

ENVIRONMENTAL, SOCIAL AND GOVERNANCE POLICY

1. INTRODUCTION

Rockcliff Metals Corporation is committed to contributing to a sustainable mining future. The Company seeks to implement initiatives throughout its mine cycle, including (i) prospecting and exploration, (ii) development, (iii) production and (iv) closure; that can contribute to a more positive image of mining realizing sustainable development through the integration of its economic, social, governance and environmental goals.

The Company's vision commits to develop mines that accelerate the world's transition to a sustainable future, designing its operations with intention to optimize shareholder returns through:

- Reducing or eliminating health, safety and environmental risks;
- Creating a network of relationships that support our vision;
- Being recognized as industry leaders in identifying and developing value creating assets;
- Embracing and integrating technologies that support a sustainable future;
- A governance model that will utilize best practices in transparency and reporting.

2. PRINCIPLES

Rockcliff's core principles are to design, build and operate the business with alignment of the 32 principles of the Responsible Minerals Initiative to create a sustainable mining future. In addition, the following are Rockcliff's critical focus areas:

- Deploy new technologies and business models to deliver safe, clean, efficient and reliable mining and processing methods.
- Engage communities to ensure our presence enhances their futures.
- Select suppliers, vendors and contractors as partners that are aligned with Rockcliff's values and principles.
- Implement, execute and report on governance practices in pursuit of positive outcomes for Rockcliff's business, workforce, shareholders and communities.
- Promote responsible business practices with significant business partners, including suppliers.

3. HEALTH AND SAFETY

Rockcliff is committed to conduct its activities in a responsible manner to provide a safe and healthy work environment for its employees, contractors and the general public, seeking to meet or exceed local, regional and national health and safety legislation.

The Company commits to effectively manage workplace risks initiatives throughout all phases of its mining life cycle and provide leadership and resources for managing health and safety, through identification of hazards and the elimination or control of high potential risks.

Rockcliff promotes a culture of health and safety, recognizes and continually reinforces company-wide efforts to achieve zero safety or health incidents. The Company will ensure that all employees receive the necessary knowledge and training such that they can perform their duties safely. The company will also ensure

ENVIRONMENTAL, SOCIAL AND GOVERNANCE POLICY

contractors have the knowledge of their workplace policies, standards and procedures related to health and safety. The Company may provide training to supplier's and contractor's personnel.

Rockcliff will monitor and conduct regular assessments in the management of its operations to achieve continuous improvement in health and safety performance that is aligned with leading global industry practices.

4. ENVIRONMENT

Rockcliff is committed to protecting the natural environment surrounding its exploration properties and future mine and mill operations. Rockcliff will work to prevent or mitigate any environmental impacts, meet or exceed regulatory requirements and continually improve environmental practices and performance.

The Company will design, construct, operate and close facilities based on the efficient and economic use of water, energy and materials and the protection of the biodiversity, complying with applicable laws and international guidelines.

Rockcliff's suppliers shall conduct their activities in an environmentally responsible manner, including meeting all legal requirements for water and air emissions, pollution controls, chemical and waste management.

5. CORPORATE GOVERNANCE

Rockcliff is committed to a high standard of integrity throughout its business. The Company promotes high levels of governance backed by talented leadership and Board of Directors that have visibility to Rockcliff's corporate responsibility topics and priorities. The Company's Code of Conduct provides guidance and helps all stakeholders to recognize and address ethical issues, enabling Rockcliff to maintain its culture of integrity and accountability.

Rockcliff promotes and support a culture of transparency and shall report to the Board regular updates on key environmental, sustainability and governance, including ethics and compliance. Additionally, the Company commits to incorporate its ESG principles into the Company's external and internal reporting.

The Company is committed to fulfill its duties to meet applicable legal, regulatory and self-regulatory business principles, as well as follow applicable standards of best practices of corporate behavior and conduct.

Rockcliff monitor and manages its corporate risks in order to detect and mitigate risks that could impact the achievement of the Company's strategic objectives and goals.

