

## **CORPORATE DISCLOSURE POLICY**

### **1. INTRODUCTION**

- 1.1** The Board of Directors of Rockcliff Metals Corp. has determined that Rockcliff should formalize its policy on corporate disclosure in accordance with the provisions of National Instrument 51-102 – Continuous Disclosure Obligations and National Policy 51-201 – Disclosure Standards.
- 1.2** The disclosure controls and procedures in this Corporate Disclosure Policy (the "Policy") are designed to ensure that information is accumulated and communicated to the Corporation's management to allow timely decisions regarding required disclosure. Proper application of the disclosure controls and procedures will also capture information that is relevant to assessment of developments and risks that pertain to the Corporation's business, as well as other material information about the Corporation. The design and application of the Policy seeks to provide a defence against litigation arising out of a misstatement in a public filing or arising out of a failure to promptly make a required disclosure.

### **2. OBJECTIVES OF THE POLICY**

- 2.1** The objectives of this Policy are to:
- Reinforce Rockcliff's commitment to compliance with the continuous disclosure obligations imposed by Canadian securities law and the rules and regulations of the Canadian Stock Exchange ("CSE").
  - Ensure that all communications to the investing public about the business and affairs of Rockcliff are:
    - a) informative, timely, factual and accurate; and
    - b) consistent and broadly disseminated in accordance with all applicable legal and regulatory requirements.
  - Confirm in writing Rockcliff's disclosure policies and guidelines to ensure compliance with such laws, rules and regulations as well as to ensure that timely and accurate information is provided equally to all shareholders and market participants regarding Rockcliff; and
  - Establish a disclosure committee to help achieve the above objectives.

### **3. APPLICATION OF THE POLICY**

- 3.1** This Policy applies to all directors, officers, employees, consultants and contractors of the Corporation who have access to confidential corporate information as well as those persons authorized to speak on behalf of the Corporation (collectively "Subject Persons").
- 3.2** This Policy covers all periodic and event driven (anticipated or otherwise) disclosure made in documents filed with stock exchanges and securities regulators, including all financial and non-financial disclosure, management's discussion and analysis and written statements made in Rockcliff's annual and quarterly reports, press releases, letters to shareholders, presentations by senior management and information contained on Rockcliff's website(s) and other electronic communications. It extends to all oral statements made in meetings and telephone conversations with



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analysts and investors, interviews with the media as well as presentations, speeches, press conferences, conference calls and webcasts.

### 4. COMMUNICATION OF THE POLICY

- 4.1 To ensure that all Subject Persons are aware of the Policy, a copy of the Policy will be distributed to all Subject Persons, or alternatively they will be advised that the Policy is available on Rockcliff's website for their review. All Subject Persons will be informed whenever significant changes are made. New Subject Persons will be provided with a copy of this Policy and will be educated about its importance.

### 5. ADMINISTRATIVE RESPONSIBILITY

#### General

- 5.1 Rockcliff's Chief Executive Officer and Chief Financial Officer are the members of senior management responsible for overseeing Rockcliff's disclosure practices, setting benchmarks for the assessment of materiality, determining when developments justify public disclosure and ensuring adherence to this Policy.
- 5.2 Within the members of senior management enumerated above, the Chief Executive Officer is the individual primarily responsible for ensuring that Rockcliff complies with all legal and regulatory disclosure requirements and for:
- overseeing Rockcliff's corporate disclosure practices and monitoring compliance with this Policy;
  - initiating, with input and advice from the other members of senior management, disclosure of material information in accordance with the processes and procedures set out in this Policy; and
  - dealing with any issues which may be raised by the regulatory authorities.

#### Disclosure Committee

- 5.3 Rockcliff has established a disclosure committee (the "Disclosure Committee") which is responsible for determining whether information is material information, the timely disclosure of material information in accordance with applicable securities laws and stock exchange rules and regulations, monitoring compliance with this Policy, and overseeing Rockcliff's disclosure controls and procedures.
- 5.4 The Disclosure Committee is not a committee of the Board of Directors. Members of the Disclosure Committee will be the:
- President and Chief Executive Officer;
  - Chief Financial Officer; and
  - Non-executive Chairman of the Board of Directors

If a quorum of the Disclosure Committee cannot be achieved or the Chief Executive Officer deems necessary.



