



*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 (as defined below) 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.*

*The securities described herein have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the “U.S. Securities Act”), or any state securities laws, and accordingly, may not be offered or sold within the United States or the U.S. persons except in compliance with the registration requirements of the U.S. Securities Act and applicable state securities requirements or pursuant to exemptions therefrom. This offering document (the “Offering Document”) does not constitute an offer to sell or a solicitation to buy any of these securities in the United States. “United States” and “U.S. persons” have the meanings ascribed thereto in Regulation S under the U.S. Securities Act.*

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 \$5,000,000.
- 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.

August 25, 2025

## OFFERING DOCUMENT UNDER THE LISTED ISSUER FINANCING EXEMPTION

### GOLDCLIFF RESOURCE CORPORATION

#### PART 1 SUMMARY OF OFFERING

##### What are we offering?

<b>Type and Number of Securities Offered:</b>	<p>The Company will offer:</p> <ul style="list-style-type: none"> <li>(i) non-flow through units (“<b>NFT Units</b>”) comprising one common share of Goldcliff (each, a “<b>Common Share</b>”) and one half of one non-transferrable Common Share purchase warrant (each whole warrant, a “<b>Warrant</b>”); and</li> <li>(ii) flow-through shares (“<b>FT Shares</b>”) comprising one Common Share which qualifies as a “flow-through share” under the <i>Income Tax Act</i> (Canada).</li> </ul> <p>Each whole 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 from the Closing Date (as defined below).</p>
<b>Offering Price:</b>	\$0.045 per NFT Unit and \$0.06 per FT Share.

<b>Minimum and Maximum Amount of Securities:</b>	The Company will offer up to 5,000,000 NFT Units and up to 10,000,000 FT Shares, for gross proceeds of approximately \$825,000 (the “ <b>Offering</b> ”). There is no minimum number of Units that must be distributed.
<b>Closing Date:</b>	The Closing is expected to occur in one or more tranches. The final Closing Date is expected to occur on or about October 6, 2025 (the “ <b>Closing Date</b> ”), subject to certain conditions, including, but not limited to, receipt of all necessary approvals including the approval of the TSX Venture Exchange (the “ <b>TSXV</b> ”).
<b>Exchange:</b>	The Common Shares are listed for trading on the TSXV under the symbol “GCN” and in the United States on the OTC under the symbol “GCFFF”.
<b>Last Closing Price:</b>	On August 22, 2025, the closing price of the Company’s shares on the TSXV was \$0.05.

### Cautionary Note Regarding Forward-Looking Statements

This Offering Document contains “forward-looking information” and “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. In certain cases, forward-looking statements can be identified by the use of words such as “plans”, “expects” or “does not expect”, “is expected”, “budget”, “goal”, “objective”, “scheduled”, “estimates”, “forecasts”, “intends”, “anticipates” or “does not anticipate”, or “believes”, or variations of such words and phrases or information that certain actions, events or results “may”, “could”, “would”, “might” or “will be taken”, “occur” or “be achieved”. 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, planned and future exploration regarding exploration and potential development of its projects; raising the maximum proceeds of the Offering; completion of the Offering and the Closing Date; receipt of all regulatory approval in respect of the Offering, including approval of the TSXV; 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. Risks which may impact the forward looking information contained in this Offering Document include but are not limited to, general political and economic conditions in Canada, the U.S. and globally; industry conditions, including fluctuations in metal prices; normal market risks, including fluctuations in foreign exchange rates; risks and hazards associated with the business of mineral exploration and development (including environmental hazards, potential unintended releases of contaminants, accidents, unusual or unexpected geological or structural formations); the speculative nature of mineral exploration and development; accuracy of metallurgical, drilling and other exploration results; geological, metallurgical, technical and drilling problems; unanticipated operating

events; adverse weather and climate events; the Company's ability to obtain additional funding; environmental risks and remediation measures, including evolving environmental regulations and legislation; changes in laws and regulations impacting exploration and mining activities; the Company's mineral properties being subject to prior unregistered agreements, transfers or claims and undetected defects in title; legal and litigation risks; statutory and regulatory compliance; insurance and uninsurable risks; financial risks, including the Company's history of losses and negative cashflow, which will continue into the foreseeable future and the need to access the capital markets to finance the Company's activities; the Company's inability to pay dividends; volatility in the Company's share price; risks related to future dilution and liquidity of the Shares; the continuation of the Company's management team and the Company's ability to secure the specialized skill and knowledge; competition for and/or inability to retain drilling rigs, personnel and other services; the availability of capital on acceptable terms; failure to maintain or obtain all necessary government licenses, permits, approvals and authorizations; relations with and claims by local communities and non-governmental organizations; failure to maintain community acceptance; changes in political and market conditions, including interest rates, availability of credit, inflation rates and changes in national and international circumstances; geopolitical events, including relations between NATO and the Russian Federation regarding the situation in Ukraine, the conflict in the Middle East and potential economic global challenges; the effectiveness of the Company's internal control over financial reporting; cybersecurity risks; general business, economic, political and social uncertainties; and public health crises such as a pandemic and other uninsurable risks. 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.sedarplus.ca](http://www.sedarplus.ca).

Although the Company has attempted to identify important factors and risks that could affect the Company and might cause actual actions, events or results to differ, perhaps materially, from those described in forward-looking statements, there may be other factors and risks that cause actions, events or results not to occur as projected, estimated or intended. 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 November 8, 2024 George Sanders, Chief Executive Officer of the Company ("CEO"), advanced to Goldcliff \$40,000 by way of a loan.
- On November 27, 2024 George Sanders, CEO, advanced to Goldcliff \$40,000 by way of a loan.

