

# Solvista Gold Corp. and Rockcliff Resources Inc. Announce filing of Rockcliff Management Information Circular

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TORONTO, May 12, 2015 - [Solvista Gold Corporation](#) (TSX VENTURE:SVV) (OTCQX:SVVZF) ("Solvista") and [Rockcliff Resources Inc.](#) (TSX VENTURE:RCR) ("Rockcliff") are pleased to announce that, further to the Joint Press Release issued April 20, 2015, Rockcliff has filed a comprehensive Management Information Circular (the "Circular") for the Annual and Special Meeting of Rockcliff to be held on June 17, 2015 to, among other things, seek approval for the amalgamation (the "Amalgamation") of Rockcliff and a wholly-owned subsidiary of Solvista ("Solvista Subco") pursuant to the amalgamation agreement dated April 17, 2015, as amended April 30, 2015, (the "Amalgamation Agreement"), whereby Solvista will acquire each of the issued and outstanding securities of Rockcliff (the "Transaction") in exchange for 0.9 of an equivalent security of Solvista (the "Exchange Ratio"). Following completion of the Transaction, the newly amalgamated company, which will hold all of Rockcliff's assets, will be a wholly-owned subsidiary of Solvista. The completion of the Transaction remains subject to a number of conditions, as set forth below. Solvista will have a total of 108,201,019 common shares issued and outstanding upon closing of the Transaction and the settlement of certain current liabilities of Rockcliff through the issuance of common shares of Solvista. A copy of the Circular is available on the SEDAR profile for Rockcliff at [www.sedar.com](http://www.sedar.com).

Ken Lapierre, President and Chief Executive Officer of Rockcliff stated "With the present working capital of Solvista and the exceptional copper assets of Rockcliff, the new "Solvista" will be well funded with a strong treasury of over \$3.3M, a combined Management team with decades of mineral discovery experience and a dynamic Board of Directors with extensive experience in the financial sector. This will allow the new company to combine their talents and the result will be a company with an outstanding technical and financial team and the funds in place to continue with the primary goal of becoming mine finders within the Snow Lake Project located in Manitoba, Canada. I strongly urge the Rockcliff shareholders to vote in favour of the Amalgamation."

The TSX Venture Exchange ("TSXV") provided Solvista and Rockcliff with conditional approval for the Transaction although the Transaction still remains subject to final approval by the TSXV, including receipt of all final documentation, standard closing conditions, including the approval of the Transaction by the Rockcliff shareholders, and completion of due diligence investigations to the satisfaction of each of the parties. The Transaction is expected to close on or about June 22, 2015.

The Amalgamation has been unanimously approved by the Board of Directors of Rockcliff and the Board of Directors of Solvista. Haywood Securities Inc., as a financial advisor to Rockcliff, has provided a Fairness Opinion to the Board of Directors of Rockcliff, that subject to the assumptions, limitations and qualifications set out in such Fairness Opinion, as of April 15, 2015 the Exchange Ratio provided for in the Amalgamation Agreement is fair, from a financial point of view, to the Rockcliff Shareholders. The Fairness Opinion is included as Schedule E to the Circular.

The Circular will be mailed to registered shareholders of Rockcliff on May 15, 2015. Rockcliff shareholders are urged to read the Circular which contains additional important information concerning the Transaction.

## **Solvista Gold Corp.**

Solvista is a gold exploration company with two projects, Caramanta and Guadalupe located in Colombia, South America. These two projects cover approximately 44,000 hectares in the Antioquia province of Colombia, a region rich in historic gold mining tradition and where several new gold discoveries have recently been made. Solvista's key Colombian project, Caramanta is the subject of a significant option agreement with IAMGold Corp. as described in a press release dated December 13, 2013. Further information on the agreement is available on SEDAR and on Solvista's website. Solvista is well funded and has completed initial drill programs at both its projects, with the discovery of significant mineralization at both. For further details on Solvista, its management team and its projects, please refer to Solvista's website ([www.solvistagold.com](http://www.solvistagold.com)).

## **Rockcliff Resources Inc.**

Rockcliff is a Canadian resource exploration company focused on discovery and resource growth of its high-quality mineral properties at its Snow Lake Project. Rockcliff presently controls the Snow Lake Project in central Manitoba, totalling in excess of 350 km<sup>2</sup>. The project includes two VMS high grade copper rich NI 43-101 Resources (T-1, Rail), two historic high grade VMS copper deposits (Lon and Talbot), the T-2 Copper Zone (Tower), numerous untested geophysical anomalies and several additional properties with VMS potential (Freebeth, Dickstone North). Rockcliff also owns a zinc-silver rich NI 43-101 Resource (Shihan) in Ontario. For more information, please visit our website at [www.rockcliffresources.com](http://www.rockcliffresources.com).

This Press Release should not be considered a comprehensive summary of the Transaction. Additional information will be disseminated at a future date. Completion of the Transaction is subject to a number of conditions including, but not limited to, TSXV approval. The Transaction cannot close until the required Rockcliff Shareholder approval is obtained. There can be no assurance that the Transaction will be completed as proposed or at all.

Investors are cautioned that, except as disclosed in the Information Circular to be prepared in connection with the Transaction, any information released or received with respect to the Transaction may not be accurate or complete and should not be relied upon.

*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.*

*Cautionary Note Regarding Forward-Looking Statements: This joint news release ("News Release") includes certain "forward-looking statements". All statements other than statements of historical fact, included in this News Release, including, without limitation, future plans and objectives of Solvista and Rockcliff, are forward-looking statements that involve various risks and uncertainties. There can be no assurance that such statements will prove to be accurate and actual results and future events could differ materially from those anticipated in such statements. Important factors that could cause actual results to differ materially from Solvista's and Rockcliff's expectations are the risks detailed herein and from time to time in the filings made by Solvista and Rockcliff with securities regulators including the following: (i) Neither Solvista nor Rockcliff have a history of profit; (ii) investment in the common shares of either Solvista or Rockcliff is highly speculative given the nature of each company's business and their present stages of development; (iii) the negotiations for the Transaction may not advance, and even if they do, it may not be possible to enter into definitive documentation on satisfactory terms and close the transaction on the terms described herein or at all; (iv) some of the directors and officers of Solvista and Rockcliff will only devote a portion of their time to the business and affairs of the proposed merged entity and some of them are or will be engaged in other projects or businesses such that conflicts of interest may arise from time to time; (v) there can be no assurance that an active and liquid market for the combined entity's common shares will develop and an investor may find it difficult to resell its common shares; and, (vi) those risks set out in the public documents of both Solvista and Rockcliff filed on SEDAR. This list is not exhaustive of the factors that may affect any of Solvista's and Rockcliff's forward-looking statements. These and other factors should be considered carefully and readers should not place undue reliance on either Solvista's or Rockcliff's forward-looking statements. Although Solvista and Rockcliff believe that the assumptions and factors used in preparing the forward-looking information in this News Release are reasonable, undue reliance should not be placed on such information, which only applies as of the date of this News Release, and no assurance can be given that such events will occur in the disclosed time frames or at all. Solvista and Rockcliff disclaim any intention or obligation to update or revise any forward-looking information, whether as a result of new information, future events or otherwise, other than as required by applicable law.*

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