

# Rockcliff Resources Inc. Announces New Terms of Private Placement

11.11.2013 | [Marketwired](#)

TORONTO, ONTARIO -- (Marketwired - Nov. 11, 2013) - [Rockcliff Resources Inc.](#) ("Rockcliff" or the "Company") (TSX VENTURE:RCR) wishes to announce that it will be undertaking a non-brokered flow-through unit private placement and a non-brokered working capital unit private placement to raise aggregate proceeds of up to \$617,500 (the "Offering") to provide it with additional operating and exploration capital. The offering announced on October 1, 2013 has been amended to provide for the offering of up to 4,500,000 flow-through units of the Company at a price of \$0.07 per flow-through unit, for gross proceeds of up to \$315,000, and up to 5,500,000 working capital units of the Company at a price of \$0.055 per working capital unit, for gross proceeds of up to \$302,500.

Each flow-through unit (a "FT Unit") consists of one flow-through common share of the Company priced at \$0.07 and one (1) non flow-through share purchase warrant (a "Warrant"). Each Warrant entitles the holder to acquire an additional common share at a price of \$0.10 until the earlier of: (i) twenty-four (24) months from the closing of the Offering; and (ii) in the event that the closing price of the Common Shares on the TSX Venture Exchange is at least \$0.15 for ten (10) consecutive trading days, and the 10th trading day (the "FT Final Trading Day") is at least four (4) months from the closing of the Offering, the date which is thirty (30) days from the FT Final Trading Day (the "FT Trigger Date").

Each working capital unit (a "WC Unit") consists of one common share of the Company priced at \$0.055 and one (1) share purchase warrant (a "WC Warrant"). Each WC Warrant entitles the holder to acquire an additional common share at a price of \$0.08 until the earlier of: (i) twenty-four (24) months from the closing of the Offering; and (ii) in the event that the closing price of the Common Shares on the TSX Venture Exchange is at least \$0.12 for ten (10) consecutive trading days, and the 10th trading day (the "WC Final Trading Day") is at least four (4) months from the closing of the Offering, the date which is thirty (30) days from the WC Final Trading Day (the "WC Trigger Date").

The Company will pay finders fees of 10% cash and issue Compensation Options equal to 10% of the number of WC Units or FT Units placed by any eligible finders. Each Compensation Option will entitle the finder to acquire one common share for twenty-four (24) months from the closing of the Offering at \$0.08 per Common Share.

## 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 copper rich NI43-101 Resources (Rail and T-1 Copper Deposit), one historic VMS copper deposit (Lon) and the T-2 Copper Zone (Tower). Rockcliff also controls a zinc-silver rich NI43-101 Resource (Shihan) in Ontario.

## **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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<https://www.rohstoff-welt.de/news/162332--Rockcliff-Resources-Inc.-Announces-New-Terms-of-Private-Placement.html>

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