6. COMMUNITY

Rockcliff believes that engagement with community members who reside within the geographical area influenced by its projects and operations will lead to a positive community. The Company commits to

ENVIRONMENTAL, SOCIAL AND GOVERNANCE POLICY

establishing and maintaining relationships based on inclusion, transparency, and integrity with its stakeholders, specifically those potentially affected by its activities.

The Company seeks to understand the priorities and culture of the communities in which it conducts its operations, to support appropriate community development programs that provide benefits lasting beyond the operating life of our mines. Rockcliff seeks to maximize employment, business and economic opportunities for local communities, where quality and technical factors permit.

7. INDIGENOUS PEOPLES ENGAGEMENT

Rockcliff projects are located in Manitoba within the traditional territories of several Indigenous communities. Rockcliff is committed to consult with these communities in a fair and transparent manner such that they understand the benefits and potential social and environmental impacts that industrial development can bring.

The Company respects the rights, cultures, interests, and aspirations of Indigenous Peoples and is committed to build strong and lasting relationships. Rockcliff seek to integrate Indigenous Peoples' perspectives and traditional knowledge into Company decision making throughout the mining life cycle to enhance benefits and address impacts.

The Company will provide opportunities to these communities to benefit through direct employment, contracting and work with the communities to accommodate or mitigate their issues and concerns.

8. ADOPTION

Original Approval Date: March 05, 2020

Approved by: Board of Directors

ATTACHMENT - Responsible Mineral Initiative: 2019 Risk Readiness Assessment Issue Areas and Industry Norms

Source: [http://www.responsiblemineralsinitiative.org/minerals-due-diligence/risk-management/risk-readiness-assessment-\(rra\)/](http://www.responsiblemineralsinitiative.org/minerals-due-diligence/risk-management/risk-readiness-assessment-(rra)/)

ISSUE AREA	2019 INDUSTRY NORM
1. <i>Legal Compliance</i>	To implement a management system that ensures compliance with all national legal requirements, including national obligations under international law.
2. <i>Business Integrity</i>	To implement a management system that prohibits and effectively prevents bribery (including facilitation payments), corruption and anti-competitive behavior.
3. <i>Stakeholder Engagement</i>	To carry out stakeholder mapping, and to implement an engagement plan, and to establish a grievance mechanism.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE POLICY

4. <i>Business Relationships</i>	To promote responsible business practices with significant business partners, including suppliers.
5. <i>Child Labor</i>	To implement a management system that prevents the employment of children under the age of 15, prevents the worst forms of child labor, and prevents the exposure of employees under the age of 18 to hazardous work in line with ILO Conventions No. 138 and No. 182.
6. <i>Forced Labor</i>	To implement a management system that prevents the use of any forms of forced labor and participation in acts of human trafficking in line with ILO Conventions No. 29 and No. 105.
7. <i>Freedom of Association and Collective Bargaining</i>	To respect employees' rights to freedom of association and to collective bargaining in line with ILO Conventions No. 87 and No. 98, participate in collective bargaining processes in good faith and not obstruct alternative means of association where there are legal restrictions.
8. <i>Discrimination and Harassment</i>	To prevent and address all forms of harassment and discrimination in the workplace in line with ILO Conventions No. 100 and No. 111.
9. <i>Gender Equality</i>	To continually assess and monitor progress to ensure the implementation of a policy on gender equality in the workplace.
10. <i>Working Hours</i>	To keep employees' total regular and overtime working hours to 60 hours per week unless defined otherwise by applicable law or a collective bargaining agreement; and to ensure overtime is voluntary, provide one rest day in seven; and, provide annual leave.
11. <i>Remuneration</i>	To pay wages that equal or exceed the national minimum wage, the appropriate industry wage (if higher), or a living wage.
12. <i>Occupational Health and Safety</i>	To implement an occupational health and safety management system that is in line with internationally accepted best practice frameworks (e.g. OHSAS 18001 or ISO 45001).
13. <i>Employee Grievance Mechanism</i>	To establish and implement a grievance mechanism accessible to all employees.
14. <i>Environmental Risk Management</i>	To implement an environmental management system (EMS) functionally equivalent to an internationally recognized EMS standard (e.g. ISO 14001).
15. <i>Greenhouse Gas (GHG) Emissions</i>	To quantify, establish reduction targets for and disclose CO2 equivalent emissions in line with established international reporting protocols (e.g. IPCC or GHG Protocol).
16. <i>Energy Consumption</i>	To implement and quantify energy efficiency improvements and increased use of renewable energy to reduce total energy consumption and/or energy intensity.
17. <i>Freshwater Management and Conservation</i>	To conduct a comprehensive assessment of water-use impacts and risks in collaboration with relevant

