



Cluff Resources Pacific NL

ABN 72 002 261 565

Tuesday 13 October 2010

The Manager (Companies)
Australian Securities Exchange
Sydney

Dear Sir,

APPENDIX 3B and APPENDIX 3Y NOTICES: ISSUING OF EMPLOYEE INCENTIVE OPTIONS

The attached Appendix 3B notice advises the issuing of 48,000,000 employee incentive options under the provisions of the Company's Employee Options Scheme.

The attached Appendix 3Y notices advise the changes in the security holdings of Cluff directors as a result of the issuing of these employee options.

For further information contact:
Scott Enderby on Phone (02) 9247 2277
Email: Cluff@bigpond.com

Yours faithfully,

Scott Enderby, Company Secretary / Executive Director

Registered Office:
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44 Bridge St. Sydney 2000
Australia
ASX Code: CFR

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Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

*Information or documents not available now must be given to ASX as soon as available.
Information and documents given to ASX become ASX's property and may be made public.*

Introduced 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003.

Name of entity

Cluff Resources Pacific NL

ABN

72 002 261 565

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

- | | | |
|---|--|---|
| 1 | +Class of +securities issued or to be issued | CFR - Fully Paid Ordinary shares |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 48,000,000 Unlisted Employee Options (CFRAL) |
| 3 | Principal terms of the +securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | Employee Options converting into ordinary shares upon payment of 0.33 cents (\$0.0033) per Option, on or before 14 th October 2013 when the Options will expire. |
| 4 | Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities? If the additional securities do not rank equally, please state: <ul style="list-style-type: none"> the date from which they do the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment | No.
Employee Options will convert into ordinary shares upon payment of 0.33 cents (\$0.0033) per Option, on or before 14 th October 2013. These differ from the current issued class of Employee Options, which have an exercise price of \$0.005 and an expiry date of 12 August 2012. Ordinary shares issued from the conversion of both classes of Employee Option will have the same rights to participate as all other fully paid ordinary shares. |
| 5 | Issue price or consideration | Nil |
| 6 | Purpose of the issue
(If issued as consideration for the acquisition of assets, clearly identify those assets) | Incentive Options issued with respect to the company's Employee Options Scheme. |
| 7 | Dates of entering +securities into uncertificated holdings or despatch of certificates | 14 October 2010 |

+ See chapter 19 for defined terms.

- 8 Number and ⁺class of all ⁺securities quoted on ASX (*including* the securities in clause 2 if applicable)

Number	⁺ Class
2,294,125,078	CFR
541,636,921	CFROB

- 9 Number and ⁺class of all ⁺securities not quoted on ASX (*including* the securities in clause 2 if applicable)

Number	⁺ Class
59,580,000	CFRAK: Unlisted \$0.005 Employee Options expiring 31 August 2012
48,000,000	CFRAL: Unlisted \$0.0033 Employee Options expiring 14 October 2013
30,000,000	Unlisted \$0.00348 Options expiring 31 December 2010
20,000,000	Unlisted \$0.00948 Options expiring 31 December 2010
38,000,000	Unlisted \$0.005 Options expiring 31 December 2010
38,000,000	Unlisted \$0.01 Options expiring 31 December 2010
2,000,000	Unlisted \$0.005 Options expiring 1 January 2011
3,000,000	Unlisted \$0.01 Options expiring 1 January 2011
20,000,000	Unlisted \$0.00448 Options expiring 31 December 2011
20,000,000	Unlisted \$0.00948 Options expiring 31 December 2011
20,000,000	Unlisted \$0.004 Options expiring 31 December 2012
20,000,000	Unlisted \$0.01 Options expiring 31 December 2012
73,724,328	20c ordinary shares partly paid to 18c

- 10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)

The company does not expect to pay a dividend in the near future

Part 2 - Bonus issue or pro rata issue

- 11 Is security holder approval required?

- 12 Is the issue renounceable or non-renounceable?

