

Highcliff Metals Closes Private Placement of 4,166,598 Common Shares

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Vancouver, July 2, 2025 - [Highcliff Metals Corp.](#) (TSXV: HCM.H) (OTC: IMAHF) ("the Company") is pleased to announce that it has closed its previously announced non-brokered private placement financing (see news release dated March 28, 2025 and May 2, 2025) of 4,166,598 common shares (the "Shares") at a price of \$0.06 per share for total proceeds of up to \$249,995.88 (the "Offering").

The securities under the Offering will be subject to restrictions on resale expiring four months and day after issue. The net proceeds of the Offering will be used for general working capital purposes, corporate indebtedness and any costs associated with seeking out a new business.

Early Warning Notice

This early warning notice (the "Notice") is issued pursuant to National Instrument 62-104 Take-Over Bids and Issuer Bids ("NI 62-104") and National Instrument 62-103 The Early Warning System and Related Take-Over Bid and Insider Reporting Issuers ("NI 62-103").

This Notice is being issued by Antanas Guoga as required by NI 62-104 and NI 62-103 in connection with Mr. Guoga's acquisition of 3,200,000 common shares (the "Acquired Shares") in the capital of the Company.

The Acquired Shares were issued by the Company to Mr. Guoga under the Offering in consideration of \$0.06 per Acquired Share, totalling \$192,000. Prior to the Offering, Mr. Guoga did not own any common shares of the Company. As a result of Mr. Guoga's acquisition of the Acquired Shares under the Offering, he will own and control approximately 36.22% of the Company's issued and outstanding shares on completion of the Offering.

Mr. Guoga acquired the Acquired Shares for investment purposes and may acquire additional securities of the Company either on the open market or through private acquisitions or sell securities of the Company either on the open market or through private dispositions in the future depending on market conditions, reformulation of plans and/or other relevant factors. Other than the foregoing, Mr. Guoga does not have plans or any future intentions which relate to or would result in any of the other foregoing matters.

Antanas Guoga

Mr. Guoga has filed an early warning report with the applicable securities regulators in Canada with respect to the foregoing matters pursuant to NI 62-103, a copy of which is available under the Company's profile on SEDAR+ at www.sedarplus.ca. A copy of the early warning report can be obtained by contacting the Company at 604-393-3585.

About the Company

The Company currently has no mineral properties and will seek out to identify and acquire a new mineral property.

Highcliff Metals Corp.

John Theobald
President

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This News Release includes certain forward-looking statements that are based on assumptions as of the date of this news release. These statements reflect management's current estimates, beliefs, intentions, and expectations. They are not guarantees of future performance. The Company cautions that all forward-looking statements are inherently uncertain, and that actual performance may be affected by a number of material factors, many of which are beyond the Company's control. Such factors include, among other things: ability to complete the complete the private placement financing, acquire a new mineral property and uncertainty of access to additional capital. Accordingly, actual and further events, conditions and results may differ materially from the estimates, beliefs, intentions and expectations expressed or implied in the forward-looking information. Except as required under applicable securities legislation, the Company undertakes no obligation to publicly update or revise forward-looking information.

To view the source version of this press release, please visit <https://www.newsfilecorp.com/release/257479>

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