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- 5.5** The Disclosure Committee may delegate specific functions to sub-committees of the Disclosure Committee, subject to final report to the Disclosure Committee. A quorum of the Disclosure Committee is the Chief Executive Officer and any two members. Each member of the Disclosure Committee may appoint a designee to act in his or her absence. Normally, decisions of the Disclosure Committee will be made by majority vote of the quorum.
- 5.6** The Disclosure Committee shall appoint a Secretary for the Committee, who need not be a member of the Disclosure Committee, who shall be responsible for maintaining a record of its work and deliberations and otherwise documenting compliance with the requirements of this Policy. The Secretary, working with the Chief Financial Officer and the Chief Executive Officer (with regard to financial/investor or other disclosures respectively) will organize all meetings of the Disclosure Committee, prepare agendas, assemble and circulate relevant draft and supporting documentation and keep minutes of meetings and decisions of the Disclosure Committee, and provide a copy of such records to the Audit Committee.

### Informing the Disclosure Committee of Corporate Developments

- 5.7** All employees of Rockcliff, directly or through their immediate supervisor, must keep all members of the Disclosure Committee sufficiently apprised of potentially material developments on a timely basis so they can discuss and evaluate any events that might give rise to a disclosure obligation. For clarity, it is the responsibility of each employee to inform senior management without delay of events or developments that might have a material effect on the Corporation.
- 5.8** It is the responsibility of all members of senior management to inform the members of the Disclosure Committee of such information. If any officer or member of the Disclosure Committee receives a report of non-public, possibly or potentially material information and concludes that the Corporation may have an obligation to promptly disclose that information to securities regulators, stock exchanges, shareholders or the public, that person shall promptly advise the members of the Disclosure Committee. The Disclosure Committee shall promptly convene (or communicate electronically) to consider the significance and need for disclosure of that information and, in consultation with the Chief Executive Officer, shall take such steps as its members deem appropriate under the circumstances
- 5.9** The Disclosure Committee will meet (or communicate by telephone or electronically) at least once each fiscal quarter and will meet on the request of any member in the event of the occurrence of an event or situation involving or affecting the Corporation which may warrant public disclosure.

## 6. GENERAL GUIDELINES

### Principals of Disclosure of Material Information

- 6.1** In complying with the continuous disclosure obligations imposed by Canadian securities law and the rules and regulations of the CSE, Rockcliff will observe the following principles in disseminating material information:



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- subject to the determination of confidentiality as described below, material information will be publicly disclosed promptly by way of press release, the dissemination of which will include all applicable regulators;
- material changes in the business and affairs of Rockcliff will be described in a material change report, which will be filed with the applicable Canadian securities regulators as soon as practical and in any event no later than ten (10) days after the material change occurs. In the event of a material change which the Chief Executive Officer has determined should remain confidential, upon approval by the Board of Directors, a confidential material change report will be filed with the applicable Canadian securities regulators, and the Chief Executive Officer and the Board of Directors will review their decision to keep the information confidential not less than every ten (10) days;
- there is no distinction between favourable and unfavourable material information for disclosure purposes, and both types of information must be promptly and fully disclosed in accordance with this Policy;
- disclosure must be complete and include any information which by omission would make the rest of the disclosure misleading;
- there must not be selective disclosure, whether to an analyst, investor or others; and
- disclosure should, to the fullest extent possible, be written in accordance with the plain language principles set forth in Companion Policy 51-102CP.

