

Rockcliff Announces Private Placement for up to C\$1.5 Million to Follow Up on Recent Exploration Success

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Toronto, December 1, 2021 - [Rockcliff Metals Corp.](#) (CSE: RCLF) (OTCQB: RKCLF) ("Rockcliff" or the "Company") is pleased to announce a non-brokered private placement (the "Offering") for the sale of up to 25,000,000 flow-through units of the Company (the "FT Units") at a price of C\$0.06 per FT Unit for gross proceeds of up to C\$1,500,000. Red Cloud Securities Inc. will be acting as a finder on behalf of the Company for the Offering.

Each FT Unit will consist of one common share of the Company to be issued as a "flow-through share" within the meaning of the Income Tax Act (Canada) (each, a "FT Share") and one-half of one common share purchase warrant (each whole common share purchase warrant, a "Warrant"). Each Warrant will entitle the holder thereof to purchase one non-flow-through common share of the Company at an exercise price of C\$0.10 for a period of 24 months following the closing date of the Offering.

The gross proceeds from the issue and sale of the FT Units will be used for follow-up drill campaigns on the Company's recent exploration successes at the Bur (see November 22, 2021 PR), Copperman (see November 24, 2021 PR) and Last Hurrah (see May 21, 2020 PR) Properties. It is anticipated that the proceeds of the FT Units will be used for "Canadian Exploration Expenses" and will qualify as "flow-through mining expenditures" as defined in the Income Tax Act (Canada) and will be renounced to the initial purchasers of the FT Units.

It is expected that the closing of the Offering will occur on or about December 21, 2021 (the "Closing Date") and is subject to the satisfaction of certain conditions, including acceptance of the Canadian Securities Exchange. All securities issued in connection with the Offering will be subject to a hold period ending four months and one day from the date of closing the Offering, in accordance with applicable Canadian securities laws.

The securities offered under the Offering have not been and will not be registered under the U.S. Securities Act of 1933, as amended, and may not be offered or sold to, or for the account or benefit of, persons in the United States or "U.S. persons," as such term is defined in Regulation S promulgated under the U.S. Securities Act, absent registration or an applicable exemption from such registration requirements. This news release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of the securities in the United States or in any other jurisdiction in which such offer, solicitation or sale would be unlawful.

About Rockcliff Metals Corporation

Rockcliff is a Canadian resource development and exploration company with several advanced-stage, high-grade copper and VMS dominant deposits in the Snow Lake area of central Manitoba. The Company is a major landholder in the Belt which is the largest Paleoproterozoic VMS district in the world, hosting high-grade mines and deposits containing copper, zinc, gold and silver. The Company's extensive portfolio of properties totals approximately 4,000 km² and includes seven of the highest grade, undeveloped VMS deposits in the Belt. Rockcliff has a joint venture with Hudbay at the Company's 49% owned Talbot Copper Deposit.

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, including statements made with respect to the use of proceeds of the Offering and the timing and completion of the Offering. 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 a guarantee of future performance and actual results or developments may differ materially from those in the forward-looking statements.

The Canadian Securities Exchange does not accept responsibility for the adequacy or accuracy of this news release.

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