

# Rockcliff Announces Private Placement

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TORONTO, ONTARIO -- (Marketwired - Apr 29, 2014) - [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 \$2,140,000 (the "Offering") to provide it with additional operating and exploration capital.

Rockcliff is offering up to 24,000,000 flow-through units of the Company priced at \$0.06 per flow-through unit, for gross proceeds of up to \$1,440,000. Each flow-through unit (a "FT Unit") consists of one flow-through common share of the Company priced at \$0.06 and one (1) non flow-through share purchase warrant (a "Warrant"). Each Warrant entitles the holder to acquire an additional common share for three (3) years from the closing of the Offering at a price of \$0.10 per common share.

Rockcliff is also offering up to 14,000,000 working capital units of the Company at a price of \$0.05 per working capital unit, for gross proceeds of up to \$700,000. Each working capital unit (a "WC Unit") consists of one common share of the Company priced at \$0.05 and one (1) share purchase warrant (a "WC Warrant"). Each WC Warrant entitles the holder to acquire an additional common share for three (3) years from the closing of the Offering at a price of \$0.075 per common share.

The Company will pay finder's fees of 8% 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 three (3) years from the closing of the Offering at \$0.05 per common share.

Insiders of the Company may subscribe for up to \$115,000 of the Offering. The insider private placements are exempt from the valuation and minority shareholder approval requirements of Multilateral Instrument 61-101 ("MI 61-101") by virtue of the exemptions contained 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.

All securities issued pursuant to the above referenced private placements are subject to a statutory four month hold period and regulatory approval.

## **Rockcliff Resources Inc.**

[Rockcliff Resources Inc.](#) 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 400 km<sup>2</sup>. The project includes two (2) VMS high grade copper rich NI 43-101 Resources (T-1, Rail), two (2) historic 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.

*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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## Contact

### [Rockcliff Resources Inc.](#)

Ken Lapierre P.Geo., President & CEO  
(416) 644-1752 or cell: (647) 678-3879  
[klapierre@rockcliffresources.com](mailto:klapierre@rockcliffresources.com)  
[www.rockcliffresources.com](http://www.rockcliffresources.com)

Rockcliff New Address:  
520-141 Adelaide St. W.  
Toronto, ON M5H 3L5

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