### Material Information

- 6.2** Material information is any information relating to the business and affairs of Rockcliff that results in, or would reasonably be expected to result in, a significant change in the market price or value of any of Rockcliff's securities or that would reasonably be expected to have a significant influence on a reasonable investor's investment decisions.
- 6.3** When determining whether or not information is material, the following principles must be taken into account:
- the nature of the information, the volatility and liquidity of Rockcliff's securities and how prevailing market conditions will impact on materiality;
  - the determination of whether or not information is material often involves the exercise of sound business judgments based upon experience;
  - both positive and negative information can be material. Because disclosure (or non-disclosure) will be evaluated after the fact with the benefit of hindsight, questions concerning the materiality of particular information should be resolved by treating such information as being material.
- 6.4** Material information includes, but is not limited to:
- significant changes to major assets and operations;
  - significant exploration results;
  - financial performance and significant changes in financial performance;
  - dividend policy
  - business and strategic plans;
  - major corporate acquisitions and dispositions;

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- significant changes in senior management and the board of directors;
- significant changes in corporate structure, such as reorganizations;
- significant litigation;
- changes in capital structure and public or private sale of securities;
- borrowing of a significant amount of funds;
- entering into or loss of significant contracts;
- takeover bids or issuer bids; and
- any other developments relating to the business and affairs of Rockcliff that would reasonably be expected to significantly affect the market price or value of Rockcliff's securities or that would reasonably be expected to have a significant influence on a reasonable investor's investment decisions.

### Issuing News Releases and other Public Documents

- 6.5** In accordance with Section 5.3, the Disclosure Committee will make the determination whether any particular material information should be disclosed and the timing of such disclosure. An internal practice guide which supports this Policy sets out the controls and procedures to be followed when disclosing material information through news releases and other public documents and is made available to management and relevant employees tasked with preparing and releasing those documents.
- 6.6** Rockcliff's Chief Executive Officer and Chief Financial Officer, and those individuals designated by the Chief Executive Officer, are responsible for initiating and overseeing presentations, conference calls and other communications with analysts and other members of the financial community and for overseeing the electronic communications aspect of this Policy

### Designated Spokespeople

- 6.7** The designated spokespersons for Rockcliff, responsible for communication with the media and the investment community (e.g. analysts, shareholders, potential investors), are the Chief Executive Officer and Chief Financial Officer, and any other person designated by the Chief Executive Officer. Designated spokespersons for any subsidiary of Rockcliff will be determined by the Chief Executive Officer. Directors, officers and employees other than the designated spokespersons must not respond under any circumstances to inquiries from the investment community, the media, regulatory authorities or others unless specifically authorized by one of the spokespersons identified above. All such communications must be referred to an authorized spokesperson.

### Confidentiality of Information

- 6.8** All Subject Persons are legally bound not to disclose confidential information to anyone outside of Rockcliff. In addition to the legal requirements, Subject Persons are expected to observe the following:
- do not discuss Rockcliff's business and affairs in places where the discussion may be overheard by persons not authorized to have the information;



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- confidential documents should not be read or displayed in public places or discarded where they can be retrieved;
- documents and files containing confidential information should be kept in a safe place with restricted access;
- transmission of documents by fax, email or other electronic means should be made only where it is reasonable to assume that transmission can be made and received under secure conditions; and
- documents containing confidential information should be promptly removed from conference rooms and work areas after meetings have concluded and extra copies of confidential documents should be destroyed.

**6.9** Every effort must be made to limit access to confidential information to only those persons who need to know the information, and such persons must be advised that the information is to be kept confidential.

**6.10** Outside parties who receive or are privy to undisclosed confidential information in the course of conducting business with Rockcliff must confirm their commitment to non-disclosure in a written confidentiality agreement.

### Selective Disclosure

**6.11** All Subject Persons are legally bound not to disclose confidential information to anyone outside of Rockcliff who is not subject to a confidentiality obligation. Disclosure of such information that has not been publicly disclosed to any person or select group, including investment analysts, institutional investors, other market professionals and the media, is considered selective disclosure. Selective disclosure is illegal and is prohibited.

