ROCKCLIFF
METALS CORP.

MANAGEMENT'S DISCUSSION AND ANALYSIS

QUARTERLY HIGHLIGHTS

For the Three and Six Months Ended September 30, 2022

November 18, 2022

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MANAGEMENT’S DISCUSSION AND ANALYSIS

The following is Management’s Discussion and Analysis (“MD&A”) of the factors management believes are relevant to assessing and understanding the consolidated financial condition and results of operations for Rockcliff Metals Corporation (the “Company” or “Rockcliff”) for the three and six months ended September 30, 2022.

This MD&A should be read in conjunction with Rockcliff’s unaudited condensed interim consolidated financial statements and related notes for the three and six months ended September 30, 2022, which are prepared in condensed format in accordance with International Financial Reporting Standards (“IFRS”) as applicable to preparation of interim financial statements, including International Accounting Standard IAS 34 Interim Reporting (“IAS 34”). The unaudited condensed interim consolidated financial statements should also be read in conjunction with the audited consolidated financial statements and the related notes for the twelve months ended March 31, 2022. Results are reported in Canadian dollars, unless otherwise noted, and have been prepared to provide material updates to the business operations, liquidity and capital resources of the Company since its last annual management discussion & analysis. The results presented for the three and six months ended September 30, 2022 are not necessarily indicative of the results that may be expected for any future period.

For the purposes of preparing this MD&A, management, in conjunction with the Board of Directors, considers the materiality of information. Information is considered material if (i) such information results in, or would reasonably be expected to result in, a significant change in the market price or value of the Company’s common shares; (ii) there is a substantial likelihood that a reasonable investor would consider it important in making an investment decision; or (iii) it would significantly alter the total mix of information available to investors.

The Company is a reporting issuer in the provinces of British Columbia, Alberta, Manitoba and Ontario and trades on the Canadian Securities Exchange (“CSE”) under the symbol “RCLF” (OTCQB: RKCLF, FRANKFURT: RO0, WKN: A2H60G).

This MD&A contains certain forward-looking statements. Refer to the cautionary language at the end of this MD&A. Information contained herein is presented as at November 18, 2022 unless otherwise indicated.

DESCRIPTION OF BUSINESS

Rockcliff is a Canadian resource exploration company, with seven (Bur, Talbot, Tower, Rail, Copperman, Lon, Morgan), high-grade (copper-zinc-gold-silver) volcanogenic massive sulphide (“VMS”) dominant deposits in the Snow Lake area of central Manitoba. The Company is a major landholder in the Flin Flon-Snow Lake greenstone belt (the “Belt”) which is the largest Paleoproterozoic VMS district in the world, hosting high-grade mines and deposits containing copper, zinc, gold and silver. The Company’s extensive portfolio of properties totals approximately 3,600 km^2 and includes six 100% owned high grade, undeveloped VMS deposits in the Belt. Additionally, Rockcliff has a joint venture with Hudbay Minerals Inc. (“Hudbay”) at the Company’s 49% owned Talbot Property which hosts the VMS Talbot Deposit.

QUARTER ENDED SEPTEMBER 30, 2022 HIGHLIGHTS

OUTLOOK

Exploration Program

On June 17, 2021, the Company announced a multi-phased exploration program on several of its high priority targets. This multi-phased, $2.5 million fully funded exploration program, included over 7,500 metres of drilling and began in August 2021. Drilling was focused on two priority targets - the TGR NI-PGE Prospect discovered in 2020 at the Company's Tower Property (see April 30, 2020 press release) and the historical high-grade Copperman Cu-Zn Deposit. Both of these projects are 100% owned by Rockcliff. In addition to the drill program, the Company completed over 2,200 kilometres of airborne geophysical flying and geological and ground geophysical surveys.

In response to significant unsolicited interest from other mining companies in Rockcliff's exciting copper portfolio, INFOR Financial Inc. ("INFOR") was retained in early 2022 as Rockcliff's strategic advisor to explore possibilities to collaborate with outside companies to advance the Company's assets. INFOR has brought its significant mining and minerals experience along with its full-service corporate finance advisory suite to assist Rockcliff. INFOR, the Board of Rockcliff and a Special Committee have been very proactive in the pursuit of strategic options with other mining companies to unlock value for shareholders. The process has been successful in attracting significant interest from other mining companies located around the globe. This is testament to the quality and potential of Rockcliff's resource endowment. The process itself continues albeit slowed by the macro economic headwinds that have evolved since February. The Company remains committed to surfacing shareholder value through this strategic review process.

Rockcliff's future does not hinge on this strategic process. The Company continues to explore and advance its property portfolio on a stand-alone basis. Summer work permits on several high priority properties are in place and exploration on these properties will assist Rockcliff in preparation for potential winter drill programs in early 2023. The exploration planned for the remainder of 2022 will be focussed on ground/field work over new high priority VMS targets and over existing deposits through geological and geochemical studies. The Bur, Copperman and SLS properties will be targeted for exploration advancement in 2022.

CORPORATE DEVELOPMENTS

NI 43-101 PEA Study Results

On February 1, 2022, the Company announced the results of its PEA for the Company's 100% owned Tower and Rail Properties, located in the Belt in the Snow Lake area of central Manitoba. All references to currency herein are in Canadian dollars unless otherwise specified.

	Base Case (Nov 30, 2021 trailing 18 month average)	Spot Price Case (Jan 19, 2022)
Metal Price Assumptions (US$)	$3.76/lb Cu $1.25/lb Zn $1,828/oz Au $24.64/oz Ag	$4.44/lb Cu $1.63/lb Zn $1,840/oz Au $24.12/oz Ag
FX Rate (CAD: USD)	0.78	0.80
NPV pre-tax (8% discount) / IRR (100% equity)	$206.6 million / 83%	$318.6 million / 123%
NPV after tax (8% discount) / IRR (100% equity)	$128.6 million / 67%	$208.9 /105%
LOM undiscounted pre-tax free cash flow	$344.5 million	$514.5 million
LOM undiscounted after-tax free cash flow	$216.9 million	$336.7 million
Initial capital investment (incl 20% contingency)	$81.0 million	$81.0 million
Profitability index (NPV_8/IRR)	1.6x	2.6x
Construction period	16 months	16 months
Payback from commencement of commercial production ("CP")	12 months	7 months
Life of mine ("LOM")	9.5 years	9.5 years
Annual CuEq production (years 1-4)	14.0ktpa	14.0ktpa
Annual CuEq production (LOM)	11.9ktpa	11.9ktpa
All-in sustaining cost/lb Cu (net of by-products)	US$2.46/lb	US$2.13/lb

The PEA was commissioned in 2021 with the aim of exploring conventional development approaches in order to reduce initial capital requirements and improve economics of the Project. It is proposed that the Project be constructed as underground mines, using the Alimak raise mining method, with dual concentrates of copper and zinc produced on site through the use of a modular mill. Rockcliff considers the study a huge success as it supports the view that the Project can be developed in a low capital-intensive manner with a very short payback period. The forecast potential economic returns from the Project justify further studies. The Study supersedes all previous studies (PEA and Resource) and incorporates the updated Mineral Resource Estimates for the Tower and Rail Properties. The study was authored by A-Z Mining Professionals Ltd. ("AMPL").

As part of the PEA, an update Mineral Resource Estimate was prepared, which supersedes previous estimates published by the Company. The mineral resource estimate uses a recovered value cut-off of $80/tonne. Apart from updated specific gravity calculations, no additional information or drill results were included in this Mineral Resource Estimate.

