



No securities regulatory authority or regulator has assessed the merits of these securities or reviewed this document. Any representation to the contrary is an offence. This offering may not be suitable for you and you should only invest in it if you are willing to risk the loss of your entire investment. In making this investment decision, you should seek the advice of a registered dealer.

Goldcliff Resource Corporation (“Goldcliff” or the “Company”) is conducting a listed issuer financing under section 5A.2 of National Instrument 45-106 - *Prospectus Exemptions* (the “Offering”). In connection with this Offering, the Company represents the following is true:

- The Company has active operations and its principal asset is not cash, cash equivalents or its exchange listing.
- The Company has filed all periodic and timely disclosure documents that it is required to have filed.
- The total dollar amount of the Offering, in combination with the dollar amount of all other offerings made under the listed issuer financing exemption in the 12 months immediately before the date of this Offering Document, will not exceed \$10,000,000.
- The Company will not close the Offering unless the Company reasonably believes that it has raised sufficient funds to meet its business objectives and liquidity requirements for a period of 12 months following the distribution.
- The Company will not allocate the available funds from the Offering to an acquisition that is a significant acquisition or restructuring transaction under securities law or to any other transaction for which the Company seeks security holder approval.

MARCH 16, 2023

**OFFERING DOCUMENT UNDER THE LISTED ISSUER FINANCING EXEMPTION
GOLDCLIFF RESOURCE CORPORATION**

PART 1 SUMMARY OF OFFERING

What are we offering?

Type and Number of Securities Offered:	<p>The Company will offer:</p> <ul style="list-style-type: none"> (i) non-flow through units (“NFT Units”) comprising one common share of Goldcliff (each, a “Common Share”) and one half of one non-transferrable Common Share purchase warrant (each whole warrant, a “Warrant”); and (ii) flow-through shares (“FT Shares”) comprising one Common Share which qualifies as a “flow-through share” under the <i>Income Tax Act</i> (Canada). <p>Each Warrant will entitle the holder to acquire an additional Common Share at an exercise price of \$0.08 per Common Share for a period of 24 months.</p>
Offering Price:	\$0.05 per NFT Unit and \$0.06 per FT Unit.

Minimum and Maximum Amount of Securities:	The Company will offer up to 4,000,000 NFT Units and up to 4,000,000 FT Shares, for gross proceeds of approximately \$440,000 (the “ Offering ”). There is no minimum number of Units that must be distributed.
Closing Date:	The Closing is expected to occur in one or more tranches. The final Closing Date is expected to occur on or about Friday, April 14, 2023 (the “ Closing Date ”).
Exchange:	The Common Shares are listed for trading on the TSX Venture Exchange (“ TSXV ”) under the symbol “GCN” and in the United States on the OTC under the symbol “GCFFF”.
Last Closing Price:	On March 14, 2023, the closing price of the Company’s shares on the TSXV was \$0.06.

Cautionary Note Regarding Forward-Looking Statements

This offering document contains “forward-looking statements” within the meaning of applicable Canadian and United States securities laws, which are based upon the Company’s current internal expectations, estimates, projections, assumptions and beliefs. The forward-looking statements included in this Offering Document are made only as of the date of this Offering Document. Such forward-looking statements include, but are not limited to: statements concerning future exploration activities at the Company’s mineral properties, including anticipated costs; the Company’s expectations with respect to the use of proceeds and the use of the available funds following completion of the Offering, including the timing and cost of planned expenditures; raising the maximum proceeds of the Offering; completion of the Offering and the date of such completion; and uncertainties regarding the Company’s ability to continue as a going concern. Forward-looking statements or forward-looking information relate to future events and future performance and include statements regarding the expectations and beliefs of management based on information currently available to the Company.

Although the Company believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements are not guarantees of future performance and actual results or developments may differ materially from those in the forward-looking statements. Factors that could cause actual results to differ materially from those in forward-looking statements including market prices, exploitation and exploration successes, continued availability of capital and financing and general economic, market or business conditions. For more information on the Company and the risks and challenges of its business, investors should review the Company’s annual filings that are available at www.sedar.com. Investors are cautioned that any such statements are not guarantees of future performance and those actual results or developments may differ materially from those projected in the forward-looking statements. Accordingly, readers should not place undue reliance on forward-looking statements and forward-looking information. Any forward-looking statement speaks only as of the date on which it is made and, except as may be required by applicable securities laws, the Company disclaims any intent or obligation to update any forward-looking information, whether as a result of new information, changing circumstances, or otherwise.