### Unintentional Selective Disclosure

**6.12** Disclosure of material information that has not previously been publicly disclosed by a person who either did not know its confidential nature or was reckless in not knowing, prior to making the disclosure, is unintentional selective disclosure. If unintentional selective disclosure has been made, then the Disclosure Committee must be immediately notified, for example through contact with the Chief Executive Officer and Chief Financial Officer of Rockcliff. The Disclosure Committee must immediately take all appropriate steps including:

- notify the CSE immediately of the unintentional selective disclosure and determine with the CSE whether a trading halt should be instituted pending issuance of a press release;
- publicly disclose the material information by way of press release as soon as practicable; and
- notify the person to whom the unintentional selective disclosure was made that such information has not been publicly disclosed and must remain confidential and that he or she may not trade in securities of Rockcliff until the information is generally disclosed.

### Corrections to Previously Released Material Information

**6.13** If the Corporation learns that disclosure by the Corporation that had been previously released contained a misrepresentation at the time it was released, the Corporation will as promptly as is

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reasonably possible, notify the Board of Directors and thereafter release disclosure that corrects the misrepresentation. The Chief Financial Officer will ensure that a news release is issued to correct the error and that appropriate notifications are made to the CSE so that a halt to trading in Rockcliff's stock may be instituted, if the Chief Financial Officer, in consultation with the Disclosure Committee and external legal counsel, determine it necessary to do so.

### 7. DEALING WITH REGULATORS

- 7.1** If requested by a stock exchange or other securities regulatory authority to make a public statement, including in response to a rumor, the Disclosure Committee will consider whether to make a statement and determine the content of the disclosure, if any. In making its decision, the Disclosure Committee may consider the advice of the securities regulatory authority or other external advisors, as it deems appropriate.
- 7.2** The Chief Financial Officer will be responsible for receiving inquiries from the Market Surveillance Division of the stock exchange with respect to unusual trading activity or market rumors.
- 7.3** The Chief Financial Officer is responsible for contacting IROC in advance of a news release of material information, to seek approval of the news release, to watch unusual trading, and to determine if a halt in trading is required.

### 8. DEALING WITH THE INVESTMENT COMMUNITY

#### General

- 8.1** In communicating with investment analysts, security holders, potential investors and the media, the following practices must be avoided:
- announcing material information that has not previously been announced by way of a press release;
  - selective disclosure;
  - distribution of investment analyst reports (only lists of all analysts providing coverage will be supplied); and
  - commenting on current period earnings estimates and financial assumptions other than as may be generally disclosed.

#### Conference Calls

- 8.2** Rockcliff may hold investor and media conference calls with investment analysts and other interested parties as soon as practicable (usually within one business day) after the release of annual and quarterly financial results. Normally, media are invited to listen to investor conference calls and investors are able to listen to media conference calls. Conference calls may also be held following announcements of material information and events, however, they are not a substitute for disclosure of material information by way of press release.



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- 8.3** Rockcliff will announce the date and time of any conference call in a news release prior to the call, if appropriate, and on Rockcliff's website. An audio recording of the conference call will be made available by either telephone or through an internet webcast for a limited time period thereafter and the Corporation will retain a permanent record as part of Rockcliff's corporate disclosure record. Rockcliff will normally make summary slides available at the time of the conference call on Rockcliff's website.
- 8.4** The Chief Financial Officer (and other members of the Disclosure Committee, as appropriate) normally holds a debriefing meeting as soon as practicable after any conference call. If such debriefing uncovers unintentional selective disclosure of previously undisclosed material information, the Disclosure Committee will determine the appropriate courses of action.