Tower Mineral Resource Estimate[1-7]

Category		Tonnes	Cu (%)	Zn (%)	Au (g/t)	Ag (g/t)
Indicated		1,711,000	3.28	1.04	0.7	16.5
Inferred		499,000	1.74	1.16	0.2	8.4

Rail Mineral Resource Estimate[1-7]

Deposit	Tonnes	Cu (%)	Zn (%)	Au (g/t)	Ag (g/t)
Indicated	2,053,000	1.87	0.59	0.6	6.1
Inferred	1,079,000	2.14	0.83	0.9	7.6

Notes:

1. CIM definitions were followed for Mineral Resources.
2. Resources calculated using MineSight® software
3. Mineral Resources are estimated at a cut-off grade of $80 per tonne in-situ value
4. The Mineral Resource figures herein are estimates based on information at the time calculation and are not Mineral Reserves, i.e., they do not yet demonstrate economic viability of the deposit.
5. The mineable in-situ resources constitute approximately 65% of the global Mineral Resources.
6. Mineral Resources were estimated using the following prices in US$: Copper, $3.52/lb, Zinc, $1.18/lb, Gold, 1817/Tr oz, and Silver, $23.75/Tr oz
7. The numbers for tonnage, average grade and contained pounds metal as well as ounces of precious metals are rounded figures.

Bur NI 43-101 Technical Report and Resource Estimate

On November 22, 2021, the Company filed on SEDAR a NI 43-101 compliant technical report titled “Technical Report Bur Zone Project Manitoba, Canada” (the “Technical Report”) in respect of a Mineral Resource Estimate prepared by Mr. Derek Loveday P.Geo., Project Manager of Stantec Consulting Ltd. (“Stantec”) on the Bur Property.

The technical report prepared by Stantec with an effective date of October 26, 2021 is summarized below.

Bur Property Mineral Resource Estimate at 2.3% CuEq Cut-Off [1-11]

Classification	Tonnes (k)	Cu (%)	Zn (%)	Au (g/t)	Ag (g/t)	CuEq (%)	Cu (Mlbs)	Zn (Mlbs)	Au (koz)	Ag (koz)	CuEq (Mlbs)
Measured	338	1.54	3.58	0.05	12.94	2.87	11.48	26.68	0.54	140.62	21.39
Indicated	2,679	1.70	6.45	0.02	3.41	3.97	100.41	380.95	1.72	293.71	234.48
Measured/Indicated	3,017	1.69	6.13	0.02	4.48	3.84	112.37	407.59	1.94	434.41	255.33
Inferred	2.342	1.03	8.65	0.00	0.91	4.04	53.18	446.62	0.00	68.52	208.59

1. CIM definitions are followed for classification of Mineral Resource.
2. Mineral resources are contained within a mineralized vein (zone) dipping at approximately 60 degrees towards the northwest whose closest vertical depth from surface is 6 m and maximum vertical depth is 1,274 m.
3. Resources are constrained to a minimum true vein thickness of 0.2 m and where calculated block revenues after recovery are greater than costs for mining.
4. CuEQ (%) = Cu(%) + Zn(%) x 0.347 + Au(gpt) x 0.430 +Ag(gpt) x 0.005
5. ZnEQ (%) = Cu(%) x 2.885 + Zn(%) + Au(gpt) x 1.241 + Ag(gpt) x 0.016
6. CuEQ and ZnEQ formulas are calculated using the following revenue inputs: Cu US$ 3.26/lb, Zn US$ 1.13/lb, Au US$ 1,744/oz, and Ag US$ 22.05/oz. Metal recoveries are: 80% Cu, 80% Zn, 40% Au and 40% Ag.
7. Mining costs used to determine prospects for eventual economic extraction total C$110/t.
8. US$ to C$ exchange rate applied is 1:1.31.
9. Specific gravity for the mineralized zone is fixed at 3.1.
10. Totals may not represent the sum of the parts due to rounding.
11. The Mineral Resource estimate has been prepared by Derek Loveday, P. Geo. of Stantec Consulting Services Ltd. in conformity with CIM “Estimation of Mineral Resource and Mineral Reserves Best Practices” guidelines and are reported in accordance with the Canadian Securities Administrators NI 43-101. Mineral resources are not mineral reserves and do not have demonstrated economic viability. There is no certainty that any mineral resource will be converted into mineral reserve.
12. The 100% owned Bur Property is part of the Company’s extensive Manitoba property portfolio, has excellent infrastructure with a year-round access road, clearing for portable buildings, and a box cut and portal. The Bur Property lies within the Belt, the largest

Paleoproterozoic VMS district in the world and the most prolific VMS district in Canada.

The 100% owned Bur Property is part of the Company's extensive Manitoba property portfolio (see Figure 1), has excellent infrastructure with a year-round access road, clearing for portable buildings, and a box cut and portal (see Image 1). The Bur Property lies within the Belt, the largest Paleoproterozoic VMS district in the world and the most prolific VMS district in Canada.

