

# Solvista Gold Corporation and Rockcliff Resources Inc. Sign Amalgamation Agreement

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TORONTO, Apr 20, 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 March 30, 2015, they have entered into a definitive amalgamation agreement dated April 17, 2015 (the "Amalgamation Agreement") among Solvista, Rockcliff and a wholly-owned subsidiary of Solvista ("Solvista Subco"), whereby Solvista will acquire all of the issued and outstanding common shares of Rockcliff (the "Transaction"). The Transaction will be effected by way of a three-cornered amalgamation pursuant to which Solvista Subco will amalgamate with Rockcliff, and each issued and outstanding security of Rockcliff will be exchanged 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 Amalgamation Agreement is available on the SEDAR profiles for each of Solvista and Rockcliff at [www.sedar.com](http://www.sedar.com).

In connection with the Transaction, Solvista has provided Rockcliff with a \$200,000 short-term loan (the "Loan") for the payment of liabilities due prior to the completion of the Transaction. The Loan is secured against Rockcliff's Rail property located in the Snow Lake District in Manitoba.

The Transaction will be submitted to the shareholders of Rockcliff (the "Rockcliff Shareholders") for consideration and approval at an annual and special meeting to be held on June 10, 2015 (the "Rockcliff Meeting"). The TSX Venture Exchange provided Solvista with conditional approval for the Transaction but 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 15, 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 an oral 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.

Further information regarding the Transaction will be contained in the Management Information Circular (the "Information Circular") that will be prepared, filed and mailed by Rockcliff in due course to the Rockcliff Shareholders in connection with the Rockcliff Meeting. The Rockcliff Shareholders are urged to read the Information Circular once it becomes available as it will contain 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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