



#400 – 789 W. Pender St.
Vancouver, B.C. V6C 1H2
Phone: 250-764-8879
Toll Free: 866-769-4802
info@directroyalty.com

www.goldcliff.com
www.directroyalty.com

January 08, 2019

GOLDCLIFF RESTRUCTURES FINANCING

Vancouver, B.C. - Goldcliff Resource Corporation (“Goldcliff” or the “Company”) (GCN: TSX.V, GCFFF: OTCBB PINKS) announces that further to its news release of November 23, 2018 disclosing a non-brokered private placement of units, the private placement has now been revised to consist of a private placement of convertible securities. The Company will now be issuing a convertible promissory note in the principal amount of \$350,000 (the “**Note**”) to George Sanders, the President and Chief Executive Officer of the Company, instead of units. The Note is convertible into common shares of the Company at a price of \$0.07 per share for a period of one year from the date that the Note is issued, and will bear interest at the rate of 7.5% per annum, payable semi-annually. Shareholder approval will be required if the conversion of the Note would result in the holder acquiring 20% or more of the Company’s issued and outstanding share capital on the date of conversion.

Any shares issued pursuant to the conversion of the Note will be subject to a four month hold period commencing from the date that the Note is issued. The private placement is subject to acceptance by the TSX Venture Exchange.

Proceeds from the private placement will be applied to working capital and to permitting activities at the Company’s Pine Grove Property, Nevada.

For further information, please contact George W. Sanders, President, at 250-764-8879, toll free at 1-866-769-4802 or email at info@directroyalty.com.

GOLDCLIFF RESOURCE CORPORATION

Per: “**George W. Sanders**”

George W. Sanders, President

Neither TSX Venture Exchange nor its Regulation Service Provider (as that term is defined in the policies of the TSX Venture Exchange) accept responsibility for the adequacy or the accuracy of this news release.