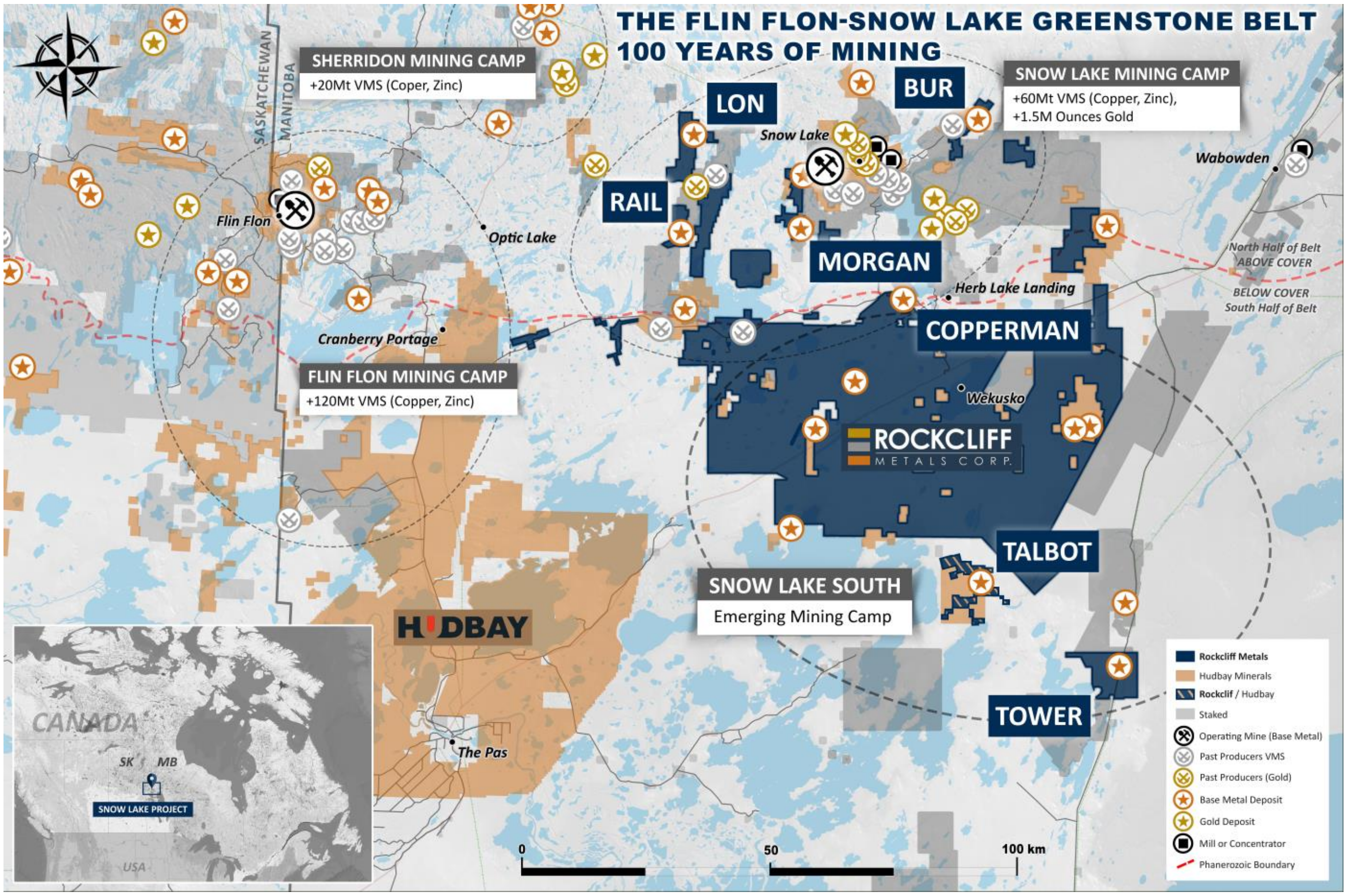

Figure 1: Rockcliff's property portfolio (in blue) within the Flin Flon-Snow Lake greenstone belt

Image 1: Bur site is accessible by road leading to a previously constructed box-cut and portal.

Bur Mineralization and Resource Expansion Potential

The Bur Deposit is a sediment hosted stratiform VMS deposit that occurs within a narrow turbidite assemblage of interbedded metagraywacke, metasiltstone and graphitic meta-argillite in a basinal area situated between two granitic intrusions. The northeast striking deposit dips 60-70 degrees northwest, plunges northeast, averages 2.0 metres true thickness and ranges from <0.3 metres up to 9 metres thick and to date has a known lateral extent (strike) of approximately 2,500 metres. Historical and recent drilling throughout the Bur Property has encountered near surface, disseminated, semi-massive and massive sulphide mineralization below shallow overburden to a vertical depth in some areas of 1,274 metres (see Figure 2). Mineralization consists of sphalerite, chalcopyrite, pyrrhotite, pyrite, galena and arsenopyrite. The Bur Deposit remains open in all directions and contains up to 20% felsic or cherty nodules consisting of wall-rock and late quartz fragments displaying a brecciated texture to the mineralization.

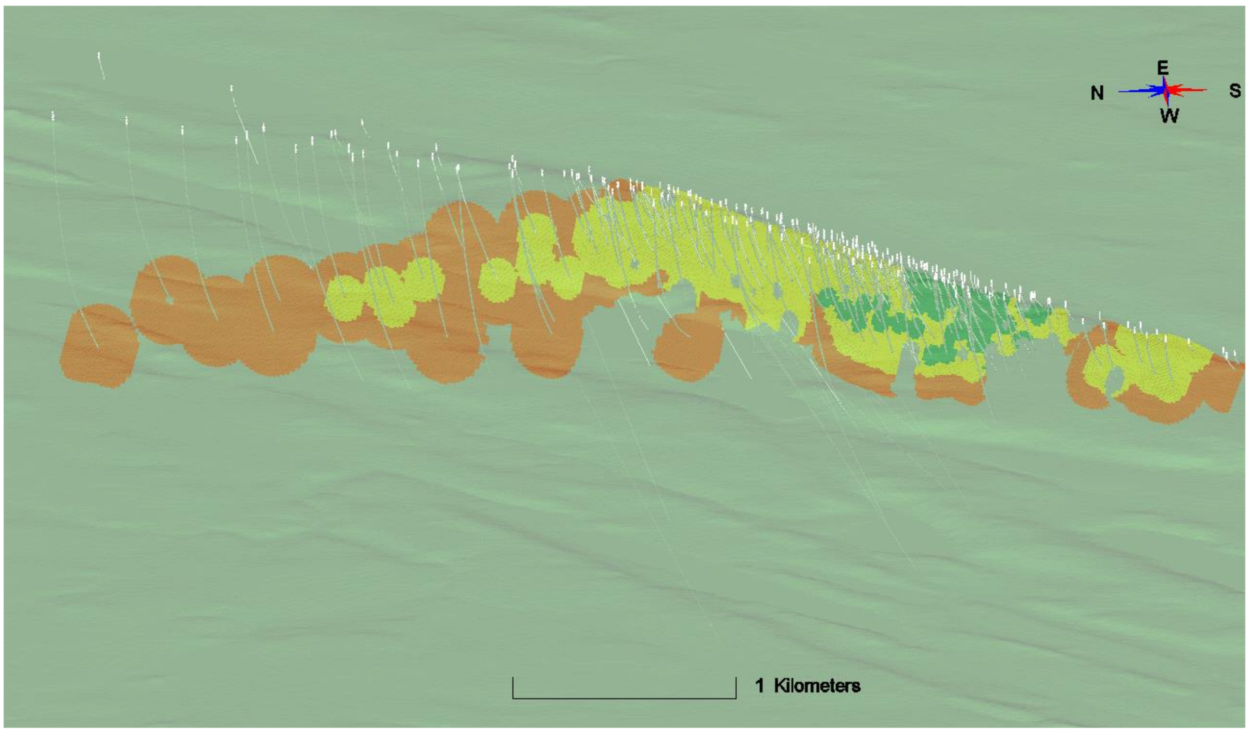

Figure 2: Bur Deposit Longitudinal Projection Highlighting Measured (green), Indicated (yellow) and Inferred (orange) Mineral Resources

Resource Estimate Methodology

The Mineral Resource Estimate reported herein, considered drilling information available up to 2020 and was evaluated using a geostatistical block modeling approach constrained by polymetallic mineralization wireframes utilizing MinePlan 3D© software Version 15-80-2 modeling software. The evaluation of the Mineral Resource Estimate involved CuEq cut-off value determination, constraining wireframe solids creation, compositing, grade capping, variography, grade Interpolation and Mineral Resource Estimate quantification.

A total of 238 drill holes (totalling 107,101 metres) from the entire database were reviewed and 208 of those drill holes (totalling 101,676 metres) were utilized to create the constraining wireframes (mineralized zone). The constraining wireframes have an overall strike length of 6,060 metres, down dip projection of 1,464 metres and average true width of 2 metres. There were 1,116 assays captured by the constraining wireframes that were combined into 436 regular 1-metre composites with an average core length of 2.25 metres. A grade capping evaluation was performed and grades were capped at 6.5% for copper (Cu), 30% for zinc (Zn), 0.35 g/t for gold (Au) and 40 g/t for silver (Ag). The capped composites were evaluated using variography to determine the grade interpolation search ranges and also used for resource assurance (classification). Resource classification is influenced by distance to the nearest drill hole sample composite, age of the exploration data and number of drill hole intercepts through the mineralized zone. For measured resources, a minimum of 3 sampled intercepts within 50 metres from Rockcliff-only drill holes is used as a guide. For indicated resources 3 sampled drill hole intercepts up to 100 metres and for inferred a minimum of one sampled intercept per drill hole up to 200 metres is used as a guide.

