

# Rockcliff Closes Flow-Through Non-Brokered Private Placement

Toronto, Ontario--(Newsfile Corp. - December 31, 2021) - Rockcliff Metals Corporation (CSE: RCLF) (OTCQB: RKCLF) ("Rockcliff" or the "Company") is pleased to announce it has closed its non-brokered private placement (the "Private Placement") and will issue 15,592,332 flow-through units (the "FT Units") at a price of \$0.06 per FT Unit for aggregate gross proceeds of \$935,540.

Each FT Unit consists of one flow-through common share (a "Share") and one-half of one common share purchase warrant (each whole warrant, a "Warrant"), with each Warrant exercisable at a price of \$0.10 per share of the Company for a period of two years.

The Company has paid cash finder's fees of \$62,128 and issued 1,035,463 finder warrants (the "Finder's Warrants"). The Finder's Warrants are exercisable at a price of \$0.06 per share for a period of two years.

All of the securities issued under the Private Placement will be subject to a hold period of four months and one day from the date of issuance in accordance with applicable securities laws.

The Company intends to use the net proceeds of the Private Placement for "Canadian exploration expenses" that will qualify as "flow-through mining expenditures" as defined in the *Income Tax Act* (Canada) on the Company's Copperman and Bur Properties, which will be incurred before December 31, 2022.

## About Rockcliff Metals Corporation

Rockcliff is a Canadian resource development and exploration company with several advanced-stage, high-grade copper and VMS dominant deposits in the Snow Lake area of central Manitoba. The Company is a major landholder in the Belt which is the largest Paleoproterozoic VMS district in the world, hosting high-grade mines and deposits containing copper, zinc, gold and silver. The Company's extensive portfolio of properties totals approximately 4,000 km<sup>2</sup> and includes seven of the highest grade, undeveloped VMS deposits in the Belt. Rockcliff has a joint venture with Hudbay at the Company's 49% owned Talbot Copper Deposit.

For more information, please visit <http://rockcliffmetals.com>

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**Cautionary Note Regarding Forward-Looking Statements:** *This news release includes forward-looking statements that are subject to risks and uncertainties. Forward-looking statements involve known and unknown risks, uncertainties, and other factors that could cause the actual results of the Company to be materially different from the historical results or from any future results expressed or implied by such forward-looking statements. All statements contained in this news release, other than*

*statements of historical fact, are to be considered forward-looking. Although Rockcliff believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements are not a guarantee of future performance and actual results or developments may differ materially from those in the forward-looking statements.*

*The Canadian Securities Exchange does not accept responsibility for the adequacy or accuracy of this news release.*



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