

May 1, 2023

## **Goldcliff Announces Closing of Second and Final Tranche of its “LIFE” Offering and Annual General Meeting Results**

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Vancouver, B.C. – George Sanders, President of Goldcliff Resource Corporation (“**Goldcliff**” or the “**Company**”) (GCN: TSX.V, GCSFF: OTCBB PINKS) is pleased to announce the closing of the Company’s second and final tranche of its non-brokered private placement previously announced on March 16, 2023 (the “**Private Placement**”) and the results of voting at its Annual General and Special Meeting held on Thursday, April 27, 2023. Shareholders voted in favour of all items put forward by the Board of Directors (the “**Board**”) and Management.

### **Private Placement**

An aggregate of 500,000 units (each, a “**NFT Unit**”) were issued in the non-flow through portion of the Private Placement at a price of \$0.05 per NFT Unit for aggregate proceeds of \$25,000, with each NFT Unit being comprised of one common share of the Company (each, a “**Common Share**”) and one half of one non-transferrable Common Share purchase warrant (each whole warrant, a “**Warrant**”) were issued. Each Warrant entitling the holder thereof to acquire one additional Common Share at an exercise price of \$0.08 per Common Share for a period of 24 months.

The Private Placement was conducted in reliance upon the Listed Issuer Financing Exemption.

Proceeds from the NFT Unit offering will be applied to property payments on Aurora West and Kettle Valley projects, and to general working capital.

In connection with the second closing, the Company paid cash finder’s fees to PI Financial Corp. in an aggregate amount of \$1,750, in addition, the Company issued 35,000 finders’ warrants (the “**Finders’ Warrants**”) to PI Financial Corp. Each Finders’ Warrant is exercisable on the same terms and conditions as the Warrants comprising the NFT Units.

The securities issued were not registered under the United States Securities Act of 1933, as amended and may not be offered or sold within the United States absent registration or an exemption from the registration requirements.

### **Annual General and Special Meeting**

Shareholders also voted in favour of re-approving and ratifying the Company’s Stock Option Plan.

For further information, please contact George W. Sanders, President, at 250-764-8879, toll free at 1-866-769-4802 or email at [sanders@goldcliff.com](mailto:sanders@goldcliff.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.*

**Forward-Looking Information:** *This news release includes certain “forward-looking information” and “forward-looking statements” (collectively, “forward-looking statements”) within the meaning of applicable Canadian securities legislation. All statements in this news release that address events or developments that we expect to occur in the future are forward-looking statements. Forward-looking statements are statements that are not historical facts and are generally, although not always, identified by words such as “expect”, “plan”, “anticipate”, “project”, “target”, “potential”, “schedule”, “forecast”, “budget”, “estimate”, “intend” or “believe” and similar expressions or their negative connotations, or that events or conditions “will”, “would”, “may”, “could”, “should” or “might” occur. All such forward-looking statements are based on the opinions and estimates of management as of the date such statements are made. Forward-looking statements in this news release include statements regarding, among others, the expected use of proceeds from the Private Placement. Although Goldcliff 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 forward-looking statements. Factors that could cause actual results to differ materially from those in forward-looking statements include market prices, exploration successes, and continued availability of capital and financing and general economic, market or business conditions. These forward-looking statements are based on a number of assumptions including, among other things, assumptions regarding general business and economic conditions, the timing and receipt of regulatory and governmental approvals, the ability of Goldcliff and other parties to satisfy stock exchange and other regulatory requirements in a timely manner, the availability of financing for Goldcliff’s proposed transactions and programs on reasonable terms, and the ability of third party service providers to deliver services in a timely manner. Investors are cautioned that any such statements are not guarantees of future performance and actual results or developments may differ materially from those projected in the forward-looking statements. Goldcliff does not assume any obligation to update or revise its forward-looking statements, whether as a result of new information, future or otherwise, except as required by applicable law.*