Grade interpolation was undertaken from 1-metre regular drillhole composited through the mineralized zone into a horizontally rotated 3D block model orientated along strike (045 degrees) of the mineralized zone. An ID3 method of estimation was used for Cu, Zn, Au and Ag grade data that was estimated in a regular block size of 20 metres along stike, 2.5 metres across-strike and 5 metres vertical. Bulk density was derived from 61 specific gravity (SG) measurements taken from within the mineralized zone that ranged from a minimum of 2.76 to 3.76, generating a median and average SG of 3.1. Density from within the mineralized zone for resource reporting was fixed at 3.1. The subsequent block model grades and tonnages were quantified for the Mineral Resource Estimate at a 2.3% CuEq cut-off value.

Quality Control and Quality Assurance

Samples of half core were packaged and shipped directly from Rockcliff's core facility in Snow Lake to TSL Laboratories (TSL), in Saskatoon, Saskatchewan. TSL is a Canadian assay laboratory and is accredited under ISO/IEC 17025. Each bagged core sample was dried, crushed to 70% passing 10 mesh and a 250g pulp is pulverized to 95% passing 150 mesh for assaying. A 0.5g cut is taken from each pulp for base metal analyses and leached in a multi acid (total) digestion and then analyzed for copper, lead, zinc and silver by atomic absorption. Gold concentrations are determined by fire assay using a 30g charge followed by an atomic absorption finish. Samples greater than the upper detection limit (3000 ppb) are reanalyzed using fire assay gravimetric using a 1 assay ton charge. Rockcliff inserted certified blanks and standards in the sample stream to ensure lab integrity. Rockcliff has no relationship with TSL other than TSL being a service provider to the Company.

Exploration Updates

Copperman Property

The Company commenced a drill program at the Copperman property during the quarter. The drilling will test the historical Copperman Cu-Zn Deposit and several nearby untested surface geophysical anomalies. The Copperman Cu-Zn Deposit was discovered in 1927 by prospectors searching the area for gold. Mineralization is associated with at least two zones of high-grade mineralization.

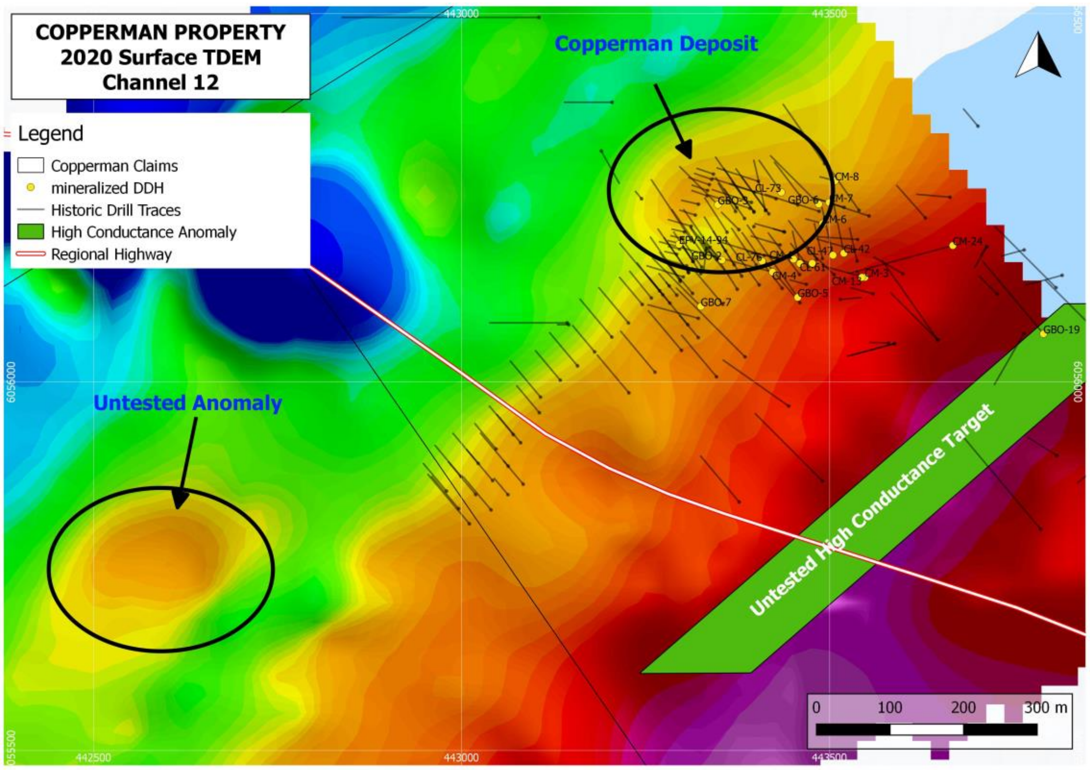

Figure 3: Plan Surface TDEM view of Copperman Property Highlighting the Historical Copperman Deposit and Surface Untested Geophysical Anomalies.

The first phase, 22-hole program totaled 4,241 metres targeting in and around the historical Copperman Deposit. The results of holes RCU021-01 to RCU021-22 are included in the table below.

Hole #	From (m)	To (m)	Length (m)	Copper %	Zinc %	Gold g/t	Silver g/t	**CuEq***
RCU21-001	42.88	50.00	7.12	1.88	2.52	0.18	6.00	**3.06**
includes	44.00	49.00	5.00	2.47	3.24	0.24	7.93	**4.00**
RCU21-002	52.00	58.00	6.00	2.82	3.09	0.27	10.95	**4.35**
includes	53.00	57.00	4.00	3.86	4.04	0.38	14.95	**5.89**
includes	54.00	55.00	1.00	7.11	9.95	0.79	27.60	**11.88**
RCU21-003	71.70	80.00	8.30	1.88	3.29	0.12	7.36	**3.33**
includes	71.70	77.00	5.30	2.61	4.56	0.17	10.12	**4.62**
includes	71.70	72.70	1.00	5.13	7.50	0.22	17.90	**8.39**

