



WHISTLEBLOWER POLICY

1. PURPOSE

The purpose of this Policy is to establish procedures for:

- a. the receipt, retention, and treatment of complaints received by Rockcliff Metals Corp. (the “Company”) regarding accounting, internal accounting controls, auditing matters or violations to the Company’s Code of Business Conduct and Ethics, any other policy, charter or mandate of the Company, or applicable laws, rules and regulations; and
- b. the submission by employees, full-time consultants, directors or officers of the Company (each, a “Protected Party”), on a confidential and anonymous basis, of concerns regarding questionable accounting, auditing matters or violations to the Company’s Code of Business Conduct and Ethics, any other policy, charter or mandate of the Company, or applicable laws, rules and regulations.

The purpose of this Policy is also to state clearly and unequivocally that the Company prohibits discrimination, harassment and/or retaliation against any person who (i) reports complaints to the Chair of the Audit Committee (the “Committee Chair”) regarding accounting, internal controls, auditing matters or violations of the Code of Business Conduct and Ethics or (ii) provides information or otherwise assists in an investigation or proceeding regarding any conduct that he or she reasonably believes to be a violation of employment or labour laws; securities laws (including the rules or regulations of the Ontario Securities Commission (the “OSC”), securities regulatory authorities in other provinces of Canada and the Canadian Securities Exchange), laws regarding fraud or the commission or possible commission of a criminal offence. Everyone at the Company is responsible for ensuring that the workplace is free from all forms of discrimination, harassment and retaliation prohibited by this Policy. No Protected Party has the authority to engage in any conduct prohibited by this Policy.

This Policy protects:

- a. any Protected Party who legitimately and in good faith discloses an alleged violation of employment or labour laws, securities laws, laws regarding fraud, the Criminal Code of Canada or applicable criminal code in a local jurisdiction by any person with supervisory authority over the Protected Party, or any other person working for the Company who has the authority to investigate, discover or terminate conduct prohibited by this Policy;
- b. any Protected Party who legitimately and in good faith files, causes to be filed, testifies, participates in, or otherwise assists in a proceeding filed under employment or labour laws, securities laws or laws regarding fraud;

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- c. any Protected Party who legitimately and in good faith provides information, causes information to be provided, or otherwise assists in an investigation, regarding any conduct that the Protected Party reasonably believes constitutes fraud when the information or assistance is provided to or the investigation is conducted by law enforcement, regulatory authorities, a legislature, or the Company; or
- d. any Protected Party who in good faith submits any complaint to the Committee Chair regarding financial statements disclosures, accounting, internal accounting controls, auditing matters or violations to the Company's Code of Business Conduct and Ethics, any other policy, charter or mandate of the Company, applicable laws, rules and regulations, discrimination, harassment or retaliation in accordance with the procedures set out herein.

If a Protected Party legitimately and in good faith makes a complaint regarding any of the activities listed above, the Company will not discharge, demote, suspend, threaten, harass or otherwise discriminate or retaliate against him or her in the terms or conditions of employment or provision of services because of that activity. However, since such allegation of impropriety may result in serious personal repercussions for the target person or entity, the Protected Party making the allegation of impropriety should have reasonable and probable grounds before reporting such impropriety and should undertake such reporting in good faith, for the best interests of the Company and not for personal gain or motivation.

2. COMPLAINT PROCEDURES

- a. Any Protected Party who legitimately and in good faith believes that he or she may have been the subject of prohibited discrimination, harassment and/or retaliation or is aware of any conduct that may be prohibited by this Policy is strongly encouraged to report such belief either to (i) the Chief Financial Officer; or (ii) Audit Committee Chair

Any Protected Party who receives such a complaint or witnesses any conduct that he or she legitimately and in good faith believes may be prohibited by this Policy must immediately notify his or her supervisor and/or the Committee Chair of the Company.

- b. Upon receiving a complaint, the CFO or the Audit Committee Chair will promptly conduct a thorough investigation. The Committee Chair shall notify the board of directors of the Company (the "Board") and the Chief Financial Officer of such investigation. It is the obligation of all Protected Parties to cooperate in such investigation. Those responsible for the investigation will maintain the confidentiality of the allegations of the complaint and the identity of the persons involved, subject to the need to conduct a full and impartial investigation, remedy any violations of the Company's policies, or monitor compliance with or administer the Company's policies.
- c. The investigation will generally include, but will not be limited to, discussion with the complainant (unless the complaint was submitted on an anonymous basis), the party against whom allegations have been made, and witnesses, as deemed appropriate.