### Analyst Meetings

- 8.5** Rockcliff's executives may meet with analysts and portfolio managers on an individual or small group basis as required, and initiate or respond to analysts and investor calls. Normally, the Chief Executive Officer and/or Chief Financial Officer, or his or her designee, will attend such meetings. When the Chief Executive Officer and Chief Financial Officer, or his or her designee, is unable to attend such meetings, he/she may brief those participating in Rockcliff's public disclosure prior to such meetings to help ensure consistency in messages and disclosure. Where practical, statements and responses to anticipated questions should be scripted or discussed in advance. The purposes of the Chief Executive Officer and/or Chief Financial Officer's attendance at such meetings and/or the pre-briefing is to keep detailed records and/or transcripts of all meetings, and to ensure that selective disclosure of undisclosed material information does not occur, and to allow follow-up cross-briefing to other authorized spokespeople to ensure that communication is consistent amongst all authorized spokespeople.
- 8.6** In general, conversations with analysts should be limited to explanations or clarifications of publicly disclosed material information or other non-material information or non confidential information. When information is formalized into a written schedule for wide distribution, it will be included in the official disclosure record containing copies of all such information, and maintained for at least five years. While Rockcliff must provide the same oral or written schedule information to any person who requests it, it is not required to formally capture the various non-material discussions held.
- 8.7** If, for any reason, material information is selectively disclosed to analysts, investors or media in any forum, the members of the Disclosure Committee should be immediately notified.

### Analyst Reports and Models

- 8.8** No one subject to this Policy may comment on analyst reports, financial models and their underlying assumptions. However, Rockcliff may correct inaccurate factual information and discuss economic and industry trends, which are generally known, that may affect it.



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- 8.9** Analyst reports are proprietary to the analyst's firm and Rockcliff should not be seen as endorsing such reports by redistributing or making them generally available to the public or to employees. Notwithstanding this, Rockcliff can distribute analyst reports to its Board of Directors, senior managers, credit agencies and financial and professional advisors to assist them in monitoring communications about Rockcliff and how corporate developments are affecting their analysis.
- 8.10** Rockcliff will post on its website a complete listing of the analysts who have reports available for their retail clients (regardless of their recommendation), and their firm. Rockcliff will not provide a link to their website or publications and will not post copies of analyst reports on the Rockcliff website.

### Analyst Revenues, Earnings and Other Estimates

- 8.11** Responses to inquiries by analysts regarding Rockcliff's revenues, earnings, and other estimates will be limited to corporate forecasts and guidance already publicly disclosed, and the range and average of estimates made by other analysts. Rockcliff must not guide analysts with respect to earnings estimates.
- 8.12** Should management determine that future results will likely be significantly out of the range of any previously issued guidance by Rockcliff (particularly if earnings are expected to be below the range), the Disclosure Committee should consider the appropriateness of issuing a news release and conducting a conference call to explain the change.

### Industry Conferences

- 8.13** Rockcliff may participate in various industry conferences in Canada and elsewhere. In general, conversations with interested parties should be limited to explanations or clarifications of publicly disclosed material information or other non-material information or non-confidential information. Brochures or other hand-outs must be approved by the Chief Executive Officer and, if required, by the Disclosure Committee, prior to undisclosed dissemination to the public. The Chief Executive Officer or a designee should be present to monitor and ensure that undisclosed material information is not disclosed.

### Blackout Periods

- 8.14** During blackout periods (see the Rockcliff Insider Trading Policy), all Rockcliff spokespersons are prohibited from commenting on current period earnings estimates and financial assumptions, other than to cite or refer to existing public guidance. Communications must be limited to commenting on publicly available or non-material information. During blackout periods, all Rockcliff spokespersons must also avoid initiating meetings (in person or by phone) with investment analysts, security holders, potential investors and the media on items significant to investors, other than responding to unsolicited inquiries concerning factual information. Rockcliff does not, however, have to stop all communications with analysts or investors during this period and may, for example, participate in investment meetings and conferences organized by other parties, as long as material information which has not been publicly disclosed is not selectively disclosed.



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### 9. DEALING WITH THE MEDIA

9.1 In communicating with the media, the following procedures will be followed:

- Rockcliff will not provide any material information or related documents to a reporter on an exclusive basis;
- Media spokespeople should promptly respond to all media inquiries. Senior management or subject matter experts should be utilized in key announcements, as appropriate, to build credibility and provide more informed disclosure; and
- Media news conferences on financial matters are normally conducted in separate forums from investors but access to information disclosed should be similar in all material respects. The Chief Executive Officer and/or Chief Financial Officer or a designee should attend media conferences to monitor and ensure that undisclosed material information has not been selectively disclosed.