RCU21-004	95.40	97.00	1.60	2.06	0.92	0.32	7.90	**2.76**
and	114.00	119.00	5.00	0.48	5.32	0.07	3.80	**2.64**
includes	114.00	117.00	3.00	0.60	6.75	0.07	4.33	**3.32**
RCU21-006	107.00	110.00	3.00	0.44	7.24	0.14	4.67	**3.41**
includes	109.00	110.00	1.00	0.85	9.40	0.15	6.90	**4.69**
RCU21-007	147.00	148.00	1.00	0.37	2.34	0.20	2.70	**1.46**
RCU21-008	76.00	77.00	1.00	0.70	0.83	0.03	3.20	**1.08**
RCU21-009	59.00	65.00	6.00	3.31	3.36	0.23	11.22	**4.91**
includes	61.00	65.00	4.00	4.70	3.89	0.30	15.45	**6.61**
and	79.00	91.00	12.00	0.39	1.16	0.10	2.82	**0.95**
includes	90.00	91.00	1.00	2.00	2.64	0.42	12.40	**3.48**
RCU21-010	86.00	96.00	10.00	4.39	4.05	0.57	14.86	**6.58**
includes	88.00	92.00	4.00	9.08	8.10	1.10	30.28	**13.49**
RCU21-011	143.00	148.00	5.00	0.22	5.42	0.06	2.35	**2.39**
includes	145.60	147.00	1.40	0.35	10.30	0.10	4.90	**4.47**
RCU21-012	165.12	174.12	9.00	0.56	2.24	0.07	2.48	**1.51**
includes	165.12	168.12	3.00	1.27	2.82	0.15	5.13	**2.54**
RCU21-013	180.30	186.30	6.00	0.09	0.94	0.01	0.70	**0.92**
RCU21-014	103.50	114.25	10.75	2.04	2.55	0.23	7.05	**3.28**
includes	105.50	111.25	5.75	3.23	3.33	0.29	10.70	**4.86**
includes	110.25	111.25	1.00	7.75	2.70	0.42	23.20	**9.37**
RCU21-015	73.35	74.35	1.00	0.67	2.67	0.05	2.10	**1.76**
and	107.10	108.10	1.00	0.14	3.59	0.04	2.10	**1.59**
RCU21-016	105.00	116.00	11.00	1.33	1.76	0.08	3.95	**2.12**
includes	106.00	113.10	7.10	1.92	2.23	0.10	5.60	**2.93**
includes	112.00	113.10	1.10	2.30	5.48	0.15	7.60	**4.62**
and	122.00	130.45	8.45	0.41	1.09	0.22	3.23	**1.04**
RCU21-017	135.83	138.86	3.03	2.14	4.14	0.25	7.34	**4.02**
includes	145.60	147.00	1.40	0.35	10.30	0.10	4.90	**4.47**
RCU21-018	189.95	192.81	2.86	3.28	2.21	0.13	9.34	**3.96**
includes	189.95	190.41	0.46	15.05	10,00	0.48	39.40	**18.03**
And	216.54	218.18	1.64	0.46	4.51	0.21	5.05	**2.01**
RCU21-019	31.74	37.11	5.37	0.90	2.03	0.06	3.45	**1.55**
includes	32.59	33.14	0.55	3.46	7.22	0.19	12.70	**5.75**
RCU21-020	192.26	197.90	5.64	0.15	1.24	0.04	0.82	**0.56**
and	196.28	196.88	0.60	0.45	4.61	0.13	3.00	**1.97**
and	204.45	205.27	0.82	0.04	3.37	0.09	1.70	**1.15**
RCU21-021	106.34	108.54	2.20	0.43	3.53	0.22	4.53	**1.68**
RCU21-022	26.50	26.96	0.46	1.45	0.48	0.07	8.00	**1.63**
and	35.40	36.30	0.90	1.07	0.65	0.08	3.70	**1.29**

RCU021-005 did not have significant mineralization, (m) = metres represent interpreted true thickness, % = percentage, g/t = grams per tonne, *CuEq = copper equivalent value used US$3.25/pound copper, US$1.25/pound zinc, US$1750/ troy ounce gold and US$22 /per ounce silver. CuEq = Cu grade % + (Zn grade % X Zn price per lb / Cu price per pound) + (Au grade g/t X Au price per gram / Cu price per tonne) X 100 + (Ag grade g/t X Ag price per gram / Cu price per tonne) X 100. No process recoveries or smelter payables were included in the calculation. The numbers may not add up due to rounding.

Rockcliff's first two drill programs at Copperman totaled 7,060 metres in 30 holes (press released on Nov 24/21, Dec 15/21, Jan 24/22, Mar 7/22 and May 3/22). The programs identified at least 3 separate copper-zinc rich lenses associated in and around the historical Copperman Deposit. The lenses have been intersected near surface, over strike lengths of up to 200 metres and to depths of approximately 300 metres. One historical drill hole intersected copper-zinc mineralization at a vertical depth of 625 metres. All 3 lenses remain open along strike and at depth. Some of the significant intersections identified in drill core are tabled below. Drill hole thickness intervals represents 80-100% of true thickness*.

RCU21-001: 7.1m @ 2.7% CuEq including 5.0m @ 3.4% CuEq
RCU21-002: 6.0m @ 3.8% CuEq including 4.0m @ 5.1% CuEq
RCU21-003: 8.3m @ 2.8% CuEq including 5.3m @ 3.9% CuEq
RCU21-009: 6.0m @ 4.3% CuEq including 4.0m @ 6.0% CuEq
RCU21-010: 10.0m @ 6.0% CuEq including 4.0m @ 11.7% CuEq
RCU21-014: 10.8m @ 2.8% CuEq including 5.8m @ 4.2% CuEq
RCU21-016: 11.0m @ 1.8% CuEq including 7.1m @ 2.4% CuEq
RCU21-017: 3.0m @ 3.3% CuEq, 3.1m @ 2.5% CuEq
RCU21-018: 2.9m @ 4.0 CuEq, 1.6m @ 2.0% CuEq
RCU21-019: 3.4m @ 2.3% CuEq
RCU22-023: 2.6m @ 2.5% CuEq

*(m) =metres represent 80-100%of true thickness, %=percentage, *CuEq =copper equivalent value usedUS$3.25/pound copper, US$1.25/pound zinc, US$1750/ troy ounce gold andUS$22 /per ounce silver and recoveries of 95%Cu, 80%Zn, 80%Au and 80%Ag. CuEq =Cu grade%+(Zn grade%XZn price per lb/Cu price per pound) +(Au grade g/t XAu price per gram/ Cu price per tonne) X100 +(Ag grade g/t XAg price per gram/Cu price per tonne) X100. The numbers may not add up due to rounding.

Excellent potential exists to grow the mineralized footprint of all lenses discovered to date. Future drilling will focus on extending the potential strike length of each copper-zinc rich lens and test the potential mineralization to the historical mineralized drill hole depth from 300 metres vertical to 625 metres vertical.

SLS #1-#5 Properties

The favorable VMS geology within the Company's 100% owned SLS properties are buried under a thin limestone cover from bedrock in the north to depths of approximately 100 m vertical in the south. The SLS properties represent a significant and strategic land package of underexplored VMS potential located in the southern half of the prolific Belt that hosts the Flin Flon and Snow Lake VMS mining camps. A total of over 2,200 kilometres of airborne VTEM flying has been completed over specific strategic areas of the properties that represent high priority areas interpreted as VMS conductive trends. The purpose of the program was to isolate priority anomalies with VMS potential.

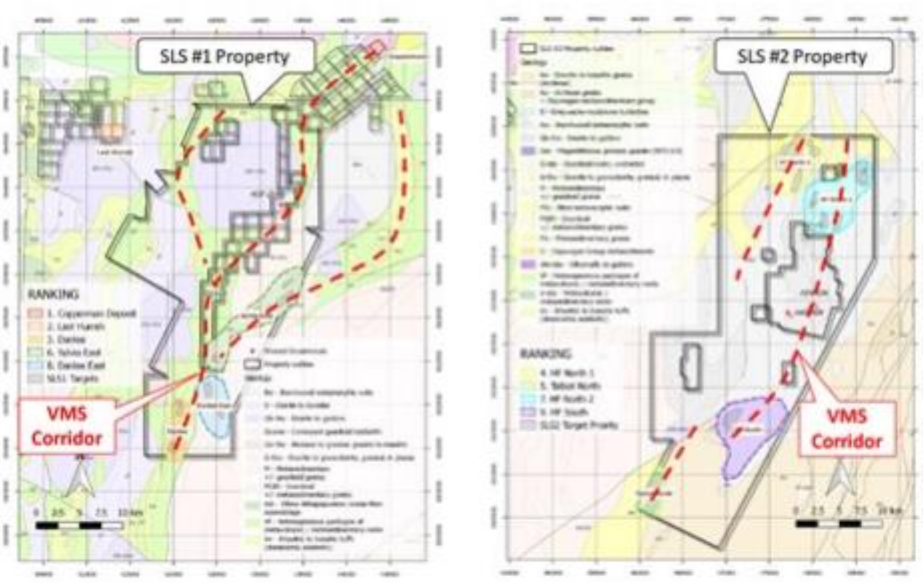

Figure 5: SLS #1 and SLS#2 Properties with Potential VMS Corridors (dashed red lines) under Thin Limestone Cover

Rockcliff's summer program on the SLS properties will include an extensive Soil Gas Hydrocarbon ("SGH") geochemical survey over the highest ranking "areas" within the VMS corridors of the SLS Properties. SGH is a deep penetrating geochemistry that involves the analysis of surficial samples from over potential mineral targets. Specific classes of SGH have been successful for delineating mineral targets found from surface under thin cover to over 950 metres in depth. Samples of various media have been successfully analyzed i.e., soil (any horizon), sand, till, drill core, rock, peat, humus, lake-bottom sediments and even snow.

