



ROCKCLIFF METALS CORPORATION SUPPLIER CODE OF CONDUCT

1. Scope

Our Supplier Code of Conduct (this “Supplier Code”) publicly sets out the minimum standards of conduct expected from all Suppliers wishing to do business with, or on behalf of, Rockcliff Metals Corporation and its subsidiary (“the Company”). This Supplier Code should be read in conjunction with the Company’s Code of Conduct, which applies to all of our employees, officers and directors, and to our partners and Suppliers when they are working with us or on our behalf.

We define ‘Suppliers’ as a business or individual that provides goods or services to the Company under terms specified in a contract.

We seek to build mutually beneficial working relationships and partnerships with our Suppliers and will show preference for those Suppliers who are able to demonstrate alignment with the standards contained in this Supplier Code.

Suppliers shall comply with their contract terms and the laws, rules and regulations of the jurisdictions where they do business with, or on behalf of, the Company. These include, but are not limited to, labor and tax laws, laws addressing bribery and corruption, and laws addressing the preservation of health, safety and the environment.

Suppliers, and all sub-contractors working on their behalf, are expected to review and fully understand the content of this Supplier Code and to comply with all provisions specified in their contracts including provisions, which relate to the content of this Supplier Code.

2. Business integrity and ethics

Our Supplier contract provisions are consistent with the requirements of the *Criminal Code of Canada*. This prohibits the provision or offering of anything of value to government officials, representatives, political parties or third parties for the purpose of influencing any act or decision in violation of the recipient’s lawful duty or securing or attempting to secure an improper legal or commercial advantage. They also require the operation of effective controls and the maintenance of accurate books and records.

As outlined in the Company’s Code of Conduct and contract provisions, we also require that Suppliers: avoid conflicts of interest, maintain confidentiality, respect the Company’s intellectual property rights, and keep truthful and accurate records (which may be required for auditing purposes).

The Company’s Whistle Blower Policy allows for comprehensive and confidential reporting to address fraud, abuse and other misconduct in the workplace, while cultivating a positive work environment.

3. Environment, Social, Health & Safety management

The Company seeks to avoid, minimize, mitigate, and/or remediate negative impacts on the environment and proactively manage risks. As detailed in our Supplier contracts, Suppliers shall conduct activities in an environmentally responsible manner, including meeting all legal requirements for water and air emissions, pollution controls, chemical and waste management. Our Supplier contracts require that Suppliers conduct

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activities at the Company's operations and sites in accordance with applicable Company Environmental Standards.

4. Health and safety

The well-being of people is the Company's top priority, and the right to life and right to healthy and safe working conditions are among our most salient human rights. Our goal is zero harm – defined as a workplace free from injuries and illnesses and measured by zero fatalities. Our Supplier contracts require that Suppliers comply with all applicable the Company's site and workplace policies, standards and procedures related to health and safety. The Company may provide job hazard analysis training to Supplier's personnel.

5. Human rights and labor

The Company is committed to implementing the human rights and labor principles of the United Nations Global Compact through its operations and supply chain. Accordingly, we require our suppliers to respect internationally proclaimed human rights and make sure that they are not complicit in human rights abuses; respect the labor rights of their employees, including freedom of association and the right to collective bargaining; prohibit all forms of forced and compulsory labor; not engage in child labor; and not discriminate in employment and occupation. These fundamental human rights are to be respected both within their own and within their affiliates' operations and supply chains.

Our Supplier contracts include human rights clauses around: respecting human rights consistent with the Universal Declaration of Human Rights, disclosure of human rights violations, and alerting the Company to any human rights issues Suppliers become aware of within their own or their affiliates operations or the operations of their own or their affiliates' supply chains.

Suppliers are expected to ensure timely payments of salary and benefits to any employees, sub-contractors and sub-suppliers. Suppliers should limit hours of work (including overtime) to provide for adequate rest periods for workers in line with international standards. Workers should be allowed to resign with no penalty after a reasonable notice period. Suppliers should seek to address any complaints or grievances within their supply chain expeditiously (and within a maximum of 30 days).

6. Social responsibility

The Company seeks to obtain and maintain broad social acceptance before, during, and beyond the life of a mine. We commit to establishing and maintaining relationships based on inclusion, transparency, and integrity with all stakeholders, particularly those potentially affected by our activities. We expect the same commitment from our Suppliers.

We expect our Suppliers to assess the potential impact of their proposed work on neighboring communities, integrate mitigation measures into their work plans, and ensuring that those measures are appropriately budgeted. We also expect Suppliers to close complaints in a timely manner.

We also expect our Suppliers to identify opportunities that incorporate local procurement and employment and, to the extent involving work conducted for or on behalf of the Company, to coordinate engagement with local stakeholders through the Company's Corporate Social Responsibility function.

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7. Fiscal responsibility

Suppliers and partners of the Company are required to maintain compliance with their financial obligations to their communities and governments. This includes, but is not limited to, HST compliance, corporation tax, and employment tax compliance.

It further includes & requires responsible, timely, and competent financial reporting of Supplier amounts due to/from the Company.

The Company wishes to maintain financial relationships that are profitable for both the Company and its suppliers; this precludes price gouging and inefficient resource management; and includes value-added supplies and services. Both parties can enjoy profit from their labor and efficiency, in the long run, only on the basis of an honest relationship.

8. Additional resources

Rockcliff Metals Corp Policies and Standards:

- [Code of Business Conduct & Ethics](#) sets out the Company's basic standards for ethical and legal behavior
- [Whistle Blower Policy](#) requires all those engaged in activities on the Company's behalf to work honestly and in the best interests of the Company, to avoid corruption and bribery of any kind, and to ensure compliance with various relevant legal requirements. It also requires those involved in reporting information about the Company to do so appropriately and in a timely and accurate manner.
- [Environment, Social, Health and Safety Policy](#): reflects the Company's commitment to protect the environment, health and safety of its employees, contractors and visitors.

External frameworks/legislation

- [UN Global Compact](#): The 10 Principles of the United Nations Global Compact, addressing Human Rights, Labor, Environment and Anti-Corruption, promote responsible corporate citizenship and a collaborative approach to forging a more sustainable and inclusive global economy.
- [Partnering Against Corruption Initiative](#) (PACI): prohibits corruption and demands appropriate and lawful means of engaging with government officials, partners and other stakeholders.
- [United Nations Declaration on the Rights of Indigenous Peoples](#) Canada is a founding member of the United Nations and endorses the United Nations Declaration on the Rights of Indigenous Peoples, which was adopted by the General Assembly in 2007.
- [Canadian Corruption of Foreign Officials Act \(CFPOA\)](#) makes it unlawful for certain classes of persons and entities to make payments to foreign government officials to assist in obtaining or retaining business.

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