

# Rockcliff Closes FT Unit and WC Unit Offerings

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TORONTO, ONTARIO -- (Marketwired - Jan 2, 2014) - [Rockcliff Resources Inc.](#) ("Rockcliff" or the "Company") (TSX VENTURE:RCR) (Tier 1) is pleased to announce that the Company has extended the terms of the warrants and closed its non-brokered private placement, announced on December 9, 2013, for proceeds of \$314,755. The Company placed 3,849,997 flow-through units (each an "FT Unit") for gross proceeds of \$231,000 and 1,675,100 working capital units (each a "WC Unit") for gross proceeds of \$83,755. Rockcliff paid finder's fees of \$16,600.50 and issued 288,343 Compensation Options in respect of the sale of FT Units and WC Units. Each Compensation Option entitles the holder to purchase a further common share of the Company at \$0.05 for thirty-six (36) months from Closing.

The flow-through funds will be used to determine the significance of a large conductive untested anomaly located proximal to Rockcliff's high grade T-1 copper deposit on the Tower Property. Exploration will be focused on additional geophysics followed by a minimum 1000m drill program. The exploration program is planned to begin in early 2014.

Each FT Unit consists of one flow-through common share of the Company and one (1) non flow-through share purchase warrant (a "Warrant"). Each Warrant entitles the holder to acquire an additional common share at \$0.075 for a period of thirty-six (36) months from Closing. Each WC Unit consists of one common share of the Company and one (1) share purchase warrant (a "WC Warrant"). Each WC Warrant entitles the holder to acquire an additional common share at \$0.075 for a period of thirty-six (36) months from Closing.

An Insider of the Company acquired \$10,000 of WC Units pursuant to this closing. The insider private placement is exempt from the valuation and minority shareholder approval requirements of Multilateral Instrument 61-101 ("MI 61-101") by virtue of the exemptions contain in section 5.5(a) and 5.7(1) (a) of MI 61-101 in that the fair market value of the consideration for the securities of the Company to be issued to the insiders does not exceed 25% of its market capitalization.

Securities issued under this private placement are subject to a hold period expiring on May 1, 2014.

## Rockcliff Resources Inc.

[Rockcliff Resources Inc.](#) is a Canadian resource exploration company focused on discovery and advancement of its high-quality mineral properties at its Snow Lake Project. Rockcliff presently controls the Snow Lake Project in Manitoba, totalling in excess of 400 km<sup>2</sup>. The project includes two VMS high grade copper rich National Instrument 43-101 ("NI 43-101") Resources (Rail and T-1 Copper Deposits), one historic VMS copper deposit (Lon), the T-2 Copper Zone (Tower), numerous untested geophysical anomalies and several additional properties with VMS potential. Rockcliff also owns a zinc-silver rich NI 43-101 Resource (Shihan) in Ontario.

Rockcliff's two principle assets are the high grade T-1 Copper Deposit mineral resource at the Tower Property and the Rail Deposit at the Rail Property.

For more information please visit our website at [www.rockcliffresources.com](http://www.rockcliffresources.com).

## Forward-Looking Statement:

*Some of the statements contained herein may be forward-looking statements which involve known and unknown risks and uncertainties. Without limitation, statements regarding potential mineralization and resources, exploration results, and future plans and objectives of the Company are forward looking statements that involve various risks. The following are important factors that could cause the Company's actual results to differ materially from those expressed or implied by such forward looking statements: changes in the world wide price of mineral commodities, general market conditions, risks inherent in mineral exploration, risks associated with development, construction and mining operations, the uncertainty of future profitability and the uncertainty of access to additional capital. There can be no assurance that forward-looking statements will prove to be accurate as actual results and future events may differ materially from those anticipated in such statements. Rockcliff undertakes no obligation to update such forward-looking statements if circumstances or management's estimates or opinions should change. The reader is cautioned*

*not to place undue reliance on such forward-looking statements.*

*Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.*

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