FINANCIAL RESULTS OF OPERATIONS

	3 months ended September 30,		6 months ended September 30,	
	2022	**2021**	**2022**	**2021**
Exploration costs	178,969	395,818	334,357	942,876
Salaries, directors and benefits	71,325	230,514	162,273	599,038
Legal and professional	29,414	77,950	63,043	85,779
Investor relations	15,315	35,463	61,128	113,838
General and administrative	68,692	63,402	104,015	128,773
Technical studies	-	200,497	-	249,296
Share-based payments	5,403	16,400	10,747	49,162
Depreciation	2,535	2,535	4,239	5,204
Loss from operations	**(371,182)**	**(1,022,579)**	**(739,801)**	**(2,173,966)**
Interest income	8	9,644	651	14,591
Foreign exchange (loss) gain	44	(325)	(3,662)	(420)
Amortization of flow-through premium	-	187,529	-	412,828
Other expenses, net	(25,423)	-	(25,523)	-
Gain on sale of equipment	-	-	-	16,269
Gain on sale of mineral exploration property	-	2,844,030	-	2,844,030
Option payments related to the Bucko mill lease payments	-	-	-	240,000
Net and Comprehensive (loss) income for the period	**(396,653)**	**2,018,300**	**(768,335)**	**873,332**
Basic and diluted net (loss) income per share	**(0.00)**	**0.01**	**(0.00)**	**0.00**

The Company had net losses for the three and six months ended September 30, 2022 of $396,653 and $768,335, respectively, compared to net income of $2,018,300 and $873,332 in the respective comparable periods.

The difference between the comparable three-month periods is primarily attributable to:

- Mineral exploration costs decreased to $178,969 ($395,818 in the comparable quarter). Current quarter expenditures relate to mobilization of drill contractors to support the current exploration program, as described earlier in this MD&A.
- Salaries, directors and benefits decreased to $71,325 ($230,514 in the comparable quarter). Current period cost is attributable to on-going management salaries decreased for the Company.
- Legal and professional expenses increased in the current quarter to $29,413 ($77,950 in the comparable period). Current period costs relate to on-going general corporate legal counsel, corporate advisory, accounting, and audit support services.
- Investor relations decreased to $15,315 in the current period ($35,463 in the comparable period). Investor relations expenditures decreased incurred in the current quarter relate to marketing support contracts.
- General and administrative expense increased to $68,692 ($63,402 in the comparable period). General and administrative expenditures include ongoing administrative and corporate costs associated with running the business.
- Technical studies increased to $nil ($200,497 in the comparable period). Prior quarter expenditures relate to the PEA completed on the Tower and Rail deposits, as described in the Company's July 14, 2021 press release, and discussed earlier in this MD&A.
- Share based payments decreased in current period to $5,403 ($16,400 in the comparable period). The decrease is related to fewer options vesting as a result of the forfeited stock options during the quarter.
- Interest income decreased to $8 ($9,644 in the comparable period) due to declining interest rates and declining cash balance.
- Amortization of flow-through premium decreased to $nil ($187,529 in the comparable period) as a result of flow through related expenditures in the current period.
- Other expenses, net increased to $25,523 ($nil in the comparable period) as a result of strategic transaction pursued by the Company, which included legal expenses of $125,523 offset by cash payment received of $100,000 as part of the strategic transaction.
- Gain on sale of mineral properties was $nil ($2,844,030 in the comparable period) relates to the Company's wholly owned Goldpath subsidiary sold in prior quarter.

The difference between the comparable six-month periods is primarily attributable to:

Mineral exploration costs decreased to $334,357 ($942,876 in the comparable quarter). Current period expenditures relate to commencement of an airborne VTEM survey over the companies SLS properties and mobilization of drill contractors to support the current exploration program, as described earlier in this MD&A.

- Salaries, directors and benefits decreased to $162,273 ($599,038 in the comparable quarter). Current period cost is attributable to on-going management salaries decreased for the Company.
- Legal and professional expenses decreased in the current quarter to $63,042 ($85,779 in the comparable period). Current period costs relate to on-going general corporate legal counsel, corporate advisory, accounting, and audit support services.
- Investor relations increased to $61,128 in the current period ($85,779 in the comparable period). Investor relations expenditures decreased incurred in the current quarter relate to marketing support contracts.
- General and administrative expense decreased to $104,015 ($128,773 in the comparable period). General and administrative expenditures include ongoing administrative and corporate costs associated with running the business.
- Technical studies decreased to $nil ($249,296 in the comparable period). Prior quarter expenditures relate to the PEA completed on the Tower and Rail deposits, as described in the Company's July 14, 2021 press release, and discussed earlier in this MD&A.
- Share based payments decreased in current period to $10,747 ($49,162 in the comparable period). The decrease is related to fewer options vesting as a result of the forfeited stock options during the period.
- Interest income decreased to $651 ($14,591 in the comparable period) due to declining interest rates and declining cash balance.
- Amortization of flow-through premium decreased to $nil ($412,828 in the comparable period) as a result of flow through related expenditures in the current period.
- Other expenses, net increased to $25,523 ($nil in the comparable period) as a result of strategic transaction pursued by the Company, which included legal expenses of $125,523 offset by cash payment received of $100,000 as part of the strategic transaction.
- Gain on sale of equipment of $nil ($16,269 in the comparable period) relates to the sale of unused office furniture. The office furniture was fully expensed in prior period and had nil value as a book basis.
- Gain on sale of mineral properties was $nil ($2,844,030 in the comparable period) relates to the Company's wholly owned Goldpath subsidiary sold in prior quarter.

LIQUIDITY AND FINANCIAL POSITION

As at September 30, 2022, the Company had cash and cash equivalents of $565,955 compared to $1,059,771 as at March 31, 2022. This is a result of expenditures incurred on exploration, project studies and general corporate purposes.

The Company had net working capital of $352,971 at September 30, 2022 (March 31, 2022 - working capital of $1,106,320).

Current liabilities totalled $243,993 as at September 30, 2022 compared to $306,756 as at March 31, 2022.

As at September 30, 2022, and to the date of this MD&A, the Canadian dollar resources of the Company are held with the Royal Bank of Canada in Toronto.

In August 2020, the Company received $40,000 interest-free loan from the Emergency Business Account (CEBA) to support business by providing financing for their expenses and a loan forgiveness of 25% (up to $10,000) if is repaid on or before December 31, 2022. Other amounts payable and other liabilities are short-term and non-interest bearing.

The Company's liquidity risk with financial instruments is minimal as excess cash is invested in highly liquid, and from time to time invested in redeemable bank-backed guaranteed investment certificates.

The Company's use of cash at present occurs, and in the future will occur, principally in two areas, namely, funding of its exploration costs and the funding of operating and general and administrative expenses.

