



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.

September 25, 2026

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:	The Company will offer: (i). non-flow through units ("NFT Units") comprising one common share of Goldcliff (each, a "Common Share") and one half of one non-transferable 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). Each whole Warrant will entitle the holder to acquire an additional Common Share at an exercise price of \$0.07 per Common Share for a period of 24 months from the Closing Date (as defined below).
Offering Price:	\$0.03 per NFT Unit and \$0.05 per FT Share.
Minimum and Maximum Amount of Securities:	The Company will offer up to 10,000,000 NFT Units and up to 6,000,000 FT Shares, for gross proceeds of approximately \$600,000 (the "Offering"). There is no minimum number of securities 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 November 9, 2026 (the “ Closing Date ”), subject to certain conditions, including, but not limited to, receipt of all necessary approvals including the approval of the TSX Venture Exchange (the “ TSXV ”).
Exchange:	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”.
Last Closing Price:	On September 24, 2026, the closing price of the Company’s shares on the TSXV was \$0.03.

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 Common 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.

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

- The Company raised an aggregate of \$211,500 by issuance of units, comprised of Common Shares and warrants, and flow-through shares on a private placement basis pursuant to the listed issuer financing exemption which it closed in two tranches. The first tranche was closed on October 1, 2025, where it raised \$187,500 and the second tranche was closed on October 9, 2025, where it raised \$24,000. Details can be found in Goldcliff news releases dated October 1, 2025, and October 9, 2025.
- The Company raised an aggregate of \$427,400 by issuance of units, comprised of Common Shares and warrants, and flow-through shares on a private placement basis pursuant to the listed issuer financing exemption which it closed in four tranches. The first tranche was closed on October 30, 2025, where it raised \$133,000, the second tranche was closed on November 10, 2025, where it raised \$70,000, the third tranche was closed on November 20, 2025, where it raised \$210,000 and the fourth tranche was closed on December 4, 2025, where it raised \$14,400. Details can be found

in Goldcliff news releases dated October 30, 2025, November 10, 2025, November 20, 2025 and December 4, 2025.

- On November 19, 2025, the Company announced that construction of drill access trails and new drill pads completed between November 3 and 6, 2025 exposed additional mineralized rock at the Kettle Valley Gold–Silver Project in southern British Columbia. Examination of this material prompted further prospecting and sampling. Details can be found in a Goldcliff news release dated November 19, 2025.
- On December 8, 2025, the Company announced positive testing results of non-cyanide gold recovery from Panorama Ridge drill core. Details can be found in a Goldcliff news release dated December 8, 2025.
- On January 30, 2026, the Company received from Lincoln Gold Mining Inc. the final outstanding payment of US\$110,000. Goldcliff and Lincoln executed a quit claim agreement specifying the Goldcliff has been paid in full and has no further right, interest or claim to the Pine Grove project.
- On February 2, 2026, the Company paid George Sanders, CEO, \$50,000 as partial repayment of outstanding loan.
- On April 8, 2026, the Company reported confirmation of the presence of free gold, and possible electrum, from sampling conducted in November 2025 at its Kettle Valley gold-silver project near Rock Creek, B.C. Details can be found in a Goldcliff news release dated April 8, 2026.
- On April 14, 2026, the Company announced that the existing MYAB Notice of Work permit for the Kettle Valley gold/silver project had been extended to March 28, 2028.
- On May 13, 2026, the Company announced that it initiated an expanded surface sampling program at its Kettle Valley gold-silver project near Rock Creek, B.C. On September 1, 2026, the Company announced that as a result of the expanded surface sampling program, it identified a new area of gold-silver mineralization within the North Cliff Zone. Details are disclosed in Goldcliff news releases dated May 13, 2026 and September 1, 2026.
- On June 18, 2026, the Company announced that it assay results from its April 2026 hand trenching program at the Kettle Valley gold-silver project near Rock Creek, British Columbia. Details are disclosed in a Goldcliff news release dated June 18, 2026.

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, 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 for working capital. The Company intends to use the proceeds from the FT Shares to undertake additional exploration activities on the Kettle Valley property.

