

Rockcliff Closes \$1.84 Million Non-Brokered Private Placement

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Toronto, Ontario (FSCwire) - [Rockcliff Metals Corp.](#) (‘‘Rockcliff’’ or the ‘‘Company’’) (TSX.V: RCLF) (FRANKFURT: RO0, WKN: A2H60G) today announced that the Company has closed its non-brokered private placement announced recently in its press release of July 27, 2018. The Company placed 12,083,885 Flow Through Units (‘‘FTU’’) at a price of \$0.09 per FTU for gross proceeds of \$1,087,549 and 10,839,617 Working Capital Units (‘‘WCU’’) at a price of \$0.07 per WCU for gross proceeds of \$758,773 for total gross proceeds of \$1,846,322 (the ‘‘Financing’’). Red Cloud Klondike Strike Inc. acted as a finder in connection with the Financing.

Rockcliff’s President & CEO Ken Lapierre commented, ‘‘We are pleased that the Financing is now complete and includes existing and new shareholders. We thank those who have taken this opportunity to support Rockcliff as we move forward with our high-grade base metal and gold assets in the world class Snow Lake mining camp located in central Manitoba. With this equity raise, the recent cash sale of our Talbot Copper Property option to Norvista Capital and our recently announced option of two of our five high-grade gold properties to Kinross Gold we are now in a strong financial position to continue to strategically advance our base and precious metal assets from many fronts. We will continue to strategically explore only our highest priority properties and will announce shortly our strategic exploration plan moving forward. We have demonstrated our ability to monetize assets, raise equity and explore wisely and we will continue to advance our extensive high-grade assets by considering all strategic opportunities with minimal dilution to the Company’s shareholders.’’

Use of Proceeds

The net proceeds from the Financing will be used to fund exploration of the Company’s Manitoba properties and for general working capital purposes. The Company’s Manitoba properties in the Snow Lake mining camp include some of the highest grade undeveloped base metal (copper and zinc) deposits and underexplored lode gold properties all within trucking distance to processing facilities. Exploration programs will be focused on the highest priority properties and will include geological, airborne and surface geophysical and diamond drilling programs.

Details of the Financing

Each FTU consisted of one (1) common share and one-half of a common share purchase warrant. Each WCU consisted of one (1) common share and one (1) common share purchase warrant. Each full warrant entitles the holder to purchase one common share at a price of \$0.15 for two years from closing.

Eligible finders were paid cash fees of \$91,173.93 and issued 767,784 FT Broker Warrants and 315,335 WC Broker Warrants. Each FT Broker Warrant entitles the holder to acquire one broker unit at a price of \$0.09, with each broker unit consisting of one common share and one-half of a warrant, for a period of two (2) years from closing and each WC Broker Warrant entitles the holder to acquire one (1) WCU at a price of \$0.07 for a period of two (2) years from closing.

All securities issued pursuant to the above referenced private placement are subject to a four month hold period expiring on December 17, 2018.

An insider of the Company subscribed for 100,000 WCUs in the Financing. 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 contained in sections 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 issued to the

insider did not exceed 25% of its market capitalization.

About Rockcliff Metals Corporation

The Company is a well-funded Canadian resource exploration company focused on exploration and generating cash flow from future royalty payments on its base and precious metal assets located in Snow Lake, Manitoba, Canada. Rockcliff's extensive portfolio of properties, totalling in excess of 50,000 hectares, is located in and around the 100-year-old Snow Lake mining camp and hosts resources at the Talbot Copper deposit and the Rail Copper deposit and historical zinc and zinc-copper deposits (the Lon Zinc-Copper deposit, the Bur Zinc-Copper deposit, the Morgan Zinc deposit and the down-dip continuation of the Pen Zinc deposit). The Company's properties also include Manitoba's former lode-gold producer (Laguna Gold Property optioned to Kinross Gold), four additional gold-rich properties (SLG Gold Property, DSN Gold Property, Berry Creek Gold Property and Lucky Jack Gold Property optioned to Kinross Gold), a Net Smelter Royalty on the Tower Property slated for production in 2020 (the Tower Copper deposit) and the MacBride Zinc deposit (optioned to Nevada Zinc) located near Leaf Rapids, Manitoba. For more information, please visit <http://rockcliffmetals.com/>.

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Cautionary Note Regarding Forward-Looking Statements: This news release includes forward-looking statements that are subject to risks and uncertainties. Forward-looking statements involve known and unknown risks, uncertainties, and other factors that could cause the actual results of the Company to be materially different from the historical results or from any future results expressed or implied by such forward-looking statements. All statements contained in this news release, other than statements of historical fact, are to be considered forward-looking. Although Rockcliff believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements are not guarantees of future performance and actual results or developments may differ materially from those in the forward-looking statements.

Neither the 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 news release.

To view the original release, please click [here](#)

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