PART 2 SUMMARY DESCRIPTION OF BUSINESS

What is our business?

Goldcliff is engaged in the acquisition and exploration of precious metals and other mineral assets in Canada and the United States. The Company's focus is on assets with discovery potential and/or with a mineral resource where management believes there is a reasonable chance of advancing those assets to a production stage. Current active projects include the Kettle Valley gold/silver, Panorama Ridge gold and Ainsworth silver properties in British Columbia, Canada, and the Nevada Rand gold/silver and Aurora West gold properties in Nevada, United States. The Company is also building an online platform for direct, fractional ownership of precious metals production.

Recent Developments

- On December 22, 2021 the Company closed a non-brokered private placement offering of 1,950,000 flow-through shares at a price of \$0.10 per flow-through share for gross proceeds of \$195,000.
- In late March, 2022, the Company commenced an airborne geophysical survey of the Nevada Rand claims using a combined high resolution magnetic and radiometric system. Preliminary interpretation of signatures derived from the survey confirm the Quartz Hill area as a high priority exploration target.
- During the first three weeks of April, 2022, a diamond drill program was commenced and completed at the Kettle Valley gold/silver project. A total of five holes were completed for cumulative meterage of 1,500 metres. Details are contained in the Company's News Releases dated April 6 and April 20, 2022. In early May, 2022, the drill core was logged, sampled and shipped for assay. During the drill program, the Company staked an additional 17 claim units (357.9 hectares). Analytical results were disclosed and discussed in the Company's News Releases dated July 28, 2022 and August 18, 2022. Management is of the opinion that the reconnaissance drill program did not adequately test the extent of the property. More ground exploration is planned.
- By Letter Agreement dated August 26, 2022 between the Company and Wayne Murton, the September 30, 2022 Kettle Valley option payment of \$50,000 has been deferred to June 30, 2023. As inducement to defer the payment, the Company paid Mr. Murton \$5,000 on signing.
- By Letter Agreement dated September 14, 2022 between the Company and Nevada Select Royalty, Inc., and Enigma Resources LLC, the September 23, 2022 Aurora West option payment of US\$135,000 has been restructured to pay US\$55,000 on signing and US\$80,000 on March 23, 2023.
- During the third week of September, 2022, the Company conducted a reconnaissance prospecting and geochemical sampling program on the Panorama Ridge property. Samples grading 6.76 g/t gold and 5.02 g/t gold were collected from the Skar zone, some 900 metres southwest of previous drilling. Details are contained in Goldcliff News release dated February 6, 2023. Analytical results of soil and lithic drainage sampling are pending.
- On October 12, 2022, the Company announced that it had entered into a Loan Agreement with CEO George Sanders for an amount of \$175,000. The Loan is interest free for a term of one year. Mr. Sanders was issued a bonus of 700,000 shares valued at \$35,000.

- On November 15, 2022 warrants to purchase 4,192,750 shares at a price of \$0.15 per share expired unexercised.
- On February 24, 2023 a Director exercised stock options to purchase 350,000 at a price of \$0.11 per share for gross proceeds of \$38,500.

Material Facts

There are no material facts about the securities being distributed that have not been disclosed elsewhere in this Offering Document or in any other document filed by the Company in the 12 months preceding the date of this Offering Document.

George Sanders, CEO, currently owns, directly or indirectly, more than 20% of the issued and outstanding Common Shares of the Company, and will participate in the Offering. Insiders of the Company, including George Sanders, CEO, will participate in the Offering, and are expected to subscribe for a minimum of 2,000,000 NFT Units and 830,000 FT Shares, which subscriptions will be completed pursuant to available related party exemptions under Multilateral Instrument 61-101.

Certain securities issued under the Offering may be subject to a hold period in Canada ending on the date that is four months plus one day following their issuance.

What are the business objectives that we expect to accomplish using the available funds?