CAPITAL RISK MANAGEMENT

The Company manages its capital with the following objectives:

(a) to ensure sufficient financial flexibility to achieve the ongoing business objectives including funding of future growth opportunities, and pursuit of accretive acquisitions; and
(b) to maximize shareholder return through enhancing share value.

The Company monitors its capital structure and makes adjustments according to market conditions in an effort to meet its objectives given the current outlook of the business and industry in general. The Company may manage its capital structure by issuing new shares, repurchasing outstanding shares, adjusting capital spending, or disposing of assets. The capital structure is reviewed by management and the Board of Directors on an ongoing basis.

The Company manages capital through its financial and operational forecasting processes. The Company reviews its working capital and forecasts its future cash flow requirements based on operating expenditures and other investing and financing activities. The forecast is updated based on activities related to the Company's various properties.

The Company's capital management objectives, policies and processes have remained unchanged during the six months ended September 30, 2022. The Company is not subject to any capital requirements imposed by a lending institution or regulatory body, other than Policy 2 of the Canadian Securities Exchange (CSE). As of date of this MD&A, the Company is compliant with Policy 2 of the CSE.

MAJOR SHAREHOLDERS AND RELATED PARTY TRANSACTIONS

As of the date of this MD&A, Greenstone holds a total of 132,580,000 common shares of the Company, representing approximately 40.9% of the issued and outstanding common shares. Olive holds a total of 82,925,238 commons shares of the Company, representing approximately 25.6% of the issued and outstanding common shares.

None of the Company's major shareholders have different voting rights than other holders of the Company's common shares.

Related parties include the Board of Directors and enterprises that are controlled by these individuals as well as certain persons performing similar functions.

Related party transactions conducted in the normal course of operations are measured at the exchange value (the amount established and agreed to by the related parties).

Related Party	**Nature of Relationship**
Lapierre Exploration Services Inc.	Controlled by the interim President and CEO
Olive Resource Capital Inc.	Shareholder of the Company and common director
Gold79 Mines Ltd.	Shareholder of the Company and common director
Greenstone Resources II LLP	Major shareholder and director of the Company

Since May 2022, the Chief Financial Officer is a senior employee of Marrelli Support Services Inc. ("MSSI"), a firm providing accounting services. During the three and six months ended September 30, 2022, the Company expensed $4,500 and $7,500 (three and six months ended September 30, 2021 - $nil and $nil) paid or accrued to MSSI. Included in the September 30, 2022, amounts payable and other liabilities is $nil (March 31, 2022 - $nil).

In accordance with IAS 24, key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company directly or indirectly, including any directors (executive and non-executive) of the Company. Remuneration of directors and key management personnel of the Company was as follows:

	Three months ended September 30,		**Six months ended September 30,**	
	2022	**2021**	**2022**	**2021**
	$	**$**	**$**	**$**
Directors' fees, management salaries and benefits	76,250	235,505	145,000	593,941
Share-based payments	5,403	3,154	10,747	28,388

COMMITMENTS

As at September 30, 2022, pursuant to the issuance of 87,760,833 flow-through shares on May 7, 2019, and the issuance of 15,592,332 flow-through shares on December 31, 2021, the Company is required to incur qualifying expenditures of approximately $20,862,600 by December 31, 2020 and $935,540 by December 31, 2022. On July 10, 2020 and December 16, 2020, the Department of Finance proposed to extend the flow-through funds spend period, filing and payment, and the look-back rule by one year, including suspending the Part XII.6 tax for the same period. The Company is subject to Part XII.6 taxes on any unspent flow-through expenditures after February 1, 2021 for flow-through funds raised in 2019. Since the proposal by the Department of Finance received Royal assent on June 29, 2021, the dates to incur Part XII.6 taxes will be extended by one year, however, if amounts are not expended by the end of 2021 for agreements entered in 2019 or by the end of 2022 for agreements entered into in 2020, the additional 10% tax under Part XII.6 will apply.

The Company has indemnified the subscribers for any tax related amounts that become payable by the subscriber as a result of the Company not meeting its expenditure commitments. As of September 30, 2022, the Company has fulfilled the total commitment. The Company's exploration and evaluation activities are subject to laws and regulations governing the protection of the environment. These laws and regulations are continually changing and generally becoming more restrictive. The Company believes its activities are materially in compliance with all applicable laws and regulations. The Company has made, and expects to make in the future, expenditures to comply with such laws and regulations.

In August 2020, the Company received $40,000 interest-free loan from the Emergency Business Account (CEBA) to support business by providing financing for their expenses and a loan forgiveness of 25% (up to $10,000) if is repaid on or before December 31, 2022.

The Company is party to certain management contracts. These contracts require payment of $480,000 upon the occurrence of a change of the Company, as defined by each officers' respective consulting agreement. The Company is also committed to payments upon termination of approximately $480,000pursuant to the terms of these contracts. As a triggering event has not taken in place, these amounts have not been recorded in these consolidated financial statements.

TRENDS

The Company is a mineral exploration and development company, focused on the exploration and development of mineral properties. The Company has a significant portfolio of exploration and pre-development assets in Manitoba. The Company's financial success will be largely dependent upon the extent to which it successfully explores and develops its Manitoba properties.

The Company continues to be cautiously optimistic with regard to the improvement in commodity prices as well as an improvement in the sentiment in the junior resource market.

ENVIRONMENTAL LIABILITIES

The Company's exploration and development activities are subject to various government laws and regulations relating to the protection of the environment. These environmental regulations are continually changing and generally becoming more restrictive. As of the date of this MD&A, the Company does not believe that there are any environmental obligations requiring material capital outlays.

TECHNICAL DISCLOSURE

Technical disclosure with respect to the portfolio of properties focussed in Snow Lake, Manitoba in this MD&A was reviewed and approved by Ken Lapierre, P. Geo a "Qualified Person" within the meaning of NI 43-101.

EQUITY COMPENSATION

The following table is a continuity of stock options outstanding:

	# of options	Exercise price
Balance March 31, 2021	**11,464,183**	$0.15
Expired April 1 and 4, 2021	(516,666)	$0.15
Expired October 9, 2021	(300,000)	$0.15
Forfeited June 1 and March 5, 2020	(2,042,553)	$0.15
Balance March 31, 2022	**8,604,964**	$0.15
Expired July 31, 2022	(200,000)	$0.15
Balance September 30, 2022	**8,404,964**	$0.15

As of the date of this MD&A, the Company has 8,404,964 stock options with exercise prices of $0.15 and expiry dates between October 9, 2023 and January 1, 2027.

The following table reflects the continuity of warrants for the three months ended September 30, 2022 and year ended March 31, 2022:

	# of warrants	Weighted average exercise price ($)
Balance March 31, 2021	**428,633**	0.19
Exercised	8,831,629	0.10
Expired	(428,633)	0.19
Balance March 31, 2022	**8,831,629**	0.10
Balance September 30, 2022	**8,831,629**	0.10
Balance November 18, 2022	**8,831,629**	0.10

OUTSTANDING SHARE DATA

The following share capital information is presented as at the date of this MD&A:

		Average exercise price	Expiry date range
Shares issued and outstanding	323,486,019		
Stock options outstanding	8,404,964	$0.15	October 9, 2023 – Jan 1, 2027
Warrants outstanding	7,796,166	$0.10	December 31, 2023
Broker warrants outstanding	1,035,463	$0,06	December 31, 2023
Fully diluted share capital	340,722,612		

ACCOUNTING POLICIES

New standards not yet adopted

Certain pronouncements were issued by the IASB or the IFRIC that are mandatory for accounting periods commencing on or after April 1, 2022. Many are not applicable or do not have a significant impact to the Company and have been excluded. The following have not yet been adopted and are being evaluated to determine their impact on the Company.