- 13 Ratio in which the ⁺securities will be offered

- 14 ⁺Class of ⁺securities to which the offer relates

15	+Record date to determine entitlements	
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	
17	Policy for deciding entitlements in relation to fractions	
18	Names of countries in which the entity has +security holders who will not be sent new issue documents Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.	
19	Closing date for receipt of acceptances or renunciations	
20	Names of any underwriters	
21	Amount of any underwriting fee or commission	
22	Names of any brokers to the issue	
23	Fee or commission payable to the broker to the issue	
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of +security holders	
25	If the issue is contingent on +security holders' approval, the date of the meeting	
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	
28	Date rights trading will begin (if applicable)	
29	Date rights trading will end (if applicable)	
30	How do +security holders sell their	

+ See chapter 19 for defined terms.

entitlements *in full* through a

31 How do ⁺security holders sell *part* of their entitlements through a broker and accept for the balance?

32 How do ⁺security holders dispose of their entitlements (except by sale through a broker)?

33 ⁺Despatch date

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

34 Type of securities (*tick one*)

(a) ☐ Securities described in Part 1

(b) ☐ All other securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

35 ☐ If the ⁺securities are ⁺equity securities, the names of the 20 largest holders of the additional ⁺securities, and the number and percentage of additional ⁺securities held by those holders

36 ☐ If the ⁺securities are ⁺equity securities, a distribution schedule of the additional ⁺securities setting out the number of holders in the categories
1 - 1,000
1,001 - 5,000
5,001 - 10,000
10,001 - 100,000
100,001 and over

37 ☐ A copy of any trust deed for the additional ⁺securities

Entities that have ticked box 34(b)

38 Number of securities for which ⁺quotation is sought

39 Class of ⁺securities for which quotation is sought

40 Do the ⁺securities rank equally in all respects from the date of allotment with an existing ⁺class of quoted ⁺securities?

If the additional securities do not rank equally, please state:

- the date from which they do
- the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment

- the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

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- 41 Reason for request for quotation now
- Example: In the case of restricted securities, end of restriction period

(if issued upon conversion of another security, clearly identify that other security)

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- 42 Number and ⁺class of all ⁺securities quoted on ASX (including the securities in clause 38)

Number	⁺ Class

Quotation agreement

- 1 ⁺Quotation of our additional ⁺securities is in ASX's absolute discretion. ASX may quote the ⁺securities on any conditions it decides.

- 2 We warrant the following to ASX.

- The issue of the ⁺securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those ⁺securities should not be granted ⁺quotation.
- An offer of the ⁺securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any ⁺securities to be quoted and that no-one has any right to return any ⁺securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the ⁺securities be quoted.
- We warrant that if confirmation is required under section 1017F of the Corporations Act in relation to the ⁺securities to be quoted, it has been provided at the time that we request that the ⁺securities be quoted.
- If we are a trust, we warrant that no person has the right to return the ⁺securities to be quoted under section 1019B of the Corporations Act at the time that we request that the ⁺securities be quoted.

- 3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

- 4 We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before ⁺quotation of the ⁺securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.



Sign here:

Date: 13 October 2010

Print name: Scott Enderby

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⁺ See chapter 19 for defined terms.

Appendix 3Y

Change of Director's Interest Notice

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 30/9/2001.

Name of entity Cluff Resources Pacific NL
ABN 72 002 261 565

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	Peter John Ashcroft
Date of last notice	5 August 2010

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	Indirect
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	Parkview Services (Australia) Pty Limited (The Director is a director and shareholder of this company). The company is the legal owner of the shares. Parkview Services (Australia) Pty Limited <as trustee of the Parkview Services Superannuation Fund> The Director is a director of the company and a beneficiary of the fund. Ashware Holdings Pty Limited (The Director is director of this company but has no beneficial interest in any shares of the company). The company is the legal owner of the Cluff shares.
Date of change	14 October 2010
No. of securities held prior to change	Securities held by held by Parkview Services (Australia) Pty Limited <as trustee of the Parkview Services Superannuation Fund>: 40,666,667 CFR 1,500,000 CFROB 21,660,000 CFRAK 20,000,000 31 December 2010 \$0.00348 unlisted options 10,000,000 31 December 2010 \$0.00948 unlisted options 6,500,000 31 December 2010 \$0.005 unlisted options 6,500,000 31 December 2010 \$0.01 unlisted options 10,000,000 31 December 2011 \$0.00448 unlisted options 10,000,000 31 December 2011 \$0.00948 unlisted options 10,000,000 31 December 2012 \$0.004 unlisted options 10,000,000 31 December 2012 \$0.01 unlisted options