### 10. DEALING WITH LEAKS, RUMOURS AND SPECULATION

10.1 In dealing with leaks, rumours and speculation, the following procedures will be followed:

- Rockcliff's policy is to not comment, affirmatively or negatively, on rumours. This also applies to rumours on the internet. Rockcliff's designated spokespersons will respond consistently to those rumours by stating "It is our policy not to comment on market rumors or speculation";
- If the CSE requests that Rockcliff make a definitive statement in response to a market rumour that is causing significant volatility in the stock, the Chief Commercial Officer will consider the matter and present a recommendation as to the nature and content of a response to the Disclosure Committee and the Disclosure Committee will decide whether to make a policy exception; and
- If the rumour is true in whole or in part with respect to undisclosed material information an obligation to disclose such information may be created. In such circumstances, Rockcliff will immediately contact the CSE to discuss whether trading in Rockcliff's securities should be halted pending the issuance of a press release disclosing the relevant material information.

### 11. MAINTENANCE OF DISCLOSURE RECORD

10.2 The Chief Executive Officer will maintain:

- a five year record of all disclosure documents prepared and filed with securities regulators;
- copies of all minutes of the meetings and decisions of the Disclosure Committee; and
- copies of transcripts of presentations, conference calls and webcasts, notes from meetings with the media and analysts and analyst reports on Rockcliff.

### 12. ELECTRONIC COMMUNICATIONS

General



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- 12.1** This Policy also applies to electronic communications. Accordingly, officers and employees responsible for written and oral public disclosures are also responsible for electronic communications.

### Website

- 12.2** The Chief Financial Officer will monitor Rockcliff's website (the "Rockcliff Website") for the Corporation to ensure that all information on the Rockcliff Website is accurate, complete, up-to-date and in compliance with all relevant securities laws, the Electronic Communications Disclosure Guidelines established by the CSE (the "CSE Guidelines") for the design of a website and dissemination of information electronically, and this Policy.
- 12.3** Disclosure on the Rockcliff Website alone does not constitute adequate disclosure of information that is considered material non-public information. Any disclosure of material information on the Rockcliff Website must be preceded by the issuance of a news release.
- 12.4** If Rockcliff is considering a distribution of its securities, the content of the Rockcliff Website must be reviewed before and during the offering to ensure compliance with applicable securities laws.
- 12.5** All investor relations material will be contained within a separate section of the Rockcliff Website and will include a notice that advises the reader that the information posted was accurate at the time of posting, but may be superseded by subsequent disclosures. Any material changes to the material posted on the Rockcliff Website must be updated immediately.
- 12.6** The following information will be included in the "Investors" section of the Rockcliff Website for the applicable retention periods noted below:
- a. all public information that has been disclosed, including either (i) complete copies of or (ii) a link to all documents that have been filed with the Canadian securities regulatory authorities and on SEDAR; and
  - b. all information that is given to analysts, institutional investors and other market professionals, such as fact sheets, fact books, slides of investor presentations and material distributed at analyst and industry conferences.
- 12.7** Links from the Rockcliff Website to a third party website will include a notice that advises the reader that they are leaving the Rockcliff Website and that Rockcliff is not responsible for the contents of the other site.
- 12.8** No media articles pertaining to the business and affairs of Rockcliff will be posted on the Rockcliff Website.
- 12.9** The Chief Executive Officer will be responsible for:
- posting on the Rockcliff Website, forthwith after public dissemination has taken place, all public information that has been disclosed;
  - carrying out regular reviews of the Rockcliff Website to ensure that the information on the Rockcliff Website is accurate, complete, up to date and in compliance with any CSE electronic