The Company intends to use the proceeds from the NFT Units for property payments with respect to its Kettle Valley and Aurora West properties, and to increase its working capital. The Company intends to use the proceeds from the FT Shares to undertake additional exploration activities on the Kettle Valley, Panorama Ridge and Ainsworth properties. The Company expects these events will occur within the following timeframes, with the following estimated costs related to each event:

Objectives	Estimated Timeframe	Estimated Cost
Aurora West – property payment	March 2023	\$50,000
Kettle Valley – property payment	June 2023	\$75,000
Kettle Valley – drill access trail; mapping and sampling	May – September, 2023	\$120,000
Panorama Ridge – detailed prospecting; and geochemical sampling	June – September, 2023	\$85,000
Ainsworth – detailed data compilation and geologic summary	July – October, 2023	\$35,000

PART 3 USE OF AVAILABLE FUNDS

What will our available funds be upon the closing of the Offering?

		Assuming minimum offering only	Assuming 100% of Offering
A	Amount to be raised by this Offering	N/A	\$440,000
B	Selling commissions and fees	N/A	\$20,300
C	Estimated offering costs (e.g. legal, accounting, audit)	N/A	\$7,500
D	Net proceeds of offering: $D = A - (B + C)$	N/A	\$412,200
E	Working capital as at most recent month end	N/A	\$45,000
F	Additional sources of funding	N/A	\$47,000
G	Total available funds: $G = D + E + F$	N/A	\$504,200

Note: Additional sources of funding represents a British Columbia Mining Exploration Tax Credit.

How will we use the available funds?

Description of intended use of available funds listed in order of priority	Assuming minimum offering only	Assuming 100% of Offering	
		NFT Units	FT Shares
Kettle Valley – property payment	N/A	\$50,000	-
Aurora West – property payment	N/A	\$75,000	-
Working capital	N/A	\$139,200	-
Kettle Valley – drill access trail; mapping and sampling	N/A	-	\$120,000
Panorama Ridge - detailed prospecting; and geochemical sampling	N/A	-	\$85,000
Ainsworth - detailed data compilation and geologic summary	N/A	-	\$35,000
Total: (Equal to “G” Total Available Funds in Chart Above)		\$504,200	

Note: Certain proceeds will be paid to current directors Edwin Rockel and Sam Zastavnikovich, as payment for services to be provided to the Company. The Company estimates that Mr. Rockel will receive approximately \$13,300 and Mr. Zastavnikovich will receive approximately \$10,500 in connection with sampling, data review and other related activities primarily on the Panorama Ridge project.

The Company’s most recent audited annual financial statements included a going concern note. The Offering is expected to provide additional funds to cover operating and administrative costs for the upcoming year, and is not expected to affect the decision to include a going concern note in the next annual financial statements of the Company.

How have we used the other funds we have raised in the past 12 months?

The Company has not conducted any financings in the past 12 months.

PART 4 FEES AND COMMISSIONS**Who are the dealers or finders that we have engaged in connection with this offering, if any, and what are their fees?**

As at the date hereof, the Company has not engaged any dealers or finders in connection with the offering. The Company may pay to eligible finders a cash finder's fee equal to 7% of gross proceeds introduced by such finders, and finder's warrants ("**Finder's Warrants**") equal to 7% of the number of NFT Units and/or FT Shares introduced by such finders, such Finder's Warrants to be issued on the same terms and conditions as the Warrants comprising the NFT Units.

PART 5 PURCHASERS' RIGHTS**Rights of Action in the Event of a Misrepresentation**

If there is a misrepresentation in this Offering Document, you have a right:

- (a) to rescind your purchase of these securities with the Company; or
- (b) to damages against the Company and may, in certain jurisdictions, have a statutory right to damages from other persons.

These rights are available to you whether or not you relied on the misrepresentation. However, there are various circumstances that limit your rights. In particular, your rights might be limited if you knew of the misrepresentation when you purchased the securities.

If you intend to rely on the rights described in paragraph (a) or (b) above, you must do so within strict time limitations.

You should refer to any applicable provisions of the securities legislation of your province or territory for the particulars of these rights or consult with a legal advisor.

PART 6 ADDITIONAL INFORMATION**Where can you find more information about us?**

You can access the Company's continuous disclosure record at www.sedar.com.

PART 7 DATE AND CERTIFICATE

This Offering Document, together with any document filed under Canadian securities legislation on or after March 16, 2022, contains disclosure of all material facts about the securities being distributed and does not contain a misrepresentation.

Dated March 16, 2023

A handwritten signature in blue ink, appearing to read 'G. Sanders', with a stylized flourish at the end.

George Sanders
Chief Executive Officer

“Gary Moore”
Gary Moore
Chief Financial Officer