IFRS 10 – Consolidated Financial Statements ("IFRS 10") and IAS 28 – Investments in Associates and Joint Ventures ("IAS 28") were amended in September 2014 to address a conflict between the requirements of IAS 28 and IFRS 10 and clarify that in a transaction involving an associate or joint venture, the extent of gain or loss recognition depends on whether the assets sold or contributed constitute a business. The effective date of these amendments is yet to be determined, however early adoption is permitted.

IAS 1 – Presentation of Financial Statements ("IAS 1") was amended in January 2020 to provide a more general approach to the classification of liabilities under IAS 1 based on the contractual arrangements in place at the reporting date. The amendments clarify that the classification of liabilities as current or noncurrent is based solely on a company's right to defer settlement at the reporting date. The right needs to be unconditional and must have substance. The amendments also clarify that the transfer of a company's own equity instruments is regarded as settlement of a liability, unless it results from the exercise of a conversion option meeting the definition of an equity instrument. The amendments are effective for annual periods beginning on or after January 1, 2023.

There are no other standards/amendments or interpretations that are expected to have a significant effect on the consolidated financial statements of the Company.

RISK FACTORS

An investment in the securities of the Company is highly speculative and involves numerous and significant risks. Such investment should be undertaken only by investors whose financial resources are sufficient to enable them to assume these risks and who have no need for immediate liquidity in their investment. Prospective investors should carefully consider the risk factors that have affected, and which in the future are reasonably expected to affect, the Company and its financial position.

The following list is a summary of existing and future material risks to the business of the Company. Each of the Company's major risk factors are discussed in more detail in the Company's MD&A dated July 29, 2022 for the year ended March 31, 2022 posted on the Company's website and filed with the Canadian securities regulatory authorities on SEDAR at http://www.sedar.com.

The risks below are not listed in any particular order and are not exhaustive. Additional risks and uncertainties not currently known to the Company, or those that it currently deems to be immaterial, may become material and adversely affect the Company's business. The realization of any of these risks may materially and adversely affect the Company's business, financial condition, results of operations and/or the market price of the Company's shares.

- Exploration, Development and Operating Risks
- Risks Associated with the Company’s Properties
- Current Economic Conditions
- Operating History
- Drilling and Production Risks Could Adversely Affect the Mining Process
- Reliability of Resource Estimates
- Insurance and Uninsured Risks
- Environmental Risks and Hazards
- Infrastructure
- Land Title
- Competition
- Additional Capital
- Commodity Prices
- Government Regulation
- Market Price of Common Shares
- Dividend Policy
- Future Sales of Common Shares by Existing Shareholders
- Key Executives
- Conflicts of Interest

FORWARD LOOKING STATEMENTS

This MD&A contains certain forward-looking information and forward-looking statements, as defined in applicable securities laws (collectively referred to herein as “forward-looking statements”). These statements relate to future events or the Company’s future performance. All statements other than statements of historical fact are forward-looking statements. Often, but not always, forward-looking statements can be identified by the use of words such as “plans”, “expects”, “is expected”, “budget”, “scheduled”, “estimates”, “continues”, “forecasts”, “projects”, “predicts”, “intends”, “anticipates” or “believes”, or variations of, or the negatives of, such words and phrases, or state that certain actions, events or results “may”, “could”, “would”,“should”, “might” or “will” be taken, occur or be achieved. Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause actual results to differ materially from those anticipated in such forward-looking statements. The forward-looking statements in this MD&A speak only as of the date of this MD&A or as of the date specified in such statement. The following table outlines certain significant forward-looking statements contained in this MD&A and provides the material assumptions used to develop such forward- looking statements and material risk factors that could cause actual results to differ materially from the forward-looking statements.

Forward looking statement	Assumptions	Risk factors
The Company's properties may contain economic deposits of copper, gold, zinc and silver. The Company may take some of its projects into production.	The Company will fund the costs of its exploration activities on its Manitoba properties from its own cash reserves; the actual results of the Company's exploration and development activities will be favourable; operating, exploration and development costs will not exceed the Company's expectations; the Company will be able to retain and attract skilled staff; all requisite regulatory and governmental approvals for exploration projects and other operations will be received on a timely basis upon terms acceptable to the Company, and applicable political and economic conditions are favourable to the Company; the price of copper, gold, zinc and silver and exchange rates will be favourable to the Company; no title disputes exist or will exist with respect to the Company's properties. The Company will complete satisfactory studies on select projects that will provide economic support to justify development decisions. Please refer to "Risk Factors".	Copper, gold, zinc and silver price volatility; uncertainties involved in interpreting geological data and confirming title to acquired properties; the possibility that future exploration results will not be consistent with the Company's expectations; increases in costs; environmental compliance and changes in environmental and other local legislation and regulation; exchange rate fluctuations; changes in economic and political conditions; the Company's ability to retain and attract skilled staff. Inadequate positive economic data from the pre-feasibility studies to support a construction decision.

Forward looking statement	Assumptions	Risk factors
The Company will be able to carry out anticipated business plans, including costs and timing for future exploration and development on its property interests.	The exploration and predevelopment activities of the Company for the period, and the costs associated therewith, will be consistent with the Company's current expectations; financing will be available for the Company's exploration and development activities and the results thereof will be favourable; the Company will be able to retain and attract skilled staff; all applicable regulatory and governmental approvals for exploration projects and other operations will be received on a timely basis upon terms acceptable to the Company; the Company will not be adversely affected by market competition; the price of copper, gold, zinc and silver will be favourable to the Company; no title disputes exist with respect to the Company's properties.	Copper, gold, zinc and silver price volatility, changes in equity markets; timing and availability of external financing on acceptable terms; the uncertainties involved in interpreting geological data and confirming title to acquired properties; the possibility that future exploration and predevelopment results will not be consistent with the Company's expectations; increases in costs; environmental compliance and changes in environmental and other local legislation and regulation; exchange rate fluctuations; changes in economic and political conditions; the Company may be unable to retain and attract skilled staff; receipt of applicable permits.
Management's outlook regarding future trends.	Financing will be available for the Company's exploration and development activities; the price of copper, gold, zinc and silver will be favourable to the Company.	Copper, gold, zinc and silver price volatility; changes in debt and equity markets; exchange rate fluctuations; changes in economic and political conditions.

Inherent in forward-looking statements are risks, uncertainties and other factors beyond the Company's ability to predict or control. Please also make reference to those risk factors referenced in the "Risk Factors" section above. Readers are cautioned that the above chart does not contain an exhaustive list of the factors or assumptions that may affect the forward-looking statements, and that the assumptions underlying such statements may prove to be incorrect. Actual results and developments are likely to differ, and may differ materially, from those expressed or implied by the forward-looking statements contained in this MD&A. Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause the Company's actual results, performance or achievements to be materially different from any of its future results, performance or achievements expressed or implied by forward-looking statements. All forward-looking statements herein are qualified by this cautionary statement. Accordingly, readers should not place undue reliance on forward-looking statements. The Company undertakes no obligation to update publicly or otherwise revise any forward-looking statements whether as a result of new information or future events or otherwise, except as may be required by law. If the Company does update one or more forward-looking statements, no inference should be drawn that it will make additional updates with respect to those or other forward-looking statements, unless required by law.

ADDITIONAL INFORMATION

Further information about the Company and its operations is available on the Company's website at **www.rockcliffmetals.com** or on SEDAR at **www.sedar.com**.