ENVIRONMENTAL, SOCIAL AND GOVERNANCE POLICY

	stakeholders and to implement measures to ensure that water consumption does not restrict availability/access for other water users or reduce the range and populations of fauna and flora in the catchment area of the site / facility.
<i>18. Waste Management</i>	To implement a risk-based waste management system that includes a commitment to the 'waste hierarchy' and is applicable to all waste types (hazardous, non-hazardous and inert).
<i>19. Tailings Management</i>	To design, operate, monitor and close tailings impoundments while minimizing adverse impacts to the human health and the environment in line with internationally recognized standards.
<i>20. Pollution</i>	To implement the mitigation hierarchy to avoid, minimize, reduce and compensate for the adverse impacts of pollution on human health and the environment.
<i>21. Biodiversity and Protected Areas</i>	To implement the mitigation hierarchy to avoid, minimize, reduce and compensate for adverse impacts on biodiversity; to avoid adverse impacts to Critical Habitats or Endangered Species; and to prevent operational activities in World Heritage sites or in designated protected areas unless specifically and legally permitted.
<i>22. Mine Closure and Reclamation</i>	To have a documented plan with stakeholder inputs that addresses environmental and social aspects and makes financial provisions for closure and reclamation of the site / facility.
<i>23. Community Health and Safety</i>	To implement a management system to monitor, avoid, minimize, reduce and compensate for adverse impacts on community health and safety.
<i>24. Community Development</i>	To identify community needs in consultation with affected communities, develop a plan, and commit resources to support community development.
<i>25. Artisanal and Small-Scale Mining</i>	To engage artisanal and small-scale miners (ASM) and facilitate their formalization and improvement of their environmental and social practices, where there are known to be legitimate ASM in the sphere of influence of the site / facility.
<i>26. Human Rights</i>	To implement the UN Guiding Principles on Business and Human Rights including human rights due diligence.
<i>27. Security and Human Rights</i>	To implement the Voluntary Principles on Security and Human Rights (VP on SHR) when engaging with private or public security forces.
<i>28. Indigenous Peoples' Rights</i>	To implement a management system to respect the rights of Indigenous Peoples, including FPIC; avoid adverse impacts on Indigenous Peoples' lands, livelihoods, resources, and cultural heritage; and develop and implement an Indigenous Peoples' engagement plan.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE POLICY

<p><i>29. Land Acquisition and Resettlement</i></p>	<p>Where land acquisition or resettlement is necessary: to implement a policy to explore all viable alternative project designs to avoid and/or minimize land acquisition and physical or economic displacement and to implement a resettlement action plan to fairly address and compensate for residual adverse impacts.</p>
<p><i>30. Cultural Heritage</i></p>	<p>To identify cultural heritage sites and to establish a process based on consultation with stakeholders to avoid, minimize, reduce and compensate for adverse impacts on cultural heritage.</p>
<p><i>31. Due Diligence in Mineral Supply Chains</i></p>	<p>To implement the OECD Due Diligence Guidance on Conflict-Affected and High-Risk Areas.</p>
<p><i>32. Transparency and Disclosure</i></p>	<p>Report annually on environmental, social and governance performance in line with internationally recognized standards (e.g. GRI) and to publicly support the implementation of EITI, and report where appropriate.</p>