

Northcliff Announces Non-brokered Private Placement Financing

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VANCOUVER, June 19, 2025 - [Northcliff Resources Ltd.](#) ("Northcliff" or the "Company") (TSX: NCF) announces that it has arranged a non-brokered private placement (the "Private Placement") of 19,842,128 common shares of the Company ("Common Shares") at a price of C\$0.06 per Common Share (based on the five day VWAP of the Common Shares for the five trading days ended May 29, 2025) for gross proceeds of C\$1,190,527.68. The Common Shares issued are subject to applicable resale restrictions, including a hold period of four months and one day from the closing of the Private Placement under Canadian securities rules. The Private Placement is subject to customary closing conditions including final Toronto Stock Exchange approval. Proceeds of the Private Placement will be used to fund the Company's share of expenditures related to the Sisson Project and for working capital and general corporate purposes.

Todd Sisson (NZ) Limited ("Todd"), a subsidiary of the Todd Corporation and a shareholder that holds in excess of 10% of the issued and outstanding Common Shares, will subscribe for 16,157,166 Common Shares under the Private Placement. Andrew Ing, a director and officer of the Company, will subscribe for 323,242 Common Shares under the Private Placement and Scott Cousens, a director of the Company, will subscribe for 1,292,970 Common Shares under the Private Placement. Additionally, Barb Thomas, the spouse of Trevor Thomas, an officer of the Company, will subscribe for 77,578 Common Shares under the Private Placement. Each of Todd, Andrew Ing, Scott Cousens and Barb Thomas are considered to be "insiders" by the Toronto Stock Exchange.

The participation by each of Todd, Andrew Ing and Scott Cousens constitutes a "related party transaction" within the meaning of Multilateral Instrument 61-101 Protection of Minority Security Holders in Special Transactions ("MI 61-101"). The Company is relying upon the exemptions from the formal valuation and minority shareholder approval requirements pursuant to sections 5.5(a) and 5.7(1)(a), respectively, of MI 61-101 on the basis that neither the fair market value of the subject matter of, nor the fair market value of the consideration for, the transaction insofar as it involves interested parties (within the meaning of MI 61-101) in the Private Placement exceeds 25% of the Company's market capitalization calculated in accordance with MI 61-101.

As the terms of the Private Placement, including insider participation, were only recently finalized, the Company will file a material change report less than 21 days before the expected closing of the Private Placement. The Company believes this shorter period is reasonable in the circumstances in order to complete the Private Placement in a timely and efficient manner.

Upon closing of the Private Placement, Todd shall exercise its right to nominate a second director, Mr. Evan Davies, to the Company's Board of Directors.

Mr. Davies has been a senior executive at Todd since 2008 and has been Group CEO since early 2023. He has significant commercial and management experience across a range of industries. Before joining Todd as Managing Director of Todd Property, he was the initial Managing Director of SkyCity Entertainment Group, growing the company from a single site to having business operations throughout New Zealand, South Australia and the Northern Territory with an enterprise value of NZ\$3 billion and more than 6,000 staff. He also has business interests in farming and viticulture and is involved with several charitable and public sector enterprises. Mr. Davies holds a Bachelor of Town Planning from the University of Auckland, a Master of Science in Tourism Management from the University of Surrey and a Master of Philosophy in Urban and Regional Planning from the University of Birmingham.

Northcliff Chairman, President and CEO Andrew Ing said "On behalf of the Northcliff Board of Directors, I would like to welcome Evan Davies to the Board and look forward to the benefit of his business expertise and strategic advice as we progress the Sisson Critical Minerals Project."

About Northcliff Resources Ltd.

Northcliff is a mineral resource company focused on advancing the Sisson Tungsten-Molybdenum Project located in New Brunswick, Canada, to production.

Additional information on Northcliff is available on the website at www.northcliffresources.com. Investor services can be reached at (604) 684-6365 or within North America at 1-800-667-2114.

On behalf of the Board of Directors
Andrew Ing
Chairman, President & CEO

This release includes certain statements that may be deemed "forward-looking statements". All statements in this release, other than statements of historical facts, that address the proposed Private Placement, or other events that the Company expects, are forward looking statements. Although the Company 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. Investors are cautioned that any such statements are not guarantees of future performance and actual results or developments may differ materially from those projected in the forward-looking statements. For more information on the Company, investors should review the Company's continuous disclosure filings that are available at www.sedarplus.ca.

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