares*
1 – 1,000	29
1,001 – 5,000	25
5,001 – 10,000	73
10,001 – 100,000	394
100,001 and over	462
	983

There were 384 holders of less than a marketable parcel of ordinary shares.

B. Equity security holders

Twenty largest quoted equity security holders – ordinary shares

Name	**Ordinary shares held**	% **of issued shares**
MR ANDY IGO <ADE SUPER FUND A/C>	160,000,000	26.94
MR MARK ANDREW TKOCZ	17,487,407	2.94
HEBEI MINING (AUSTRALIA) PTY LTD	16,400,000	2.76
TERRA AQUA PROPRIETARY LIMITED <TERRA VERDE A/C>	9,545,349	1.61
MS CHRISTINA LANGOULANT	7,474,169	1.26
TERRA AQUA PTY LTD <TERRA ROSSCO A/C>	7,352,387	1.24
MR JIM SBOUNIAS	7,000,000	1.18
R & C AUSTRALIA PTY LTD	6,818,185	1.15
NOVWOOD HOLDINGS PTY LTD <CREST S/F A/C>	6,000,000	1.01
TENBAGGA RESOURCES PTY LTD <TENBAGGA FAMILY A/C>	5,416,667	0.91
MR PAUL BARRETT	5,000,000	0.84
MR JOHN PHILIP HOY	5,000,000	0.84
JAYTU PTY LTD <JW GARDNER SUP FUND A/C>	5,000,000	0.84
TECHNICA PTY LTD	4,664,584	0.79
HAMPSHIRE AUTOMOTIVE CENTRE PTY LTD	4,445,000	0.75
PEGGIE REINDLER	4,155,059	0.70
MRS ASPASIA LEKOPOULOS & MR ALEXANDER LEKOPOULOS	4,143,250	0.70
JB TORO PTY LTD	4,125,000	0.69
BERNE NO 132 NOMINEES PTY LTD <224266 A/C>	4,000,000	0.67
JAMBER INVESTMENTS PTY LTD <AMBER SCHWARTZ FAMILY A/C>	3,750,000	0.63
	287,777,057	48.46

Twenty largest quoted equity security holders – 11 March 2017 options

Name	Options held	% of issued options
MR MARK ANDREW TKOCZ	10,000,000	9.80
JOMOT PTY LTD	5,656,555	5.54
SOUTHERN TERRAIN PTY LTD <SOUTHERN TERRAIN A/C>	5,000,000	4.90
TERRA AQUA PROPRIETARY LIMITED <TERRA VERDE A/C>	3,833,334	3.76
MR WARREN STEPHEN FOSTER	3,810,335	3.73
M & K KORKIDAS PTY LTD <M&K KORKIDAS P/L S/FUND A/C>	3,677,406	3.60
MR WAFA MUHAMMAD IQBAL	3,500,000	3.43
LANZA HOLDINGS PTY LTD <LANGOULANT FAMILY S/F A/C>	3,333,334	3.27
CITY CORP PTY LTD	3,000,000	2.94
LAWRENCE CROWE CONSULTING PTY LTD <L C C SUPER FUND A/C>	2,830,000	2.77
MR JAIME LAI	2,803,334	2.75
MR DAVID WAYNE AUSTIN + MRS CHRISTINA YIT LING AUSTIN <AUSTIN SUPER FUND A/C>	2,500,000	2.45
J&T ANOGIANAKIS PTY LTD <ANOGIANAKIS SUPER FUND A/C>	2,363,065	2.32
MR RODD BOLAND	2,250,000	2.20
ADGEMIS HOLDINGS PTY LTD	2,000,000	1.96
MRS MARIA RONTZIOKOS + MR FOTIOS RONTZIOKOS	2,000,000	1.96
BLU BONE PTY LTD	1,500,001	1.47
MR MARK JOHN BAHEN + MRS MARGARET PATRICIA BAHEN <SUPERANNUATION ACCOUNT>	1,500,000	1.47
INSYNC EQUITY SERVICES PTY LTD	1,500,000	1.47
MR GRAHAM ROBERT FOREMAN	1,250,000	1.22
	64,307,364	63.02

C. Substantial shareholders

There are no substantial shareholders in the Company other than:

- Mr A Igo <ADE Super Fund ac>. 26.94%

D. Voting rights

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

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

E. Tenement schedule

Project Area	**Tenement details**	**% Held**
Laverton	EL38/2484; EL38/2702	100
Mt Remarkable	EL31/1015	100
Ghan Well	E39/1479;	100
Ironstone Range	EL38/2552; EL38/2693; EL38/2727; EL38/2847-49; EL38/2877	100
Lake Johnson	EL63/1222, EL63/1264; EL63/1708	100
Irwin Hills	EL39/1833	100
Red Flag	EL39/1585-6; EL39/5262-63	100
Chanach, Kyrgyz Republic	EL 590 A Π	88.7