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- d. In the event an investigation establishes that a person has engaged in conduct or actions constituting a violation of the Company's Code of Business Conduct and Ethics, any other policy, charter or mandate of the Company, applicable laws, rules or regulations; discrimination; harassment and/or retaliation in violation of this Policy, the Company will take immediate and appropriate corrective action up to and including termination of the person's employment, provision of services, position as an officer of the Company, or in the case of a director, a request for the director's resignation.
- e. In the event that the investigation reveals that the complaint was frivolously made, or undertaken for improper motives, made in bad faith or without a reasonable and probable basis, the complainant's supervisor will take whatever disciplinary action may be appropriate in the circumstances.

3. AUDIT COMMITTEE PROCEDURES

The Audit Committee has adopted the following procedures:

- a. Management of the Company shall promptly forward to the Committee Chair any complaints that it has received regarding financial statement disclosures, accounting, internal accounting controls or auditing matters.
- b. Any Protected Party may submit, on a confidential or anonymous basis if the Protected Party so desires, any concerns regarding financial statement disclosures, accounting, internal accounting controls, auditing matters or violations of the Company's Code of Business Conduct and Ethics, any other policy, charter or mandate of the Company, applicable laws, rules and regulations, discrimination, harassment or retaliation. All such concerns shall be set forth in writing and forwarded in a sealed envelope to the Committee Chair labeled with a legend such as "To be opened by the Chair of the Audit Committee only, being submitted pursuant to the Whistleblower Policy adopted by the Company." If a Protected Party would like to discuss any matter with the Committee Chair, the Protected Party should indicate this in the submission and include a telephone number at which he or she might be contacted if the Committee Chair deems it appropriate. If management receives any such envelope, it shall be forwarded promptly and unopened to the Committee Chair. The Committee Chair can be reached as follows:

PRIVATE AND CONFIDENTIAL
Attn: Chair, Audit Committee
Rockcliff Metals Corporations.
2231 Long Lake Road, Suite 2
Sudbury, ON P3E 5H3

- c. Following the receipt of any complaints submitted hereunder, the Committee Chair will investigate each matter so reported. The Committee Chair shall notify the Board and the CFO of any such investigation and, where appropriate, shall recommend that the Board take corrective and disciplinary actions, which may include, alone or in combination, a warning or letter of

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reprimand, demotion, loss of merit increase, bonus or stock options, suspension without pay or termination of employment.

- d. During investigations, the Committee Chair shall endeavour to act in a prudent and reasonable manner, with minimal disruption to the business and affairs of the Company and with sensitivity to the personal circumstances of the individual being investigated.
- e. In circumstances of impropriety alleged against the Board as a whole or any member thereof, the CFO shall be responsible to investigate such allegations and the CFO shall report his or her findings to the Board.
- f. The Committee Chair may enlist employees of the Company and/or outside legal, accounting or other advisors, as appropriate, to conduct any investigation or address complaints regarding financial statement disclosures, accounting, internal accounting controls, auditing matters or violations of the Company's Code of Business Conduct and Ethics, any other policy, charter or mandate of the Company, applicable laws, rules and regulations, discrimination, harassment or retaliation. In conducting any investigation, the Committee Chair shall use reasonable efforts to protect the confidentiality and anonymity of the complainant.
- g. The Committee Chair shall retain as a part of the records of the Committee Chair any such complaints or concerns for a period of no less than seven (7) years.
- h. The Committee Chair will review and evaluate this Policy periodically to determine whether the Policy is effective in providing appropriate procedures to report violations or complaints regarding accounting standards, the Company's Code of Business Conduct & Ethics, any other policy, charter or mandate of the Company, applicable laws, rules and regulations, discrimination, harassment or retaliation. The Committee Chair will submit recommended changes to the Board for approval.

4. NO RETALIATION

No director, officer or employee who in good faith (a) reports concerns regarding the Company's compliance with Accounting Standards, (b) reports a violation of the Code of Business Conduct and Ethics, or (c) provides assistance to the Audit Committee, management of the Company or any other person or regulatory or law enforcement body regarding such a report shall suffer harassment, retaliation or adverse employment consequence. An employee who retaliates against someone who has reported a concern or a violation in good faith is subject to discipline up to and including termination of employment. All of our other stakeholders who act in good faith shall also suffer no consequences for bringing about legitimate matters to the Committee Chair for consideration.

5. AWARENESS PROCEDURE

To promote awareness of this Policy, a copy of this Policy will be distributed to all directors, officers, full-time consultants and employees on an annual basis. All directors, officers, full-time consultants and employees will

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also be informed whenever significant changes are made. New directors, officers, full-time consultants and employees will be provided with a copy of this Policy and will be educated about its importance.

6. ADOPTION

Original Approval Date: November 26, 2019

Approved by: Board of Directors

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