



GCN.TSXV

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Goldcliff Closes Third Tranche of Private Placement

Vancouver, B.C. - Goldcliff Resource Corporation ("**Goldcliff**" or the "**Company**") (GCN: TSX.V, GCLFF: OTCBB PINKS) is pleased to announce the closing of the third tranche of its previously announced non-brokered private placement ("**Private Placement**") of 3,000,000 flow-through shares (each, a "**FT Share**") for gross proceeds of \$210,000. 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 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 FT Shares sold under the Private Placement will be applied to drilling at Kettle Valley, and to trenching and drill site preparation 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. Both projects are located in British Columbia.

In connection with the closing of the third tranche of the Private Placement, the Company paid a finder's fee of an aggregate of \$14,700 cash and issued an aggregate of 210,000 non-transferable finder's warrants (such finder's warrants to be issued on the same terms and conditions as the Warrants) to Canaccord Genuity Corp.

Current unsubscribed portions of the Private Placement remain open until December 4, 2025.

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.

Forward-looking information contained in this press release is based on certain assumptions, estimates, expectations, analysis and opinions of the Company and in certain cases, third party experts, that are believed by management of Goldcliff to be reasonable at the time they were made. Such assumptions, estimates and other factors include, among other things: that the Company will obtain final TSXV acceptance, performance and business operations, future commodity prices and exchange rates, prospects, growth opportunities and financing available to the Company, general business and economic conditions, results of development and exploration, the Company's ability to procure supplies and other equipment necessary for its business. The foregoing list is not exhaustive of all assumptions which may have been used in developing the forward-looking information. The Company considers these assumptions, estimates and factors to be reasonable based on information currently available, they may prove to be incorrect. Forward-looking information should not be read as a guarantee of future performance or results.

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, management's discretion regarding the use of proceeds risks, the ability to access funding required to invest in available opportunities and projects and on satisfactory terms, changes in commodity and other prices, the Company's ability to attract and retain skilled staff and to secure feedstock from third party suppliers, unanticipated events and other difficulties related to exploration activity, the cost of compliance with current and future environmental and other laws and regulations, changes in currency, exchange rates and market prices. 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.