- On December 11, 2024 George Sanders, CEO, advanced to Goldcliff \$45,000 by way of a loan.
- On January 22, 2025 Goldcliff issued a News Release discussing sampling results from the September exploration program at the Ainsworth silver property. Details can be found in a news release dated January 22, 2025.
- On February 10, 2025 550,000 stock options to purchase share at a price of \$0.11 expired unexercised.
- On February 13, 2025 George Sanders, CEO, advanced to Goldcliff \$35,000 by way of a loan.
- On March 6, 2025 Goldcliff received the second of two payments from Lincoln Gold Mining Inc., totally US\$10,000. The outstanding amount now owed by Lincoln is US\$110,000.
- On April 23, 2025, George Sanders, CEO, advanced to Goldcliff \$45,000 by way of a loan.
- On April 28, 2025, an additional 285,000 share purchase warrants with an exercise price of \$0.08 per share expired unexercised
- On June 9, 2025, George Sanders, CEO, advanced to Goldcliff \$105,000 by way of a loan.
- On June 11, 2025, Goldcliff made a final payment of US\$85,000 to Nevada Select Royalty, a wholly owned subsidiary of Gold Royalty Inc., to exercise its option to purchase a 100% interest in the Nevada Rand gold/silver project located in Mineral County, Nevada.
- On August 21, 2025 Goldcliff issued a News Release announcing the planned exploration activities at the Panorama Ridge gold project. Details can be found in a news release dated August 21, 2025.

## **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.

Insiders of the Company, including George Sanders, CEO, who currently owns, directly or indirectly, more than 20% of the issued and outstanding Common Shares of the Company, may participate in the Offering, which subscriptions will be completed pursuant to available related party exemptions under Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions*.

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	October 2025	\$75,000
Kettle Valley – property payment	October 2025	\$50,000
Kettle Valley – drilling	September - November, 2025	\$400,000
Panorama Ridge – sampling and metallurgical testing	September, 2025	\$50,000
Ainsworth – geochemical sampling, prospecting, ground geophysical survey	September – October, 2025	\$150,000

### 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
<b>A</b>	Amount to be raised by this Offering	N/A	\$825,000
<b>B</b>	Selling commissions and fees <sup>(1)</sup>	N/A	\$57,750
<b>C</b>	Estimated offering costs (e.g. legal, accounting, audit)	N/A	\$10,000
<b>D</b>	Net proceeds of offering: $D = A - (B + C)$	N/A	\$757,250
<b>E</b>	Working capital as at most recent month end	N/A	\$60,000
<b>F</b>	Additional sources of funding	N/A	N/A
<b>G</b>	Total available funds: $G = D + E + F$	N/A	\$817,250

#### Notes:

(1) Assumes a cash commission will be payable to certain eligible finders in connection with a portion of the Offering. See “Fees and Commissions” section below.

#### 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	\$92,250	-
Kettle Valley – drilling	N/A	-	\$400,000
Panorama Ridge - sampling and metallurgical testing	N/A	-	\$50,000
Ainsworth – geochemical and geophysical sampling	N/A	-	\$150,000

<b>Total: (Equal to “G” Total Available Funds in Chart Above)</b>		<b>\$817,250</b>
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The above noted allocation and anticipated timing represents the Company’s current intentions with respect to its use of proceeds based on current knowledge, planning and expectations of management of the Company. Although the Company intends to expend the proceeds from the Offering as set forth above, there may be circumstances where, for sound business reasons, a reallocation of funds may be deemed prudent or necessary and may vary materially from that set forth above, as the amounts actually allocated and spent will depend on a number of factors, including the Company’s ability to execute on its business plan and sustain its operations for not less than 12 months from the Closing Date of the Offering. See the “*Cautionary Note Regarding Forward-Looking Statements*” section above.

The Company’s most recent audited annual financial statements and interim financial statements included a going concern note. Goldcliff is still in the exploration stage and Goldcliff has not yet generated positive cash flows from its operating activities, which may cast doubt on its ability to continue as a going concern. The Offering is intended to permit the Company to achieve the business objectives set out herein, 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?**

In October of 2024, Goldcliff closed the issuance of 2,250,000 Units for gross proceeds of \$78,750 and 1,400,000 Flow Through Shares for gross proceeds of \$70,000. Proceeds were applied to prospecting, geochemical sampling and ground geophysics at the Ainsworth silver project.

## **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.

### **Do any dealers or finders have a conflict of interest?**

Not applicable. If the Company engages eligible finders who may receive finder’s fees in connection with the Offering as disclosed above, it will not be a “related issuer” or “connected issuer” of or to such finders, as such terms are defined in National Instrument 33-105 – *Underwriting Conflicts*.

## **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.sedarplus.ca](http://www.sedarplus.ca) and on the Company's website at [www.goldcliff.com](http://www.goldcliff.com).

**PART 7      DATE AND CERTIFICATE**

**This Offering Document, together with any document filed under Canadian securities legislation on or after August 25, 2024, contains disclosure of all material facts about the securities being distributed and does not contain a misrepresentation.**

**Dated August 25, 2025**

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George Sanders  
Chief Executive Officer

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Gary Moore  
Chief Financial Officer