



NEWS RELEASE  
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FOR IMMEDIATE RELEASE  
Trading Symbol RCR: TSX-V

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## **Rockcliff Resources Inc. Announces \$5 million Private Placement**

**SUDBURY, Ontario (RCR: TSX-V).** Rockcliff Resources Inc. ("Rockcliff" or the "Company") is pleased to announce that it has entered into an agreement in connection with an offering (the "Offering") of up to 5,720,000 flow through common shares ("FT Shares") at a price of \$0.70 per FT Share and up to 1,540,000 units ("Units") at a price of \$0.65 per Unit for aggregate gross proceeds of up to \$5,005,000. Each Unit shall be comprised of one common share and one half of one common share purchase warrant ("Warrant"). Each whole Warrant shall entitle the holder thereof to acquire one common share of the Company at a price of \$0.95 for a period of 24 months following the closing of the Offering.

A syndicate of agents led by Dundee Securities Corporation and including Blackmont Capital Corporation and Evergreen Capital Partners Inc. (the "Agents") have agreed to act on a best efforts agency basis with respect to the Offering. The Company has granted the Agents an option, exercisable at any time until the second business day before the closing of the Offering, to purchase up to an additional 858,000 FT Shares and an additional 231,000 Units at their respective issue prices for additional proceeds of up to \$750,750.

It is expected that insiders of the Company will be subscribing for up to \$900,000 of the Offering and may purchase both FT Shares and Units.

The proceeds from the sale of the FT Shares will be used for exploration of Rockcliff's properties and the proceeds from the sale of the Units will be used for general working capital purposes.

The Offering is expected to close, subject to approval from the TSX Venture Exchange, on or about April 30, 2008 or such other date as is agreed to between the Company and the Agents.

### **Rockcliff Resources Inc.**

Rockcliff Resources Inc. is a Canadian resource exploration company focused on the acquisition and development of high quality mineral assets associated with world class geology and in world class mining camps. Rockcliff presently controls the Snow Lake VMS Project totaling in excess of 1,600 km<sup>2</sup> and located within the Flin Flon greenstone belt. The project presently includes five historical VMS deposits and numerous additional untested areas with VMS potential. The project presently includes five historical VMS deposits and numerous additional areas with potential for VMS and nickel-copper-platinum group metal mineralization. Rockcliff also controls the Shihan VMS Project located in Northern Ontario.

For more information please visit our website at [www.rockcliffresources.com](http://www.rockcliffresources.com) or contact Ken Lapierre, P.Geol., President and CEO of Rockcliff Resources Inc. at (705) 688-9800 or at [therock@rockcliffresources.com](mailto:therock@rockcliffresources.com).



**Forward Looking Statement:**

*Some of the statements contained herein may be forward-looking statements which involve known and unknown risks and uncertainties. Without limitation, statements regarding potential mineralization and resources, exploration results, and future plans and objectives of the Company are forward looking statements that involve various risks. The following are important factors that could cause the Company's actual results to differ materially from those expressed or implied by such forward looking statements: changes in the world wide price of mineral commodities, general market conditions, risks inherent in mineral exploration, risks associated with development, construction and mining operations, the uncertainty of future profitability and the uncertainty of access to additional capital. There can be no assurance that forward-looking statements will prove to be accurate as actual results and future events may differ materially from those anticipated in such statements. Rockcliff undertakes no obligation to update such forward-looking statements if circumstances or management's estimates or opinions should change. The reader is cautioned not to place undue reliance on such forward-looking statements.*

**The TSX Venture Exchange does not accept responsibility for the adequacy or accuracy of this release.**