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Appendix 3Y
Change of Director's Interest Notice

	Securities held by Parkview Services (Australia) Pty Limited: 4,392,500 CFR 1,492,500 CFROB Securities held by Ashware Holdings Pty Ltd: 5,000,000 CFR 2,500,000 CFROB
Class	CFR – Fully paid ordinary shares CFROB - Listed 31 July 2011 Options convertible at \$0.01 per Option CFRAK - Unlisted Employee Options exercisable at 0.5 cents (\$0.005) per Option and expiring on 31 August 2012 CFRAL - Unlisted Employee Options exercisable at 0.33 cents (\$0.0033) per Option and expiring on 14 October 2013 Unlisted Options - issued to Directors pursuant to 2009 and 2010 AGM resolutions.
Number acquired	20,000,000 CFRAL issued to Parkview Services (Australia) Pty Limited <as trustee of the Parkview Services Superannuation Fund>
Number disposed	Nil
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	Nil: Employee Incentive Options issued for no consideration under the provisions of the company's Employee Options Scheme.
No. of securities held after change	Securities held by held by Parkview Services (Australia) Pty Limited <as trustee of the Parkview Services Superannuation Fund>: 40,666,667 CFR 1,500,000 CFROB 21,660,000 CFRAK 20,000,000 CFRAL 20,000,000 31 December 2010 \$0.00348 unlisted options 10,000,000 31 December 2010 \$0.00948 unlisted options 6,500,000 31 December 2010 \$0.005 unlisted options 6,500,000 31 December 2010 \$0.01 unlisted options 10,000,000 31 December 2011 \$0.00448 unlisted options 10,000,000 31 December 2011 \$0.00948 unlisted options 10,000,000 31 December 2012 \$0.004 unlisted options 10,000,000 31 December 2012 \$0.01 unlisted options Securities held by Parkview Services (Australia) Pty Limited: 4,392,500 CFR 1,492,500 CFROB Securities held by Ashware Holdings Pty Ltd: 5,000,000 CFR 2,500,000 CFROB
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Employee Incentive Options issued for no consideration under the provisions of the company's Employee Options Scheme.

+ See chapter 19 for defined terms.

Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

Detail of contract	-
Nature of interest	-
Name of registered holder (if issued securities)	-
Date of change	-
No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed	-
Interest acquired	-
Interest disposed	-
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	-
Interest after change	

+ See chapter 19 for defined terms.

Appendix 3Y

Change of Director's Interest Notice

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 30/9/2001.

Name of entity Cluff Resources Pacific NL
ABN 72 002 261 565

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	Ian Anthony Johns
Date of last notice	5 August 2010

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	Indirect
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	Johns Corporation P/L as trustee for <Johns Family Trust>. The Director is a Director of the Company and beneficiary of the Trust
Date of change	14 October 2010
No. of securities held prior to change	Securities held by Johns Corporation P/L as trustee for <Johns Family Trust>: 146,872,167 CFR 13,089,805 CFROB 21,660,000 CFRAK 10,000,000 31 December 2010 \$0.00348 unlisted options 10,000,000 31 December 2010 \$0.00948 unlisted options 20,500,000 31 December 2010 \$0.005 unlisted options 20,500,000 31 December 2010 \$0.01 unlisted options 10,000,000 31 December 2011 \$0.00448 unlisted options 10,000,000 31 December 2011 \$0.00948 unlisted options 10,000,000 31 December 2012 \$0.004 unlisted options 10,000,000 31 December 2012 \$0.01 unlisted options Securities held directly by Ian Anthony Johns: 9,405,215 CFR 5,734,202 CFROB Held by Victoria Anne Johns (Spouse): 3,700,000 CFR 950,000 CFROB