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
Working Capital	October 2026 onward	\$170,000
Kettle Valley – drilling	September - October 2026	\$260,000
Property option payments on Kettle valley and Aurora West	October 2026	\$170,000

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	\$600,000
B	Selling commissions and fees ⁽¹⁾	N/A	\$42,000
C	Estimated offering costs (e.g. legal, accounting, audit)	N/A	\$15,000
D	Net proceeds of offering: $D = A - (B + C)$	N/A	\$543,000
E	Working capital as at most recent month end	N/A	\$200,000
F	Additional sources of funding	N/A	nil
G	Total available funds: $G = D + E + F$	N/A	\$743,000

Notes:

(1) Assumes the full Offering is subject to the 7% cash finder's fee described under "Fees and Commissions" below. On full subscription, the total cash fee payable would be \$42,000.

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
Kettle Valley – drilling	N/A	\$260,000
Property option payments on Kettle Valley and Aurora West	N/A	\$170,000
Working capital	N/A	\$313,000
Total: (Equal to "G" Total Available Funds in Chart Above)		\$743,000

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?

The intended use of proceeds, as disclosed in the August 25, 2025 offering document, is provided below followed by a description of the actual use of proceeds raised:

Intended Use of Proceeds	(\$)
Kettle Valley – property payment ⁽²⁾	\$50,000
Aurora West – property payment ⁽²⁾	\$75,000
Working capital ⁽³⁾	\$92,250
Kettle Valley – drilling ⁽⁴⁾	\$400,000
Panorama Ridge - sampling and metallurgical testing ⁽⁵⁾	\$50,000
Ainsworth – geochemical and geophysical sampling ⁽⁵⁾	\$150,000
Total:	\$817,250

Notes:

(1) A total of \$211,500 were raised. \$187,500 were raised pursuant to tranche 1 closing on October 1, 2025; and \$24,000 were raised pursuant to tranche 2 closing on October 9, 2025.

(2) Property payments for Kettle Valley and Aurora West were not made from the funds raised in this financing but were instead advanced by the management of the Company.

(3) \$11,500 were allocated for working capital purposes.

(4) No work was conducted at Kettle Valley.

(5) \$50,000 were spent for sampling and metallurgical testing at Panorama Ridge and \$150,000 were spent for geochemical and geophysical sampling at Ainsworth.

The intended use of proceeds, as disclosed in the October 20, 2025 offering document, is provided below followed by a description of the actual use of proceeds raised:

Intended Use of Proceeds	(\$)
Reimbursement of advances to George Sanders in connection with Kettle Valley and Aurora West property payments ⁽²⁾	\$150,000
Working capital ⁽³⁾	\$279,900
Kettle Valley – drilling ⁽⁴⁾	\$440,000
Ainsworth – site prep and trenching ⁽⁴⁾	\$50,000
Total:	\$919,900

Notes:

(1) A total of \$427,400 were raised. \$133,000 were raised pursuant to tranche 1 closing on October 30, 2025; \$70,000 were raised pursuant to tranche 2 closing on November 10, 2025; \$210,000 were raised pursuant to tranche 3 closing on November 20, 2025; and \$14,400 were raised pursuant to tranche 4 closing on December 4, 2025.

(2) \$50,000 were spent for reimbursement of advances.

(3) \$252,400 were allocated for working capital purposes.

(4) \$65,000 were spent for site preparation and sampling at Kettle Valley and \$60,000 were spent for reporting and permit consultation for Ainsworth.

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?

The Company will pay to eligible arm's length 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. The Finder's Warrants will be issued on the same terms and at the same exercise price as the Warrants comprising the NFT Units. On full subscription, assuming the full Offering is subject to the cash finder's fee, the total cash fee payable would be \$42,000.

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 and on the Company's website at www.goldcliff.com.

PART 7 DATE AND CERTIFICATE

This Offering Document, together with any document filed under Canadian securities legislation on or after September 25, 2025, contains disclosure of all material facts about the securities being distributed and does not contain a misrepresentation.

Dated September 25, 2026

"George Sanders"
George Sanders
Chief Executive Officer

"Gary Moore"
Gary Moore
Chief Financial Officer