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- communications disclosure guidelines and any other applicable disclosure requirements, and to regularly update and correct any outdated or inaccurate information;
- ensure that all outdated or inaccurate information is removed on a timely basis and electronically archived, with a link being provided to enable a website user to request such archived information;
  - ensuring that the following retention periods are applied to the following categories of information on the Rockcliff Website:
    - a. three years for annual financial statements;
    - b. two years for quarterly financial statements;
    - c. one year for annual information forms
    - d. one year for press releases
    - e. the latest National Instrument 43-101 technical reports
    - f. six months for investor presentations
    - g. one month for webcasts and investor relations conferences;
  - maintaining a log containing details, including the date and content, of all material information that is posted and/or removed from the website;
  - approving all links from the Rockcliff Website to third party websites and ensuring all such links will include a notice that advises the reader that he or she is leaving the Rockcliff Website and that Rockcliff is not responsible for the contents of the other site; and
  - responding to all electronic enquiries and in so doing ensuring that only information that could otherwise be disclosed in accordance with this Policy is used in such responses.

### Internet Chat Rooms and Electronic Bulletin Boards

- 12.10** In order to ensure that no material information is inadvertently disclosed, no Subject Person will participate in any internet chat room, newsgroup discussion or electronic bulletin board on matters relating to the business, affairs or securities of Rockcliff, unless approved by the Chief Executive Officer, Chief Financial Officer or the Disclosure Committee. All employees must report to the Chief Financial Officer any discussion pertaining to the business, affairs or securities of Rockcliff discovered on the Internet.

### Computer, E-mail and Internet

- 12.11** All computers that Rockcliff employees access for work purposes (including laptops) and the Rockcliff e-mail system (which includes all Rockcliff email addresses) are the property of Rockcliff and have been provided for use in conducting company business. All communications and information transmitted by, received from, created or stored in Rockcliff's computer system (whether through word processing programs, e-mail, the Internet or otherwise) are the property of Rockcliff, can be considered corporate correspondence on behalf of Rockcliff and are subject to the provisions of this Policy.
- 12.12** Access to the internet is also provided for business purposes and employees are responsible for any action taken while using the Internet or e-mail and will be held accountable. In order to ensure compliance with the provisions of this Policy and general conduct of business by employees, Rockcliff has the right, without the consent of any employee, to monitor any and all of the aspects of its computer system, including, without limitation, reviewing documents created and stored on its computer system (including laptops), deleting any matter stored in its system, monitoring sites visited

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by employees on the internet, monitoring chat and news groups, reviewing material downloaded or uploaded by users from the Internet, and reviewing e-mail sent and received by users. Employees should not have an expectation of privacy in anything they create, store, send or receive on Rockcliff's computer system.

### **13. CONSEQUENCES OF NON-COMPLIANCE WITH POLICY**

**13.1** Failure to comply with this Policy may result in severe consequences, which could include internal disciplinary action or termination of employment or consulting arrangements without notice. The violation of this Policy may also violate Canadian securities laws. If it appears that a Subject Person may have violated such laws, then Rockcliff may refer the matter to the appropriate regulatory authorities, which could lead to penalties, fines or imprisonment.

### **14. REVIEW OF POLICY**

**14.1** The Board of Directors of Rockcliff will annually review and evaluate this Policy to determine whether the Policy is effective in ensuring accurate and timely disclosure in accordance with Rockcliff's disclosure obligations.

### **15. QUERIES**

**15.1** If you have any questions about how this Policy should be followed in a particular case, please contact the Chief Executive Officer or the Chief Financial Officer of Rockcliff.

### **16. PUBLICATION OF THE POLICY ON WEBSITE**

**16.1** This Policy will be posted on the Rockcliff Website: [www.rockcliffmetals.com](http://www.rockcliffmetals.com).

Original Approval Date: November 26, 2019

Approved by: Board of Directors



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### Schedule "A"

#### ACKNOWLEDGEMENT

I (print name) \_\_\_\_\_ acknowledge that I have read, understood and agreed to comply with the Corporate Disclosure Policy. I have not violated the provisions of this Policy and am not aware of any violations of the Policy as of the date hereof.

Signature: \_\_\_\_\_ Date: \_\_\_\_\_

Directors and officers of the Corporation will be required to complete an annual acknowledgement certification.