

**STONECLIFFE ANNOUNCES EXECUTION OF AMALGAMATION AGREEMENT WITH  
RUBY RED RESOURCES INC.**

**TSX VENTURE EXCHANGE: SNT.P**

**FOR IMMEDIATE RELEASE**

**CALGARY, ALBERTA – FEBRUARY 2, 2006** – Stonecliffe Capital Inc. (“Stonecliffe” or the “Corporation”) (TSX Venture: SNT.P) is pleased to announce that it has entered into a formal amalgamation agreement (the “Amalgamation Agreement”) with Ruby Red Resources Inc. (“Ruby Red”), pursuant to which the parties have agreed Ruby Red and Stonecliffe will amalgamate (the “Business Combination”) and continue as a new company to be named Ruby Red Resources Inc. (“Amalco”). Pursuant to the terms of the Amalgamation Agreement:

- (a) each one common share of Ruby Red shall be exchanged for one (1) fully-paid and non-assessable common share of Amalco;
- (b) each outstanding warrant of Ruby Red shall be replaced with/continued into one replacement warrant of Amalco with identical terms;
- (c) each common share of Stonecliffe shall be exchanged for one fully-paid and non-assessable common share of Amalco;
- (d) each agent’s option of Stonecliffe shall be replaced with/continued into one replacement agent’s option of Amalco with identical terms; and
- (e) each one stock option of Stonecliffe shall be replaced with/continued into one replacement stock option of Amalco with identical terms.

The Business Combination will be completed after Ruby Red has completed a private placement on a “best efforts” basis (to be completed in one or more closings) to raise gross proceeds of up to \$500,000 (the “Ruby Red Private Placement”). The Ruby Red Private Placement will consist of up to 2,000,000 “flow-through” units (“Ruby Red FT Units”) at a price of \$0.25 per Ruby Red FT Unit and/or up to 2,000,000 units (“Ruby Red Units”) at a price of \$0.25 per Ruby Red Unit. Each Ruby Red FT Unit will be comprised of a Ruby Red Common Share to be issued on a “flow-through” basis (a “Ruby Red FT Share”) and one-half of a common share purchase warrant (a “Ruby Red FT Warrant”), with each whole Ruby Red FT Warrant entitling the holder to acquire an additional Ruby Red FT Share at a price of \$0.35 for a period of 12 months from the date of issuance. Each Ruby Red Unit will be comprised of a Ruby Red Common Share and one common share purchase warrant (a “Ruby Red Warrant”), with each whole Ruby Red Warrant entitling the holder to acquire an additional Ruby Red Common Share at a price of \$0.35 for a period of 12 months from the date of issuance.

Ruby Red has agreed to pay a cash finder's fee to any arm's length, eligible individuals (“Finders”) who arrange for subscriptions of Ruby Red FT Units or Ruby Red Units under the Ruby Red Private Placement. The finder's fee payable to the Finders shall be equal to no more than 10% of the gross proceeds from the sale of the Ruby Red FT Units or Ruby Red Units under the Ruby Red Private Placement. In addition, Ruby Red may grant to the Finders, a number of warrants (“Finder's Fee Warrants”) that is equal to not more than 10% of the number of Ruby Red FT Units or Ruby Red Units sold by the Finders. Each Finder's Fee Warrant entitles the holder thereof to acquire a Ruby Red Common Share at an exercise price equal to \$0.25 per Ruby Red Common Share to be exercised in whole or in part on or before the date that is 12 months from the date of issuance.

On December 30, 2005, Ruby Red completed the first tranche of the Ruby Red Private Placement by issuing an aggregate of 731,000 Ruby Red FT Units at a price of \$0.25 per Ruby Red FT Unit for gross proceeds of \$182,750. Ruby Red also issued an aggregate of 21,000 Finder's Fee Warrants to Finders under the Ruby Red Private Placement.

After completion of the maximum Ruby Red Private Placement, Ruby Red will have 12,302,667 Ruby Red Common Shares issued and outstanding and up to 2,484,900 warrants to purchase Ruby Red Common Shares at a prices ranging from \$0.20 to \$0.35 per share and expiring on various dates between December 20, 2006 and March 12, 2007.

The completion of the Business Combination is subject to the approval of TSX Venture and all other necessary regulatory approval. The completion of the Business Combination is also subject to additional conditions precedent, including shareholder approval of the Corporation and Ruby Red for the Business Combination, the satisfactory completion of due diligence reviews, the entering into of employment agreements with certain key personnel of Ruby Red and certain other conditions.

For further information contact Keith G. Prosser, President of Stonecliffe at (403) 261-5050 or Randall Tronsgard, Vice-President, Corporate Development and Chief Operating Officer of Ruby Red, at (403) 770-1346.

*As indicated above, completion of the Business Combination is subject to a number of conditions, including but not limited to, TSX Venture acceptance and shareholder approval. The Business Combination cannot close until the required shareholder approval is obtained. There can be no assurance that the Business Combination will be completed as proposed or at all.*

*Investors are cautioned that, except as disclosed in the Information Circular of the Corporation to be prepared in connection with the Business Combination, any information released or received with respect to the Business Combination may not be accurate or complete and should not be relied upon. Trading in the securities of the Corporation should be considered highly speculative.*

*The TSX Venture Exchange Inc. has in no way passed upon the merits of the Business Combination and has neither approved nor disapproved the contents of this press release.*

*Except for historical information contained herein, this news release contains forward-looking statements that involve risks and uncertainties. Actual results may differ materially. Neither Ruby Red nor Stonecliffe will update these forward-looking statements to reflect events or circumstances after the date hereof. More detailed information about potential factors that could affect financial results is included in the documents filed from time to time with the Canadian securities regulatory authorities by Stonecliffe and Ruby Red.*

*(Not for dissemination in the United States of America)*