



GCN.TSXV

www.goldcliff.com
www.directroyalty.com

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

October 1, 2025

Goldcliff Closes First Tranche of Private Placement

Vancouver, B.C. - Goldcliff Resource Corporation ("**Goldcliff**" or the "**Company**") (GCN: TSX.V, GCFFF: OTCBB PINKS) is pleased to announce the closing of the first tranche of its previously announced non-brokered private placement ("**Private Placement**") consisting of (i) 1,100,000 units (each, a "**NFT Unit**") for gross proceeds of \$49,500; and (ii) 2,300,000 flow-through shares (each, a "**FT Share**") for gross proceeds of \$138,000. The securities issued under the Private Placement were offered to purchasers pursuant to the listed issuer financing exemption under Part 5A of National Instrument 45-106 – *Prospectus Exemptions*.

Each NFT Unit is 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**"). 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. Each FT Share comprises one Common Share which qualifies as a "flow-through share" within the meaning of the *Income Tax Act* (Canada).

Proceeds from the NFT Units sold under the Private Placement will be applied to property payments on Aurora West and Kettle Valley projects, and to general working capital. Pursuant to the policies of the TSX Venture Exchange ("**TSXV**"), the NFT Units will be subject to a hold period expiring on February 2, 2026.

Proceeds from the FT Shares sold under the Private Placement will be applied to drilling at Kettle Valley, sample collection for metallurgical test work and geochemical sampling at Panorama Ridge, and additional geochemical and geophysical surveys at the Ainsworth silver project, as Canadian exploration expenses that will qualify as "flow-through mining expenditures" within the meaning of the *Income Tax Act* (Canada), and which will be incurred on or before December 31, 2026 and renounced with an effective date no later than December 31, 2025 to the initial purchasers of FT Shares. All three projects are located in British Columbia.

An insider of the Company (the "**Insider**") subscribed for 200,000 NFT Units for aggregate gross proceeds of \$9,000 and 200,000 FT Shares for aggregate gross proceeds of \$12,000. The Insider's participation in the Private Placement constitutes a "related party transaction" within the meaning of Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* ("**MI 61-101**"). The Company is relying on an exemption from the formal valuation and minority shareholder approval requirements of MI 61-101 available on the basis that the fair market value of the Insider's participation in the Private Placement, as determined in accordance with MI 61-101, did not exceed 25% of the Company's market capitalization. The Company did not file a material change report more than 21 days before the closing of the Private Placement, which the Company deemed reasonable in the circumstances as details of the Insider's participation in the Private Placement had not been settled and the Company wished to complete the Private Placement in an expeditious manner. The securities purchased by the Insider are subject to the TSXV hold period of four months.

In connection with the closing of the first tranche of the Private Placement, the Company paid a finder's fee of an aggregate of \$8,800 cash and issued an aggregate of 147,000 non-transferable finder's warrants (such finder's warrants to be issued on the same terms and conditions as the Warrants) to Ventum Financial Corp. and Canaccord Genuity Corp.

The Private Placement remains subject to final acceptance of the TSXV.

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.

Statements regarding the Company which are not historical facts are "forward-looking statements" that involve risks and uncertainties. Such information can generally be identified by the use of forwarding-looking wording such as "may", "expect", "estimate", "anticipate", "intend", "believe" and "continue" or the negative thereof or similar variations, and include statements regarding the use of proceeds under the Private Placement and the anticipated timing for closing of the second tranche of the Private Placement. Since forward-looking statements address future events and conditions, by their very nature, they involve inherent risks and uncertainties, including but not limited to, the receipt of TSXV acceptance or any necessary regulatory approvals required in connection with the Private Placement and management's discretion regarding the use of proceeds risks. Actual results in each case could differ materially from those currently anticipated in such statements. Except as required by law, the Company does not intend to update any changes to such statements. For this reason readers should not place undue reliance on forward looking statements.