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Appendix 3Y
Change of Director's Interest Notice

Class	CFR - fully paid ordinary shares CFROB - Listed 31 July 2011 Options convertible at \$0.01 per Option CFRAK - Unlisted Employee Options exercisable at 0.5 cents (\$0.005) per Option and expiring on 31 August 2012 CFRAL - Unlisted Employee Options exercisable at 0.33 cents (\$0.0033) per Option and expiring on 14 October 2013 Unlisted Options - issued to Directors pursuant to 2009 and 2010 AGM resolutions.
Number acquired	20,000,000 CFRAL issued to Johns Corporation P/L as trustee for <Johns Family Trust>:
Number disposed	Nil
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	Nil: Employee Incentive Options issued for no consideration under the provisions of the company's Employee Options Scheme.
No. of securities held after change	Securities held by Johns Corporation P/L as trustee for <Johns Family Trust>: 146,872,167 CFR 13,089,805 CFROB 21,660,000 CFRAK 20,000,000 CFRAL 10,000,000 31 December 2010 \$0.00348 unlisted options 10,000,000 31 December 2010 \$0.00948 unlisted options 20,500,000 31 December 2010 \$0.005 unlisted options 20,500,000 31 December 2010 \$0.01 unlisted options 10,000,000 31 December 2011 \$0.00448 unlisted options 10,000,000 31 December 2011 \$0.00948 unlisted options 10,000,000 31 December 2012 \$0.004 unlisted options 10,000,000 31 December 2012 \$0.01 unlisted options Securities held directly by Ian Anthony Johns: 9,405,215 CFR 5,734,202 CFROB Held by Victoria Anne Johns (Spouse): 3,700,000 CFR 950,000 CFROB
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Employee Incentive Options issued for no consideration under the provisions of the company's Employee Options Scheme.

+ See chapter 19 for defined terms.

Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

Detail of contract	-
Nature of interest	-
Name of registered holder (if issued securities)	-
Date of change	-
No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed	-
Interest acquired	-
Interest disposed	-
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	-
Interest after change	

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Change of Director's Interest Notice

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 30/9/2001.

Name of entity	Cluff Resources Pacific NL
ABN	72 002 261 565

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	Scott Monro Enderby
Date of last notice	14 September 2010

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	Direct
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	-
Date of change	14 October 2010
No. of securities held prior to change	10,356,666 CFR 111,111 CFROB 21,660,000 CFRAK 4,500,000 31 December 2010 \$0.005 unlisted options 4,500,000 31 December 2010 \$0.01 unlisted options

+ See chapter 19 for defined terms.

Appendix 3Y
Change of Director's Interest Notice

Class	CFR – Fully paid ordinary shares CFROB - Listed 31 July 2011 Options convertible at \$0.01 per Option CFRAO – Unlisted Employee Options exercisable at 1 cent (\$0.01) per Option and expiring 13 Sept 2010 CFRAK - Unlisted Employee Options exercisable at 0.5 cents (\$0.005) per Option and expiring on 31 August 2012 CFRAL - Unlisted Employee Options exercisable at 0.33 cents (\$0.0033) per Option and expiring on 14 October 2013 Unlisted Options - issued to Directors pursuant to approval of 2010 AGM resolutions.
Number acquired	5,000,000 CFRAL
Number disposed	Nil
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	Nil: Employee Incentive Options issued for no consideration under the provisions of the company's Employee Options Scheme.
No. of securities held after change	10,356,666 CFR 111,111 CFROB 21,660,000 CFRAK 5,000,000 CFRAL 4,500,000 31 December 2010 \$0.005 unlisted options 4,500,000 31 December 2010 \$0.01 unlisted options
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Employee Incentive Options issued for no consideration under the provisions of the company's Employee Options Scheme.

Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

Detail of contract	-
Nature of interest	-
Name of registered holder (if issued securities)	-
Date of change	-
No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed	-
Interest acquired	-
Interest disposed	-
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	-
Interest after change	

+ See chapter 19 for defined terms.